

# Connexion Mobility Ltd

## Appendix 4E

### Final Report

#### 1. Company details

Name of entity: Connexion Mobility Ltd  
 ABN: 68 004 240 313  
 Reporting period: For the year ended 30 June 2024  
 Previous period: For the year ended 30 June 2023

For and on behalf of the Directors



**Aaryn Nania**  
**Managing Director**

Dated: 15 August 2024

#### 2. Results for announcement to the market

		%		2024 US\$
2.1 Revenues from ordinary activities	Increase of	47%	to	<b>9,841,340</b>
2.2 Other income	Decrease of	7%	to	<b>512,445</b>
2.3 Profit from ordinary activities after tax attributable to the members of Connexion Mobility Ltd	Increase of	7%	to	<b>1,882,127</b>
2.4 Profit for the year attributable to the members of Connexion Mobility Ltd	Increase of	7%	to	<b>1,882,127</b>

#### 3. Net tangible assets per ordinary security

	Reporting Period (Cents)	Previous Period (Cents)
Net tangible assets per ordinary security	<b>0.64</b>	0.55

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**4. Details of entities over which control has been gained or lost during the period**

No changes from previous period.

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**5. Details of individual and total dividends or distributions and dividend or distribution payments**

Nil.

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**6. Details of dividend or distribution reinvestment plans in operation**

Nil.

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**7. Details of associates and joint venture entities**

Nil.

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**8. Foreign entities**

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly owned foreign entities:

Entity name	Country of incorporation	Ownership interest	
		2024 %	2023 %
Connexion Media Inc	United States of America	100	100
1125816 B.C. Ltd	Canada	100	100

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**9. Accounting Standards Used**

Connexion Mobility Ltd's financial statements are prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001, as appropriate for for-profit oriented entities. The financial statements also comply with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board ('IASB').

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**10. Statement relating to the status of the audit**

This report is based on audited Annual Report of Connexion Mobility Ltd for the year ended 30 June 2024. The Company received an unqualified audit report, as detailed in the Independent Auditors Report to Members contained within the Annual Report.

# **Connexion Mobility Ltd (Formerly known as Connexion Telematics Ltd)**

ABN 68 004 240 313

## **Annual Report**

Year ended 30 June 2024

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## Contents

Corporate Information .....	2
Directors' Report .....	3
Auditor's Independence Declaration .....	26
Consolidated Statement of Profit or Loss and Other Comprehensive Income .....	27
Consolidated Statement of Financial Position .....	28
Consolidated Statement of Changes in Equity .....	29
Consolidated Statement of Cash Flows.....	31
Notes to the Financial Statements .....	32
Consolidated Entity Disclosure Statement .....	63
Directors' Declaration .....	64
Independent Auditor's Report to the members of Connexion Mobility Ltd .....	65
Shareholder Information .....	70

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## Corporate Information

### Directors

Greg Ross  
Aaryn Nania  
Robert Downey  
Samuel Baker (*appointed 1 February 2024*)  
Nicholas Kephala (*appointed 1 February 2024*)  
Simon Scalzo (*resigned 8 January 2024*)

### Company secretary

Elizabeth Spooner (*appointed 22 April 2024*)

### Registered office

Level 3, 162 Collins Street  
Melbourne, VIC 3000

### Principal place of business

Level 3, 162 Collins Street  
Melbourne, VIC 3000

### Share registry

Automic Group  
Level 35, 477 Collins Street  
Melbourne VIC 3000  
Phone: 1300 288 664 (Australia) +61 2 9698 5414 (overseas)

### Auditor

William Buck  
Level 20, 181 William Street  
Melbourne VIC 3000  
Phone: +61 3 9824 8555

### Bankers

National Australia Bank

### Stock exchange listing

Connexion Mobility Ltd's shares are listed on the Australian Securities Exchange (ASX code: CXZ)

### Website

[www.connexionmobility.com](http://www.connexionmobility.com)

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## Directors' Report

Your Directors present their report together with the financial statements of the consolidated entity (referred to hereafter as the 'Group' or the 'consolidated entity'), consisting of Connexion Mobility Ltd (referred to hereafter as the 'Company', the 'Parent entity' or 'Connexion') and the entities it controlled at the end of, or during, the year ended 30 June 2024. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows:

### Directors

The names of Directors who held office during or since the end of the year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

<b>Name:</b>	<b>Greg Ross</b>
Title:	Non-Executive Chairman
Experience and expertise:	Mr Ross is currently an Investor and Advisor for several Connected Car businesses. Greg's experience is founded on a 31-year career with General Motors, where he built and managed an extensive, multi-million-dollar global portfolio of strategic alliances for GM's Connected Car business. Greg was also instrumental in the growth and scaling of GM's OnStar business. Prior to his work in Connected Car, Greg's General Motors career included leadership roles in Corporate Strategy, Product Development, Product Marketing, and Retail Network Development. Greg holds a Master's Degree in Business Administration and a Bachelor's Degree in Economics from the University of Michigan.
Current and former directorships in the last 3 years <sup>1</sup> :	Nil
Interests in shares:	4,244,600 Fully Paid Ordinary Shares
Interests in performance rights:	Nil
Interests in Loan Funded Share Plan:	Nil

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## Directors' Report (continued)

### Directors (continued)

**Name:** **Aaryn Nania**  
**Title:** Managing Director & Chief Executive Officer  
**Experience and expertise:** Prior to joining Connexion as Managing Director, Mr Nania was co-founder of Lucerne Investment Partners, and remains a Director of the Lucerne Composite Fund – an active, long-term investor in both listed and unlisted companies globally. Prior to this, Mr Nania was a Portfolio Manager at Canadian investment bank Canaccord Genuity (Australia) where he founded and managed the Absolute Return Portfolio. Aaryn has previously held directorships across a diverse range of public companies, both listed and unlisted.  
Aaryn holds a Bachelor of Commerce from the University of Melbourne.

Current and former directorships in the last 3 years<sup>1</sup>: Nil  
Interests in shares: 34,500,000 Fully Paid Ordinary Shares  
Interests in performance rights: Nil  
Interests in Loan Funded Share Plan: 20,612,180

**Name:** **Robert Downey**  
**Title:** Non-Executive Director  
**Experience and expertise:** Mr Downey is a qualified solicitor who has practised mainly in the areas of international resources law, corporate law and initial public offerings as well as mergers and acquisitions. He has extensive experience as an advisor, founder and director of various ASX, TSX and AIM companies. Mr Downey is currently a partner at Dominion Legal, a boutique law firm in Perth.

Current and former directorships in the last 3 years<sup>1</sup>: Zeotech Ltd (*appointed 18 October 2016*)  
Reach Resources Ltd (*formerly Cervantes Corporation Ltd*) (*appointed 20 December 2021*)  
Askari Metals Ltd (*appointed 20 November 2020*)  
Mt Malcom Mines NL (*appointed 9 December 2020*)  
Interests in shares: 10,000,000 Fully Paid Ordinary Shares  
Interests in performance rights: Nil  
Interests in Loan Funded Share Plan: Nil

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## Directors' Report (continued)

### Directors (continued)

**Name:** **Samuel Baker** (appointed 1 February 2024)  
**Title:** Non-Executive Director  
**Experience and expertise:** Mr Baker is the Managing Partner of MobilityFund, a global venture capital firm investing in early stage technology companies in the areas of connectivity, autonomy, sharing and electrification. MobilityFund's investors include major energy and automotive companies from the American, Europe and Asia Pacific. Mr Baker has extensive experience in operations and business development within high-growth technology businesses. Prior to joining MobilityFund, Samuel co-founded Wunder Mobility the leading software provider for vehicle sharing operators around the world.

Current and former directorships in the last 3 years<sup>1</sup>: Nil  
 Interests in shares: Nil  
 Interests in performance rights: Nil  
 Interests in Loan Funded Share Plan: Nil

**Name:** **Nicholas Kephala** (appointed 1 February 2024)  
**Title:** Non-Executive Director  
**Experience and expertise:** Mr Kephala is a full-time capital allocator and the executive director of Graham Newman Pty Ltd, a private investment company based in Melbourne. He owned and operated a family business before selling it to an ASX 100 company in 2019. Nicholas has been a long-term shareholder of Connexion and brings his significant business and financial skills to the Board, with a particular focus on superior capital allocation and a fanatical approach to customer service. As a representative of Graham Newman Pty Ltd, Nicholas is a non-independent director.

Current and former directorships in the last 3 years<sup>1</sup>: Nil  
 Interests in shares: 75,000,000 Fully Paid Ordinary Shares  
 Interests in performance rights: Nil  
 Interests in Loan Funded Share Plan: Nil

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## Directors' Report (continued)

### Directors (continued)

<b>Name:</b>	<b>Simon Scalzo</b> (resigned 8 January 2024)
Title:	Non-Executive Director
Experience and expertise:	Mr Scalzo has extensive experience both locally and in the USA market, founding multiple successful software businesses in the Automotive sector amongst other related industry verticals. Locally, Mr Scalzo's experience extends to founding Evoke Autopay, he then merged this business into Openpay Ltd where he led the group as CEO. Mr Scalzo was also a director of Credit Clear Ltd, where he led the group as Managing Director. Mr Scalzo holds several director roles across many different technology businesses, including Remitter.com, CarsFast.com, and advisory chairman of TurboPass.com. Prior to this, Mr Scalzo was a Partner & Board member at BDO Australia, leading BDO's national retail advisory practice, specialising in the retail and automotive industries.
Current and former directorships in the last 3 years <sup>1</sup> :	Nil
Interests in shares:	Nil
Interests in performance rights:	Nil
Interests in Loan Funded Share Plan:	Nil

<sup>1</sup> Directorships only include directorships held for ASX listed companies in the 3 years immediately before the end of the financial year.

### Company Secretary

Ms Elizabeth Spooner serves as company secretary of the Company. She was re-appointed as the Company Secretary on 22 April 2024.

Elizabeth Spooner is a Senior Company Secretary and Corporate Lawyer at Confidant Partners, a corporate secretarial provider. Ms Spooner holds a Juris Doctor degree from the Australian National University, a Bachelor of Business Administration with Bachelor of Arts and a Graduate Diploma of Applied Corporate Governance from the Governance Institute. Elizabeth Spooner is an experienced governance and compliance professional who works closely with a number of boards of both listed and unlisted public companies.

Elizabeth Spooner was Company Secretary during the year. She was appointed since 21 October 2022 and resigned effective 8 January 2024 when she was replaced by Shelby Coleman of Automic Group. Shelby Coleman resigned on 22 April 2024 and was replaced by Elizabeth Spooner.

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## Directors' Report *(continued)*

### Principal activities

The principal activities of the entities within the Group during the year were the development and commercialisation of its fleet management software for the automotive industry.

### Review of operations

#### *Group overview*

Connexion Mobility continued to provide its Software as a Service (SaaS) solutions, the OnTRAC and Connexion platforms, for General Motors' ("GM") Courtesy Transportation Program and Cadillac's Courtesy Transportation Alternative, hereafter referred to collectively as "CTP".

In addition to the delivery of SaaS to GM and its US dealerships, Connexion invested significantly in its Team and Product throughout FY24 in accordance with its corporate strategy presented to Shareholders at the most recent AGM in November 2023. Connexion's accounting treatment dictates that virtually all this discretionary investment in intangibles is expensed ("written off") as it is incurred.

#### Strategy

The overarching strategy being executed can be described as "Come for the tool, stay for the network".

Connexion's "tool" is its telemetry-enabled mobility platform that streamlines fleet & rental management at franchised automotive dealerships.

Connexion's "network" is framed on one side by its Distribution Network of ~22% of all franchised light vehicle dealerships in the US. Beyond its value as a B2B consumer of technology, this network holds a material supply of assets in the form of vehicles (upon which Connexion has direct visibility), real estate, and knowledgeable personnel, that are available to transact with the demand side of the equation, in the form of vehicle consumers (rentals and subscriptions and sales), and other 3rd party hardware, software and service partners.

