

# Cycliq Group Limited

ABN 47 119 749 647

## **ANNUAL REPORT**

**30 June 2021**

**CORPORATE DIRECTORY****Current Directors**

Craig Smith-Gander	Non-Executive Chairman	Appointed 31 August 2020
Xavier Kris	Non-Executive Director	Appointed 31 August 2020
David Wheeler	Non-Executive Director	Appointed 11 June 2021
Chris Mews	Non-Executive Director	Appointed 11 June 2021

**Company Secretary**

Tim Slate	Company Secretary	Appointed 2 August 2021
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**Registered Office**

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Perth, WA 6000

Telephone: +61 (8) 6558 0886

Facsimile: +61 (8) 6316 3337

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

Website: [www.cycliq.com](http://www.cycliq.com)

**Principal place of business**

Address: Unit A14, Level 2, 435 Roberts Road,  
Subiaco, WA, 6008

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

Website: [www.cycliq.com](http://www.cycliq.com)

**Securities Exchange**

Australian Securities Exchange  
ASX Code: CYQ.AX

**Share Registry**

Advanced Share Registry

Address: 110 Stirling Hwy,  
Nedlands Perth WA 6009

Telephone: +61 (8) 9389 8033

**Auditors**

Hall Chadwick WA Audit Pty Ltd

Address: 283 Rokeby Road  
Subiaco WA 6008

Telephone: +61 (8) 9426 0666

Website: [www.hallchadwickwa.com.au](http://www.hallchadwickwa.com.au)

## ANNUAL REPORT

30 June 2021

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## CHAIRMAN'S REPORT

Dear Shareholders,

This last year has seen a continued focus on cost management coupled with a change in the business model in order to achieve higher margins on the sale of our core products. The online direct sales portal has been improved, reducing reliance on our third-party distributors. Distribution through wholesale partners has in the past provided high revenue numbers but at the expense of lower margins and profitability.

Supply chain challenges have continued this year, with the well-publicised shortages of computer chips and other core componentry having an impact on production. The company also made a deliberate decision to reduce the time between sales to customers and fulfilment of that sale. This has resulted in lower, recognised, sales than forecast, but has improved Cycliq's reputation in the marketplace.

The Entitlements Issue that was completed at year's end has now positioned your Company well to both consolidate the work undertaken during the year and to position it for growth in the coming year. I would like to take this opportunity to welcome new shareholders and our new Directors, as well as thank the departing executives and Director for their contributions to the Company.

### **FY21 in review**

A significant decrease has occurred in the fixed cost base of the company during the year, particularly with the reduction in senior executives which itself achieved annualised savings of over \$750,000. The operational team has also been rationalised so that the operational costs more accurately reflect the size and nature of the business. Subsequent to year's end, alternative premises have been secured with a further, significant, reduction in fixed overheads.

The move away from distributor sales has negatively impacted revenues in the short-term, but has allowed all debt facilities to be retired and higher margins to be achieved. A focus on an improved online sales offering and reduced time frames for product fulfillment have enhanced the customer experience and improved the relationship with the customer base.

Research and Development of new products will see the introduction of new products in time for Black Friday and Cyber Tuesday. A focus on product improvement and quality control with the Fly 6 product has seen a significant reduction in warranty claims, which had been at unacceptable levels in the first half of the year.

The relationship with Hong-Kong based joint venture partner Glory Horse Investment Holdings Limited (**GHI**) deteriorated during the last financial year. On 11 June 2021, a Writ of Summons in the Hong Kong High Court was issued by GHI against Cycliq Group Limited seeking a sum of US \$393,924 plus interest, costs, and other relief. Cycliq Group Limited has obtained legal representation in both Australia and Hong Kong and is presently challenging the proceeding. We are also engaging in negotiations to seek a full resolution of the dispute, with a view to terminating the joint venture arrangement with GHI (operated via the jointly owned vehicle Cycliq Research & Development (HK) Limited) and vesting the joint venture assets in Cycliq.

### **Financing arrangements**

Notwithstanding the successful \$4.1 million capital raising undertaken, Cycliq continues to reduce overheads. Changes to the marketing and advertising processes has meant that expenditure was significantly reduced throughout the year, with little to no impact on sales and sales enquiries.

All financing facilities were closed out during the year and Cycliq is now free of debt. Sales are now almost exclusively COD resulting in an obvious positive impact to cashflow. Part of the proceeds of the capital raising were used to retire well overdue accounts payable, leading to a much better relationship with key suppliers and our manufacturing partners.

Deposits were paid to our manufacturers to ensure continuity of supply leading into the important selling seasons during November and December.

**The year ahead**

The business has developed new products to complement the existing Fly 6 and Fly 12 product ranges. A duo mount for the Fly 12 (to accommodate computer head units with the Fly 12) is now in production and will be sold alongside the Fly 12. High margin lens protectors will be added to the range early in September, as well as a new range of related safety products in time for Black Friday. Development of a forward-facing camera only unit and entry level smart rear lights are also near conclusion with sales expected this financial year.

The global cycling market continues to grow as does the previously forecast personal micro mobility market – particularly in e bikes, scooters and other such means of transportation. Interest and participation in the company's **Upride** safety network continues to grow as well, providing further opportunities to gather and distribute data and information to enhance the safety of our customers.



Craig Smith-Gander

Chairman

## DIRECTORS' REPORT

Your directors present their report on the Group, consisting of Cycliq Group Limited (“Cycliq” or the “Company”) and its controlled entities (collectively the “Group”), for the year ended 30 June 2021.

### Directors

The names of Directors in office at any time during the year or since the end of the year are:

Craig Smith-Gander	Non-Executive Chairman	Appointed 31 August 2020
Xavier Kris	Non-Executive Director	Appointed 31 August 2020
David Wheeler	Non-Executive Director	Appointed 11 June 2021
Chris Mews	Non-Executive Director	Appointed 11 June 2021
Daniel Kennedy	Non-Executive Director	Resigned 11 June 2021
Piers Lewis	Non-Executive Director	Resigned 31 August 2020
Ben Rattigan	Non-Executive Director	Resigned 31 August 2020

Directors have been in office since the start of the year to the date of this report unless otherwise stated.

### Company Secretary

Tim Slate	Company Secretary	Appointed 2 August 2021
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### Principal Activities

Cycliq Group Limited (“Cycliq”) is a smart safety company based in Perth, Australia, manufacturing and marketing the world-first cycling light and camera safety systems, the Fly6 and Fly12.

### Operating Results

The consolidated loss for the year amounted to \$3,240,191 (2020: \$1,464,835).

### Dividends Paid or Recommended

There were no dividends paid or recommended during the financial year ended 30 June 2021.

### Review of Operations

A detailed review of the Group’s operations is set out in the Chairmans Report.

### Financial Position

The net assets/(deficiency) of the Group are \$1,293,107 at 30 June 2021 (2020: (\$624,803))

### Significant Changes in State of Affairs

There were no significant changes in the state of affairs of Cycliq Group Limited and its controlled entities during the financial year ended 30 June 2021.

### Subsequent Events

Following shareholder approval at the General Meeting on 7 July 2021, the Company completed the following:

- Converted all convertible notes outstanding by issuing 500,000,000 fully paid ordinary shares along with 250,000,000 fre attaching CYQOA quoted options
- Issued 2,300,000,000 CYQOA quoted options to CPS Capital

On 21 July 2021 a 20:1 share consolidation was completed.

## DIRECTORS' REPORT

### Likely Developments

Comments on expected results of the operations of the Group are included in the Chairman's Report.

Disclosure of information regarding likely developments in the operations of the Group in future financial years and the expected results of those operations is likely to result in unreasonable prejudice to the Group. Therefore this information has not been disclosed in the report.

### Information Relating to the Directors and Company Secretary

**Craig Smith-Gander** – Non-Executive Chairman  
(Appointed 31 August 2020)

Mr Smith-Gander is an experienced company director in both ASX and large not for profit organisations with a track record of successfully devising, implementing and maintaining strategies to grow businesses.

Mr Smith-Gander is presently owner and Managing Director of Kwik Logistics, Chairman of the Western Roads Foundation, President of Surf Life Saving Western Australia and former Chairman of Westcycle. He is a graduate of the Royal Military College Duntroon and served as an officer in the Australian Regular Army.

Mr Smith-Gander holds 34,799,349 fully paid ordinary shares and 39,071,458 options at the date of this report. Please refer to the Remuneration report for further details.

#### *Directorships held in other listed entities*

None

**Xaiver Kris** – Non-Executive Director  
(Appointed 31 August 2020)

Having successfully led technology business in the USA, Europe, South East Asia and Australia as an operational CEO in high growth environments, Mr Kris is a specialist in transforming single vertical, product-based businesses into international, recurring revenue, high gross margin, platform based enterprises.

As a director, advisor and executive in public and private companies, he has completed over 15 accetive acquisitions internationally and helped scale organisations organically through strategic partnerships and enterprises sales deals with global marquee clients.

Mr Kris holds 35,848,371 fully paid ordinary shares and 38,500,000 options at the date of this report. Please refer to the Remuneration report for further details.

#### *Directorships held in other listed entities*

Swift Media Ltd - Managing Director from 6 October 2014 to 28 June 2019

OliveX Holdings Ltd – Non-Executive Director from 15 October 2019 to 24 August 2021

Sky and Space Company Ltd – Non-Executive Director from 21 July 2020

## DIRECTORS' REPORT

**David Wheeler** – Non-Executive Director  
(Appointed 11 June 2021)

Mr Wheeler has more than 30 years Executive Management, Directorship and Corporate Advisory experience. He is a foundation Director and Partner of Pathways Corporate a boutique Corporate Advisory firm that undertakes assignments on behalf of family offices, private clients and ASX listed companies.

Mr Wheeler has successfully engaged in business projects in the USA, UK, Europe, New Zealand, China, Malaysia, Singapore and the Middle East. Mr Wheeler has been a Fellow of the Australian Institute of Company Directors and serves on public and private company boards currently holding a number of directorships and advisory positions in Australian ASX listed companies.

Mr Wheeler holds nil fully paid ordinary shares and nil options at the date of this report. Please refer to the Remuneration report for further details.

*Directorships held in other listed entities*

Health House International Ltd - Executive Chairman from April 2021

Protean Energy Ltd – Non-Executive Chairman from May 2017

PVW Resources (previously Thred Ltd) - Non-Executive Chairman from August 2017

Ragnar Metals Ltd - Non-Executive Director from December 2017

Avira Resources Ltd - Non-Executive Chairman from September 2018

Tyranna Resources Ltd - Non-Executive Director - from October 2019

Syntonic Ltd - Non-Executive Director - from November 2019

Blaze International Ltd - Non-Executive Chairman from March 2020

Delecta Ltd - Non-Executive Director from June 2020

Athena Resources Ltd - Non-Executive Director from June 2021

Antilles Oil and Gas NL – Non-Executive Director from February 2016 to November 2018

Ultracharge Ltd – Non-Executive Director from December 2015 to August 2019

**Chris Mews** – Non-Executive Director  
(Appointed 11 June 2021)

Mr Mews is an experienced non-executive director with over 20 years in the financial services sector having held senior positions in finance, corporate secretarial and compliance in listed and unlisted companies. Chris is currently the Chief Financial Officer and Company Secretary of Merchant Group Pty Ltd, a Perth based financial services firm that provides funds management and corporate finance services, with investment experience both in Australia and internationally. Prior to Merchant Group, he was the Chief Financial Officer and Company Secretary of listed biotech company Polynovo Ltd and Non-Executive Director of Auscann Group Holdings Ltd.

