



# Scout Security Limited

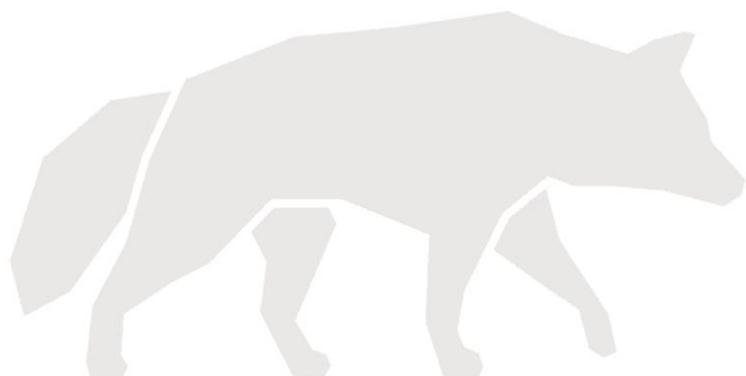
ABN 13 615 321 189

and its controlled entities

## ANNUAL REPORT

30 June 2021

For personal use only



**Corporate directory****Current Directors**

Mr Martin Pretty	<i>Non-executive Chairman</i>
Mr Daniel Roberts	<i>Chief Executive Officer</i>
Mr David Shapiro	<i>Non-executive Director</i>
Mr Anthony Brown	<i>Non-executive Director</i>
Mr Solomon Majteles	<i>Non-executive Director</i>

**Company Secretary**

Mr Stuart Usher

**Registered Office - Australia**

Street: Level 1,  
247 Oxford Street  
LEEDERVILLE WA 6007

Postal: PO Box 52  
WEST PERTH WA 6872

Telephone: +61 (0)8 6141 3500

Facsimile: +61 (0)8 6141 3599

Email: [investors@scoutalarm.com](mailto:investors@scoutalarm.com)

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

**Registered Office – United States**

210 North Racine Avenue  
Unit 3S, Chicago, IL 60607  
United States of America

**Auditors**

Hall Chadwick WA Audit Pty Ltd  
283 Rokeby Road  
SUBIACO WA 6008  
Telephone: +61 (0)8 9426 0666

**Solicitors**

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

**Share Registry**

Advanced Share Registry Limited  
Street + Postal: 110 Stirling Highway  
NEDLANDS WA 6009

Telephone: 1300 113 258 (within Australia)  
+61 (0)8 9389 8033 (International)

Facsimile: +61 (0)8 6370 4203

Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

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

**Securities Exchange**

Australian Securities Exchange  
Level 40, Central Park, 152-158 St Georges Terrace  
Perth WA 6000

Telephone: 131 ASX (131 279) (within Australia)  
+61 (0)2 9338 0000

Facsimile: +61 (0)2 9227 0885

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

ASX Code SCT

**Bankers**

Westpac Banking Corporation  
130 Rokeby Road  
Subiaco WA 6008

**Contents**

■ CEO's message .....	1
■ Directors' report .....	2
■ Remuneration report .....	10
■ Auditor's independence declaration.....	17
■ Consolidated statement of profit or loss and other comprehensive income .....	18
■ Consolidated statement of financial position .....	19
■ Consolidated statement of changes in equity .....	20
■ Consolidated statement of cash flows.....	21
■ Notes to the consolidated financial statements .....	22
■ Directors' declaration .....	60
■ Independent auditor's report .....	61
■ Additional Information for Listed Public Companies .....	67

For personal use only

## CEO'S message

The 2021 financial year has been a period of exciting progress for Scout. We have focused on delivering our platforms to our strategic partners so that they can diversify their revenue streams in the home security market by leveraging our technology and we can achieve scale. Thanks to the competitiveness of our products, hard work of our team and support from our investors, we have been able to achieve major milestones on the path towards that goal over the past year.

Early in FY21, Scout secured a five-year strategic partnership agreement with Prosegur's<sup>1</sup> alarm division, the European security leader with a presence in 26 countries and turnover in the billions of euros. Our team quickly got to work to customise Scout's hardware and platform in partnership with Prosegur. The product suite was market-ready before the end of the third quarter and we jointly launched Prosegur's Qido brand in the Spanish-speaking nation of Peru, one of South America's largest consumer markets. Launching internationally with a partner such as Prosegur is a major step forward, as it demonstrates that our capabilities are truly global.

In Q2 we announced that US telecommunications company Windstream<sup>2</sup> would be Scout's second strategic partner. With over 1.3 million customers in the US and billions in revenue, this was another demonstration of the potential to accelerate growth using a white label approach in an adjacent vertical. By early in the third quarter, we had received an initial hardware order set in excess of \$US1 million from Windstream and finalised the details of customisation requirements. Windstream has now launched its Kinetic Secure Home range.

These milestone agreements with two multibillion-dollar partners have set a strong foundation for Scout's growth moving forward. In discussions with any new potential partners, Scout can now leverage the validation that existing partners provide of both our technology and the white label model value proposition. Our pipeline of prospective partnerships is not only expanding, but each opportunity is now progressing faster as a result. To build on this momentum, Scout appointed a US senior sales executive with deep expertise and network in the strategically significant telecommunications market in the second half.