When playing this long game, the "tool" is like the kindling. It is first the distribution and stickiness of the tool that is critical, rather than early (or, in some cases, any) optimisation of its profitability. There is typically room for optimisation later, particularly if the product generates revenue for its User, as is intended with the Company's long-term ambition of being a critical "Connexion" between Dealers and Consumers.

In many industries, it is common for software companies to price their "tool" as a loss-leader or, in some cases, even distribute it for free to rapidly build a valuable network. Connexion is fortunate to already be profitable based on its initial "tool".

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## Directors' Report *(continued)*

### Review of operations *(continued)*

#### Strategy *(continued)*

It is in this context that we have previously described Connexion as benefitting from two main drivers of value:

- Economic Value (OEM Sales Strategy and Dealership Sales Strategy)
- Strategic Value (building and commercialising the strategic value of our OEM and Dealership Networks)

Connexion's Economic Value grows over time through the successful execution of its "Embed, Integrate, Generate" operating model, as applied to its core mobility platforms, OnTRAC and Connexion.

The ongoing delivery of the Connexion platform to franchise dealers underpins Connexion's sales strategy, further growing Economic Value.

The FY24 launch of Connexion's Marketplace, populated by Commercial Partnerships, will be key to commercialising Connexion's Strategic Value. Connexion is in the early stages of commercialising partnerships with complementary automotive software vendors, notably providers of solutions for DMS, toll management, shuttle management and privacy management. There is no guarantee that any level of success will be achieved, although the opportunity set amongst automotive software vendors in general is large.

#### Operations

The Team performed strongly throughout FY24, achieving much with modest staffing resourcing. Notable achievements include but are not limited to:

- Significant team expansion with minimal productivity disruption
- Significant feature enhancements to both core platforms
- Launch of the Connexion Marketplace, with initial product sales underway
- Execution of a Commercial Partnership with a leading, global ridehail supplier
- Identification, scoping and development of new products
- Operational execution against the contract expansion with GM's CTP team,
- Progress expanding beyond CTP, within the GM ecosystem
- Onboarding Connexion's first non-GM dealership customers, albeit below internal targets
- Further 3rd party software vendor API work
- Increased direct-to-dealership outreach and engagement
- Achieving multiple record quarterly gross and net profit results
- Executing meaningful share buybacks at attractive prices

Whilst the shortest section of this report by word count, Operations is the fundamental driver of value for the Connexion, and where most of Management's focus is placed. Naturally, it is also the part of the Company subject to the most commercial sensitivity. Further detail on the achievements listed above is found in the various FY24 Quarterly Updates.

## Directors' Report *(continued)*

### Review of operations *(continued)*

#### Capital Allocation

Long-term Shareholder value is a function of:

1. Operational performance
2. Capital allocation

With a strong balance sheet relative to both its market capitalisation and operational size, Connexion undertook the following capital allocation initiatives during FY24:

#### *Investment into Team and Product*

The Company continued to invest meaningfully in its human capital, including securing numerous technical hires mandated specifically to improve and expand Connexion's product capabilities. Naturally, and as foreshadowed by Management for some time, the Company's investment in human capital will continue to impact its profitability in the near term as it pursues what is a material long-term growth opportunity in the US. Importantly, a favourable return must be earned on this expenditure, as measured by sustainable changes in Gross Profit, for the discretionary part of the budget to increase.

#### *Listed Equity Strategy*

During the financial year, the Company continued to execute its Listed Equity Strategy, comprising a Loan Funded Share Plan ("LFSP") and an On-market Share Buyback ("Buyback").

The LFSP is designed to attract, retain and align the Team over the long-term which, for any software company, is a core driver of value. Maintaining employee loyalty is a challenge within the software industry, and the LFSP is just one within a suite of initiatives employed to combat this. With that said, LFSP issuance to new employees was paused during FY24 due to several factors, including Management & Board's view of the Connexion share price and a normalisation of the hiring environment in favour of employers. Connexion experienced minimal voluntary staff turnover during FY24.

The Buybacks are intended to first offset any resulting dilution from the LFSP at a sensible price, and then further permanently improve the Company's Earnings Per Share via a material reduction in the number of shares on issue. The tool is not used as a signal, but with the genuine desire to purchase in volume at the prevailing price. It is also worth noting that picking what would otherwise be the absolute "bottom" of a share price very rarely results in meaningful volume being traded at that price. Often it is better to be roughly right than precisely wrong. The ongoing implementation of the Buyback initiative will continually consider Connexion's existing and anticipated profitability, the strength of its balance sheet, and the pricing of its shares on the ASX. Importantly, the execution of any Buyback should not jeopardise the Company's growth strategy. Whilst the two are certainly not mutually exclusive, the Company commits to prioritising capital deployment within its operations ahead of any Buyback, as required.

During FY24, the Company repurchased 81,526,864 CXZ shares at an average price of A\$0.0231/share.

## Directors' Report *(continued)*

### Review of operations *(continued)*

#### Financial Performance

Connexion's financial performance in FY24 was driven by the following key trends:

1. Revenue growth from larger vehicle inventories
2. Revenue growth from Connexion subscriptions
3. Revenue growth from feature-enhancement delivery
4. Expenditure growth from reinvestment into our Team and Products

Taking the above into account, Connexion delivered sound profitability throughout the period, with a Net Profit Before Tax of \$2.66m in FY24, versus \$2.60m in FY23.

In FY24, total revenues from ordinary activities increased by 48%, to \$9.84m, up from \$6.63m reported in FY23. Consolidated net assets grew by 19% to \$6.28m, up from \$5.26m as at the end of FY23.

Gross Profit in FY24 increased by 44% to \$7.68m, up from \$5.35m in FY23. This can primarily be attributed to the key trends listed above. Supporting this growth in revenue and gross profit was increased investment into our product and team, represented by increases in our expenditure on Research & Development, Sales & Marketing, and Corporate & Administration of 100%, 43%, and 56%, respectively.

The Company incurred a positive impact to its Net Profit Before Tax of \$0.04m due to a favourable movement in the AUD/USD currency pair during the year. Specifically, this consists of a revaluation of assets, being mostly AUD-denominated. Shareholders should note, however, that as a USD earner with a meaningful AUD cost base, Connexion's ongoing operating profitability is improved by a weaker AUD, and vice versa. By contrast, the immediate balance sheet revaluation is an offsetting "one-off".

Consistent with the prior period, the Company minimised the extent to which volatility in the AUD/USD impacted earnings by taking the following steps:

1. Implementing a natural hedge of currency-matching assets and operating expenditure to the extent of available free cash (i.e. converting excess cash into AUD).
2. Implementing a natural hedge of shifting AUD-denominated supply contracts into USD, where possible.
3. Maintaining the presentational currency of the Company as USD. From a commercial perspective, Connexion is a US-facing organisation and should be analysed as such.

Whilst currency movements will always impact the Company so long as it transacts in multiple currencies, the steps taken above have minimised the Company's FX sensitivity, and will continue to do so without the cost, complexity and execution risk of implementing synthetic hedges.

## Directors' Report *(continued)*

### Review of operations *(continued)*

#### Business Risk

Connexion relies on one major customer, which represents approximately 99% of the Company's total revenue for the year ended 30 June 2024. A loss of, or significant reduction from this customer would have a material adverse effect on the Company's financial condition, results of operations, and cash flows.

This concentration of business with a single customer exposes the Company to significant risks. Economic, business, regulatory, or other factors affecting this customer could have a direct impact on the Company's revenue and profitability. Furthermore, any disagreements or difficulties in our relationship with this customer, a change in the customer's business focus, financial condition, or a decision by this customer to reduce or terminate its relationship with the Company, could significantly reduce our revenue.

There is no material exposure to environmental, social sustainability or governance risks.

#### Corporate

From a reporting perspective, the Company will continue to voluntarily publish Quarterly Updates to keep Shareholders regularly informed of its progress. Shareholders are encouraged to carefully examine these reports and contact Management directly for any further clarification.

In recent years, Connexion has developed a consistent track record of tightly managing, and delivering satisfactory returns on, invested capital. This ethos will not change. The Company's progress remains consistent with the multi-year plan first presented at the 2021 AGM, and updated thereafter.

#### Significant changes in the state of affairs

Other than disclosed elsewhere in this report, there were no significant changes in the state of affairs of the consolidated entity during the financial year.

#### Dividends

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

#### Significant events after balance date

Other than matters already disclosed elsewhere in this Report, no matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

## Directors' Report (continued)

### Likely developments and expected results of operations

Other than matters already disclosed in the Review of operations, pursuant to sections 299(3) and 299A(3) of the Corporations Act 2001, this Report omits information relating to likely developments in the Company's operations in the future because to do so will result, in the opinion of the Directors, in unreasonable prejudice to the consolidated entity.

### Directors' meetings

The Directors held numerous meetings and discussions on an ongoing and regular basis. The conclusions of such meetings are recorded via circular resolutions of the Board. The number of meetings of Directors held and the number of meetings attended by each Director were as follows:

Director	Board meetings	
	Eligible	Attended
Greg Ross	11	11
Robert Downey	11	10
Aaryn Nania	11	11
Samuel Baker	5	5
Nicholas Kephala	5	5
Simon Scalzo	5	5

### Interests in the shares, options, performance rights and convertible notes of the Company and related bodies

2024	Fully paid ordinary shares Number	Performance rights Number	Loan Funded Share Plan Number
Greg Ross	4,244,600	-	-
Aaryn Nania	34,500,000	-	20,612,180
Robert Downey	10,000,000	-	-
Samuel Baker <sup>1</sup>	-	-	-
Nicholas Kephala <sup>1</sup>	75,000,000	-	-
Simon Scalzo <sup>2</sup>	-	-	-

<sup>1</sup> Mr Samuel Baker and Mr Nicholas Kephala appointed as Directors on 1 February 2024.

<sup>2</sup> Mr Scalzo resigned as a Director on 8 January 2024.

2023	Fully paid ordinary shares Number	Performance rights Number	Loan Funded Share Plan Number
Greg Ross	2,704,600	-	-
Aaryn Nania	28,500,000	-	20,612,180
Robert Downey	10,000,000	-	-
Simon Scalzo	2,038,235	-	-

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**Directors' Report** *(continued)***Shares issued during or since the end of the year as a result of exercise of an option**

As at the date of this report there are no ordinary shares issued by the Company during or since the end of the financial year as a result of the exercise of an option.

**Unissued shares under option**

As at the date of this report there are no unissued ordinary shares or interests of the Company under option.

**Remuneration report**

The Remuneration Report, which forms part of the Directors' report, outlines the remuneration arrangements in place for the Key Management Personnel of the consolidated entity for the financial year ended 30 June 2024 and is included on pages 16 to 25.

**Environmental regulation**

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

**Indemnification and insurance of Directors and Officers**

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

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

**Indemnification and insurance of Auditors**

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

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



## Directors' Report (continued)

### Non-audit services

Details of amounts paid or payable to the Auditor for non-audit services provided during the year by the auditor are outlined in Note 21 to the financial statements. The Directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services do not compromise the auditor's independence as all non-audit services have been reviewed to ensure that they do not impact the impartiality and objectivity of the Auditor and none of the services undermine the general principles relating to auditor independence as set out in Code of Conduct APES 110 *Code of Ethics for Professional Accountants* (including Independence Standards) issued by the Accounting Professional & Ethical Standards Board.

### Auditor's independence declaration

Section 307C of the Corporations Act 2001 requires our Auditors, William Buck, to provide the Directors of the Company with an Independence Declaration in relation to the audit of the Annual Report. This Independence Declaration is set out on page 26 and forms part of this Directors' report for the year ended 30 June 2024.

### Proceedings on behalf of the Company

No person has applied for leave of court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

### Performance Rights Plan

The Performance Rights Plan ("PRP"), detailed in note 15 to the financial statements, had three of four vesting conditions met for year 3 being during the year ended 30 June 2024. The amount of performance rights eligible to Key Management Personnel and staff for year 3 totalled 11,525,000. During the year, of the year 3 total, all 11,525,000 performance right shares were exercised. No performance rights were exercisable as at 30 June 2024. During the year, combining year two and year three, 16,025,000 performance right shares were exercised.