Mr Mews holds a Bachelor of Business majoring in Accounting and is a Certified Practising Accountant, a Chartered Company Secretary and a member of the Governance Institute of Australia.

Mr Mews holds 21,000,000 fully paid ordinary shares and 10,000,000 options at the date of this report. Please refer to the Remuneration report for further details.

*Directorships held in other listed entities*

Auscann Group Holdings Ltd – Non-Executive Director from 1 December 2019

Health House International Ltd – Non-Executive Director from 1 July 2020

**Tim Slate** – Company Secretary  
(Appointed 2 August 2021)

Mr Slate provides accounting, secretarial and corporate advice to a number of private and public companies. Mr Slate has over ten years' experience in chartered accounting.

Mr Slate has a Bachelor of Commerce from the University of Western Australia, is a Chartered Accountant, an Associate Member of the Governance Institute of Australia and is a Graduate of the Australian Institute of Company Directors.

## DIRECTORS' REPORT

### Meetings of Directors

At the date of this Directors' Report, there are no separate committees for remuneration, audit, nomination, finance, due diligence or operations. The Directors believe that the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of these separate committees. Accordingly, all matters capable of delegation to such committees are considered by the Board of Directors in its entirety.

	Number Board Meetings eligible to attend	Number of Board Meetings Attended
Craig Smith-Gander	12	12
Xavier Kris	12	12
David Wheeler	-	-
Chris Mews	-	-
Daniel Kennedy	13	13
Piers Lewis	1	1
Ben Rattigan	1	1

### Interests in the shares and options of the Company and related bodies corporate

	Fully Paid Ordinary Shares Number	Options Number
Craig Smith-Gander	34,799,349	39,071,458
Xavier Kris	35,848,371	38,500,000
David Wheeler	-	-
Chris Mews	21,000,000	10,000,000
Daniel Kennedy (at resignation)	120,037,244	31,000,000
Piers Lewis (at resignation)	459,157	-
Ben Rattigan (at resignation)	6,262,500	-

## DIRECTORS' REPORT

### Options

#### Unissued shares under option

As at 30 June 2021, there were 192,571,430 un-issued ordinary shares of Cycliq Group Limited under option (listed or unlisted) and 142,857,143 un-issued ordinary shares of Cycliq Group Limited under warrant. The details of the options are as follows:

	Number	Exercise Price \$	Expiry Date
Options approved at 2019 AGM	49,665,670	\$0.012	26-Nov-2021
Options approved at 2019 AGM	33,941,473	\$0.012	17-Dec-2021
Options approved at 2020 EGM	4,642,858	\$0.012	22-Jan-2022
Options approved at 2020 EGM	2,321,429	\$0.012	1-May-2022
Options approved at 2021 EGM	20,000,000	\$0.004	24-Dec-2022
Options approved at 2021 EGM	82,000,000	\$0.004	24-Dec-2022
Warrants issued to Partners For Growth	67,857,143	\$0.007	29-Mar-2026
Warrants issued to Partners For Growth	75,000,000	\$0.001	31-Oct-2026

#### Shares issued upon exercise of options

No ordinary shares were issued by the Company as a result of the exercise of options during the year or since the end of the year.

### Non-Audit Services

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

### Indemnifying Officers or Auditor

The Company has agreed to indemnify the directors of the Company, the directors of controlled entities and executive officers against all liabilities to other persons (other than the Company or a related body corporate) that may arise from their position as directors of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

During the year the Company paid insurance premiums to insure Directors and Officers against certain liabilities arising out of their conduct while acting as an officer of the Group. Under the terms and conditions of the insurance contract, the nature of the liabilities insured against and the premium paid cannot be disclosed.

### Environmental Issues

In the normal course of business, there are no environmental regulations or requirements that the Company is subject to.

The Directors have considered the enacted National Greenhouse and Energy Reporting Act 2007 (the NGER Act) which introduced a single national reporting framework for the reporting and dissemination of information about the greenhouse gas emissions, greenhouse gas projects, and energy use and production of corporations. At the current stage of development, the Directors have determined that the NGER Act has no effect on the Company for the current, nor subsequent, financial year. The Directors will reassess this position as and when the need arises.

## **DIRECTORS' REPORT**

### **Corporate Governance Statement**

The Group's full Corporate Governance Statement can be found attached to the appendix 4G lodged on the ASX.

### **Auditors Independence Declaration**

The lead auditor's independence declaration for the year ended 30 June 2021 has been received and can be found on page 11 of this annual report.

### **Proceedings on Behalf of 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.

To the Board of Directors

## Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

As lead audit Partner for the audit of the financial statements of Cycliq Group Ltd for the financial year ended 30 June 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully,

*Hall Chadwick*  
**HALL CHADWICK WA AUDIT PTY LTD**

  
**CHRIS NICOLOFF CA**  
**Partner**

Dated this 29<sup>th</sup> day of September 2021

## DIRECTORS' REPORT – REMUNERATION REPORT (AUDITED)

The information in this remuneration report has been audited as required by s308(3C) of the Corporations Act 2001.

### Remuneration Policy

The remuneration policy of Cycliq Group Limited has been designed to align director and management objectives with shareholder and business objectives by providing a fixed remuneration component, and offering specific long-term incentives based on key performance areas affecting the Group's financial results. The Board of Cycliq Group Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best management and directors to run and manage the Group, as well as create goal congruence between directors, executives and shareholders. The Board's policy for determining the nature and amount of remuneration for Board members and senior executives of the Group is as follows:

- ▶ All executives receive a base salary (which is based on factors such as length of service and experience), superannuation, options and performance incentives. The Board reviews executive packages annually by reference to the Group's performance, executive performance, and comparable information from industry sectors and other listed companies in similar industries.
- ▶ Non-Executive Directors and Executives receive superannuation guarantee contributions as required by legislation and do not receive any other retirement benefits. All remuneration paid to Directors and executives is valued at cost and expensed. Options and performance shares given to Directors and employees are valued using Black-Scholes methodology. The Board's policy is to remunerate Non-Executive Directors at the lower end of market rates for comparable companies for time, commitment, and responsibilities.
- ▶ The Group has an incentive option and performance share scheme in place intended to incentivise the Non-Executive Directors. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually based on market practice, duties, and accountability. Independent external advice may be sought when required. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting. Fees for Non-Executive Directors are not linked to the performance of the Group. However, to align Directors' interests with shareholder interests, Directors are encouraged to hold shares in the Company.

The remuneration policy has been tailored to increase the direct positive relationship between shareholders' investment objectives and directors' and executives' performance. Currently, this is facilitated through the performance share and incentive option scheme which aims to encourage the alignment of personal and shareholder interests. The Company believes this policy will be effective in increasing shareholder wealth.

### Details of Board Remuneration

There were no cash bonuses paid during the year and there are no set performance criteria for achieving cash bonuses.

The table on the following page details the various components of remuneration for each member of the key management personnel of the Group. The term "Key Management Personnel" (or "KMP") (as defined in AASB 124 Related Party Disclosures) refers to those persons having authority and responsibility for planning, directing and controlling the activities of the group directly or indirectly including any Director (whether executive or otherwise) of the Group. The Key Management Personnel of the Group are the following Non-Executive and Executive Directors and officers of the Group.

- ▶ Craig Smith-Gander    Non-Executive Chairman
- ▶ Xavier Kris            Non-Executive Director
- ▶ David Wheeler        Non-Executive Director
- ▶ Chris Mews            Non-Executive Director
- ▶ Daniel Kennedy       Non-Executive Director – resigned 11 June 2021
- ▶ Piers Lewis            Non-Executive Director – resigned 31 August 2020
- ▶ Ben Rattigan          Non-Executive Director – resigned 31 August 2020
- ▶ Paul Claessen         Chief Executive Officer – resigned 8 February 2021
- ▶ Ben Hammond         Chief Executive Officer – resigned 8 February 2021
- ▶ Mathew Merson        Chief Financial Officer - resigned 8 December 2020

No other employee had authority or responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly, during the financial year.

**DIRECTORS' REPORT – REMUNERATION REPORT (AUDITED)**

The information in this remuneration report has been audited as required by s308(3C) of the Corporations Act 2001.

The tables below set out the summary information about the consolidated entity's earnings and movements in shareholder wealth for the period since listing to 30 June 2021.

	2021 \$	2020 \$
▶ Revenue	3,576,589	3,872,109
▶ Net loss before tax	(3,240,191)	(1,464,835)
▶ Net loss after tax	(3,240,191)	(1,464,835)
	2021 \$	2020 \$
▶ Share price at the start of the year	0.001	0.001
▶ Share price at the end of the year (after consolidation)	0.03	0.001
▶ Interim Dividend	-	-
▶ Final Dividend	-	-
▶ Basic and diluted loss per share (cents per share)	(0.13)	(0.08)

**2021**

	Short-term benefits				Post-employment Benefits		Equity-settled share-based payments		Total	Performance Related
	Salary, fees and leave \$	Profit share and bonuses \$	Non-monetary \$	Other \$	Superannuation	Termination Benefits \$	Equity \$	Options \$	Total \$	
Craig Smith-Gander <sup>(i)</sup>	80,000	-	-	-	-	-	4,313	63,557	147,870	43%
Xavier Kris <sup>(ii)</sup>	71,500	-	-	-	-	-	1,897	55,083	128,480	43%
David Wheeler	-	-	-	-	-	-	-	-	-	-
Chris Mews	-	-	-	-	-	-	-	-	-	-
Daniel Kennedy <sup>(iii)</sup>	66,000	-	-	-	-	-	39,696	55,083	160,779	34%
Piers Lewis	6,000	-	-	-	-	-	-	-	6,000	-
Ben Rattigan	6,000	-	-	-	-	-	-	-	6,000	-
<b>Other Current Key Management Personnel</b>										
Paul Claessen	187,074	-	-	-	-	33,233	-	-	220,307	-
Ben Hammond	187,074	-	-	-	-	33,233	-	-	220,307	-
Mathew Merson	117,186	-	-	-	-	-	-	-	117,186	-
<b>Total</b>	<b>720,834</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>66,466</b>	<b>45,906</b>	<b>173,723</b>	<b>1,006,929</b>	<b>17%</b>

(i) Craig Smith-Gander received 12,656,433 shares in lieu of director fees (ii) Xavier Kris received 10,848,371 shares in lieu of director fees (iii) Daniel Kennedy received 46,848,372 shares in lieu of director fees

**DIRECTORS' REPORT – REMUNERATION REPORT (AUDITED)**

The information in this remuneration report has been audited as required by s308(3C) of the Corporations Act 2001.

**2020**

	Short-term benefits				Post-employment Benefits		Equity-settled share-based payments		Total	Performance Related
	Salary, fees and leave	Profit share and bonuses	Non-monetary	Other	Superannuation	Termination Benefits	Equity	Options		
	\$	\$	\$	\$	\$	\$	\$	\$		
Daniel Kennedy (i)	38,000	-	-	-	-	-	-	-	38,000	-
Ben Rattigan	38,000	-	-	-	-	-	-	-	38,000	-
Piers Lewis	41,667	-	-	-	-	-	-	-	41,667	-
<b>Other Current Key Management Personnel</b>										
Paul Claessen (iii)	155,000	60,000	-	-	-	-	43,631	-	258,631	11.60%
Ben Hammond (ii)	155,001	60,000	-	-	-	-	46,640	-	261,641	11.46%
Mathew Merson (iv)	165,801	37,500	-	-	-	-	30,120	-	233,421	-
<b>Total</b>	<b>593,469</b>	<b>157,500</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>120,391</b>	<b>-</b>	<b>871,360</b>	<b>-</b>

(i) Daniel Kennedy received 32,188,872 shares in lieu of Director fees accrued to 30 June 2020. (ii) Ben Hammond received 46,639,763 shares. (iii) Paul Claessen received 43,630,914 shares. (iv) Mathew Merson received 30,119,696 shares.