FY21 was down on the prior year, which is disappointing, but underscores the importance of diversifying our white label partner portfolio beyond one, or two, partners upon which prior year revenues were dependent. The global pandemic impacted businesses across the board and our focus of launching two new major partners in FY21 will have diversified our revenue streams moving forward. We are now stronger, having numerous active white label partnerships who offer attractive and scalable multi-year growth.

Through the latter half of FY21, we did see our hardware sales and revenue increase, earning more revenue in the last quarter than the other quarters combined. This trend is expected to continue into FY22 as it underpinned by an agreed order program with one customer and we anticipate new geographical launches with another. As these systems are sold into the market by our partners we expect to see our Recurring Monthly Revenue ("RMR") increase.

As previously stated, it is the goal of the Company to reach breakeven on a cashflow basis by the end of CY21. This would include all revenue sources (Development Fees, Hardware Sales and RMR). It is a further goal of the Company for RMR alone to balance monthly cash burn. This should be achieved in CY22. The Company currently has enough orders for cameras and kits from its white label partners, that if all those units were sold into the end-user market, the resulting boost to recurring revenue would allow Scout to achieve cash flow breakeven on an RMR-only basis.

I would like to thank our team for their resilience and commitment over the year. COVID-19 caused enormous swings in the external environment and required rapid changes to how businesses carry out trading and sales activity. The achievements of FY21 were delivered despite the challenges thrown in along the way and are a testament to the adaptability of Scout's employees.

I would also like to thank my fellow board members for their counsel and guidance — this has been invaluable as our Company has navigated a year of monumental change and opportunity.



Dan Roberts

CEO and co-founder, Scout Security

<sup>1</sup> Prosegur Global Alarms ROW, S.L., a subsidiary of the European multinational

<sup>2</sup> Windstream Services LLC

## Directors' report

Your directors present their report on the consolidated entity, consisting of Scout Security Limited (**Scout or the Company**) and its controlled entities (collectively **the Group**), for the financial year ended 30 June 2021.

Scout is listed on the Australian Securities Exchange (ASX:SCT).

### 1. Directors

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

- Mr Martin Pretty                      Non-executive Chairman (*appointed Non-executive director on 27 July 2020, appointed Non-executive Chairman on 23 August 2021*)
- Mr Daniel Roberts                    Chief Executive Officer
- Mr David Shapiro                      Non-executive Director
- Mr Anthony Brown                    Non-executive Director
- Mr Solomon Majteles                Non-executive Director

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated. For additional information of Directors including details of the qualifications of Directors please refer to paragraph 6 Information relating to the directors of this Directors Report.

### 2. Company secretary

The following person held the position of Company Secretary at the end of the financial year:

- Mr Stuart Douglas Usher
  - Qualifications                       B.Bus, CPA, Grad Dip CSP, MBA, AGIA, ACIS
  - Experience                             Mr Usher is a CPA and Chartered Company Secretary with 25 years of extensive experience in the management and corporate affairs of public listed companies. He holds an MBA from the University of Western Australia and has extensive experience across many industries focusing on Corporate & Financial Management, Strategy & Planning, Mergers & Acquisitions, and Investor Relations & Corporate Governance.

### 3. Dividends paid or recommended

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

### 4. Significant Changes in the state of affairs

There have been no significant changes in the state of affairs of the Group during the financial year ended 30 June 2021 other than disclosed elsewhere in this Annual Report.

### 5. Operating and financial review

#### 5.1. Nature of Operations Principal Activities

Scout Security Limited (ASX: SCT or the Company) is the developer of a technology platform that powers smart home security offerings from leading Security, Telecommunications and PropTech companies. With its DIY range of security devices and seamless integration with other best-in-class smart home solutions from the likes of Amazon Alexa, Google Assistant and Yale, Security.org's 2021 review says Scout's offering "redefines DIY home security". Scout's platform facilitates professional security monitoring, while its mobile app is a powerful command system for end users to monitor their home and manage their security remotely. Scout's strategic shareholders include global security company Prosegur and the Amazon Alexa Fund. Scout-powered solutions are currently being rolled out by Prosegur and top tier Internet Service Providers around the world.

For personal use only

## Directors' report

### 5.2. Operations Review

#### BUSINESS DEVELOPMENT

The Company's focus in during FY21 was to deliver its integrated platform and product to its two key partners laying the foundation for sales growth. Key business development announcements during the period included:

July 2020:	White Label Partnership with Prosegur
August 2020:	Integration with Amazon Alexa Guard
October 2020:	Receipt of Prosegur's first purchase order
November 2020:	White Label Partnership with US Telco Windstream
January 2021:	Receipt of first orders totalling more than \$1 million from Telco partner under continuing order program
March 2021:	Prosegur's launch of Qido in Peru and delivery of their first shipment
June 2021:	Shipment of first product to Telco partner, received and announced on 7 July 2021. Market launch imminent.

Scout has this financial year delivered stock to partners in two key markets on two continents. In doing so, Scout has been successful in working with its partners to reduce prices and improve quality, all the while maintaining margins and remaining within agreed delivery schedules.

Furthermore, the Company has overcome challenges presented by COVID's impact on the international supply chains.

#### Prosegur partnership

Under the white label partnership with Prosegur, Scout agreed to deliver its integrated white label home security solution to be marketed and sold by Prosegur. Scout received US\$500,000 to fund the customisation of Scout's platform and granted Prosegur a license to sell products based on Scout's technology in markets outside of the US.