### Employee Share Scheme

The Company continued the Employee Share Scheme ("ESS"), detailed in note 15 to the financial statements, which was approved by shareholders at the Company's AGM, held on 17 November 2022. This ESS includes a Loan Funded Share Plan for Australian based participants. The US Equity Option Plan was voluntarily cancelled for nil consideration by the participant in the USA. During the period to 30 June 2024 no new loan shares were issued to either Key Management Personnel or staff pursuant to the Loan Funded Share Plan (LFSP). No shares have vested to date under this ESS scheme.

## Directors' Report *(continued)*

### Corporate governance statement

The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such, Connexion Mobility Ltd and its controlled entities have adopted the fourth edition of the Corporate Governance Principles and Recommendations which became effective for financial years beginning on or after 1 July 2015.

The Group's Corporate Governance Statement for the financial year ending 30 June 2024 is dated as at 15 August 2024 and was approved by the Board on the same day. The Corporate Governance Statement was announced by the Company on 15 August 2024 and is also available on the Company's website.

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

On behalf of the Directors



**Aaryn Nania**  
**Managing Director and Chief Executive Officer**

Sydney, 15 August 2024

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## Remuneration Report

The Remuneration Report, which is Audited, details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

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

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

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

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

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

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

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

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

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

## Remuneration Report *(continued)*

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

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

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

### *Non-Executive Directors remuneration*

Fees and payments to Non-Executive Directors reflect the demands and responsibilities of their role. Non-executive Directors' fees and payments are reviewed annually by the Board. The chairman's fees are determined independently to the fees of other Non-Executive Directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-Executive Directors participation in any Company incentive schemes is subject to shareholder approval in accordance with the Corporation Act 2001 and the ASX Listing Rules.

ASX listing rules require the aggregate Non-Executive Directors remuneration be determined periodically by a general meeting. The current aggregate remuneration limit is A\$250,000.

### *Executive remuneration*

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

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments where applicable
- other remuneration such as superannuation and long service leave

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

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

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The Company did offer a short-term incentive plan via cash and long-term incentive plan via performance rights to its Key Management Personnel during the year.

### *Consolidated entity performance and link to remuneration*

Remuneration for certain individuals is directly linked to the performance of the consolidated entity. A portion of cash bonus and incentive payments are dependent on key criteria. The remaining portion of the cash bonus and incentive payments are at the discretion of the Board.

## Remuneration Report (continued)

The Board is of the opinion that the continued positive results can be attributed in part to the adoption of performance-based compensation and is satisfied that this improvement will continue to increase shareholder wealth if maintained over the coming years.

All amounts are presented in US Dollars unless specified.

The Groups performance and share price over the past five periods are as follows:

Year	30 June 2020	30 June 2021	30 June 2022	30 June 2023	30 June 2024
Revenue US\$	5,494,018	4,420,883	3,810,852	6,629,284	9,841,340
Profit after tax US\$	2,161,374	510,118	145,156	1,762,912	1,882,127
EPS US\$	0.25	0.06	0.02	0.19	0.20
Share Price A\$	0.015	0.015	0.010	0.020	0.028

### Voting and comments made at the Company's 2022 Annual General Meeting ('AGM')

At the 2023 AGM, 89.68% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2023. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

### Details of remuneration

2024	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees US\$	Cash bonus US\$	Non-monetary US\$	Super-annuation US\$	Long service leave US\$	Equity-settled US\$	
<i>Non-Executive Directors:</i>							
Greg Ross <sup>1</sup>	36,000	-	-	-	-	-	<b>36,000</b>
Robert Downey	32,261	-	-	3,610	-	-	<b>35,871</b>
Samuel Baker <sup>2</sup>	15,000	-	-	-	-	-	<b>15,000</b>
Nicholas Kephala <sup>2</sup>	13,473	-	-	1,482	-	-	<b>14,955</b>
Simon Scalzo <sup>1 3</sup>	21,000	-	-	-	-	-	<b>21,000</b>
<i>Executive Directors and other KMP:</i>							
Aaryn Nania	202,936	93,164	-	21,619	4,601	114,225	<b>436,545</b>
Ben Stanyer	137,148	48,195	-	14,426	2,427	68,205	<b>270,401</b>
Total	457,818	141,359	-	41,137	7,028	182,430	<b>829,772</b>

<sup>1</sup> Mr Ross, Mr Baker and Mr Scalzo are contracted Non-Executive Directors and are not entitled to Superannuation.

<sup>2</sup> Mr Samuel Baker and Mr Nicholas Kephala appointed as Directors on 1 February 2024.

<sup>3</sup> Mr Scalzo resigned as a Director on 8 January 2024.

**Remuneration Report (continued)****Details of remuneration (continued)**

2023	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash bonus	Non-monetary	Superannuation	Long service leave	Equity-settled	
	US\$	US\$	US\$	US\$	US\$	US\$	US\$
<i>Non-Executive Directors:</i>							
Robert Downey	24,472	-	-	2,570	-	-	<b>27,042</b>
Greg Ross <sup>1</sup>	28,000	-	-	-	-	-	<b>28,000</b>
Simon Scalzo <sup>1</sup>	28,000	-	-	-	-	-	<b>28,000</b>
<i>Executive Directors and other KMP:</i>							
Aaryn Nania	129,124	23,963	-	16,654	1,289	67,268	<b>238,297</b>
Ben Stanyer	122,609	-	-	12,238	1,212	24,012	<b>160,071</b>
Total	332,205	23,963	-	31,462	2,501	91,280	<b>481,410</b>

<sup>1</sup> Mr Ross and Mr Scalzo are contracted Non-Executive Directors and are not entitled to Superannuation.

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

2024	Fixed remuneration		At risk – STI		At risk - LTI	
	30 June 2024	30 June 2023	30 June 2024	30 June 2023	30 June 2024	30 June 2023
<i>Non-Executive Directors:</i>						
Greg Ross	100%	100%	-	-	-	-
Robert Downey	100%	100%	-	-	-	-
Samuel Baker	100%	-	-	-	-	-
Nicholas Kephala	100%	-	-	-	-	-
Simon Scalzo	100%	100%	-	-	-	-
<i>Executive Directors and other KMP:</i>						
Aaryn Nania	53%	72%	22%	18%	25%	10%
Ben Stanyer	57%	85%	18%	-	25%	15%

**Service agreements**

Mr Nania was a Non-Executive Director of the Company until 1 February 2021 and was appointed as Managing Director and Chief Executive Officer on 2 February 2021. Mr Nania's employment contract is Full-Time with a three month notice period.

**Annual salary:** A\$320,000 (excluding superannuation)

## Remuneration Report (continued)

### Service agreements (continued)

Mr Stanyer was the Financial Controller and Company Secretary until 28 February 2022 and was appointed as Chief Financial Officer on 1 March 2022. Mr Stanyer's employment contract is Full-Time with a three month notice period.

**Annual salary:** A\$200,000 (excluding superannuation)

Mr Nania and Mr Stanyer accrued short-term incentives (STIs), in the form of cash bonuses, for the year ending 30 June 2024. These incentives are expected to be paid in September 2024.

Executive Directors and other KMP:	Position	Accrued STI US\$
Aaryn Nania	Managing Director and CEO	93,164
Ben Stanyer	Chief Financial Officer	48,195

The STIs for Mr Nania and Mr Stanyer were determined based on the achievement of the following performance conditions:

Performance Condition:	Weighting
Financial Performance	80% - 90%
Customer Diversification	0% - 20%
Employee Engagement	0% - 10%

All performance conditions had different thresholds based on outcomes, resulting in varying payment opportunities. The thresholds are:

Threshold:	Weighting
Failed	0%
Part-success	50%
Target	100%
Stretch	125%

The performance outcomes for the year were as follows:

- Financial Performance conditions hit stretch threshold
- Employee Engagement conditions hit target threshold
- Customer Diversification conditions hit failed threshold

The STIs awarded to Mr Nania and Mr Stanyer reflect the company's strong financial performance and the achievement of specific strategic objectives. These bonuses align with the company's remuneration policy, which aims to reward superior long-term performance and encourage retention and alignment with shareholder interests.

For the next financial year, year-ending 30 June 2025, the STI plan will include additional performance conditions to further align executive incentives with the company's long-term strategic goals. These conditions will be communicated in the next Annual Report.

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## Remuneration Report (continued)

The Board believes that the accrued STIs for Mr Nania and Mr Stanyer are fair and reasonable, reflecting their significant contributions to the company's performance and strategic achievements.

### Performance Rights

As approved by shareholders at the 2021 AGM, Mr Nania is entitled to receive performance rights under the Employer's Incentive Performance Rights Plan ("Performance Rights"). These have generated a vesting charge for the current year.

The number of Performance Rights to be granted shall be based on the following table:

Year	1	2	3
Date	30 September 2021	30 September 2022	30 September 2023
Ordinary Shares	8,000,000 <sup>1</sup>	8,000,000 <sup>2</sup>	8,000,000 <sup>2</sup>

<sup>1</sup> The Performance Rights Plan had a maximum 8,000,000 ordinary shares on issue. Only two of the four vesting conditions below were met, resulting in only 4,000,000 ordinary shares available. All 4,000,000 ordinary shares were exercised in the year ending 30 June 2022.

<sup>2</sup> The Performance Rights Plan had a maximum 8,000,000 ordinary shares on issue. Three of the four vesting conditions below were met, resulting in only 6,000,000 ordinary shares available. All 6,000,000 ordinary shares for year 2 were exercised in the year ending 30 June 2023. All 6,000,000 ordinary shares for year 3 were exercised in the year ending 30 June 2024.

The vesting condition for each tranche of Performance Rights shall be measured against the following performance criteria, with a 25% weighting for each of the below:

- i. Renewal and subsequent maintenance of the GM OnTRAC contract of commercial terms equal to or better than the Original Contract;
- ii. Signed commercial contract with a Non-GM OEM Client;
- iii. The Company achieving NPBT against Budget for the relevant just-concluded financial year, taking into account uncontrollable items at the discretion of the Board; and
- iv. Upon the CXZ 30-day VWAP trading at or above the Performance Price in the six months preceding each respective eligible vesting date. Performance Prices are as follows:
  - a. AUD\$0.025 for a vesting date of 30 September 2021;
  - b. AUD\$0.035 for a vesting date of 30 September 2022; and
  - c. AUD\$0.045 for a vesting date of 30 September 2023.

As approved by shareholders at the 2023 AGM, Mr Nania is entitled to receive performance rights under the Employer's Incentive Performance Rights Plan ("Performance Rights"). Mr Stanyer is a participant of the same plan, as approved by the Board. These have generated a vesting charge for the current year of \$134,877.



**Remuneration Report (continued)****Performance Rights (continued)**

The vesting condition for each tranche of Performance Rights shall be measured against the following performance criteria, with a 75% weighting for the Company achieving the Diluted Maintainable Earnings Per Share (DMEPS) target and 25% weighting for the Company achieving the Return on Growth Spend (RGS) target:

Threshold	DMEPS Outcome	% of Performance Rights vested	# of Performance Rights vested for Mr Nania	# of Performance Rights vested for Mr Stanyer
Failed	Below 10% on PY	0%	-	-
Part-success	10% - 20% on PY	40%	3,424,751	1,818,431
Target	20% - 30% on PY	80%	6,849,503	3,636,862
Stretch	30%+ on PY	10%	8,561,879	4,546,078

Note: PY means the prior financial year

Threshold	RGS Outcome	% of Performance Rights vested	# of Performance Rights vested for Mr Nania	# of Performance Rights vested for Mr Stanyer
Failed	Below 25% on PY	0%	-	-
Part-success	25% - 50% on PY	40%	1,141,584	606,138
Target	50% - 75% on PY	80%	2,283,168	1,212,276
Stretch	75%+ on PY	100%	2,853,960	1,515,345

The number of Performance Rights, after achieving stretch thresholds, for Mr Nania is 11,415,839, and for Mr Stanyer is 6,061,423.