**Service Agreements**

Remuneration and other terms of employment for the following Key Management Personnel are formalised in employment agreements. The significant terms of employment at the date of this report are set out below:

**Craig Smith-Gander**

Mr Smith-Gander's service agreement has been in place since his commencement of employment on 31 August 2020.

*Other Details*

Mr Smith-Gander's remuneration comprises director's fees of \$108,000 per annum.

**Xavier Kris**

Mr Kris' service agreement has been in place since his commencement of employment on 31 August 2020.

*Other Details*

Mr Kris' remuneration comprises director's fees of \$36,000 per annum.

**David Wheeler**

Mr Wheeler's service agreement has been in place since his commencement of employment on 11 June 2021.

*Other Details*

Mr Wheeler's remuneration comprises director's fees of \$36,000 per annum.

**Chris Mews**

Mr Mews' service agreement has been in place since his commencement of employment on 11 June 2021.

*Other Details*

Mr Mews' remuneration comprises director's fees of \$36,000 per annum.

**Daniel Kennedy**

Mr Kennedy's service agreement was in place since his commencement of employment on 7 May 2019 until his resignation on 11 June 2021.

**Piers Lewis**

Mr Lewis' service agreement has been in place from his commencement of employment on 29 November 2017 until his resignation on 31 August 2020.

## DIRECTORS' REPORT – REMUNERATION REPORT (AUDITED)

### Ben Rattigan

Mr Rattigan's service agreement was in place from his commencement of employment on 7 May 2019 until his resignation on 31 August 2020.

### Paul Claessen

Mr Claessen's was appointed to the position of Co-Chief Executive Officer of Cycliq Group Ltd effective 11 August 2020. He resigned from this position on 8 February 2021.

### Ben Hammond

Mr Hammond's was appointed to the position of Co-Chief Executive Officer of Cycliq Group Ltd effective 11 August 2020. He resigned from this position on 8 February 2021.

### Mathew Merson

Mr Merson was engaged as Chief Financial Officer on a consultancy agreement. The Agreement was terminated on 8 December 2020.

### Share-based Remuneration

#### Key Management Personnel Equity Holdings

- a) Fully paid ordinary shares of Cycliq Group Limited held by each Key Management Personnel

2021	Opening balance	Received during the year	Other changes during the year	At resignation	Balance at end of year
	No.	No.	No.	No.	No.
Craig Smith-Gander	-	34,799,349	-	-	34,799,349
Xavier Kris	-	35,848,371	-	-	35,848,371
David Wheeler	-	-	-	-	-
Chris Mews	-	21,000,000	-	-	21,000,000
Daniel Kennedy	73,188,872	46,848,372	-	(120,037,244)	-
Piers Lewis	459,157	-	-	(459,157)	-
Ben Rattigan	6,262,500	-	-	(6,262,500)	-
Paul Claessen	24,347,594	19,283,320	-	(43,630,914)	-
Ben Hammond	26,064,123	48,075,640	-	(74,139,763)	-
Mathew Merson	30,119,697	-	-	(30,119,697)	-
	160,441,943	205,855,052	-	(274,649,275)	91,647,720

**DIRECTORS' REPORT – REMUNERATION REPORT (AUDITED)****b) Options in Cycliq Group Limited held by each Key Management Personnel**

2021	Opening balance	Granted during the year	Exercised during the year	Other changes during the year	At resignation	Balance at end of year	Vested and Exercised
	No.	No.	No.	No.	No.	No.	No.
Craig Smith-Gander	-	39,071,458	-	-	-	39,071,458	39,071,458
Xavier Kris	-	38,500,000	-	-	-	38,500,000	38,500,000
David Wheeler	-	-	-	-	-	-	-
Chris Mews	-	10,000,000	-	-	-	10,000,000	10,000,000
Daniel Kennedy	5,000,00	26,000,000	-	-	(31,000,000)	-	-
Piers Lewis	-	-	-	-	-	-	-
Ben Rattigan	-	-	-	-	-	-	-
Paul Claessen	-	-	-	-	-	-	-
Ben Hammond	2,321,429	-	-	-	(2,321,429)	-	-
Mathew Merson	2,321,429	-	-	-	(2,321,429)	-	-
	9,642,858	113,571,458	-	-	(35,642,858)	87,571,458	87,571,458

**Performance shares**

There has been no change to the valuation methodology applied to 10,000,000 performance shares issued to employees and consultants in previous periods. The performance milestones and valuation methodology are outlined in the notes to the 30 June 2017 consolidated financial statements.

**Other Transactions with Key Management Personnel****Equity-based Key Management Personnel Transactions**

On 1 April 2021, the Company issued 500,000 convertible notes with a face value of \$1.00. Interest on each Convertible Note accrued at 4% per annum and is calculated on the daily balance of the face value.

**Convertible note holders**

	2021	2020
	\$	\$
Craig Smith-Gander <The Goose Superannuation Fund> (Criag Smith-Gander)	18,000	-
Tri-Nation Holdings Pty Ltd <Kris Family Super Fund A/c> (Xavier Kris)	18,000	-
Other	446,000	-
	500,000	-

Following shareholder approval on 7 July 2021, the convertible notes were converted by issuing 500,000 fully paid ordinary shares.

**Loans to Key Management Personnel**

There were no loans made to Directors or KMP during the period or as at 30 June 2021 (2020: NIL)

**Loan from Key Management Personnel**

Refer above for disclosure relating to convertible notes. There were no loans from Directors or KMP during the period ending 30 June 2021 (2020: nil).

## DIRECTORS' REPORT – REMUNERATION REPORT (AUDITED)

### Transactions with Key Management Personnel or their Related Parties

All transactions with related parties are on commercial terms and under conditions no more favorable than those available to other parties unless otherwise stated.

Related entity:

SmallCap Corporate Pty Ltd – Corporate secretarial services – (Piers Lewis)

	2021 \$	2020 \$
	56,418	90,146
	56,418	90,146

### END OF AUDITED REMUNERATION REPORT

This Report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of Directors.

Craig Smith-gander



Non Executive Chairman

Dated this Wednesday, 29 September 2021

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

For the year ended 30 June 2021

	Note	2021 \$	2020 \$
Continuing operations			
Revenue	2	3,576,589	3,872,109
Cost of Sales		(2,847,940)	(2,624,079)
Gross Profit		728,649	1,248,030
Other income	2	430,507	478,429
Administrative expenses		(210,987)	(242,882)
Distribution expenses		(356,027)	(178,731)
Depreciation and amortisation	3	(99,732)	(257,391)
Employment costs	3	(2,124,178)	(1,900,747)
Finance costs		(263,715)	(206,381)
Legal and consulting fees		(449,401)	(74,548)
Occupancy costs		(49,106)	(71,927)
Other operating expenses		(597,941)	(75,884)
Share-based payments	20 b., 20 c.	(220,348)	(160,840)
Research and development expenses		(27,912)	(21,963)
Loss before income tax		(3,240,191)	(1,464,835)
Income tax benefit / (expense)	5	-	-
Loss from continuing operations		(3,240,191)	(1,464,835)
▶ Loss attributable to minority interests		(22,645)	(36,268)
▶ Loss attributable to members of the parent entity		(3,217,546)	(1,428,567)
		(3,240,191)	(1,464,835)
Other comprehensive income, net of income tax			
▶ Exchange difference on translating foreign operations		(12,870)	(9,600)
Other comprehensive income for the year, net of tax		(12,870)	(9,600)
Total comprehensive income / (loss)		(3,253,061)	(1,474,435)
▶ Loss attributable to minority interests		(22,645)	(36,268)
▶ Loss attributable to members of the parent entity		(3,230,416)	(1,438,167)
		(3,253,061)	(1,474,435)
Earnings per share:			
Basic and diluted loss per share (cents per share)		(0.09)	(0.05)

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

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

As at 30 June 2021

	Note	2021 \$	2020 \$
<b>Current assets</b>			
Cash and cash equivalents	7	2,246,682	658,786
Trade and other receivables	8	126,928	246,031
Inventories	9	66,800	34,422
Prepayments	10	653,937	397,163
<b>Total current assets</b>		<b>3,094,347</b>	<b>1,336,402</b>
<b>Non-current assets</b>			
Plant and equipment	11	7,838	14,251
Intangible assets	12	365,470	246,969
<b>Total non-current assets</b>		<b>373,308</b>	<b>261,220</b>
<b>Total assets</b>		<b>3,467,655</b>	<b>1,597,622</b>
<b>Current liabilities</b>			
Trade and other payables	14	1,117,307	1,138,879
Provisions	15	198,488	148,436
Unearned Revenue	16	291,327	656,609
Borrowings	17	567,426	278,501
<b>Total current liabilities</b>		<b>2,174,548</b>	<b>2,222,425</b>
<b>Total liabilities</b>		<b>2,174,548</b>	<b>2,222,425</b>
<b>Net assets / (deficiency)</b>		<b>1,293,107</b>	<b>(624,803)</b>
<b>Equity</b>			
Issued capital	18	15,568,852	14,110,649
Reserves	19	4,100,406	400,508
Accumulated losses		(18,274,708)	(15,057,162)
<b>Parent entity interest</b>		<b>1,394,550</b>	<b>(546,005)</b>
<b>Minority interest</b>		<b>(101,443)</b>	<b>(78,798)</b>
<b>Total equity</b>		<b>1,293,107</b>	<b>(624,803)</b>

The consolidated statement of financial position is to be read in conjunction with the accompanying notes

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

Note	Issued Capital \$	Foreign Currency Translation Reserve \$	Share Based Payments Reserve \$	Warrants Reserve \$	Convertible Notes Reserve \$	Accumulated Losses \$	Minority Interest \$	Total \$
Balance at 1 July 2019	13,295,243	32,600	273,933	-	-	(13,628,595)	(42,530)	(69,349)
Loss for the year	-	-	-	-	-	(1,428,567)	(36,268)	(1,464,835)
Other comprehensive income	-	(9,600)	-	-	-	-	-	(9,600)
<b>Total comprehensive income</b>	-	(9,600)	-	-	-	(1,428,567)	(36,268)	(1,474,435)
Shares issued during the year	18a 901,824	-	-	-	-	-	-	901,824
Transaction costs	(86,418)	-	-	-	-	-	-	(86,418)
Warrants Issued	-	-	-	103,575	-	-	-	103,575
<b>Balance at 30 June 2020</b>	<b>14,110,649</b>	<b>23,000</b>	<b>273,933</b>	<b>103,575</b>	<b>-</b>	<b>(15,057,162)</b>	<b>(78,798)</b>	<b>(624,803)</b>
Balance at 1 July 2020	14,110,649	23,000	273,933	103,575	-	(15,057,162)	(78,798)	(624,803)
Loss for the year	-	-	-	-	-	(3,217,546)	(22,645)	(3,240,191)
Other comprehensive loss	-	(12,870)	-	-	-	-	-	(12,870)
<b>Total comprehensive loss</b>	-	(12,870)	-	-	-	(3,217,546)	(22,645)	(3,253,061)
Shares issued during the year	18a 4,920,509	-	-	-	-	-	-	4,920,509
Transaction costs	(357,306)	-	-	-	-	-	-	(357,306)
Options Issued	(3,105,000)	-	3,691,618	-	-	-	-	586,618
Convertible notes issued	-	-	-	-	21,150	-	-	21,150
<b>Balance at 30 June 2021</b>	<b>15,568,852</b>	<b>10,130</b>	<b>3,965,551</b>	<b>103,575</b>	<b>21,150</b>	<b>(18,274,708)</b>	<b>(101,443)</b>	<b>1,293,107</b>

The consolidated statement of changes in equity is to be read in conjunction with the accompanying notes.