The five-year agreement marked a significant milestone for Scout. Prosegur is a global leader in security services with revenue of more than €3.5 billion (~A\$5.7 billion) for the year ended December 2020. The partners defined an international growth strategy which centred on a rollout through the various markets where Prosegur had established operations, leveraging its extensive business development capability, financial resources and expertise in 26 non-English speaking geographies.

Peru was selected as the first market to launch Prosegur's home security range under the Qido brand in the second quarter. This was followed by first orders of hardware from Prosegur and the conclusion of final product, sales and post-sales support details.

The Qido home security range was officially launched in March 2021. The milestone saw the Qido.com website go live as part of a jointly-developed marketing plan aimed at building brand awareness and early sales momentum. The co-developed product range offered customers a full suite of home security products, including central alarm hubs, motion sensors, HD cameras and remote controls, along with a mobile app that provides full control of all functions and 24/7 monitoring plans.

In the fourth quarter Scout was involved in ongoing marketing activities in Peru while also preparing for the launch of Qido in a second market. The commercial partnership with Prosegur built on Scout's existing relationship with the European security leader as a strategic investor in the Company.

#### Windstream partnership

Scout announced a second major white label partnership in November after entering an agreement with Windstream, a US telecommunications company with more than a million customers and revenue of over US\$5 billion. The agreement provided for Windstream to license and sell Scout's home security product range to new and existing Windstream customers in the US under Windstream's "Kinetic Secure Home" brand.

For personal use only

## Directors' report

Key terms of the agreement included set monthly license and service fees for each active system sold by Windstream as part of the cloud video storage and security monitoring services that are provided by Scout.

Following on from the initial Master Services Agreement, a scope of work was agreed with Windstream early in the second quarter, which defined a forecast order program and the terms of customisation work required. The start of the third quarter also saw total orders under the partnership reach exceed \$US1 million as Windstream readied its hardware inventory ahead of the market release.

By the end of FY21, development had been completed and Windstream was preparing to launch its home security systems after taking delivery of the first shipment of hardware. A planned launch in the last quarter of FY21 was postponed to early FY22 due to supply chain limitations.

### Amazon Alexa integration

Early in FY21, Scout completed the development work to integrate its technology with Alexa Guard, Amazon's "smart home" security capability. Alexa Guard uses the capability of Amazon's smart speaker for home security applications, with extended functionality offered through Guard Plus. Scout was one of three alarms system providers to be selected by Amazon as an early integration partner for Alexa Guard.

With a positive outlook for growth in the "smart home" market of electronics and subscription-based services, the successful integration with Amazon's home security offering established a unique point of difference for Scout and provided a significant market validation win.

### 5.3. Corporate

#### Appointments

In the fourth quarter Scout announced the appointment of a new sales director in the US to accelerate growth in the strategically significant telecommunications market. The sales professional was selected for the depth of his experience with tier one telecommunications providers in the US and established networks.

Subsequent to year end, Martin Pretty was appointed chairman of the board. Mr Pretty has served as a non-executive director since July 2020 and is also managing director of the boutique fund manager, Equitable Investors, and a non-executive director of financial services group Centrepoint Alliance Ltd (ASX: CAF) and technology communications company Spacetalk Ltd (ASX: SPA).

Scout also announced the appointment of a new Senior Program Manager subsequent to year end. Working from the Company's Chicago office, the staff member brings over two decades of experience in consumer electronics and will support Scout's international growth activities.

#### Funding activities

In the second quarter Scout raised \$3.5 million from investors with the issue of 25.93 million shares priced at 13.5 cents per share. The initial share placement raised \$3 million from sophisticated and professional investors before all eligible existing shareholders were offered the opportunity to participate in a share purchase plan. The components of the equity issue that required shareholder approval were passed with close to unanimous support at Scout's annual general meeting held in December.

### 5.4. Outlook

Through the latter half of FY21, we did see our hardware sales and revenue increase, earning more revenue in the last quarter than the other quarters combined. This trend is expected to continue into FY22 as its underpinned by an agreed order program with one customer and we anticipate new geographical launches with another. As these systems are sold into the market by our partners, we expect to see our Recurring Monthly Revenue increase.

As previously stated, it is the goal of the Company to reach breakeven on a cashflow basis by the end of CY21. This would include all revenue sources (Development Fees, Hardware Sales and RMR). It is a further goal of the Company for RMR alone to balance monthly cash burn. This should be achieved in CY22. The Company currently has enough orders for cameras and kits from its white label partners, that if all those units were sold into the end-user market, the resulting boost to recurring revenue would allow Scout to achieve cash flow breakeven on an RMR-only basis.

## Directors' report

### 5.5. Financial Review

The financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Group incurred a loss for the year of \$3,943,796 (2020: \$1,593,246 loss).

The Group's revenue for the year ended 30 June 2021 was recorded at \$1,671,133 as compared with the previous year ended 30 June 2020 which recorded \$3,124,846.

The net assets of the Group have increased from 30 June 2020 by \$1,353,650 to \$(59,999) at 30 June 2021 (2020: \$(1,413,649) net liabilities).