The number of Performance Rights, Ordinary Shares, to be eligible to vest is based on the following table:

Year	1	2	3
Date	31 August 2024	31 August 2025	31 August 2026
Aaryn Nania	3,805,280	3,805,280	3,805,279
Ben Stanyer	2,020,474	2,020,474	2,020,475

No other Key Management Personnel have been granted Performance Rights.

**Employee Share Scheme**

At the 2022 Annual General Meeting (AGM), shareholders approved the establishment of an Employee Share Scheme, specifically a Loan Funded Share Plan. This plan provides employees with the opportunity to receive shares and a corresponding loan to fund the acquisition of those shares. These shares are considered to meet the definition of AASB 2 Share Based Payments and have been measured and recognised during the year to 30 June 2024. There were no new participants to the plan for the year-ending 30 June 2024.

Mr Nania and Mr Stanyer were among the participants in the Loan Funded Share Plan, with their participation separately approved by shareholders at the 2022 AGM.

## Remuneration Report (continued)

### Employee Share Scheme (continued)

Under the Plan, Mr Nania was issued 20,612,180 fully paid ordinary shares (2023: 20,612,180 fully paid ordinary shares), financed by a loan of A\$200,000 (2023: \$200,000). Similarly, Mr Stanyer received 17,801,400 fully paid ordinary shares (2023: 17,801,400 fully paid ordinary shares), backed by a loan of A\$172,727 (2023: A\$172,727).

These loans, provided for the express purpose of acquiring shares under the Loan Funded Share Plan, were subject to several key terms and conditions, as outlined below:

- i. The loans are non-recourse, meaning they are secured solely by the shares issued under the Plan;
- ii. The loans are interest-free, providing Mr. Nania and Mr. Stanyer with a cost-effective means of participating in the Plan;
- iii. The loans have a term of five years from the date of issue of the shares, subject to earlier repayment in line with the terms of the Loan Funded Share Plan.

The Plan illustrates our commitment to aligning the interests of our key management personnel with those of our shareholders, ensuring that their efforts contribute directly to enhancing shareholder value. We believe that this structure not only benefits our employees but also our shareholders, creating a clear link between remuneration and company performance.

The terms and conditions of the loan funded shares affecting remuneration of key management personnel in this financial year or future reporting years are as follows:

	Number of loan funded shares issued	Issue price AUD\$	Issue date	Vesting date and exercisable date	Expiry date	Fair value per share at issue date AUD\$
<i>KMP</i>						
Aaryn Nania	20,612,180	0.009703	18 November 2022	7 July 2027	7 July 2028	0.008940
Ben Stanyer	17,801,400	0.009703	7 July 2022	7 July 2027	7 July 2028	0.010018

### Share-based compensation

#### Issue of shares

There were no shares issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2024.

#### Options

There were no options issued, held or vested by Directors or Key Management Personnel during the year ended 30 June 2024.

#### Performance Rights

Details of Performance Rights issued to Directors or Key Management Personnel during the year ended 30 June 2024 and 30 June 2023 are detailed in the below table and the terms are described above.

## Remuneration Report (continued)

### Additional disclosures relating to key management personnel

#### Shareholdings

The number of ordinary shares in the Company, held by each Director and other members of key management personnel of the consolidated entity, including their related parties, is set out below:

<b>2024</b>	Balance at 1 July 2023	Received as part of remuneration	Exercise of performance rights	Additions	Disposal post resignation	Other Disposals	Balance as at 30 June 2024
<i>Directors</i>							
Greg Ross	2,704,600	-	-	-	-	-	2,704,600
Aaryn Nania	49,112,180	-	6,000,000	-	-	-	55,112,180
Robert Downey	10,000,000	-	-	-	-	-	10,000,000
Samuel Baker	-	-	-	-	-	-	-
Nicholas Kephala	72,000,000	-	-	3,000,000	-	-	75,000,000
Simon Scalzo	2,038,235	-	-	-	(2,038,235)	-	-
<i>Other KMP</i>							
Ben Stanyer	20,091,400	-	-	-	-	-	20,091,400
<b>2023</b>	Balance at 1 July 2022	Received as part of remuneration	Exercise of performance rights	Additions	Disposal post resignation	Other Disposals	Balance as at 30 June 2023
<i>Directors</i>							
Robert Downey	10,000,000	-	-	-	-	-	10,000,000
Aaryn Nania	10,000,000	20,612,180	10,000,000	8,500,000	-	-	49,112,180
Greg Ross	-	-	-	2,704,600	-	-	2,704,600
Simon Scalzo	1,038,235	-	-	1,000,000	-	-	2,038,235
<i>Other KMP</i>							
Ben Stanyer	-	17,801,400	-	2,290,000	-	-	20,091,400

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**Remuneration Report (continued)****Additional disclosures relating to key management personnel (continued)***Performance Rights*

The number of Performance Rights in the Company, held by each Director and other members of key management personnel of the consolidated entity, including their related parties, is set out below:

<b>2024</b>	Balance at 1 July 2023	Received as part of remuneration	Exercise of performance rights	Additions	Forfeited as a result of resignation	Lapsed due to vesting condition not met	Balance as at 30 June 2024
<i>Directors</i>							
Greg Ross	-	-	-	-	-	-	-
Aaryn Nania	-	-	(6,000,000)	8,000,000	-	(2,000,000)	-
Robert Downey	-	-	-	-	-	-	-
Samuel Baker	-	-	-	-	-	-	-
Nicholas Kephala	-	-	-	-	-	-	-
Simon Scalzo	-	-	-	-	-	-	-
<i>Other KMP</i>							
Ben Stanyer	-	-	-	-	-	-	-
<b>2023</b>	Balance at 1 July 2022	Received as part of remuneration	Exercise of performance rights	Additions	Forfeited as a result of resignation	Lapsed due to vesting condition not met	Balance as at 30 June 2023
<i>Directors</i>							
Robert Downey	-	-	-	-	-	-	-
Aaryn Nania	4,000,000	-	(10,000,000)	8,000,000	-	(2,000,000)	-
Greg Ross	-	-	-	-	-	-	-
Simon Scalzo	-	-	-	-	-	-	-
<i>Other KMP</i>							
Ben Stanyer	-	-	-	-	-	-	-

**This concludes the Remuneration Report, which has been audited.**

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

### To the directors of Connexion Mobility Limited

As lead auditor for the audit of Connexion Mobility Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of Connexion Mobility Limited and the entities it controlled during the year.

William Buck

**William Buck Audit (Vic) Pty Ltd**

ABN 59 116 151 136

R. P. Burt

**R. P. Burt**

Director

Melbourne, 15 August 2024

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## Consolidated Statement of Profit or Loss and Other Comprehensive Income For the year ended 30 June 2024

	Note	Consolidated 2024 US\$	2023 US\$
Revenue	3	9,841,340	6,629,284
Cost of Sales		(2,160,755)	(1,279,644)
<b>Gross Profit</b>		<b>7,680,585</b>	5,349,640
Other income	3	512,445	549,364
<b>Expenses</b>			
Research and development expenses		(2,283,341)	(1,143,293)
Sales and marketing expenses		(997,920)	(696,704)
Corporate and administrative expenses		(2,216,840)	(1,425,128)
Depreciation and amortisation expenses		(32,205)	(37,659)
<b>Profit before income tax</b>		<b>2,662,724</b>	2,596,220
Income tax expense	5	(780,597)	(833,308)
<b>Profit after income tax for the year attributable to the owners of Connexion Mobility Ltd</b>		<b>1,882,127</b>	1,762,912
<b>Other Comprehensive Income</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		44,276	(190,428)
<b>Total comprehensive income attributable to the owners of Connexion Mobility Ltd</b>		<b>1,926,403</b>	1,572,484
		<b>Cents</b>	Cents
Basic earnings per share	7	0.20	0.19
Diluted earnings per share	7	0.19	0.18

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

## Consolidated Statement of Financial Position As at 30 June 2024

		<b>Consolidated</b>	
		<b>2024</b>	2023
	Note	<b>US\$</b>	US\$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	8	<b>361,803</b>	641,843
Trade and other receivables	9	<b>2,916,411</b>	2,634,549
Financial assets at fair value through profit or loss	10	<b>4,633,824</b>	2,811,183
Total current assets		<b>7,912,038</b>	6,087,575
<b>Non-current assets</b>			
Plant and equipment		-	1,092
Capitalised development costs		-	31,649
Deferred tax asset	5	<b>137,463</b>	46,015
Total non-current assets		<b>137,463</b>	78,756
<b>Total assets</b>		<b>8,049,501</b>	6,166,331
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	11	<b>715,392</b>	310,962
Current Tax Liability	5	<b>788,606</b>	433,451
Employee benefits		<b>231,256</b>	143,337
Total current liabilities		<b>1,735,254</b>	887,750
<b>Non-current liabilities</b>			
Employee benefits		<b>33,898</b>	14,393
Total non-current liabilities		<b>33,898</b>	14,393
<b>Total liabilities</b>		<b>1,769,152</b>	902,143
<b>Net assets</b>		<b>6,280,349</b>	5,264,188
<b>Equity</b>			
Issued capital	12	<b>10,109,333</b>	11,202,610
Reserves	13	<b>73,464</b>	(153,847)
Accumulated losses		<b>(3,902,448)</b>	(5,784,575)
<b>Total equity</b>		<b>6,280,349</b>	5,264,188

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

## Consolidated Statement of Changes in Equity For the year ended 30 June 2024

	<b>Consolidated</b>					
	Issued Capital US\$	Share based payment reserve US\$	Loan Funded Share Plan Reserve US\$	Foreign currency translation reserve US\$	Accumulate d losses US\$	<b>Total equity US\$</b>
Balance as at 1 July 2023	11,202,610	163,107	158,091	(475,045)	(5,784,575)	<b>5,264,188</b>
Profit for the year	-	-	-	-	1,882,127	<b>1,882,127</b>
Other comprehensive loss for the year, net of income tax	-	-	-	44,276	-	<b>44,276</b>
Total comprehensive loss for the year	-	-	-	44,276	1,882,127	<b>1,926,403</b>
Share based payments	-	201,665	140,470	-	-	<b>342,135</b>
Lapse of performance rights	-	-	-	-	-	-
Exercise of performance rights	159,100	(159,100)	-	-	-	-
On-market Share Buyback	(1,252,377)	-	-	-	-	<b>(1,252,377)</b>
Foreign Exchange translation cost	-	7,987	4,003	(11,990)	-	-
<b>Balance as at 30 June 2024</b>	<b>10,109,333</b>	<b>213,659</b>	<b>302,564</b>	<b>(442,759)</b>	<b>(3,902,448)</b>	<b>6,280,349</b>

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**Consolidated Statement of Changes in Equity (continued)**  
**For the year ended 30 June 2024**

	<b>Consolidated</b>					
	Issued Capital US\$	Share based payment reserve US\$	Loan Funded Share Plan Reserve US\$	Foreign currency translation reserve US\$	Accumulate d losses US\$	<b>Total equity US\$</b>
Balance as at 1 July 2022	11,526,721	245,338	-	(297,199)	(7,559,594)	<b>3,915,266</b>
Profit for the year	-	-	-	-	1,762,912	<b>1,762,912</b>
Other comprehensive loss for the year, net of income tax	-	-	-	(190,428)	-	<b>(190,428)</b>
Total comprehensive loss for the year	-	-	-	(190,428)	1,762,912	<b>1,572,484</b>
Share based payments	-	82,663	159,079	-	-	<b>241,742</b>
Lapse of performance rights	-	(12,107)	-	-	12,107	-
Exercise of performance rights	141,193	(141,193)	-	-	-	-
On-market Share Buyback	(465,304)	-	-	-	-	<b>(465,304)</b>
Foreign Exchange translation cost	-	(11,594)	(988)	12,582	-	-
<b>Balance as at 30 June 2023</b>	<b>11,202,610</b>	<b>163,107</b>	<b>158,091</b>	<b>(475,045)</b>	<b>(5,784,575)</b>	<b>5,264,188</b>