**CONSOLIDATED STATEMENT OF CASH FLOWS**

For the year ended 30 June 2021

	Note	2021 \$	2020 \$
Cash flows from operating activities			
Receipts from customers		3,335,976	4,430,638
Payments to suppliers and employees		(6,873,426)	(4,462,051)
Other income		425,625	476,233
Interest Received		273	2,196
Interest Paid		(30,779)	(124,639)
Net cash used in operating activities	7a	(3,142,331)	322,377
Cash flows from investing activities			
Purchase of intangible assets		(17,758)	(170,442)
Purchases of property, plant and equipment		(10,489)	(99)
Net cash used in investing activities		(28,247)	(170,541)
Cash flows from financing activities			
Proceeds from issue of shares	18	4,564,647	740,984
Payments for share issue costs	18	(252,579)	(86,418)
Proceeds from issue of convertible notes		500,000	-
Repayment of borrowings		(699,619)	(569,459)
Proceeds from borrowings		787,897	-
Payments for financing costs		(92,198)	-
Net cash provided by financing activities		4,808,148	85,107
Net increase/(decrease) in cash held		1,637,570	236,943
Effects of exchange rate changes on the balance of cash held in foreign currencies		(49,674)	42,664
Cash at beginning of year		658,786	379,179
Cash at end of year	7	2,246,682	658,786

*The consolidated statement of cash flows is to be read in conjunction with the accompanying notes.*

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

### NOTE 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

These are the consolidated financial statements and notes of Cycliq Group Limited ("Company") and controlled entities ("Consolidated Group" or "Group"). Cycliq Group Limited is a company limited by shares, domiciled and incorporated in Australia.

The separate financial statements of the parent entity, Cycliq Group Limited, have not been presented with this financial report as permitted by the Corporations Act 2001.

The financial statements were authorised for issue on 29 September 2021 by the Directors of the Company.

#### a) Basis of preparation

The financial statements comprise the consolidated financial statements of the Group. For the purpose of preparing the consolidated financial statements, the Company is a for-profit entity. Material accounting policies adopted in the preparation of these financial statements are presented below. They have been consistently applied unless otherwise stated.

##### i. Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board (**AAS Board**) and International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**), and the Corporations Act 2011 (Cth).

Australian Accounting Standards (**AASBs**) set out accounting policies that the AAS Board has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with AASBs ensures that the financial statements and notes also comply with IFRS as issued by the IASB.

##### ii. Financial position

The consolidated financial statements have been prepared on an accruals basis and are based on historical costs unless otherwise stated in the notes. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted. The amounts presented in the financial statements have been rounded to the nearest dollar.

##### iii. Going Concern

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

During the year the Group incurred a net loss of \$3,240,191 (2020: \$1,464,835) and incurred net cash outflows from operating activities of \$3,142,331 (2020: inflow of \$322,377). Net assets at 30 June 2021 were \$1,293,107 (30 June 2020 deficiency of \$624,803) and the Group held cash assets at 30 June 2021 of \$2,246,682 (2020: \$658,786). These factors indicate a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern. The directors have prepared a cashflow forecast which indicates that the group will have sufficient cashflows to meet all commitments and working capital requirements for the 12-month period from the date of signing this report.

The Directors are confident of the Group's ability to continue as a going concern for the following reasons:

- Management has prepared a cashflow forecast for the next 12 months that indicates the operating cash inflows will be sufficient to meet expenses and other financial obligations when they fall due;
- Management has demonstrated the ability to contain costs in all areas of the business;
- The company is intending to introduce new product lines in the coming quarter providing additional sales opportunities to the existing customer base and to new customers; and
- The ability to raise capital or loans from shareholders or related parties.

Based on the above, the Directors consider the going concern basis of preparation to be appropriate for this financial report.

The ability of the Group to continue to pay its debts as and when they fall due is dependent upon the Group generating consistent profits during the next 12 months from existing operations and, if required, raising additional capital to meet any shortfall should the Group require.

The financial statements do not include any adjustment relating to the recoverability or classification of recorded asset amounts or to the amounts or classifications of liabilities that might be necessary should the Group not be able to continue as a going concern.

**iv. Use of estimates and judgements**

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period which the estimate is revised and in any future periods affected.

Judgments made by management in the application of AASBs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 10.

**v. Comparative figures**

Where required by AASBs comparative (2020) figures have been adjusted to conform with changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements is presented.

**b) Principles of consolidation**

As at reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. Where controlled entities have entered or left the Consolidated Group during the year, their operating results have been included or excluded from the date control was obtained or ceased.

**i. Business combinations**

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control exists when the Group is exposed to variable returns from another entity and has the ability to affect those returns through its power over the entity.

The Group measures goodwill at the acquisition date as:

- ▶ the fair value of the consideration transferred; plus
- ▶ the recognised amount of any non-controlling interests in the acquiree; plus
- ▶ if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree;  
*less*
- ▶ the net recognised amount of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

**ii. Subsidiaries**

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

A list of controlled entities is contained at note 12 Controlled Entities.

**iii. Loss of control**

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date control is lost. Subsequently it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

**iv. Transactions eliminated on consolidation**

All intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

**c) Income tax**

The income tax expense/(income) for the year comprises current income tax expense/(income) and deferred tax expense/(income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items recognised outside profit or loss.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

**d) Inventories**

Inventories are measured at the lower of cost and net realisable value.

**e) Plant, and equipment****i. Recognition and measurement**

Items of plant and equipment are measured at cost less accumulated depreciation (see below) and impairment losses (impairment losses are discussed further in note 1i).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads.

Where parts of an item of plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Gains and losses on disposal of an item of plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of plant and equipment and are recognised net within "other income" in profit or loss.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have not been discounted to their present values in determining recoverable amounts.

**ii. Subsequent costs**

The cost of replacing part of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of plant and equipment are recognised in the income statement as an expense as incurred.

**iii. Depreciation**

Depreciation is charged to the income statement on a straight-line basis over the asset's useful life to the consolidated group commencing from the time that the assets is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

	2021 %	2020 %
▶ Countertop Display advertising units	50%	50%
▶ Computer equipment	33%	33%
▶ Office furniture and equipment	33%	33%
▶ Test Model	33%	33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

**f) Intangibles****i. Intangible assets other than goodwill**

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

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

**g) Employee benefits****i. Defined contribution superannuation funds**

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions onto a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the income statement as incurred.

**ii. Short-term benefits**

Liabilities for employee benefits for wages, salaries, superannuation and leave that are expected to be settled within 12 months of the reporting date represent present obligations resulting from employees' services provided to the reporting date and are calculated at undiscounted amounts based on remuneration wage and salary rates that the Group expects to pay at the reporting date including related on-costs, such as workers' compensation insurance and payroll tax. Liabilities for employee benefits expected to be settled in excess of the 12 months from reporting date are recognised as non-current liabilities.

Non-accumulating non-monetary benefits, such as medical care, housing, cars and free or subsidised goods and services, are expensed based on the net marginal cost to the Group as the benefits are taken by employees.

**iii. Termination benefits**

When applicable, the Group recognises a liability and expense for termination benefits at the earlier of the date when the Group can no longer withdraw the offer for termination benefits and the date when the Group recognises costs for restructuring pursuant to AASB 137 *Provisions, Contingent Liabilities and Contingent Assets* and the costs include termination benefits. In either case, unless the number of employees affected is known, the obligation for termination benefits is measured on the basis of the number of employees expected to be affected. Termination benefit that are expected to be settled wholly before 12 months after the annual reporting period in which the benefits are recognised are measured at the (undiscounted) amounts expected to be paid. All other termination benefits are accounted for on the same basis as other long-term employee benefits.

**iv. Equity-settled compensation**

The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of options granted is measured using the Black-Scholes pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to market conditions not being met.

**h) Financial instruments****Initial recognition and measurement**

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

**Classification and subsequent measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the assets or liability, assuming the market participants acts in their economic best interests.

The consolidated entity does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

**i. Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and receivables are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting period. (All other loans and receivables are classified as non-current assets.)

**ii. Financial Liabilities**

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost. Gains or losses are recognised in profit and loss through the amortisation process and when the financial liability is derecognised.

**Derivative instruments**

The consolidated entity does not trade or hold derivatives.

**Financial guarantees**

The consolidated entity has no material financial guarantees.

**iii. Classification and Subsequent Measurement****(1) Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of nine (9) months or less, and bank overdrafts. Bank overdrafts are shown within short-borrowings in current liabilities on the Statement of financial position.

**(2) Loans**

Loans are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting period.

**(3) Trade and other receivables**

Receivables are usually settled within 60 days. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Collectability of trade and other receivables is reviewed on an ongoing basis. An impairment loss is recognised for debts which are known or expected to be uncollectible. An impairment provision is raised for any doubtful amounts.

**(4) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid and stated at their amortised cost. The amounts are unsecured and are generally settled on 30 day terms.

**(5) Share capital**

Ordinary issued capital is recorded at the consideration received. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any related income tax benefit. Ordinary issued capital bears no special terms or conditions affecting income or capital entitlements of the shareholders.

**iv. Amortised cost**

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

**v. Fair value**

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

**vi. Effective interest method**

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) over the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

**vii. Impairment**

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Financial assets are tested for impairment on an individual basis.

All impairment losses are recognised in the income statement.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost the reversal is recognised in the income statement.

#### viii. Derecognition

Financial assets are derecognised where the contractual rights to cash flow expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

#### ix. Finance income and expenses

Finance income comprises interest income on funds invested (including available-for-sale financial assets), gains on the disposal of available-for-sale financial assets and changes in the fair value of financial assets at fair value through profit or loss. Interest income is recognised as it accrues in profit or loss, using the effective interest method.

Financial expenses comprise interest expense on borrowings calculated using the effective interest method, unwinding of discounts on provisions, changes in the fair value of financial assets at fair value through profit or loss and impairment losses recognised on financial assets. All borrowing costs are recognised in profit or loss using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in income in the period in which they are incurred.

Foreign currency gains and losses are reported on a net basis.

#### i) Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets (see accounting policy 1c) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairment losses are recognised in the income statement, unless the asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through the income statement. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro rata basis.

The recoverable amount of an asset or cash-generating unit is the greater of its fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortisation, if no impairment loss had been recognised.

**j) Provisions**

Provisions for legal claims, service warranties and make good obligations are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

**k) Revenue and other income**

Interest revenue is recognised in accordance with note 1(i)ix Finance income and expenses.

Revenue from the sale of goods and services is measured at the fair value of the consideration received or receivable, net of returns and allowances. Revenue is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due or there is a risk of return of goods or there is continuing management involvement with the goods.

All revenue is stated net of the amount of value added taxes (note 1m Goods and Services Tax).

**l) Goods and Services Tax**

Goods and Services Tax (GST) is the term for the broad-based consumption taxes that the Group is exposed to in Australia.