As at 30 June 2021, the Group's cash and cash equivalents increased from 30 June 2020 by \$1,840,265 to \$1,902,575 at 30 June 2021 (2020: \$62,310) and had a working capital deficit of \$32,558 (2020: \$(1,207,048) working capital deficit), as noted in Note 22.1.3 Going Concern on page 55. Please refer to the Operations Review above for additional business segment performance.

### 5.6. Events Subsequent to Reporting Date

On 12 July 2021, the Company announced the followings:

- Issue of 2,808,751 Employee Performance Rights.
- Conversion of 2,610,066 Employee Performance Rights into 2,610,066 Ordinary Fully Paid Shares.
- Conversion of 75,000 Convertible Debts Securities (equivalent to \$75,000 in value) to 1,071,429 Ordinary Fully Paid Shares.
- Conversion of 1,500,000 Class C Performance Shares held by Daniel Roberts into 1,500,000 Ordinary Fully Paid Shares, upon satisfaction and achievement of the Class C milestone and it has been agreed by Daniel Roberts that these shares are to be voluntary escrowed for a period of 12 months.
- Conversion of 2 Ordinary Fully Paid Shares in total upon the lapse and non-achievement of 36,000,000 Performance Shares held by Daniel Roberts (18,000,000 Performance shares) and David Shapiro (18,000,000 Performance shares), 1 Ordinary Fully Paid Share to be issued to each holder.

There are no other significant after balance date events that are not covered in this Directors' Report or within the financial statements as disclosed in Note 13 Events subsequent to reporting date on page 46.

### 5.7. Future Developments, Prospects and Business Strategies

Likely developments in the operations of the Group have been disclosed in the Operating and Financial Review section of the Directors' Report.

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

### 5.8. Environmental Regulations

The Group's operations are not subject to any other significant environmental regulations in the jurisdictions it operates in, namely Australia and the United States.

## 6. Information relating to the directors

- |  |  |
|--|--|
| <p>■ <b>Mr Martin Pretty</b></p> <p>Qualifications</p> <p>Experience</p> <p>Interest in Shares and Options</p> | <p><input type="checkbox"/> Non-Executive Chairman (<i>appointed Non-executive director on 27 July 2020, appointed Non-executive Chairman on 23 August 2021</i>)</p> <p>Independent</p> <p><input type="checkbox"/> BA, CFA</p> <p><input type="checkbox"/> Mr Pretty has over 20 years of experience in the investment and finance industry. He has been deeply involved throughout his career in supporting and investing in growing Australian-listed technology businesses. He was previously an investment manager with Thorney Investment Group and held management roles at ASX listed companies Hub24, Bell Financial Group and IWL Limited.</p> <p><input type="checkbox"/> 1,848,816 Ordinary Shares</p> <p><input type="checkbox"/> 775,800 Options</p> |
|--|--|

For personal use only

## Directors' report

Directorships held in other listed entities during the three years prior to the current year

- Centrepoint Alliance – Non-Executive Director
- MGM Wireless Ltd – Non-Executive Director

■ **Mr Daniel Roberts**

Qualifications

- Executive Director
- Non-independent

Experience

- B.Sc, MDes
- Mr Roberts received a Bachelor of Science in Business Administration from Ohio State University, with a double major in Marketing and Logistics. Mr Roberts also holds a Master of Design (MDes) from the Institute of Design at the Illinois Institute of Technology. His professional life spans work experience in each of these areas, having worked in sales, logistics, as a design consultant and a founder-in-residence.

Prior to Scout, he worked as a Founder-in-Residence at Sandbox Industries, a start-up incubator in Chicago. During his time at Sandbox, Mr Roberts was charged with overseeing every aspect of starting and running companies on behalf of Sandbox and the incubation team. His responsibilities included initial market research, concept development, financial modelling, design strategy, prototyping, pitching, project management and fundraising. It was during this time that he honed his skills for starting and scaling new ventures. Also, while at Sandbox, Mr Roberts met David Shapiro and the two started working together professionally. Prior to graduate school, Mr Roberts worked for MAYA design as a design consultant, working on design-related projects for Fortune 500 companies. He also spent two years as a Sales Account Executive with Total Quality Logistics, where he gained a depth of knowledge in supply chain operations.

Interest in Shares and Options

- 7,943,397 Ordinary Shares
- 6,000,000 Performance Shares

Special Responsibilities

- Chief Executive Officer

Directorships held in other listed entities during the three years prior to the current year

- None

■ **Mr David Shapiro**

Qualifications

- Non-executive Director (*Resigned as Executive Director and appointed as Non-executive Director on 12 March 2020*)
- Non-independent

Experience

- B.Sc.
- Mr Shapiro received a Bachelor of Science and Arts in computer science from Miami University of Ohio.

Prior to Scout, Mr Shapiro worked at Sandbox Industries in Chicago, Illinois as a lead developer. Similar to his role at Scout, he was responsible for overseeing and implementing the creation of technology stacks for the various projects he worked on during his time at Sandbox.

Prior to Sandbox, Mr Shapiro worked at JPMorgan Chase as a software engineer. His role primarily focused on application development for Private Client Services within the Asset and Wealth Management group at JPMorgan Private Bank.

He also spent two years as a Sales Account Executive with Total Quality Logistics, where he gained a depth of knowledge in supply chain operations.