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

## Consolidated Statement of Cash Flows For the year ended 30 June 2024

	Note	Consolidated 2024 US\$	2023 US\$
<b>Cash flows from operating activities</b>			
Receipts from customers		9,594,329	5,407,622
Payments to suppliers and employees		(7,010,100)	(4,291,000)
Research & Development and other government incentives		370,579	24,489
Interest received		6,283	50
Income tax paid		(516,890)	(2,874)
Net cash inflow from operating activities	8	<u>2,444,201</u>	<u>1,138,287</u>
<b>Cash flows from investing activities</b>			
Proceeds from disposal of investment portfolio		828,546	-
Payments for investment portfolio		(2,311,200)	(1,169,039)
Net cash outflow from investing activities		<u>(1,482,654)</u>	<u>(1,169,039)</u>
<b>Cash flows from financing activities</b>			
Proceeds from issues of shares, net of costs		-	-
Payments for Share Buyback		(1,243,828)	(467,875)
Net cash outflow from financing activities		<u>(1,243,828)</u>	<u>(467,875)</u>
Net decrease in cash and cash equivalents		(282,281)	(498,627)
Cash and cash equivalents at the beginning of the financial year		641,843	1,178,098
Effect of exchange rates on cash and cash equivalents		2,241	(37,628)
Cash and cash equivalents at the end of the financial year	8	<u><u>361,803</u></u>	<u><u>641,843</u></u>

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

## Notes to the Financial Statements

### Note 1: Basis of preparation

#### (a) Basis of preparation and statement of compliance

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

The Group has adopted all of the new or amended 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. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The Company is a listed public Company, incorporated in Australia and operating in Australia, the United States of America, Canada and Mexico. The entity's principal activities during the year were the development and commercialisation of its fleet management software for the automotive industry. Its registered office and principal place of business is:

Level 3, 162 Collins Street  
Melbourne  
Victoria, 3000  
Australia

The accounting policies applied by the Group in these consolidated Finance Statements are consistent with those applied by the Group in the previous year. The financial statements are presented in US dollars, except where otherwise indicated.

The financial report was authorised for issue on 15 August 2024.

#### (b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group as at 30 June 2024.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

## Notes to the Financial Statements

### Note 1: Basis of preparation *(continued)*

#### (b) Basis of consolidation *(continued)*

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary;
- De-recognises the carrying amount of any non-controlling interests;
- De-recognises the cumulative translation differences recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

#### (c) Foreign currency translation

The functional currency of Connexion Mobility Ltd and its Australian subsidiaries is Australian dollars. Each entity in the Group determines its own functional currency and is transferred to the presentational currency of US Dollars.

The Company has progressed in securing its position in the US market with majority of revenue received in US Dollars. On this basis, the parent entity and all the subsidiaries changed their presentation currency from Australian Dollars to US Dollars, effective 1 July 2020.

## Notes to the Financial Statements

### Note 1: Basis of preparation *(continued)*

#### (c) Foreign currency translation *(continued)*

##### *Foreign currency transactions*

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

##### *Translation to presentation currency*

The assets and liabilities of entities with a functional currency different to presentation currency are translated into US Dollars using the exchange rates at the reporting date. The revenues and expenses of these entities are translated into US Dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency translation reserve in equity.

The foreign currency translation reserve is recognised in profit or loss when the entity or net investment is disposed of.

On disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to the partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or jointly arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences are recognised in other comprehensive income.

### Note 2: Significant accounting estimates and judgements

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

## Notes to the Financial Statements

### Note 2: Significant accounting estimates and judgements (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a model in accordance with AASB 2 Share Based Payments, using the assumptions detailed in Note 16.

### Note 3: Revenue and other income

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
<b>Revenue</b>		
Revenue from contracts with customers	<b>9,841,340</b>	6,629,284
<b>Other income</b>		
Interest income	<b>6,283</b>	50
Governments grants – R&D refund	<b>216,226</b>	357,345
Government incentive – EMDG	<b>20,630</b>	24,489
Realised gain on investment portfolio	<b>68,942</b>	63,709
Income net of taxes and fees on investment portfolio	<b>200,364</b>	103,771
	<b>512,445</b>	549,364

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer.

Variable consideration with the transaction price, if any, reflects concessions provided to the customer such as discounts, any potential add-ons or bonuses from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue will not occur.

The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are initially recognised as deferred revenue in the form of a separate liability.

Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or hourly rate.

## Notes to the Financial Statements

### Note 3: Revenue and other income (continued)

#### Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that assets' net carrying amount on initial recognition.

#### Government grants

Grants from the government, including Research and Development (R&D) tax incentive income, are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

### Note 4: Expenses

Expenses include the following specific expenses:

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
Wages and salaries	<b>1,972,052</b>	1,180,458
Share based payments expense – performance rights	<b>201,665</b>	82,663
Loan Funded Share Plan expense	<b>140,470</b>	159,079
Superannuation expense	<b>210,505</b>	125,200

### Note 5: Income tax expense

#### (a) Income tax expense

Current tax expense – Australia	<b>765,711</b>	827,033
Current tax expense – United States	<b>14,886</b>	6,275
Current tax expense	<b>780,597</b>	833,308

## Notes to the Financial Statements

### Note 5: Income tax expense (continued)

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
<b>(b) Numerical reconciliation of income tax to prima facie tax benefit</b>		
Profit from continuing operations before income tax	<b>2,662,724</b>	2,596,220
Tax at the Australian tax rate of 25% (2022: 25%)	<b>665,681</b>	649,055
Non-deductible expenses	<b>85,534</b>	57,409
R&D refundable rebate	<b>(54,057)</b>	(89,336)
Initial recognition of previously unrecognised deferred tax assets	-	(12,635)
Tax expenditure of subsidiaries operating in different jurisdictions	<b>14,886</b>	6,275
Adjustments recognised in the current year in relation to the current tax of prior years	<b>68,553</b>	222,540
Current tax expense	<b>780,597</b>	833,308
<b>(c) Deferred tax asset</b>		
Deferred tax asset	<b>137,463</b>	46,015
<b>(d) Current tax liability</b>		
Current tax liability	<b>788,606</b>	433,451

The deferred tax asset comprises of taxable timing differences of assets and liabilities.

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance date.



## Notes to the Financial Statements

### Note 5: Income tax expense (continued)

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognised for all taxable temporary differences except:

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

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

## Notes to the Financial Statements

### Note 5: Income tax expense (continued)

#### Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position. Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

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

### Note 6: Segment reporting

#### Identification of reportable operating segments

During the year ended 30 June 2024 the group operated in one segment, specialising in developing global information technology solutions for automotive industries in Australia, the United States of America, Canada and Mexico. For the year ended 30 June 2024, 99% of sales revenue was from one customer located in the USA (2023: 99% revenue from one customer). All revenue is recorded over time for rendering of services.

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker. The Chief Operating Decision Maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of Connexion Mobility Ltd.

### Note 7: Earnings per share

#### Basic and diluted earnings per share

	<b>Consolidated</b>	
	<b>2024</b>	2023
From continuing operations		
• Basic earnings per share (cents per share)	<b>0.20</b>	0.19
• Diluted earnings per share (cents per share)	<b>0.19</b>	0.18

## Notes to the Financial Statements

### Note 7: Earnings per share (continued)

#### Earnings

Earnings used in the calculation of basic and diluted earnings per share is as follows:

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
Earnings from continued operations used in the calculation of basic earnings per share	<b><u>1,882,127</u></b>	<u>1,762,912</u>

#### Weighted average number of ordinary shares

The weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share is as follows:

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>Number</b>	Number
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>920,265,722</b>	919,251,768
Shares deemed to be issued for no consideration in respect of Performance shares (including US options plan)	<b>45,714,659</b>	43,252,862
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<b><u>965,980,382</u></b>	<u>962,504,631</u>

Basic earnings per share is calculated as net profit attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element. Diluted earnings per share is calculated as net profit attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after-tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

## Notes to the Financial Statements

### Note 8: Cash and cash equivalents

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
Cash at bank and on hand	<b>361,803</b>	641,843

Cash at bank earns interest at floating rates based on daily bank deposit rates.

#### *Reconciliation to the Statement of Cash Flows*

For the purposes of the Statement of Cash Flows, cash and cash equivalents comprise cash on hand and at bank and investments in money market instruments, net of outstanding bank overdrafts.

#### *Reconciliation of profit for the year to net cash flows from operating activities*

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
Profit after income tax expense for the year	<b>1,882,127</b>	1,762,912
Non cash foreign exchange movement	<b>(36,659)</b>	(128,888)
Equity settled share-based payment	<b>342,135</b>	241,742
Depreciation and amortisation	<b>32,205</b>	37,659
Investment portfolio movement	<b>(269,306)</b>	(167,480)
<i>(Increase) / decrease in assets:</i>		
Trade and other receivables	<b>(281,862)</b>	(1,670,868)
Deferred tax asset	<b>(91,448)</b>	393,582
<i>Increase / (decrease) in liabilities:</i>		
Trade and other payables	<b>404,430</b>	188,251
Employee benefits	<b>107,424</b>	47,926
Tax provisions	<b>355,155</b>	433,451
Net cash from operating activities	<b>2,444,201</b>	1,138,287

## Notes to the Financial Statements

### Note 9: Trade and other receivables

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
Trade receivables	<b>2,819,520</b>	2,572,946
Less: allowance for credit losses	-	-
	<b>2,819,520</b>	2,572,946
Other receivables	<b>96,891</b>	61,603
	<b>2,916,411</b>	2,634,549

- (i) Trade receivables are non-interest bearing and are generally on terms of 30 days to 90 days. All amounts are short term. The carrying value of trade receivables is considered a reasonable approximation of fair value.
- (ii) Note 16 includes disclosures relating to the credit risk exposures and analysis relating to the allowance for expected credit losses.

#### Aged receivables

The aging of trade receivables as at 30 June 2024 and 30 June 2023 is detailed in the table below:

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
Current	<b>1,113,254</b>	1,090,805
1 month	<b>864,603</b>	736,138
2 months	<b>841,663</b>	746,003
3 months	-	-
Older	-	-
	<b>2,819,520</b>	2,572,946

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowances for expected credit loss ("ECL"). Trade receivables are generally due for settlement within 30 days.

## Notes to the Financial Statements

### Note 10: Financial assets at fair value through profit or loss

	2024 US\$	2023 US\$
<i>Current Assets</i>		
Investment in financial assets	<u>4,633,824</u>	<u>2,811,183</u>

#### *Reconciliation*

Reconciliation of the fair values at the beginning and end of the current and previous financial periods are set out below:

Opening Fair value	2,811,183	1,493,754
Net additions	2,311,200	1,169,039
Net disposals	(828,546)	-
Revaluation taken to profit or loss	269,306	167,480
Net exchange difference on translation	70,681	(19,090)
Closing fair value	<u>4,633,824</u>	<u>2,811,183</u>

The revaluation taken to profit or loss number above of \$269,306 is comprised of \$68,942 realised gain of investments and \$200,364 of income net of taxes and fees. Refer to note 17 for further information on fair value measurement.

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

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

#### *Financial assets at fair value through profit or loss*

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

## Notes to the Financial Statements

### Note 11: Trade and other payables

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
Trade payables	<b>250,143</b>	187,006
Other payables	<b>465,249</b>	123,956
	<b><u>715,392</u></b>	<u>310,962</u>

- (i) Trade payables are non-interest bearing and are normally settled on a 30 to 90-day term. All amounts are short term. The net carrying value of trade payables is considered a reasonable approximation of fair value.
- (ii) For terms and conditions relating to related party payables refer to Note 18.

Liabilities for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable. Liabilities accruing to employees in respect of wages and salaries, annual leave, long service leave and sick leave not expected to be settled within 12 months of the balance date are recognised in non-current other payables in respect of employees' services up to the balance date. They are measured as the present value of the estimated future outflows to be made by the Group.