Revenues, expenses, and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

The net amount of GST recoverable from, or payable to, the Australian Taxation Office is included as a current asset or liability in the balance sheet.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

**m) Segment reporting**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' results are regularly reviewed by the Group's Managing Director to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

**n) Critical Accounting Estimates and Judgments**

Management discusses with the Board the development, selection and disclosure of the Group's critical accounting policies and estimates and the application of these policies and estimates. The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

**i. Key judgment: Going Concern**

Refer Note 1(a)iii Going concern.

**ii. Key estimate: Impairment**

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. As a result of this review, the Group has determined that no material impairment was required.

**iii. Key estimate: Provision for warranty claims**

The group provides warranties to customers for a number of its products. Judgement is required in determining the warranty provision required to be recognised to fulfil any warranty claims. The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The best estimate is based on historical experience and an understanding of the product base applied against sales within the warranty period.

**iv. Key estimate: Taxation**

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of directors. These estimates take into account both the financial performance and position of the Group as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by the Australian Taxation Office.

**v. Key estimate: Share-based payments**

The value attributed to share options and remuneration shares issued is an estimate calculated using an appropriate mathematical formula based on Black-Scholes option pricing model. The choice of models and the resultant option value require assumptions to be made in relation to the likelihood and timing of the conversion of the options to shares and the value and volatility of the price of the underlying shares. Details of share-based payments assumptions are detailed in Note 20.

**o) New, revised or amending Accounting Standards and Interpretations adopted**

The group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the group during the financial year.

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

**p) Accounting Standards that are mandatorily effective for the current reporting year**

The Group has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for an accounting period that begins on or after 1 July 2020.

*Changes in accounting policies on initial application of Accounting Standards*

In the year ended 30 June 2021, the directors have reviewed all the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group's operations and effective for annual reporting periods beginning on or after 1 July 2020. As a result of this review, the Directors have determined that there is no material impact of any new and revised Standards and Interpretations issued by the AASB.

*Standards and Interpretations in issue not yet adopted*

The Directors have also reviewed all of the new and revised Standards and Interpretations in issue not yet adopted for the year ending 30 June 2021. As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations in issue not yet adopted on the Group and therefore no material change is necessary to Group accounting policies.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 30 June 2021

**NOTE 2 REVENUE AND OTHER INCOME**

	2021 \$	2020 \$
a) Revenue		
Fly 12CE sales	1,296,840	2,148,435
Fly 6CE sales	(14,336)	608,974
Fly 6CE Gen 2 sales	(22,691)	835,124
Fly 6CEGen 3 sales	1,980,668	-
Other accessories sales	149,822	276,109
Other	186,286	3,467
	3,576,589	3,872,109

	2021 \$	2020 \$
b) Other Income		
Interest Income	272	2,073
Grant income	311,735	378,233
Other Income	118,500	98,123
	430,507	478,429

**NOTE 3 PROFIT / (LOSS) BEFORE INCOME TAX**

The following significant revenue and expense items are relevant in explaining the financial performance:

**Depreciation and amortisation**

Depreciation of plant and equipment  
Amortisation of intangible assets

**Employment costs**

Key management personnel remuneration  
General wages, salaries and superannuation  
Other employment related costs

	2021 \$	2020 \$
	9,718	80,166
	90,014	177,225
	99,732	257,391
	787,299	873,669
	786,577	615,832
	550,302	411,246
	2,124,178	1,900,747

**NOTE 4 AUDITORS REMUNERATION****Auditing or reviewing the financial reports**

Hall Chadwick WA Audit Pty Ltd (previously known as Bentleys)

	2021 \$	2020 \$
	45,673	49,900
	45,673	49,900

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

## NOTE 5 INCOME TAX

## a) Income tax expense / (benefit)

Current tax (benefit) / expense

Deferred tax expense / (benefit)

## b) Reconciliation of income tax expense to prima facie tax payable

The prima facie tax payable / (benefit) on loss from ordinary activities before income tax is reconciled to the income tax expense as follows:

Loss from continuing operations before income tax expense

Australian tax rate %

Tax amount at the Australian tax rate

	2021	2020
	\$	\$
	-	-
	-	-
	-	-
	(3,240,191)	(1,464,835)
	26.0	27.5
	(842,450)	(402,829)

Add / (Less) the tax effect of:

- ▶ Non-deductible expenses
- ▶ Non-taxable income
- ▶ Effect of unrecognised temporary difference
- ▶ International tax rate difference
- ▶ Deferred tax asset not brought to account

Total income tax expense/ (benefit)

	2021	2020
	\$	\$
	222,811	94,314
	(68,051)	(76,514)
	(16,077)	(69,439)
	4,303	-
	699,464	454,469
	-	-

## c) Deferred tax assets

The balance comprises temporary differences attributable to:

Employee benefits

Borrowing Costs

Accrued expenses

Other provisions

Capital raising costs

Unrealised Foreign exchange (net)

Patent Costs

Tax losses

Total deferred tax assets

Set-off deferred tax liabilities pursuant to set-off provisions

Less deferred tax assets not recognised

Net deferred tax assets

	14,721	30,574
	689	1,602
	10,765	9,327
	40,793	13,154
	132,889	97,124
	2,956	2,766
	3,098	796
	5,938,119	2,475,704
	6,144,030	2,631,047
	(66,837)	(9,878)
	(6,077,193)	(2,621,169)
	-	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

**d) Deferred tax liabilities**

The balance comprises temporary differences attributable to:

Plant and equipment	(55,676)	-
Prepayments	(11,161)	(9,878)
Unrealised foreign exchange gain	-	-
Total deferred tax liabilities	(66,837)	(9,878)
Set-off deferred tax liabilities pursuant to set-off provisions	66,837	9,878
Net deferred tax liabilities	-	-

### NOTE 6 EARNINGS PER SHARE (EPS)

**a) Reconciliation of earnings to profit or loss**

Loss used in the calculation of basic and diluted EPS

Weighted average number of ordinary shares outstanding during the year used in calculation of basic and diluted EPS

**Basic EPS (cents per share)**

	2021 \$	2020 \$
Loss used in the calculation of basic and diluted EPS	(3,217,546)	(1,428,567)
Weighted average number of ordinary shares outstanding during the year used in calculation of basic and diluted EPS	3,879,824,373	3,168,652,155
<b>Basic EPS (cents per share)</b>	<b>(0.09)</b>	<b>(0.05)</b>

- b)** The Group does not report diluted earnings per share where options would not result in the issue of ordinary shares for less than average market price during the period ("out of the money"). In addition, the Group does not report diluted earnings per share on annual losses generated by the Group. At the end of the 30 June 2021 financial year, the Group had 192,571,430 unissued shares under option that were "out of the money" which were anti-dilutive (June 2020: 90,571,430).

### NOTE 7 CASH AND CASH EQUIVALENTS

Cash at bank

**a) Reconciliation of cash flow from operations to loss after income tax**

Loss after income tax

Non-cash flows in profit from ordinary activities:

▶ Depreciation	99,732	257,391
▶ Accrued employee, contractor and ambassador fees	-	291,140
▶ Share-based payments expense	576,211	160,840
▶ Accrued finance costs	(108,779)	167,527
▶ Foreign currency gains/ (losses)	138,166	(40,027)

Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries

▶ (Increase)/decrease in trade and other receivables	120,058	(43,188)
▶ (Increase)/decrease in inventories	(32,378)	496,254
▶ (Increase)/decrease in prepayments	(443,409)	208,863
▶ Increase/(decrease) in trade and other payables	(13,579)	(285,951)
▶ Increase/(decrease) in provisions	50,052	(27,353)
▶ Increase/(decrease) in unearned income	(365,282)	601,716
▶ Increase/(decrease) in current borrowings	77,068	-

Cash flow from operations

	2021 \$	2020 \$
Cash at bank	2,246,682	658,786
Loss after income tax	(3,240,191)	(1,464,835)
Non-cash flows in profit from ordinary activities:		
▶ Depreciation	99,732	257,391
▶ Accrued employee, contractor and ambassador fees	-	291,140
▶ Share-based payments expense	576,211	160,840
▶ Accrued finance costs	(108,779)	167,527
▶ Foreign currency gains/ (losses)	138,166	(40,027)
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries		
▶ (Increase)/decrease in trade and other receivables	120,058	(43,188)
▶ (Increase)/decrease in inventories	(32,378)	496,254
▶ (Increase)/decrease in prepayments	(443,409)	208,863
▶ Increase/(decrease) in trade and other payables	(13,579)	(285,951)
▶ Increase/(decrease) in provisions	50,052	(27,353)
▶ Increase/(decrease) in unearned income	(365,282)	601,716
▶ Increase/(decrease) in current borrowings	77,068	-
Cash flow from operations	(3,142,331)	322,377

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 30 June 2021

**b) Credit standby facilities**

The Group has no credit standby facilities (2020: None).

**c) Non-cash transactions**

During the year, there were no non-cash transactions other than those detailed above.

**NOTE 8 TRADE AND OTHER RECEIVABLES**

	2021	2020
	\$	\$
<b>Current</b>		
Trade debtors	16,945	209,019
Less: provision for Doubtful debts	(3)	(3,347)
Accrued income receivable	-	16,716
Other receivables	63,543	-
Goods and Services Tax receivable	46,443	23,643
	126,928	246,031

The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 25 Financial risk management. General terms for debtors are 30 days from invoice date.

**NOTE 9 INVENTORIES**

	2021	2020
	\$	\$
Finished goods	66,800	34,422
	66,800	34,422

**NOTE 10 PREPAYMENTS**

	2021	2020
	\$	\$
<b>Current</b>		
Manufacturing prepayments	535,872	338,002
Shipping cost prepayments	79,049	1,578
Prepaid interest on borrowings	-	19,587
Other prepayments	39,016	37,996
	653,937	397,163

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

## NOTE 11 PLANT &amp; EQUIPMENT

	2021 \$	2020 \$
<b>Non-current</b>		
Computer equipment at cost	58,488	58,664
Accumulated depreciation	(56,026)	(51,124)
	2,462	7,540
Dummy units at cost	3,498	10,459
Accumulated depreciation	(3,498)	(9,097)
	-	1,362
Office furniture and equipment at cost	42,139	40,049
Accumulated depreciation	(38,153)	(34,700)
	3,986	5,349
Leasehold Improvements	4,823	3,433
Accumulated depreciation	(3,433)	(3,433)
	1,390	-
Point of Presence countertop display units at cost	503,367	503,367
Accumulated depreciation	(503,367)	(503,367)
	-	-
<b>Total plant and equipment</b>	<b>7,838</b>	<b>14,251</b>

## NOTE 12 INTANGIBLE ASSETS

	2021 \$	2020 \$
<b>Non-current</b>		
Product development costs	1,574,822	1,361,746
Accumulated amortisation	(1,209,352)	(1,114,777)
<b>Total Intangible assets</b>	<b>365,470</b>	<b>246,969</b>
<b>Movements for the year</b>		
Opening balance	246,969	253,752
Additions from internal developments	209,689	170,442
Amortisation	(90,014)	(177,225)
Foreign exchange movement	(1,174)	-
Closing balance	365,470	246,969

Product development costs totalling \$1,574,822 relates to development cost of the new product "Fly 6CEGen 3" that was launched during the year. The development costs useful life has been aligned to the expected product lifetime and as a result those development costs are amortised on a straight-line basis over the product lifetime period. The amortisation expense has been included in the line item "depreciation and amortisation" in the consolidated statement of profit and loss and other comprehensive income. The directors do not consider there have been any indicators of impairment of the acquired intangible assets during the year up until the date of this report.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 30 June 2021

**NOTE 13 CONTROLLED ENTITIES****a) Legal parent entity**

Cycliq Group Limited is the ultimate parent of the Group

i. Legal subsidiaries	Country of Incorporation	Class of Shares	Percentage Owned	
			30 June 2021	30 June 2020
Cycliq Products Pty Ltd	Australia	Ordinary	100%	100%
Cycliq Research and Development (HK) Ltd*	Hong Kong	Ordinary	50%	50%

**b) Accounting parent entity**

Cycliq Products Pty Ltd is the accounting parent of the Group

ii. Accounting subsidiaries	Country of Incorporation	Class of Shares	Percentage Controlled	
			30 June 2021	30 June 2020
Cycliq Group Limited	Australia	Ordinary	100%	100%
Cycliq Research and Development (HK) Ltd*	Hong Kong	Ordinary	50%	50%

\*Cycliq Research and Development (HK) Ltd was incorporated on the 14<sup>th</sup> of November 2017 with 50-50 shareholdings by Cycliq Group Limited and Glory Horse Investment Holdings Limited, but controlled by Cycliq Group Limited.