Interest in Shares and Options

- 7,747,861 Ordinary Shares

Special Responsibilities

- None

Directorships held in other listed entities during the three years prior to the current year

- None

For personal use only

## Directors' report

- **Mr Anthony Brown**
- Non-Executive Director  
Independent
- Qualifications  GAICD
- Experience  Mr Brown has been involved in the electronic security industry for over 25 years, with a career that spans all facets of the security industry, from the mechanical, physical, electronic, cyber and logical areas.
- Mr Brown currently consults to major organisations in Australia and the Asia Pacific, with prior positions held being as the company owner of a systems integration business that was sold to Schneider Electric, general manager of several successful organisations and as the regional director for critical infrastructure for Smiths Detection.
- During Mr Brown's leadership, his organisations have delivered large multi-faceted projects, won major awards for product sales and system installations within Australia and the Asia Pacific.
- Mr Brown is a high-energy leader with entrepreneurial flare, excellent communication skills and a passionate commitment to professionalism at all levels of an organisation.
- Interest in Shares and Options  3,885,018 Ordinary Shares  
275,400 Options
- Directorships held in other listed entities during the three years prior to the current year  Suvo Strategic Minerals Limited (formerly known as UltraCharge Limited) (Appointed 23 September 2019, resigned 30 July 2020)
- **Mr Solomon Majteles**
- Non-Executive Director  
Independent
- Qualifications  LLB (WA), FAICD
- Experience  Mr Majteles is a commercial lawyer and has been in private legal practice since 1972. He has over 40 years' experience in business, corporate, property and commercial law. Since 1983 he has been a director of a number of public listed companies operating in the mining and exploration sector (gold, base metals, coal, uranium, oil and gas) and in the biotech and technology sectors.
- Interest in Shares and Options  1,000,000 Ordinary Shares  
Nil Options
- Directorships held in other listed entities during the three years prior to the current year  Metals Australia Ltd – Non-Executive Director (Resigned 14 December 2018)  
Thred Ltd – Non-Executive Director

## 7. Meetings of directors and committees

During the financial year, there were five circular resolutions and three meetings of Directors (including committees of Directors) were held. Attendances by each Director during the year are stated in the following table.

	DIRECTORS' MEETINGS		REMUNERATION AND NOMINATION COMMITTEE		FINANCE AND OPERATIONS COMMITTEE		AUDIT COMMITTEE	
	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended
Daniel Roberts	3	3						
David Shapiro	3	2	<i>At the date of this report, the Audit, Nomination, and Finance and Operations Committees comprise the full Board of Directors. The Directors believe the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of these separate committees. Accordingly, all matters capable of delegation to such committees are considered by the full Board of Directors.</i>					
Anthony Brown	3	3						
Sol Majteles	3	3						
Martin Pretty	3	3						

## Directors' report

### 8. Indemnifying officers or auditor

#### 8.1. Indemnification

The Company has paid premiums to insure each of the current and former Directors and officers against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of Director or Officer of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

The Company has not given any further indemnity or entered into any other agreements to indemnify or pay or agree to pay insurance premiums.

No indemnities have been given or insurance premiums paid, during or since the end of the period, for any person who is or has been an auditor of the Company

#### 8.2. Insurance premiums

The contract of insurance prohibits disclosure of the nature of liability and the amount of the premium.

### 9. Options

#### 9.1. Unissued shares under option

At the date of this report, the unissued ordinary shares of the Company under option (listed and unlisted) are as follows:

Grant Date	Date of Expiry	Exercise Price \$	Number under Option	Vested & Exercisable
24 Jul 2020	16 Jul 2024	0.07	5,364,497	5,364,497
21 Dec 2020	31 Dec 2024	0.135	1,433,256	1,433,256
23 Dec 2020	16 Jul 2024	0.07	8,035,715	8,035,715
			14,833,468	14,833,468

No person entitled to exercise the option has or has any right by virtue of the option to participate in any share issue of any other body corporate.

#### 9.2. Shares issued on exercise of options

No ordinary shares have been issued by the Company during the financial year as a result of the exercise of options (2020: nil).

### 10. Non-audit services

During the year, Hall Chadwick WA Audit Pty Ltd (formerly known as Bentleys Audit & Corporate (WA) Pty Ltd) (**Hall Chadwick**), the Company's auditor, provided no non-audit services (2020: nil), in addition to their statutory audits. Non-audit fees amounted to \$nil (2020: \$nil). Details of remuneration paid to the auditor can be found within the financial statements at Note 17 Auditor's Remuneration on page 47.

In the event that non-audit services are provided by Hall Chadwick, the Board has established certain procedures to ensure that the provision of non-audit services are compatible with, and do not compromise, the auditor independence requirements of the *Corporations Act 2001* (Cth). These procedures include:

- non-audit services will be subject to the corporate governance procedures adopted by the Company and will be reviewed by the Board to ensure they do not impact the integrity and objectivity of the auditor; and
- ensuring non-audit services do not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

### 11. Proceedings on behalf of company

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

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

For personal use only

**Directors' report**

**12. Corporate Governance**

In recognising the need for the highest standards of corporate behaviour and accountability, the directors of Scout Security Ltd support and have substantially adhered to the best practice recommendations set by the ASX Corporate Governance Council. For a detailed analysis of the Company's Corporate Governance Policies, visit the corporate governance section of our website at [www.scoutalarm.com](http://www.scoutalarm.com).