### Note 12: Issued capital

#### Ordinary shares on issue

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
Ordinary shares issued and fully paid	<b>10,109,333</b>	11,202,610
Less: Treasury Shares	-	-
	<b><u>10,109,333</u></b>	<u>11,202,610</u>

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

## Notes to the Financial Statements

### Note 12: Issued capital (continued)

#### Movement in ordinary shares on issue

Date	Detail	Number	Issue price (cents)	US\$
1 July 2022	Opening balance	881,031,779		11,595,868
26 August 2022	Conversion of performance rights	3,000,000	0.010	31,068
4 November 2022	Conversion of performance rights	10,000,000	0.010	96,671
21 November 2022	Cancellation of ordinary shares	(40,124,817)	0.007	(264,508)
24 November 2022	Tranche A – Loan Shares	80,268,575	-	-
24 November 2022	Tranche B – Loan Shares	20,612,180	-	-
8 December 2022	Conversion of performance rights	750,000	0.010	7,612
23 December 2022	Cancellation of ordinary shares	(21,446,912)	0.007	(143,918)
30 December 2022	Tranche C – Loan Shares	9,475,248	-	-
1 March 2023	Conversion of performance rights	300,000	0.010	3,044
7 March 2023	Cancellation of ordinary shares	(29,160)	0.007	(192)
13 April 2023	Conversion of performance rights	275,000	0.010	2,798
15 May 2023	Cancellation of ordinary shares	(10,422,476)	0.012	(125,833)
16 June 2023	Tranche E – Loan Shares	8,777,451	-	-
<b>30 June 2023</b>	<b>Closing balance</b>	<b>942,466,868</b>		<b>11,202,610</b>

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## Notes to the Financial Statements

### Note 12: Issued capital (continued)

Movement in ordinary shares on issue (continued)

Date	Detail	Number	Issue price (cents)	US\$
10 July 2023	Conversion of performance rights	4,500,000	0.010	45,220
29 September 2023	Cancellation of ordinary shares	(4,820,480)	0.014	(68,315)
10 November 2023	Cancellation of ordinary shares	(8,179,520)	0.014	(114,262)
24 November 2023	Conversion of performance rights	10,800,000	0.010	106,654
1 December 2023	Cancellation of ordinary shares	(24,000,000)	0.014	(341,730)
28 December 2023	Cancellation of ordinary shares	(18,000,000)	0.014	(258,635)
29 December 2023	Conversion of performance rights	275,000	0.010	2,815
12 February 2024	Conversion of performance rights	450,000	0.010	4,411
23 February 2024	Cancellation of ordinary shares	(3,233,773)	0.013	(42,466)
20 June 2024	Cancellation of ordinary shares	(12,000,000)	0.019	(223,474)
28 June 2024	Cancellation of ordinary shares	(11,293,091)	0.018	(203,495)
<b>30 June 2024</b>	<b>Closing balance</b>	<b>876,965,004</b>		<b>10,109,333</b>

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## Notes to the Financial Statements

### Note 12: Issued capital (continued)

#### Movement in treasury shares on issue

Date	Detail	Number	Issue price (cents)	US\$
1 July 2022	Opening balance	(10,000,000)		(69,147)
July 2022	Purchase of shares through Treasury Reserve	(10,000,000)	0.007	(67,894)
August 2022	Purchase of shares through Unmarketable Parcel buyback	(6,213,909)	0.007	(43,697)
October 2022	Purchase of shares through Treasury Reserve	(20,000,000)	0.006	(127,709)
November 2022	Purchase of shares through Treasury Reserve	(10,000,000)	0.007	(66,802)
November 2022	Cancellation of ordinary shares	40,124,817	0.007	264,508
December 2022	Purchase of shares through Treasury Reserve	(10,000,000)	0.007	(67,178)
December 2022	Cancellation of ordinary shares	21,446,912	0.007	143,918
March 2022	Cancellation of ordinary shares	29,160	0.007	192
April 2022	Purchase of shares through Treasury Reserve	(5,809,456)	0.016	(94,595)
May 2022	Cancellation of ordinary shares	10,422,476	0.012	125,833
June 2022	Net exchange difference on translation	-		2,571
<b>30 June 2023</b>	<b>Closing balance</b>	<b>-</b>		<b>-</b>
July 2023	Purchase of shares through Treasury Reserve	(5,000,000)	0.015	(73,655)
August 2023	Purchase of shares through Treasury Reserve	(5,000,000)	0.014	(71,149)
September 2023	Cancellation of ordinary shares	4,820,480	0.014	68,135
October 2023	Purchase of shares through Treasury Reserve	(3,000,000)	0.014	(41,699)
November 2023	Purchase of shares through Treasury Reserve	(24,000,000)	0.014	(335,861)
November 2023	Cancellation of ordinary shares	8,179,520	0.014	114,263
December 2023	Purchase of shares through Treasury Reserve	(18,000,000)	0.014	(253,956)

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## Notes to the Financial Statements

### Note 12: Issued capital (continued)

#### Movement in treasury shares on issue (continued)

Date	Detail	Number	Issue price (cents)	US\$
December 2023	Cancellation of ordinary shares	42,000,000	0.014	600,365
January 2024	Purchase of shares through Treasury Reserve	(3,000,000)	0.013	(39,485)
February 2024	Purchase of shares through Treasury Reserve	(233,773)	0.013	(3,033)
February 2024	Cancellation of ordinary shares	3,233,773	0.013	(42,466)
May 2024	Purchase of shares through Treasury Reserve	(261,406)	0.019	(4,862)
June 2024	Purchase of shares through Treasury Reserve	(23,031,685)	0.018	(420,127)
June 2024	Cancellation of ordinary shares	23,293,091	0.018	426,968
June 2024	Net exchange difference on translation			(8,370)
<b>30 June 2024</b>	<b>Closing balance</b>	<b>-</b>		<b>-</b>

#### Ordinary shares

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.

#### Treasury shares

Treasury shares are used to record the purchase of shares by the Company in the open market. The shares are bought back on-market value. The account is recognised at purchase price.

#### Performance rights

The Company has established a Performance Rights Plan ('PRP') under which ordinary shares may be issued to certain Directors, Key Management and Employees, on conversion of the Performance Rights.

## Notes to the Financial Statements

### Note 13: Reserves

#### *Nature and purpose of reserves*

##### *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.

##### *Foreign currency translation reserve*

The foreign currency translation reserve is used to record the exchange differences arising from the translation of entities with a functional currency other than USD.

### Note 14: Share-based payment plans

#### *Movement in performance rights*

<b>Date</b>	<b>Detail</b>	<b>Number</b>	<b>Fair value at grants date (cents)</b>	<b>US\$</b>
1 July 2022	Opening balance	38,033,334		245,338
26 August 2022	Conversion of performance rights	(3,000,000)	0.010	(31,068)
4 November 2022	Conversion of performance rights	(10,000,000)	0.010	(96,671)
21 February 2022	Forfeiture of performance rights	(3,841,667)		(12,107)
8 December 2022	Conversion of performance rights	(750,000)	0.010	(7,612)
1 March 2023	Conversion of performance rights	(300,000)	0.010	(3,044)
13 April 2023	Conversion of performance rights	(275,000)	0.010	(2,798)
30 June 2023	Vesting charge of performance rights	-		71,069
<b>30 June 2023</b>	<b>Closing balance</b>	<b>19,866,667</b>		<b>163,107</b>
10 July 2023	Conversion of performance rights	(4,500,000)	0.010	(45,220)
24 November 2023	Forfeiture of performance rights	(3,841,666)		-
24 November 2023	Conversion of performance rights	(4,500,000)	0.010	(44,439)
24 November 2023	Conversion of performance rights	(300,000)	0.010	(2,963)

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## Notes to the Financial Statements

### Note 14: Share-based payment plans (continued)

Movement in performance rights (continued)

Date	Detail	Number	Fair value at grants date (cents)	US\$
24 November 2023	Conversion of performance rights	(6,000,000)	0.010	(59,252)
15 December 2023	Issue of performance rights	11,415,839		-
15 December 2023	Issue of performance rights	17,376,078		-
29 December 2023	Conversion of performance rights	(275,000)	0.010	(2,815)
12 February 2024	Conversion of performance rights	(450,000)	0.010	(4,411)
30 June 2024	Vesting charge of performance rights	-		201,665
30 June 2024	Foreign exchange translation costs	-		7,987
<b>30 June 2024</b>	<b>Closing balance</b>	<b>28,791,918</b>		<b>213,659</b>

#### Performance Rights Plan ("PRP")

During the period, the Company executed a PRP to senior executives, which was approved by shareholders at the Company's Annual General Meeting, held on 16 November 2023.

As approved by shareholders, the Company issued the following under the PRP:

- 11,314,655 performance rights to other Officers and Employees of the Company;
- 11,415,839 performance rights to Aaryn Nania (or his nominee/s); and
- 6,061,423 performance rights to Ben Stanyer (or his nominee/s).

The fair value of the performance rights issued were valued by an external valuer using a Binominal Option Valuation model. The key inputs to the valuation were the following: Grant date 16 November 2023 and 28 November 2023, expiry date of 31 August 2029, exercise price of A\$nil, volatility of 110.98% and 113.3% and a risk free rate of 4.21% and 4.24%, and a value per right ranging between A\$0.0196 and A\$0.0213.

The above performance rights each convert into one (1) ordinary share for no consideration on exercise by the holder once vested. The total number of Performance Rights to be granted shall be based on the following table:

Tranche	1	2	3
Vesting Date	31 August 2024	31 August 2025	31 August 2026
Ordinary Shares	9,597,306	9,597,306	9,597,305

## Notes to the Financial Statements

### Note 14: Share-based payment plans (continued)

The vesting condition for each tranche of Performance Rights shall be measured against the following performance criteria:

- i. Up to 75% of each tranche of the Performance Rights will vest subject to the Company achieving the Diluted Maintainable Earnings Per Share (DMEPS) target for Financial Year 2024 (FY24) in accordance with;

Threshold	DMEPS outcome	% of Performance Rights vested	# of Performance Rights vested
Failed	Below 10% on PY	0%	-
Part-Success	10% - 20% on PY	40%	8,637,579
Target	20% - 30% on PY	80%	17,275,158
Stretch	30%+ on PY	100%	21,593,948

Note: PY means prior financial year being for the year ended 30 June 2023.

- ii. Up to 25% of each tranche of the Performance Rights will vest subject to the Company achieving the Return on Growth Spend (RGS) target for FY24 in accordance with;

Threshold	RGS outcome	% of Performance Rights vested	# of Performance Rights vested
Failed	Below 25%	0%	-
Part-Success	25% - 50% on PY	40%	2,879,188
Target	50% - 75% on PY	80%	5,758,375
Stretch	75%+ on PY	100%	7,197,969

Further, the vesting of any Performance Rights is conditional on the Employees continued employment with the Company on the relevant Vesting Date (unless the Board determines otherwise).

DMEPS and RGS are financial metrics, designed to measure performance with greater scrutiny. Both DMEPS and RGS are explained in further detail, as announced to the ASX on 16 October 2023 in our Performance Reporting update. DMEPS outcome was 32%, and RGS outcome was 85%, both achieving Stretch threshold.

As at 30 June 2024, no service vesting conditions were met for the performance rights, but stretch thresholds have been achieved as at 30 June 2024 for both DMEPS and RGS. The fair value of each performance right is A\$0.0196 and A\$0.0213. This value was confirmed by an independent valuation. The total expense in the period to 30 June 2024 of the newly issued performance rights was US\$204,162.

As approved by shareholders at the 2021 AGM, the Company had issued the following performance rights under the PRP:

- 25,000,000 performance rights to other Officers and Employees of the Company; and
- 24,000,000 performance rights to Aaryn Nania (or his nominee/s).

## Notes to the Financial Statements

### Note 14: Share-based payment plans (continued)

The below PRP has finished as at 30 June 2024 and all performance rights have been converted.

The above performance rights each convert into one (1) ordinary share for no consideration on exercise by the holder once vested. The total number of Performance Rights to be granted shall be based on the following table:

Year	1	2	3
Date	30 September 2021	30 September 2022	30 September 2023
	16,333,334 <sup>1</sup>	15,366,666 <sup>2</sup>	15,366,666 <sup>2</sup>

<sup>1</sup> The Performance Rights Plan had a maximum 16,333,334 ordinary shares on issue. Only two of the four vesting conditions below were met, resulting in only 8,166,667 ordinary shares available. All 8,166,667 performance rights have been converted to ordinary shares by 30 June 2024.