Investments in subsidiaries are accounted for at cost.

**NOTE 14 TRADE AND OTHER PAYABLES**

	2021	2020
	\$	\$
<b>Current</b>		
<i>Unsecured</i>		
Trade payables	271,407	320,891
Accrued expenses	791,030	493,776
Other payables	54,870	324,212
	<b>1,117,307</b>	<b>1,138,879</b>

Trade payables are non-interest bearing and arise from the usual operating activities of the Group. Trade payables and other payables and accruals, except directors' fees, are usually settled within the lower of terms of trade or 30 days.

The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in Note 25 Financial risk management.

**NOTE 15 PROVISIONS**

	2021	2020
	\$	\$
<b>Current</b>		
Provision for current employee benefits	41,592	101,190
Provision for warranty claims*	156,896	47,246
	<b>198,488</b>	<b>148,436</b>

\*Refer note 1n(iii) for further details on warranty provision calculations.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

## NOTE 16 UNEARNED REVENUE

	2021	2020
	\$	\$
<b>Current</b>		
Unearned revenue	291,327	656,609
	291,327	656,609

\*Unearned revenue relates to deposits received for products not yet shipped to customers.

## NOTE 17 BORROWINGS

	2021	2020
	\$	\$
<b>Current</b>		
Insurance premium funding	42,324	34,162
Timelio Funding Facility	295,578	-
Convertible notes	229,524	-
Secured Stock Funding Facility - PFG	-	307,661
Unexpired Transaction Costs - Warrants	-	(63,322)
	567,426	278,501

## Reconciliation of liabilities arising from financing activities

	1 July 2020	Net Cash flows	Non-cash changes	Non-cash changes	30 June 2021
	\$	\$	Equity	Other	\$
			\$	\$	
Insurance Premium Funding	34,162	8,162	-	-	42,324
Timelio Funding Facility	-	295,578	-	-	295,578
Convertible notes	-	500,000	(49,136)	(221,340)	229,524
Secured Stock Funding Facility	307,661	(307,661)	-	-	-
Warrants	(63,322)	-	63,322	-	-
<b>Total</b>	<b>278,501</b>	<b>286,753</b>	<b>(49,136)</b>	<b>(221,340)</b>	<b>567,426</b>

*Timelio Funding Facility*

During the year, Cycliq retired its stock funding facility with Partners for Growth ("PFG") in favour of a Trade and Invoice funding facility with Timelio. The Timelio facility allows Cycliq to draw funds from the facility equivalent to the value of 100% of the finished goods inventory, and up to the value of 90% of sales invoices. Funds are drawn down at a fixed monthly interest rate of 1.1% for Trade Finance and 0.9% for Invoice Finance, payable in AUD and calculated upfront for the actual number of days elapsed during the financing period and on the basis of a 365-day year. Any additions or reduction in calculated interest at settlement date shall be return or payable at the date of settlement. The Timelio funding facility was settled in full subsequent to the year end.

\$787,897 was first drawn down from this facility in November 2020 and of the drawn funds \$243,677 was used to pay the previous PFG funding facility.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

### Convertible notes

On 1 April 2021, the Company issued 500,000 convertible notes with a face value of \$1.00 each. The key terms of the convertible notes were as follows:

- Interest accrues on each convertible note at 4% per annum and is calculated on the daily balance of the face value;
- Subject to obtaining shareholder approval, the convertible notes will in aggregate convert at \$0.001 per share for an aggregate of 500,000,000 shares;

Following shareholder approval on 7 July 2021, the convertible notes were converted by issuing 500,000 fully paid ordinary shares.

	2021 \$	2020 \$
Proceeds from issue of convertible notes	500,000	-
Equity portion	(65,217)	-
Equity portion – unwound	16,081	-
Transaction costs	(293,779)	-
Transaction costs – unwound	72,439	-
<b>Carrying amount of liability as at 30 June 2021</b>	<b>229,524</b>	<b>-</b>

### NOTE 18 ISSUED CAPITAL

	2021 No.	2020 No.	2021 \$	2020 \$
Fully paid ordinary shares at no par value	6,450,339,176	1,873,792,482	15,568,852	14,110,649
<b>a) Ordinary shares</b>				
At the beginning of the period	1,873,792,482	971,968,130	14,110,649	13,295,243
Shares issued during the period	209,000,000	740,984,270	418,000	740,984
Shares issued under Entitlement Offer	4,146,646,613	-	4,146,647	-
Shares issued to key management personnel	85,937,500	152,579,246	85,937	152,579
Shares issued to consultants & employees	134,962,581	8,260,836	269,925	8,261
Share based payment	-	-	(3,105,000)	-
Transaction costs relating to share issues	-	-	(357,306)	(86,418)
At reporting date	6,450,339,176	1,873,792,482	15,568,852	14,110,649

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

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

### b) Performance Shares

There has been no change to the valuation methodology applied to 10,000,000 performance shares issued to employees and consultants in prior periods. The performance milestones and valuation methodology are outlined in the notes to 30 June 2017 consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

### c) Warrants

	Number	Grant Date	Exercise Price	Expiry
Facility Agreement	67,857,143	18/07/2019	\$0.007	29/03/2026
Deed of Forbearance	75,000,000	31/10/2019	\$0.001	31/10/2026

### d) Capital Management

The working capital position of the Group at balance date is as follows:

		2021	2020
		\$	\$
Cash and cash equivalents	7	2,246,682	658,786
Trade and other receivables	8	126,928	246,031
Inventories	9	66,800	34,422
Prepayments	10	653,937	397,163
Trade and other payables	14	(1,117,307)	(1,138,879)
Provisions	15	(198,488)	(148,436)
Unearned Revenue	16	(291,327)	(656,609)
Borrowings	17	(567,426)	(278,501)
Working capital position		919,799	(886,023)

### NOTE 19 RESERVES

	2021	2020
	\$	\$
Foreign currency translation reserve	10,130	23,000
Share-based payment reserve (Options)	3,825,551	133,933
Share-based payment reserve (Performance shares)	140,000	140,000
Convertible notes reserve	21,150	-
Warrants reserve	103,575	103,575
Total reserves	4,100,406	400,508

#### *Foreign currency translation reserve*

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. It is also used to record the effect of hedging net investments in foreign operations.

#### *Share-based payments reserve*

This reserve is used to record the value of equity benefits provided to employees and Directors as part of their remuneration and consultants. For details regarding share-based payments during the period, please refer to Note 20.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 30 June 2021

*Equity component of convertible note*

The reserve represents the equity component of the \$500,000 convertible noted issued during the year.

*Warrants reserve*

The reserve represents equity benefit or warrants issued.

*Transactions with non-controlling interests*

This reserve is used to record the differences which may arise as a result of transactions with non-controlling interests that do not result in a loss of control.

**NOTE 20 SHARE BASED PAYMENTS**

The following share-based payments were made during the year ended 30 June 2021.

**a. Performance shares**

There has been no change to the valuation methodology applied to 10,000,000 performance shares issued to employees and consultants in previous periods. The performance milestones and valuation methodology are outlined in the notes to the 30 June 2017 consolidated financial statements.

**b. Shares**

During the period, the company issued shares to directors and consultants of the Company in lieu of cash in settlement of services provided to the Company.

The fair value adjustment of the shares issued to the directors and consultants are as below:

- 2,109,405 shares issued to DSG Advisory for consulting services provided to the Company. The fair value adjustment for their shares was \$719.
- 70,353,176 shares issued to directors of the Company for directors' services provided to the Company. The fair value adjustment for their shares was \$45,906.

**c. Options***Share based payments expense in the profit or loss*

82,000,000 unlisted incentive options were issued to directors of the Company as remuneration for services provided to the company. The fair value for the options was \$173,723.

*Share-based payment expense recognised as a share issue cost*

20,000,000 options issued to the lead manager. The fair value for the options was \$52,050.

2,300,000,000 Underwriter Options issued under the Underwriter Offer. The fair value for the options was \$3,128,000.

*Share-based payment expense recognised as a transaction cost*

250,000,000 New Options issued under the Noteholder Offer. The fair value for the options was \$337,845.

The above transactions reflect a movement in the share based payments reserve of \$3,691,618.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

The following share-based payment arrangements were in place during the current and prior periods:

Number	Grant Date	Expiry Date	Exercise Price	Fair value at grant date	Vesting date
49,665,670	26/11/2018	26/11/2021	\$0.012	-	30/10/2019
33,941,473	17/12/2018	17/12/2021	\$0.012	14,584	30/10/2019
4,642,858	22/01/2019	22/01/2022	\$0.012	5,670	15/12/2020
2,321,429	01/05/2019	01/05/2022	\$0.012	1,764	15/12/2020
20,000,000	24/12/2020	24/12/2022	\$0.004	52,050	30/06/2021
82,000,000	24/12/2020	24/12/2022	\$0.004	173,723	30/06/2021
742,992,735	17/05/2021	17/05/2023	\$0.0015	-	17/05/2023
1,330,330,580	25/05/2021	25/05/2023	\$0.0015	-	25/05/2023
250,000,000	31/05/2021	31/05/2023	\$0.0015	337,845	31/05/2021
2,300,000,000	31/05/2021	10/05/2023	\$0.0015	3,128,000	10/05/2023

There has been no alteration of the terms and conditions of the above share-based payment arrangements since grant date.

The following table illustrates the number and weighted average exercise prices of and movements in share options issued during the year:

	2021 No.	2020 No.
At the beginning of the period	90,571,430	101,321,430
- Options Granted	4,725,323,315	-
- Exercised	-	-
- Expired	-	(10,750,000)
Balance	4,815,894,745	90,571,430
Options exercisable at balance date	4,815,894,745	90,571,430

The weighted average Exercise price of options on issue at balance date is \$0.0018 (2020: \$0.012)

The fair value of the equity-settled share options granted during the year is estimated at the date of grant using the Black-Scholes model taking into account the terms and conditions upon which the options were granted.

	Directors	Lead Manager	New Options	Underwriter Options
Dividend yield (%)	0%	0%	0%	0%
Expected volatility (%)	220	220	159	239
Risk-free interest rate (%)	0.09	0.08	0.08	0.07
Expected life of option (years)	2	2	2	1.9
Exercise price (cents)	0.004	0.004	0.0015	0.0015
Grant date share price	0.0025	0.0030	0.0015	0.0015

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of options granted were incorporated into the measurement of fair value.