**13. Auditor's independence declaration**

The lead auditor's independence declaration under section 307C of the *Corporations Act 2001* (Cth) for the year ended 30 June 2021 has been received and can be found on page 17 of the annual report.

For personal use only

## DIRECTORS' REPORT

## 14. Remuneration report (audited)

This report outlines the remuneration arrangements in place for Directors and key management personnel of the Company for the year ended 30 June 2021. The information in this remuneration report has been audited as required by s308(3C) of the *Corporations Act 2001* (Cth).

The information provided includes remuneration disclosures that are required under Accounting Standard AASB 124 *Related Party Disclosures*. These disclosures have been transferred from the financial report.

## 14.1. Key management personnel (KMP)

This remuneration report details the remuneration arrangements for KMP who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether Executive or otherwise) of the parent company, and includes those Executives in the Parent and the Group receiving the highest remuneration. KMP comprise the directors of the Company and key executive personnel:

- Mr Daniel Robert Executive Director and CEO
- Mr Martin Pretty Non-executive Chairman (*appointed Non-executive director on 27 July 2020, appointed Non-executive Chairman on 23 August 2021*)
- Mr David Shapiro Non-executive Director
- Mr Anthony Brown Non-executive Director
- Mr Sol Majteles Non-executive Director

## 14.2. Principles used to determine the nature and amount of remuneration

The objective of the Company's Executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered.

The framework aligns Executive reward with achievement of strategic objectives and the creation of value for shareholders, and conforms to market best practice for delivery of reward. The Board ensures that Executive reward satisfies the following key criteria for good reward governance practices:

- (i) competitiveness and reasonableness;
- (ii) acceptability to shareholders;
- (iii) performance linkage / alignment of Executive compensation;
- (iv) transparency; and
- (v) capital management.

The Company has structured an Executive remuneration framework that is market competitive and complimentary to the reward strategy of the organisation.

Alignment to shareholders' and program participants' interests:

- (i) focuses on sustained growth in shareholder wealth;
- (ii) attracts and retains high calibre Executives;
- (iii) rewards capability and experience; and
- (iv) provides a clear structure for earning rewards.

## a. Remuneration Governance

Fees and payments to directors and key management personnel reflect the demands and responsibilities of the positions and are in line with the general market and the financial condition of the Company. There are no minimum or maximum amounts. There is no remuneration committee. Non-Executive directors' fees are determined within an aggregate directors' fee pool limit, which will be periodically recommended for approval by shareholders. There currently is no approved remuneration limit as per the Company's constitution and will be adopted by ordinary resolution of the shareholders at the annual general meeting. The entire board which comprises four directors are responsible for remuneration packages. The Directors believe this is satisfactory given the size and complexity of Company operations.

## b. Use of Remuneration Consultants

Remuneration consultants were not used in the establishment of remuneration packages in 2021.

## c. Company Performance, Shareholder Wealth and Directors' and Executives' Remuneration

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

For personal use only

## DIRECTORS' REPORT

## 14. Remuneration report (audited)

## (1) Non-executive director remuneration

Non-Executive Directors' fees are paid within an aggregate limit which is approved by the shareholders from time to time. Any newly appointed Non-Executive Directors will serve in accordance with a standard service contract, drafted by the Company's lawyers, which sets out remuneration arrangements. There are no termination or retirement benefits for non-Executive Directors (other than for superannuation for one Australian Non-Executive Director). Non-Executive Directors may be offered options as part of their remuneration, subject to shareholder approval.

The remuneration of non-executive directors for the period ended 30 June 2021 is detailed in section 14.3 of this remuneration report.

## (2) Senior executive and executive director remuneration

Senior Executives, including Executive Directors, are engaged under the terms of individual employment contracts. Such contracts are based upon standard terms drafted by the Company's lawyers. Executive Directors do not receive any directors' fees in addition to their remuneration arrangements. Base salary/consulting fees are set to reflect the market salary for a position and individual of comparable responsibility and experience. Base salary/consulting fees are regularly compared with the external market and during recruitment activities generally. It is the policy of the Company to maintain a competitive salary structure to ensure continued availability of experienced and effective management and staff.

## d. Non-Executive Director Remuneration

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

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at the Annual General Meeting. It is the policy of the Company to compensate Directors in share-based payments through the issue of Options and cash-based remuneration (subject to any necessary Shareholder and regulatory approvals).

## (1) Service Contracts

The key terms of the Non-Executive Director letters of appointment are as follows:

- Term of agreement – ongoing subject to annual review.
- Directors' Fees – the issue of Options on initial appointment.
- There is no notice period stipulated to terminate the contract by either party.

Apart from their duties as Directors, some Non-Executive Directors may undertake work for the Company over and above the specific duties of a Non-Executive Director.