<sup>2</sup> The Performance Rights Plan had a maximum 15,366,666 ordinary shares on issue, a decrease of 966,667 due to staff resignations. Three of the four vesting conditions below were met, resulting in only 11,525,000 ordinary shares available. All 11,525,000 performance rights were converted to ordinary shares. No performance rights were exercisable as at 30 June 2024.

The vesting condition for each tranche of Performance Rights shall be measured against the following performance criteria, with a 25% weighting for each of the below:

- ii. Renewal and subsequent maintenance of the GM OnTRAC contract of commercial terms equal to or better than the Original Contract;
- iii. Signed commercial contract with a Non-GM OEM Client;
- iv. The Company achieving NPBT against Budget for the relevant just-concluded financial year, taking into account uncontrollable items at the discretion of the Board; and
- v. Upon the CXZ 30-day VWAP trading at or above the Performance Price in the six months preceding each respective eligible vesting date. Performance Prices are as follows:
  - a. AUD\$0.025 for a vesting date of 30 September 2021;
  - b. AUD\$0.035 for a vesting date of 30 September 2022; and
  - c. AUD\$0.045 for a vesting date of 30 September 2023.

As at 30 June 2024, vesting conditions i, ii, and iii. were met for year three and the performance rights had vested. The performance rights which were converted are detailed above in note 13, with all performance rights converted. The fair value of each performance right was AUD 1.5 cents, being the share price on the day of issue. This value was confirmed by an independent valuation.

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## Notes to the Financial Statements

### Note 14: Share-based payment plans (continued)

#### Employee Share Scheme ("ESS")

The Company established an ESS, which was approved by shareholders at the Company's AGM, held on 17 November 2022. This ESS includes a Loan Funded Share Plan for Australian based participants (see (a) below) and the US Equity Option Plan for participants based in the USA (see (b) below).

#### (a) Movement in Loan Funded Share Plan shares

During the period no new loan shares were issued to staff pursuant to the Loan Funded Share Plan (LFSP). The only movement related to the US Equity Option Plan, which is captured under this ESS, as the only participant voluntarily forfeited their options for nil consideration, in light of the employee's continuing service. The loan shares have been valued by an independent expert as of issue date and have vesting criteria based on achieving employment service periods. Details are as follows:

Date	Detail	Number	Fair value per share at issue date	
			AUD\$	US\$
1 July 2022	Opening balance	-	-	-
7 July 2022	Tranche A – Loan Shares	80,268,575	0.010018	101,494
18 November 2022	Tranche B – Loan Shares	20,612,180	0.008940	24,561
18 November 2022	Tranche C – Loan Shares	9,475,248	0.009028	7,601
18 November 2022	Tranche D – Option Shares	28,277,657	0.009028	22,684
16 June 2023	Tranche E – Loan Shares	8,777,451	0.017963	1,751
<b>30 June 2023</b>	<b>Closing balance</b>	<b>147,411,111</b>		<b>158,091</b>
2 May 2024	Forfeiture of Tranche D – Option Shares	(28,277,657)		(35,548)
30 June 2024	Vesting charge of loan shares	-		176,018
30 June 2024	Foreign exchange translation costs	-		4,003
<b>30 June 2024</b>	<b>Closing balance</b>	<b>119,133,454</b>		<b>302,564</b>



## Notes to the Financial Statements

### Note 14: Share-based payment plans *(continued)*

Tranche	Number of loan shares	Service based vesting conditions	Fair value per share at issue date AUD\$	Total fair value at vesting date AUD\$
Tranche A	80,268,575	Vesting on 7 July 2027	0.010018	804,130
Tranche B	20,612,180	Vesting on 7 July 2027	0.008940	184,273
Tranche C	9,475,248	Vesting on 18 November 2027	0.009028	85,543
Tranche E	8,777,451	Vesting 16 June 2028	0.017963	157,669
<b>Total</b>	<b>119,133,454</b>			<b>1,231,615</b>

#### *(b) Movement in US Equity Option Plan options*

During the period 28,277,657 option shares were voluntarily forfeited for nil consideration. This plan is only offered to USA based staff, as they are ineligible for the LFSP. Any new shares will be valued by an independent expert as of issue date and have vesting criteria based on achieving employment service periods.

#### *Expenses arising from share-based payments*

Net charges arising from share-based payment transactions recognised during the period were US\$342,135 (2023: US\$241,742). The expenses were comprised of US\$201,665 for PRP and US\$140,470 for LFSP.

#### *Equity settled transactions*

The Group provides benefits to employees (including senior executives) of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions). There are currently three plans in place to provide these benefits, being the Performance Rights Plan ('PRP') and Employee Share Scheme ('ESS'), which comprises of a Loan Funded Share Plan and US Equity Option Plan. These plans in place provide benefits to Employees, Directors and other Key Management Personnel.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a Hybrid model.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company (market conditions) if applicable. The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

## Notes to the Financial Statements

### Note 14: Share-based payment plans *(continued)*

The cumulative expense recognised for equity-settled transactions at each balance date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The Statement of Profit or Loss and Other Comprehensive Income charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification. If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

### Note 15: Financial instruments

#### Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group's overall strategy remains largely unchanged from the previous period.

#### Capital risk management

The capital structure of the Group consists of cash and cash equivalents, borrowings (currently none) and equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings/accumulated losses.

None of the Group's entities are subject to externally imposed capital requirements.

Operating cash flows are used to maintain and expand operations, as well as to make routine expenditures such as general administrative outgoings.

## Notes to the Financial Statements

### Note 15: Financial instruments (continued)

#### Exposure to currency risk

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. The consolidated entity is most exposed to fluctuations in the USD to AUD foreign exchange rate. Should this rate increase or decrease by 10% it would increase or decrease the profit after tax for the year by \$55,036.

The group's exposure to foreign currency risk at the reporting date was as follows, based on notional amounts:

2024	AUD	USD	CAD	Total
	US\$	US\$	US\$	
Cash and cash equivalents	263,168	70,748	27,887	361,803
Trade and other receivables	2,911,461	4,950	-	2,916,411
Trade and other payables	(681,144)	(34,248)	-	(715,392)
Balance sheet exposure	<u>2,493,485</u>	<u>41,450</u>	<u>27,887</u>	<u>2,562,822</u>
2023				
	AUD	USD	CAD	Total
	US\$	US\$	US\$	
Cash and cash equivalents	544,841	66,303	30,699	641,843
Trade and other receivables	2,634,549	-	-	2,634,549
Trade and other payables	(296,310)	(14,652)	-	(310,962)
Balance sheet exposure	<u>2,883,080</u>	<u>51,651</u>	<u>30,699</u>	<u>2,965,430</u>

The following significant exchange rates (US\$1.00) applied during the period.

	Average rate		Year-end date spot rate	
	12 months ended 30 June 2024	12 months ended 30 June 2023	30 June 2024	30 June 2023
AUD	1.5256	1.4854	1.4941	1.5006
CAD	1.3552	1.3395	1.3694	1.3235

#### Financial risk management objectives

The Group is exposed to (i) market risk (which includes foreign currency exchange risk and interest rate risk), (ii) credit risk, and (iii) liquidity risk.

The consolidated entity's overall risk management program focuses on the management of these risks through cashflow forecasting capital management.

## Notes to the Financial Statements

### Note 15: Financial instruments *(continued)*

#### Financial risk management objectives *(continued)*

Risk management is carried out by the Board and Management informally on a frequent periodic basis. The process includes identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits.

##### *Market risk*

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

The Group does not enter into any derivative financial instruments, including foreign exchange forward contracts, to manage its exposure to or to hedge against foreign currency exchange rate fluctuations. There has been no change to the Group's exposure to market risks through the instruments above. The Group has reduced its foreign exchange risk through initiatives mentioned in the Review of operations in the Directors Report.

##### *Interest rate risk*

The Group is not exposed to any interest rate risk.

##### *Credit risk*

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The group is exposed to credit risk from financial assets including cash and cash equivalents held at banks and trade and other receivables.

The credit risk in respect of cash balances held with banks and deposits with banks are managed via holding funds only with major reputable financial institutions.

The Group continuously monitors the credit quality of customers and to deal only with credit worthy counterparties. The credit terms range between 30 and 90 days. The ongoing credit risk is managed through regular review of ageing analysis. Trade receivables mainly consist of debts due from its largest customer.

##### *Liquidity risk*

Ultimate responsibility for liquidity risk management rests with the Board, who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

## Notes to the Financial Statements

### Note 15: Financial instruments (continued)

#### Non-derivative financial liabilities

The following tables detail the Group's expected contractual maturity for its non-derivative financial liabilities. These have been drawn up based on undiscounted contractual maturities of the financial liabilities based on the earliest date the Group can be required to repay. The below tables include both interest and principal cash flows:

2024	Weighted average interest rate %	Between	Between	Between	Between	Over	Remaining contractual maturities US\$
		0 – 6	6 – 12	1 – 2	2 – 5	5	
		months	months	years	years	years	
		US\$	US\$	US\$	US\$	US\$	
<b>Non-derivatives</b>							
<i>Non-interest bearing</i>							
Trade and other payables	0%	715,392	-	-	-	-	<b>715,392</b>
Total non-derivatives		<b>715,392</b>	-	-	-	-	<b>715,392</b>
<b>2023</b>							
2023	Weighted average interest rate %	Between	Between	Between	Between	Over	Remaining contractual maturities US\$
		0 – 6	6 – 12	1 – 2	2 – 5	5	
		months	months	years	years	years	
		US\$	US\$	US\$	US\$	US\$	
<b>Non-derivatives</b>							
<i>Non-interest bearing</i>							
Trade and other payables	0%	310,962	-	-	-	-	<b>310,962</b>
Total non-derivatives		<b>310,962</b>	-	-	-	-	<b>310,962</b>

#### Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The following table presents the Group's assets and liabilities measured and recognised at fair value at 30 June 2024 and 30 June 2023:

	Consolidated	
	2024 US\$	2023 US\$
<b>Assets</b>		
Cash and cash equivalents	<b>361,803</b>	641,843
Trade and other receivables	<b>2,916,411</b>	2,634,549
Investments	<b>4,633,824</b>	2,811,183
<b>Total assets</b>	<b>7,912,038</b>	6,087,575
<b>Liabilities</b>		
Trade and other payables	<b>715,392</b>	310,962
<b>Total liabilities</b>	<b>715,392</b>	310,962

## Notes to the Financial Statements

### Note 16: Fair value measurement

#### *Fair value hierarchy*

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three-level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

#### Consolidated – 30 June 2024

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<b>Assets</b>				
Listed ordinary shares	4,633,824	-	-	<b>4,633,824</b>
Unlisted ordinary shares	-	-	-	-
Total assets	<b>4,633,824</b>	-	-	<b>4,633,824</b>

#### Consolidated – 30 June 2023

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<b>Assets</b>				
Listed ordinary shares	2,811,183	-	-	<b>2,811,183</b>
Unlisted ordinary shares	-	-	-	-
Total assets	<b>2,811,183</b>	-	-	<b>2,811,183</b>

There were no transfers between levels during the financial period.

The carrying amounts of trade and other receivables, trade and other payables and other financial liabilities approximate their fair values due to their short-term nature.

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

## Notes to the Financial Statements

### Note 17: Contingent liabilities and assets

The Group has no contingent liabilities and assets as at 30 June 2024 (2023: nil).

### Note 18: Related party disclosure

#### *Key Management Personnel*

The following persons were Directors of Connexion Mobility Ltd during the financial year and are also identified as Key Management Personnel ("KMP"):

- Greg Ross
- Aaryn Nania
- Robert Downey
- Samuel Baker
- Nicholas Kephala
- Simon Scalzo
- Ben Stanyer

#### *Transactions with KMP*

The aggregate compensation made to Directors and other KMP of the Group is set out below:

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
Short-term employee benefits	<b>599,177</b>	356,167
Post-employment benefits	<b>41,137</b>	31,462
Long-term benefits	<b>7,028</b>	2,501
Share-based payments	<b>176,665</b>	91,280
	<b>824,007</b>	481,410

#### *Other transactions with KMP*

No member of KMP appointed during the period received a payment as part of his or her consideration for agreeing to hold the position.