### NOTE 21 KEY MANAGEMENT PERSONNEL COMPENSATION

The names and positions of Key Management Personnel (“KMP”) during the period are as follows:

- ▶ Craig Smith-Gander Non-Executive Chairman
- ▶ Xavier Kris Non-Executive Director
- ▶ David Wheeler Non-Executive Director
- ▶ Chris Mews Non-Executive Director
- ▶ Daniel Kennedy Non-Executive Director (resigned 11 June 2021)
- ▶ Piers Lewis Non-Executive Director (resigned 31 August 2020)
- ▶ Ben Rattigan Non-Executive Director (resigned 31 August 2020)
- ▶ Paul Claessen Chief Executive Officer (resigned 8 February 2021)
- ▶ Ben Hammond Chief Executive Officer (resigned 8 February 2021)
- ▶ Mathew Merson Chief Financial Officer (resigned 8 December 2020)

	2021 \$	2020 \$
Short-term employee benefits	720,834	750,969
Post employment benefits	66,466	-
Equity settled share-based payments <sup>1</sup>	219,629	120,391
<b>Total</b>	<b>1,006,929</b>	<b>871,360</b>

<sup>1</sup>Refer to Note 20 for full details

### NOTE 22 RELATED PARTY TRANSACTIONS

All transactions with related parties are on commercial terms and under conditions no more favourable than those available to other parties unless otherwise stated.

Transactions with other related entities:

SmallCap Corporate Pty Ltd – Non Executive Chairman fees & Corporate secretarial services

	2021 \$	2020 \$
SmallCap Corporate Pty Ltd – Non Executive Chairman fees & Corporate secretarial services	56,418	90,146

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 30 June 2021

**NOTE 23 CONTINGENT LIABILITIES**

There were no contingent liabilities not recognised in the financial statements of the parent entity and the consolidated entity as at 30 June 2021.

**NOTE 24 OPERATING SEGMENTS****a) Identification of reportable segments**

The Group operates predominantly in the technology industry, manufacturing HD Bike Cameras & Safety lights.

The Group has identified its operating segments based on the internal reports that are provided to the Board on a monthly basis that are used in determining the allocation of resources across the Group. Management has identified the group has four reporting segments.

Year ended 30 June 2021	USA \$	Australia \$	UK \$	Other \$	Total \$
<b>Revenue</b>					
Revenue	1,706,414	295,111	784,056	791,008	3,576,589
<b>Total Segment Revenue</b>	1,706,414	295,111	784,056	791,008	3,576,589
<b>Segment net loss from continuing operations before tax</b>	(347,643)	(60,122)	(159,734)	(161,150)	(728,649)
<i>Reconciliation of segment profit / (loss) to group profit / (loss):</i>					
Amounts not included in segment results but reviewed by the board:					
Other income					430,507
Administrative expenses					(210,987)
Distribution expenses					(356,027)
Depreciation and amortisation					(99,732)
Employment costs					(2,124,178)
Finance costs					(263,715)
Legal and consulting fees					(449,401)
Occupancy costs					(49,106)
Other operating expenses					(597,941)
Share-based payments					(220,348)
Research and development expenses					(27,912)
<b>Net loss for the year</b>					<b>(3,240,191)</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

	USA \$	Australia \$	UK \$	Other \$	Total \$
<b>Year ended 30 June 2021</b>					
<b>Segment Assets</b>	15,400	(379)	2,819	(895)	16,945
<i>Reconciliation of segment assets to group assets:</i>					
Unallocated assets					3,450,710
<b>Total Assets</b>					3,467,655
<b>Segment Liabilities</b>	-	-	-	-	-
<i>Reconciliation of segment liabilities to group liabilities:</i>					
Unallocated liabilities					2,174,548
<b>Total Liabilities</b>					2,174,548

	USA \$	Australia \$	UK \$	Other \$	Total \$
<b>Year ended 30 June 2020</b>					
<b>Revenue</b>					
Revenue	1,861,801	632,892	961,390	416,026	3,872,109
<b>Total Segment Revenue</b>	1,861,801	632,892	961,390	416,026	3,872,109
<b>Segment net loss from continuing operations before tax</b>	(600,082)	(203,989)	(309,868)	(134,091)	(1,248,030)
<i>Reconciliation of segment profit / (loss) to group profit / (loss):</i>					
Amounts not included in segment results but reviewed by the board:					
Other income					478,429
Administrative expenses					(242,882)
Distribution expenses					(178,731)
Depreciation and amortisation					(257,391)
Employment costs					(1,900,747)
Finance costs					(206,381)
Legal and consulting fees					(74,548)
Occupancy costs					(71,927)
Other operating expenses					(75,884)
Share-based payments					(160,840)
Research and development expenses					(21,963)
<b>Net loss for the year</b>					(1,464,835)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

Year ended 30 June 2020	USA \$	Australia \$	UK \$	Other \$	Total \$
<b>Segment Assets</b>	40,727	10,572	104,666	53,050	209,015
<i>Reconciliation of segment assets to group assets:</i>					
Unallocated assets					1,388,607
<b>Total Assets</b>					1,597,622
<b>Segment Liabilities</b>	-	-	-	-	-
<i>Reconciliation of segment liabilities to group liabilities:</i>					
Unallocated liabilities					2,222,425
<b>Total Liabilities</b>					2,222,425

## NOTE 25 FINANCIAL RISK MANAGEMENT

## a) Financial risk management policies

This note presents information regarding the Group's exposure to each of the above risks, its objectives, policies and procedures for measuring and managing risk, and the management of capital.

The Group's financial instruments consist mainly of deposits with banks and accounts payable and receivable.

The Group does not speculate in the trading of derivative instruments.

A summary of the Group's financial assets and liabilities is shown below:

	Floating Interest Rate \$	Fixed Interest Rate \$	Non- Interest Bearing \$	2021 Total \$	Floating Interest Rate \$	Fixed Interest Rate \$	Non- Interest Bearing \$	2020 Total \$
<b>Financial Assets</b>								
Cash and cash equivalents	2,246,682	-	-	2,246,682	658,786	-	-	658,786
Trade and other receivables	-	-	126,928	126,928	-	-	246,031	246,031
<b>Total Financial Assets</b>	2,246,682	-	126,928	2,373,610	658,786	-	246,031	904,817
<b>Financial Liabilities</b>								
<b>Current</b>								
Trade and other payables	-	-	1,117,307	1,117,307	-	-	1,138,879	1,138,879
Short-term borrowings	42,324	525,102	-	567,426	34,162	244,339	-	278,501
<b>Total Current Financial Liabilities</b>	42,324	525,102	1,117,307	1,684,733	34,162	244,339	1,138,879	1,417,380
<b>Total Financial Liabilities</b>	42,324	525,102	1,117,307	1,684,733	34,162	244,339	1,138,879	1,417,380
<b>Net Financial Assets</b>	<b>2,204,358</b>	<b>(525,102)</b>	<b>(990,379)</b>	<b>688,877</b>	<b>624,624</b>	<b>(244,339)</b>	<b>(892,848)</b>	<b>(512,563)</b>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 30 June 2021

**b) Specific financial risk exposures and management**

The main risks that the Group is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate, foreign currency and equity price risk.

The Board has overall responsibility for the establishment and oversight of the risk management framework. The Board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Group's risk profile. This includes assessing, monitoring and managing risks for the Group and setting appropriate risk limits and controls. The Group is not of a size nor its affairs of such complexity to justify the establishment of a formal system for risk management and associated controls. Instead, the Board approves all expenditure, is intimately acquainted with all operations and discuss all relevant issues at the Board meetings. Operational and other compliance risk management have also been assessed and found to be operating efficiently and effectively.

**i. Credit risk**

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group.

The Group does not have any material credit risk exposure to any single receivable or group of receivables under financial instruments entered into by the Group.

The objective of the Group is to minimise the risk of loss from credit risk. The Group trades only with creditworthy third parties.

In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is insignificant. The Group's maximum credit risk exposure is limited to the carrying value of its financial assets as indicated on the statement of financial position.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables.

**▶ Credit risk exposures**

The maximum exposure to credit risk is to the Group's trade receivables and that is limited to 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.

Credit risk related to balances with banks and other financial institutions is managed by the Group in accordance with approved Board policy. Such policy requires that surplus funds are only invested with financial institutions residing in Australia, wherever possible.

**▶ Impairment losses**

The ageing of the Group's trade and other receivables at reporting date was as follows:

	2021		2020	
	2021 Gross \$	Past due but not mpaired \$	2020 Gross \$	2020 Past due but not impaired \$
Trade receivables				
Not past due	1,944	-	187,327	-
Past due up to 3 months	(3,736)	-	13,366	-
Past due over 3 months	18,737	-	8,325	-
	16,945	-	209,018	-
Other receivables				
Not past due	109,983	-	37,013	-
<b>Total trade and other receivables</b>	<b>126,928</b>	<b>-</b>	<b>246,031</b>	<b>-</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

### ii. Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities.

The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and ensuring cash is available to meet the current and future commitments of the Group.

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Typically, the Group ensures that it has sufficient cash to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted.

The financial liabilities of the Group are confined to trade and other payables and borrowings as disclosed in the statement of financial position. All trade and other payables are non-interest bearing and due within 30 days of the reporting date.

#### ▶ Contractual Maturities

The following are the contractual maturities of financial assets and liabilities of the Group:

	Within 1 year		Greater than 1 year		Total	
	2021	2020	2021	2020	2021	2020
	\$	\$	\$	\$	\$	\$
<b>Financial Assets</b>						
Cash and cash equivalents	2,246,682	658,786	-	-	2,246,682	658,786
Trade and other receivables	129,928	246,031	-	-	129,928	246,031
<b>Total anticipated inflows</b>	<b>2,376,610</b>	<b>904,817</b>	<b>-</b>	<b>-</b>	<b>2,376,610</b>	<b>904,817</b>
<b>Financial Liabilities</b>						
Trade and other payables	1,117,307	1,138,879	-	-	1,117,307	1,138,879
Borrowings	567,426	278,501	-	-	567,426	278,501
<b>Total contractual outflows</b>	<b>1,684,733</b>	<b>1,417,380</b>	<b>-</b>	<b>-</b>	<b>1,684,733</b>	<b>1,417,380</b>
<b>Net (outflow) / inflow from financial instruments</b>	<b>691,877</b>	<b>(512,563)</b>	<b>-</b>	<b>-</b>	<b>691,877</b>	<b>(512,563)</b>

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier or at significantly different amounts than presented.

### iii. Market risk

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

The Board meets on a regular basis and considers the Group's exposure to interest rate risk.

#### ▶ Interest rate risk

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at the end of the reporting period whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The Group is also exposed to earnings volatility on floating rate instruments.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 30 June 2021

▶ *Foreign exchange risk*

Exposure to foreign exchange risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the Australian Dollar presentation currency of the Group.

Foreign exchange risk is naturally hedged with material trade and other receivables and trade and other payables both being held in USD.

▶ *Price risk*

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

## iv. Sensitivity analyses

The following table illustrates sensitivities to the Group's exposures to changes in interest rates. The table indicates the impact on how profit and equity values at reporting date would have been affected by changes in the relevant risk variable that management considers to be reasonably possible. These sensitivities assume that the movement in a particular variable is independent of other variables.

*Interest rates on borrowings*

	Profit Effect		Equity Effect	
	2021	2020	2021	2020
	\$	\$	\$	\$
± 100 basis points change in interest rates	22,467	5,190	22,467	5,190

## v. Net fair values

The fair values of financial assets and financial liabilities are presented in the table in this note and can be compared to their carrying values as presented in the statement of financial position. Fair values are those amounts at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

Cash and cash equivalents, trade and other receivables, and trade and other payables are short-term investments in nature whose carrying value is equivalent to fair value.

The methods and assumptions used in determining the fair values of financial instruments are disclosed in the accounting policy notes specific to the asset or liability.