## e. Executive Remuneration

Remuneration and other terms of employment for the Executive Director and CEO are formalised in service agreements. Other major provisions of these agreements are set out below:

## (1) Executive Employment Agreement (EEA) – Daniel Roberts

Scout has entered into EEAs with Daniel Roberts, dated 28 February 2017, pursuant to which the Company has engaged:

- Daniel Roberts as Chief Executive Officer (CEO)

For personal use only

## DIRECTORS' REPORT

## 14. Remuneration report (audited)

The material terms and conditions of the EEAs are summarised below:

- (1) **Term:** The EEAs do not contain a fixed term and will continue in force until terminated in accordance with their provisions.
- (2) **Remuneration:** Daniel Roberts will be paid an annual salary of US\$150,000.
- (3) **Incentive Programs:** Daniel Roberts will be entitled to participate in employee incentive programs offered by the Company, at the Board's discretion.
- (4) **Termination:** Scout may at its sole discretion terminate the Employment in the following manner:
  - (i) by giving not less than one month's written notice if at any time:
    - (A) the Executive is or becomes incapacitated by illness or injury of any kind which prevents the Executive from performing duties under the EEA for a period of 2 consecutive months or any periods aggregating 2 months in any period of 12 months during the term of the Employment; or
    - (B) is or becomes of unsound mind or under the control of any committee or officer under any law relating to mental health for a period of 2 consecutive months
  - (ii) by giving 1 month's written notice if at any time the Executive:
    - (A) commits any serious or persistent breach of any of the provisions contained in the EEA and the breach is not remedied within 14 days of the receipt of written notice from Scout to the Executive to do so;
    - (B) in the reasonable opinion of the Board, is absent in, or demonstrates incompetence with regard to the performance of the Executive's duties under this Agreement, or is neglectful of any duties under this Agreement or otherwise does not perform all duties under the EEA in a satisfactory manner, provided that the Executive:
      - (I) has been counselled on at least three separate occasions of the specific matters complained of by the Board; and
      - (II) after each such occasion has been provided with a reasonable opportunity of at least a month to remedy the specific matters complained of by the Board;
    - (C) the Executive commits or becomes guilty of any gross misconduct; or
    - (D) refuses or neglects to comply with any lawful reasonable direction or order given to the Executive by Scout which the Executive, after receipt of prior notice, has failed to rectify to the reasonable satisfaction of Scout within 21 business days of receipt of that notice;
  - (iii) summarily without notice if at any time the Executive is convicted of any major criminal offence which brings Scout or any of its affiliates into lasting disrepute, by giving notice effective immediately and without payment of any salary other than salary accrued to the date of termination or breaches the insider trading provisions of the EEA; or
  - (iv) without reason by giving 3 months' written notice to the Executive and, at the end of that notice period, making a payment to the Executive equal to the Salary payable over a 3-month period.

The EEA contain other standard terms and conditions expected to be included in contracts of this nature.

f. Voting and comments made at the Company's 2020 Annual General Meeting (AGM)

At the Annual General Meeting held on 23 December 2020, the company received 17,071,687 (99.89%) Yes votes and 18,000 (0.11%) Against and Nil Abstain on its remuneration report for the 2020 financial year. The Group did not employ a remuneration consultant during the year.

14.3. Directors and KMP remuneration

Details of the remuneration of the Directors and KMP of the Group (as defined in AASB 124 *Related Party Disclosures*) are set out in the following table.

For personal use only

## Directors' report

## 14. Remuneration report (audited)

2021 – Group										
Group KMP	Short-term benefits				Post-employment benefits	Long-term benefits	Termination benefits	Equity-settled share-based payments		Total
	Salary, fees and leave	Profit share and bonuses	Non-monetary	Other	Super-annuation	Other		Equity / Perf. Rights	Options	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	
Daniel Roberts <sup>(1)</sup>	262,674	-	-	-	-	-	-	418,350	-	681,024
David Shapiro <sup>(1) (2)</sup>	24,774	-	-	-	-	-	-	-	-	24,774
Anthony Brown	49,980	-	-	-	-	-	-	-	-	49,980
Sol Majteles	45,662	-	-	-	4,338	-	-	-	-	50,000
Martin Pretty <sup>(3)</sup>	47,984	-	-	-	-	-	-	-	-	47,984
	431,074	-	-	-	4,338	-	-	418,350	-	853,762

<sup>(1)</sup> Converted from USD to AUD using an average rate for the relevant period

<sup>(2)</sup> Resigned as Executive Director and appointed as Non-executive Director on 12 March 2020

<sup>(3)</sup> Appointed as Non-executive Director on 27 July 2020, appointed as Non-executive Chairman on 23 August 2021

2020 – Group										
Group KMP	Short-term benefits				Post-employment benefits	Long-term benefits	Termination benefits	Equity-settled share-based payments		Total
	Salary, fees and leave	Profit share and bonuses	Non-monetary	Other	Super-annuation	Other		Equity	Options	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	
Daniel Roberts <sup>(1)</sup>	223,429	-	-	-	-	-	-	-	-	223,429
David Shapiro <sup>(1) (2)</sup>	157,661	-	-	-	-	-	-	-	-	157,661
Anthony Brown	49,980	-	-	-	-	-	-	-	-	49,980
Sol Majteles	45,662	-	-	-	4,338	-	-	-	-	50,000
	476,732	-	-	-	4,338	-	-	-	-	481,070

<sup>(1)</sup> Converted from USD to AUD using an average rate for the relevant period

<sup>(2)</sup> Resigned as Executive Director and appointed as Non-executive Director on 12 March 2020

## 14.4. Share-based compensation

The Group believes that encouraging its directors and executives to become shareholders is the best way of aligning their interests with those of its shareholders. At present the Group does not have an employee share option plan.