The Group used the advisory services of MobilityFund during the year, an advisory firm associated with Samuel Baker. The amounts billed related to this advisory service amounted to US\$105,000 excluding GST (2023: \$nil), based on normal market rates and no amounts remained unpaid at the balance date.

The Group used the legal services of Dominion Legal Pty Ltd during the year, a legal firm associated with Robert Downey. The amounts billed related to this legal service amounted to US\$1,591 excluding GST (2023: US\$682 excluding GST), based on normal market rates and no amounts remained unpaid at the balance date.

There were no loans to/from related parties during the current or previous reporting period.

## Notes to the Financial Statements

### Note 19: Interest in subsidiaries

Connexion Mobility Ltd is the ultimate Australian parent entity and ultimate parent of the Group. The consolidated financial statements incorporate the assets, liabilities and results of the following wholly owned subsidiaries in accordance with the accounting policy described in Note 1:

Entity name	Country of incorporation	Ownership interest	
		2024 %	2023 %
Connexion Media Inc	United States of America	100	100
Connexion LLC	United States of America	100	100
1125816 B.C. Ltd	Canada	100	100
CXZ Mexico	Mexico	100	100

### Note 20: Parent entity disclosures

#### *Statement of profit or loss and other comprehensive income*

	Consolidated	
	2024 US\$	2023 US\$
Profit for the year	<b>550,360</b>	3,185,411
Other comprehensive income	<b>44,276</b>	(190,428)
Total comprehensive income	<b>594,636</b>	2,994,983

#### *Statement of financial position*

	Consolidated	
	2024 US\$	2023 US\$
Current assets	<b>7,808,453</b>	5,990,573
Non-current assets	<b>800,971</b>	1,529,222
Current liabilities	<b>(1,699,572)</b>	(439,647)
Non-current liabilities	<b>(33,898)</b>	(14,393)
Net assets	<b>6,875,954</b>	7,065,755
Equity		
Issued capital	<b>10,109,333</b>	11,202,610
Reserves	<b>516,223</b>	163,107
Accumulated losses	<b>(3,749,602)</b>	(4,299,962)
Total equity	<b>6,875,954</b>	7,065,755

The financial information for the parent entity, Connexion Mobility Ltd, has been prepared on the same basis as the consolidated financial statements.



## Notes to the Financial Statements

### Note 20: Parent entity disclosures *(continued)*

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

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2024 and 30 June 2023.

#### *Contingent liabilities of the parent entity*

As at 30 June 2024 Connexion Mobility Ltd has no contingent liabilities (2023: nil).

### Note 21: Auditors remuneration

The Auditor of Connexion Mobility Ltd is William Buck.

During the financial year the following fees were paid or payable for services provided by William Buck:

	<b>Consolidated</b>	
	<b>2024</b>	2023
	<b>US\$</b>	US\$
<i>Audit services - William Buck</i>		
Audit or review of the financial statements	<b>37,866</b>	29,907
<i>Other services - William Buck</i>		
Other non-assurance services, including taxation	<b>28,714</b>	23,859
Total auditor's remuneration	<b>66,580</b>	53,766

### Note 22: Significant events after balance date

Other than disclosed elsewhere in the Annual Report, there has been no additional matter or circumstance that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

## Consolidated Entity Disclosure Statement

Entity name	Entity type	Bodies corporate		Tax residency	
		Place formed or incorporated	% of share capital held	Australian or Foreign	Foreign Jurisdiction
Connexion Mobility Ltd	Body Corporate	Australia	n/a	Australian	N/A
Connexion Media Inc	Body Corporate	United States	100%	Australian & Foreign	United States
Connexion LLC	Body Corporate	United States	100%	Australian & Foreign	United States
1125816 B.C. Ltd	Body Corporate	Canada	100%	Australian & Foreign	Canada
CXZ Mexico	Body Corporate	Mexico	100%	Australian & Foreign	Mexico

### *Basis of preparation*

This Consolidated entity disclosure statement (CEDS) has been prepared in accordance with the Corporations Act 2001 and includes information for each entity that was part of the Group as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

### *Determination of tax residency*

Section 295 (3A)(vi) of the Corporation Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the Group has applied the following interpretations:

#### *Australian tax residency*

The Group has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.

#### *Foreign tax residency*

Where necessary, the Group has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with (see section 295(3A)(vii) of the Corporations Act 2001).

#### *Partnerships and Trusts*

None of the entities noted above were trustees of trusts within the Group, partners in a partnership within the Group or participants in a joint venture within the Group

## Directors' Declaration

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the financial year ended on that date;
- the consolidated entity disclosure statement on page 63 is true and correct; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

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

On behalf of the directors



**Aaryn Nania**  
**Managing Director and Chief Executive Officer**

Sydney, 15 August 2024

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## Independent auditor's report to the members of Connexion Mobility Limited

### Report on the audit of the financial report

#### Our opinion on the financial report

In our opinion, the accompanying financial report of Connexion Mobility Limited (the Company) and its subsidiaries (the Group) is in accordance with the *Corporations Act 2001*, including:

- giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### What was audited?

We have audited the financial report of the Group, which comprises:

- the consolidated statement of financial position as at 30 June 2024,
- the consolidated statement of profit or loss and other comprehensive income for the year then ended,
- the consolidated statement of changes in equity for the year then ended,
- the consolidated statement of cash flows for the year then ended,
- notes to the financial statements, including material accounting policy information,
- the consolidated entity disclosure statement, and
- the directors' declaration.

#### Basis for opinion

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

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

## Key audit matters

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

### 1. Recognition of revenue and receivables

Area of focus  
(refer also to note 3)

The Company has service agreements with its customers. These service contracts have invoicing and payment milestones included within their terms, which may or may not be directly aligned with the performance of services under the contract in accordance with AASB 15 Revenue from Contracts with Customers ('AASB 15').

Revenue has significantly grown in the current financial year due to the increased volume of transactions with its key customer. The Company's revenue stream has a tailored revenue recognition model to account for revenue in accordance with AASB 15.

This area is a key audit matter as revenue requires:

- Applying judgement to when the performance milestone is achieved in respect of the contracted performance obligations;
- The significance of revenue to the Group's financial results; and
- Level of subjectivity involved in determining the satisfaction of the performance obligations over time or at a point in time.

### How our audit addressed the key audit matter

Our audit procedures included:

- Determining whether revenue recognised is in-compliance with the Company's accounting policies for all material sources of revenue and is in accordance with AASB 15;
- Examining and verifying a sample of contract agreements for the achievement of performance milestones relevant to key customer contracts;
- Examining a sample of customer contracts to support the existence and completeness of revenue in the period recognised by agreeing to contract, invoices and subsequent receipts from customers
- Performing detailed cut-off testing to assess revenue transactions at the year-end had been recorded in the correct financial period; and
- Examining a sample of aged trade debtors for evidence of collectability and/or for disputes with the services provided.

We also assessed the appropriateness of financial statement disclosures at note 3 with respect to the requirements of AASB 15.

### 2. Accounting for share based payment arrangements

Area of focus  
(refer also to notes 14)

During the year, the Company issued performance rights ('Performance Rights Plan') employee options to Key Management Personnel and employees.

### How our audit addressed the key audit matter

Our audit procedures included:

- Assessing the nature of the performance rights share awards with respect to meeting the requirements of AASB 2;

The performance rights were assessed by management to meet the definition of AASB 2 *Share Based Payments* and included market and non-market vesting criteria, including service (employment) conditions.

The valuation of performance rights required significant judgement and expertise, particularly in determining the likelihood of achieving the non-market-based conditions and satisfying all service vesting conditions.

The Group engaged an independent specialist to appraise the fair value of the share-based payment arrangements and recognised the vesting charge apportioned over the service condition.

This area was considered a Key Audit Matter due to the complexity of arrangements and judgements applied in valuing the share-based payment instruments issued.

- Agreeing the material terms and conditions of the new share-based payment arrangements to plan documentation;
- Assessing the appropriateness of the determination of the grant date for each share based payment issued;
- Examining the appropriateness of the amortisation model for accreting share-based payment expense to the profit or loss over the vesting period;
- Assessing support for likely outcome of vesting conditions used to measure share-based payments; and
- Assessed the competence and qualification of management's independent specialist.

We also assessed the adequacy of financial statement disclosures in note 14 in relation to the loan funded share options in the Remuneration Report and notes to the financial report.

## 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 2024, 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 (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
- the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

for such internal control as the directors determine is necessary to enable the preparation of:

- the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

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

## Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

[https://www.auasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf)

This description forms part of our auditor's report.

## Report on the Remuneration Report

### Our opinion on the Remuneration Report

In our opinion, the Remuneration Report of Connexion Mobility Limited, for the year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.

### What was audited?

We have audited the Remuneration Report included in pages 16 to 25 of the directors' report for the year ended 30 June 2024.

### Responsibilities

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



**William Buck Audit (Vic) Pty Limited**

ABN 59 116 151 136



**R. P. Burt**

Director

Melbourne, 15 August 2024

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## Shareholder Information

The shareholder information set out below was applicable as at 11 August 2024.

### Equity security holders

*Twenty largest quoted equity security holders*

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

No.	Holder	Shares	%
1	WESTFERRY OPERATIONS PTY LTD	68,200,000	7.78%
2	SECOND LAGOON PTY LTD	55,112,180	6.28%
3	GRAHAM NEWMAN PTY LTD	50,000,000	5.70%
4	BNP PARIBAS NOMINEES PTY LTD	38,784,832	4.42%
5	EMIRENE PTY LTD	38,209,625	4.36%
6	H&G HIGH CONVICTION LIMITED	34,140,351	3.89%
7	GREENHILL FZCO	28,044,610	3.20%
	MR NICHOLAS MICHAEL KEPHALA & MRS VIRGINIA LOUISE	25,000,000	2.85%
8	WALLACE		
9	BEN STANYER	20,091,400	2.29%
10	DR DAVID GEORGE M WELSH	20,000,000	2.28%
11	MR GREGORY PETER WILSON	18,000,000	2.05%
12	MR ROBERT CAMERON GALBRAITH	13,455,057	1.53%
13	MR DOUG MCPHEE	12,536,700	1.43%
14	MR JIING KUEH	12,446,215	1.42%
15	MR TAN CHING KHOON	12,198,517	1.39%
16	KASSETT PTY LTD	12,000,000	1.37%
17	PMDD SUPER PTY LTD	11,321,500	1.29%
18	SHIH KANG THEN	11,254,250	1.28%
19	MR DANIEL KING SENG CHAN	11,103,625	1.27%
20	MRS STELLA EMILY DOWNEY	10,000,000	1.14%
	Total Securities of Top 20 Holdings	501,898,862	57.23%
	<b>Total of Securities</b>	<b>876,963,970</b>	

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**Shareholder Information** *(continued)***Distribution of equity securities**

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

	<b>Number of holders of ordinary shares</b>	<b>Total units of ordinary shares</b>	<b>% Issued of Share Capital</b>
1 to 1,000	33	6,848	>0.01%
1,001 to 5,000	13	32,764	>0.01%
5,001 to 10,000	8	58,583	0.01%
10,001 to 100,000	312	19,661,073	2.24%
100,001 and over	543	857,204,702	97.75%
	<u>909</u>	<u>876,963,970</u>	<u>100%</u>
Holding less than a marketable parcel			<u>66</u>

**Substantial holders**

The following three shareholders are considered substantial holders in the Company based on their holding and interest in other holdings.

<b>Holder</b>	<b>Shares</b>	<b>% IC</b>
GRAHAM NEWMAN PTY LTD	75,000,000	8.55%
WESTFERRY OPERATIONS PTY LTD	68,200,000	7.78%
SECOND LAGOON PTY LTD	55,112,180	6.28%

**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.

**Restricted securities**

There are no restricted securities.

**On-market buy-back**

The Company is currently conducting an on-market buy-back.

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