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

For the year ended 30 June 2021

**NOTE 26 PARENT ENTITY DISCLOSURES****a) Financial position of Cycliq Group Limited***Current assets*

Cash and cash equivalents	2,144,474	55,290
Trade and other receivables	232,712	6,129
Total current assets	2,377,186	61,419
Total non-current assets	-	-
Total assets	2,377,186	61,419

*Current liabilities*

Trade and other payables	381,495	407,407
Total current liabilities	381,495	407,407
Borrowings	229,524	-
Total liabilities	611,019	407,407
Net assets/(liabilities)	1,766,167	(345,988)

*Equity*

Issued capital	87,210,275	85,752,074
Reserves	3,939,702	226,932
Accumulated losses	(89,383,810)	(86,324,994)
Total equity	1,766,167	(345,988)

**b) Financial performance of Cycliq Group Limited**

Profit / (loss) for the year	(3,058,816)	(830,815)
Other comprehensive income	-	-
Total comprehensive income	(3,058,816)	(830,815)

**c) Guarantees entered into by Cycliq Group Limited**

There are no guarantees entered into by Cycliq Group Limited for the debts of its subsidiaries as at 2021 (2020: none).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 30 June 2021

### NOTE 27 COMMITMENTS

Operating leases relate to the office lease with lease terms of 1 year. Non-cancellable operating lease commitments are as follows:

	2021	2020
	\$	\$
No later than 1 year	40,950	35,448
Later than 1 year and not later than 5 years	-	-
Later than 5 years	-	-
	40,950	35,448

### NOTE 28 EVENTS SUBSEQUENT TO REPORTING DATE

Following shareholder approval at the General Meeting on 7 July 2021, the Company completed the following:

- Converted all convertible notes outstanding by issuing 500,000,000 fully paid ordinary shares along with 250,000,000 fre attaching CYQOA quoted options
- Issued 2,300,000,000 CYQOA quoted options to CPS Capital

On 21 July 2021 a 20:1 share consolidation was completed.

## DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages 19 to 51 are in accordance with the *Corporations Act 2001* (Cth) and:
  - a) comply with Accounting Standards;
  - b) are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, as stated in Note 1 to the financial statements; and
  - c) give a true and fair view of the financial position as at 30 June 2021 and of the financial performance for the year ended on that date of the Company and the Consolidated Group.
2. The Chief Executive Officer (equivalent) and Chief Finance Officer (equivalent) have each declared that:
  - a) the financial records of the Company for the financial year have been properly maintained in accordance with s286 of the *Corporations Act 2001* (Cth);
  - b) the financial statements and notes for the financial year comply with the Accounting Standards; and;
  - c) the financial statements and notes for the financial year give a true and fair view.
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.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the directors by:

Craig Smith-Gander

Non- Executive Chairman



Dated this Wednesday, 29 September 2021

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CYCLIQ GROUP LTD

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of Cycliq Group Ltd (“the Company”) and its subsidiaries (“the Group”), which comprises the consolidated statement of financial position as at 30 June 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors’ declaration.

In our opinion:

- a. the accompanying financial report of the 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 30 June 2021 and of its financial performance for the year then ended; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.
- b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1(a).

#### Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board’s *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

## Material Uncertainty Related to Going Concern

Without qualifying our opinion, we draw attention to Note 1 (aiii) in the financial report which indicates that the Group incurred a net loss of \$3,240,191 during the year ended 30 June 2021. As stated in Note 1 (aiii), these events or conditions, along with other matters as set forth in Note 1 (aiii), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in this respect of this matter.

## Key Audit Matters

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

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Borrowings</b> (Refer to Note 17)</p> <p>The Group entered into a Convertible Note Deed to raise \$500,000 that will be converted at \$0.001 per share for 500,000,000 shares with 1 attaching option for every 2 shares issued.</p> <p>Convertible notes are considered to be key audit matter due to the complexities involved in the recognition and measurement of convertible financial instruments and associated transaction costs.</p>	<p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> <li>• Analysing the Convertible Note Deed to identify key terms and conditions of the convertible note;</li> <li>• Verification of the funds received from the issue of the convertible notes during the year;</li> <li>• Assessing the accounting treatment of the financial instrument in accordance with the recognition and measurement of the relevant Australian Accounting Standards;</li> <li>• Evaluating management's option valuation and assessing the assumptions and inputs used;</li> <li>• Assessing the calculation of the relevant amortisation of finance costs for the year; and</li> <li>• Assessing the appropriateness of the disclosures included in the relevant notes to the financial report.</li> </ul>

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Accounting for Share-Based Payments</b> (Refer to Note 20)</p>	
<p>The Group incurred share-based payments transactions with a value of \$3,691,618.</p> <p>Share-based payments are considered to be a key audit matter due to</p> <ul style="list-style-type: none"> <li>• the value of the transactions;</li> <li>• the complexities involved in the recognition and measurement of these instruments; and</li> <li>• the judgement involved in determining the inputs used in the valuations.</li> </ul>	<p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> <li>• Analysing agreements to identify the key terms and conditions of share-based payments issued and relevant vesting conditions in accordance with <i>AASB 2 Share-based Payments</i>;</li> <li>• Evaluating valuation models and assessing the assumptions and inputs used;</li> <li>• Assessing the amounts recognised during in accordance with the vesting conditions of the agreements;</li> <li>• Assessing the achievement of relevant milestones; and</li> <li>• Assessing the appropriateness of the disclosures included in the relevant notes to the financial report.</li> </ul>
<p><b>Revenue Recognition</b> (Refer to Note 2 and 16)</p>	
<p>During the year the Group generated revenue of \$3,576,589 and has unearned revenue of \$291,327 at balance date.</p> <p>Revenue recognition is considered to be a key audit matter due to the judgement and estimates involved in determining when the performance obligations are met and revenue is recognised.</p>	<p>Our audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> <li>• Documenting the processes and assessing the internal controls relating to revenue processing and recognition;</li> <li>• Reviewing the revenue recognition policy for compliance with <i>AASB 15 Revenue from Contracts with Customers</i>;</li> <li>• Reviewing a sample of revenue to supporting contracts to ensure revenue was recognised in line with the revenue recognition policy;</li> <li>• Assessing cut-off of revenue at year end and ensuring revenue has been recorded in the correct reporting period or deferred as unearned revenue; and</li> <li>• Assessing the appropriateness of the disclosures included in the relevant notes to the financial report.</li> </ul>

## Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2021, but does not include the financial report and our auditor's report thereon.

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

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

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

## Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1(a), the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

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

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

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

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

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

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

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

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

### Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2021. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

### Auditor's Opinion

In our opinion, the Remuneration Report of Cycliq Group Ltd, for the year ended 30 June 2021, complies with section 300A of the *Corporations Act 2001*.

Hall Chadwick

**HALL CHADWICK WA AUDIT PTY LTD**



**CHRIS NICOLOFF CA**  
Partner

Dated this 29<sup>th</sup> day of September 2021

## ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

The following information is required by the Australian Securities Exchange in respect of listed public companies:  
The shareholder information set out below was applicable as at 24 September 2021.

### Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	FULLY PAID SHARES	
	No. of holders	Securities
1 to 1,000	395	25,792
1,001 to 5,000	78	240,843
5,001 to 10,000	64	493,515
10,001 to 100,000	341	13,938,175
100,001 and over	302	332,818,333
	<b>1,180</b>	<b>347,516,658</b>
Holding less than a marketable parcel	625	2,056,183

### Unquoted securities

The number of unquoted securities on issue as at 24 September 2021:

	Number on issue	Exercise price	Expiry date
Unquoted options <sup>(1)</sup>	2,483,273	\$0.24	26/11/2021
Unquoted options <sup>(2)</sup>	1,697,060	\$0.24	17/12/2021
Unquoted options <sup>(3)</sup>	232,142	\$0.24	22/01/2022
Unquoted options <sup>(4)</sup>	116,071	\$0.24	01/05/2022
Unquoted options <sup>(5)</sup>	5,099,999	\$0.08	24/12/2022
Unquoted options	231,166,138	\$0.03	17/05/2023
Unquoted warrants <sup>(6)</sup>	3,750,000	\$0.20	31/10/2026
Unquoted warrants <sup>(6)</sup>	3,392,857	\$0.14	29/03/2026
Performance shares	499,994		

Persons holding more than 20% of a given class of unquoted securities as at 24 September 2021:

- 1) 27% held by Ms Kerry Warburton
- 2) 23% held by Ms Kerry Warburton
- 3) 50% held by Mr Benjamin Marks Hammon; 50% held by Mr Paul Claessen
- 4) 100% held by Mr Chris Singleton
- 5) 29% held by Mr Craig Smith-Gander, 25% held by Tri-Nation Holdings Pty Ltd; 25% held by Mr Daniel Hume Kennedy
- 6) 100% held by Partners for Growth V LP
- 7) 36% held by Sunset Enterprises WA Pty Ltd; 35% held by Breakwater WA Pty Ltd

**Equity security holders***Twenty largest quoted equity security holders*

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

	Ordinary shares	
	Number held	% of total shares issued
THE TRUST COMPANY (AUSTRALIA) LIMITD <MOF A/C>	56,434,126	16.24
SUNSET CAPITAL MANAGEMENT PTY LTD <SUNSET SUPERFUND A/C>	18,916,416	5.44
SCINTILLA STRATEGIC INVESTMENTS LIMITED	11,000,000	3.16
MR PETER GERARD COOK AND MRS JOAN CHRISTINE COOK <COJO SUPER FUND A/C>	9,000,000	2.59
MAX ASSET HOLDINGS PTY LTD	6,894,821	1.98
2428 PTY LTD	5,000,000	1.44
GEORDIE BAY HOLDINGS PTY LTD	5,000,000	1.44
TELL CORPORATION PTY LTD	4,950,008	1.42
RED APPLE SUPERANNUATION PTY LTD <RED APPLE SUPER FUND A/C>	4,000,000	1.51
MRS VANESSA ANN STEWART	4,000,000	1.51
AUTO MANAGEMENT PTY LTD <THE BRANCHI FAMILY A/C>	3,750,000	1.08
MR DANIEL TILLET	3,750,000	1.08
LANEWAY INVESTMENTS PTY LTD <JOLA FAMILY A/C>	3,545,292	1.02
ZERRIN INVESTMENTS PTY LTD	3,500,000	1.00
ICON HOLDINGS PTY LTD <THE K & A PAGANIN S/F A/C>	3,287,666	0.95
ILLUIMINATION HOLDINGS PTY LTD <THE VML NO 2 A/C>	3,240,335	0.93
GOLDEN CRAB PTY LTD <GC SUPER FUND A/C>	3,200,000	0.92
MR MAOSEN ZHONG	3,171,721	0.91
MR JOHN ANDREW RODGERS <JOHN RODGERS FAMILY A/C>	3,000,000	0.86
MAX ASSET HOLDINGS PTY LTD	2,947,347	0.85
	<b>158,587,732</b>	<b>45.63</b>

**Substantial holders**

Substantial holders in the company are set out below:

	Ordinary Shares	
	Number held	% of total shares issued
MERCHANT FUNDS MANAGEMENT PTY LTD	56,434,126	16.24
MR JASON PETERSON	20,916,416	6.49

**Voting rights**

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

*Ordinary shares*

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.

There are no other classes of equity securities

**Securities Subject to Escrow**

No securities are currently subject to any escrow provisions.

**On-market Buy-Back**

Currently there is no on-market buy-back of the Company's securities.

**Restricted Securities**

There are no restricted securities currently on issue.