No shares or options were issued as share based compensation during the year (2020: nil)

There were no equity instruments issued during the year to Directors as a result of options exercised that had previously been granted as compensation.

## a. Securities received that are not performance-related

No members of KMP are entitled to receive securities that are not performance-based as part of their remuneration package.

## b. Options and Rights Granted as Remuneration

6,000,000 Performance Shares were granted in the financial year ended 30 June 2021 (2020: nil) as remuneration as detailed note 19 Share-based payments.

## Directors' report

## 14. Remuneration report (audited)

## 14.5. KMP equity holdings

## a. Fully paid ordinary shares of Scout Security Limited held by each KMP

The number of ordinary shares of Scout Security Limited held, directly, indirectly or beneficially, by each KMP, including their personally-related entities for the year ended 30 June 2021 is as follows

2021 – Group	Balance at start of year/ appointment	Received during the year as compensation	Received during the year on the exercise of options	Other changes during the year	Balance at end of year
Group KMP	No.	No.	No.	No.	No.
Daniel Roberts	7,943,397	-	-	-	7,943,397
David Shapiro	7,747,861	-	-	-	7,747,861
Anthony Brown	3,142,857	-	-	742,161	3,885,018
Sol Majteles	650,000	-	-	350,000	1,000,000
Martin Pretty <sup>(1)</sup>	1,281,745	-	-	567,071	1,848,816
	20,765,860	-	-	1,659,232	22,425,092

<sup>(1)</sup> Appointed as Non-executive Director on 27 July 2020

## b. Options in Scout Security Limited held by each KMP

The number of options over ordinary shares in Scout Security Limited held, directly, indirectly or beneficially, by each KMP, including their personally-related entities for the year ended 30 June 2021 is as follows:

2021 – Group	Balance at start of year/ appointment	Granted as Remuneration during the year	Exercised during the year	Other changes during the year	Balance at end of year	Vested and Exercisable	Not Vested
Group KMP	No.	No.	No.	No.	No.	No.	No.
Daniel Roberts	-	-	-	-	-	-	-
David Shapiro	-	-	-	-	-	-	-
Anthony Brown	2,000,000	-	-	(1,724,600)	275,400	275,400	-
Sol Majteles	2,000,000	-	-	(2,000,000)	-	-	-
Martin Pretty	599,014	-	-	176,786	775,800	775,800	-
	4,599,014	-	-	(3,547,814)	1,051,200	1,051,200	-

## Directors' report

## 14. Remuneration report (audited)

## c. Performance Shares of Scout Security Limited held by each KMP

2021 – Group					
Group KMP	Balance at start of year/ appointment No.	Received during the year as compensation No.	Received during the year on the exercise of options No.	Other changes during the year No.	Balance at end of year No.
Daniel Roberts	18,000,000 <sup>i</sup>	6,000,000 <sup>ii</sup>	-	-	24,000,000
David Shapiro	18,000,000 <sup>i</sup>	-	-	-	18,000,000
Anthony Brown	-	-	-	-	-
Sol Majteles	-	-	-	-	-
Martin Pretty	-	-	-	-	-
	36,000,000	6,000,000	-	-	42,000,000

## i. The 36,000,000 Performance Shares will convert upon satisfaction of any one of the following milestones:

- One third of all Performance Shares held by the Holder as at the date of issue of the Performance Shares shall convert into an equal number of Shares upon the Company achieving revenue of US\$1,500,000 within 6 months following the Issue Date and such revenue is confirmed by the signed attestation of a registered company auditor, or such revenue is properly included in the Company's audited financial statements;
- One third of all Performance Shares held by the Holder as at the Issue Date shall convert into an equal number of Shares upon the Company achieving revenue of US\$4,000,000 within 12 months following the Issue Date and such revenue is confirmed by the signed attestation of a registered company auditor, or such revenue is properly included in the Company's audited financial statements; and
- One third of all Performance Shares held by the Holder as at the Issue Date shall convert into an equal number of Shares upon the Company achieving revenue of US\$6,000,000 within 18 months following the Issue Date and such revenue is confirmed by the signed attestation of a registered company auditor, or such revenue is properly included in the Company's audited financial statements.

The underlying fair value of the milestones 1, 2 and 3 performance shares were determined to be \$0.20 per performance share, based on the share price on acquisition date. Management's assessment of the likelihood of conversion milestones, as detailed above, has been deemed 0% for all Performance Shares and as such no share-based payment expense has been recognised. The performance milestone above contains an implicit term that the KMP remains in service at the date of vesting.

Subsequent to balance date, the milestones were not met and the performance rights have lapsed. Accordingly, no remuneration has been attributed.

For personal use only

## Directors' report

## 14. Remuneration report (audited)

- ii. 6,000,000 Performance Shares were approved at the Annual General Meeting held on 23 December 2020 to Mr Daniel Roberts which convert to ordinary fully paid shares on a one for one basis following the achievement of the performance milestones before the expiry date as detailed below and as detailed below.

Class of Performance Right	Performance Condition	Performance rights No.	Vesting conditions	Expiry Date	Performance Condition Satisfied
A	Upon the Company announcing to ASX the achievement of an annual profit before tax of US\$1.47 million in any of the financial year's FY 2021, FY 2022 and FY 2023.	1,500,000	Non-market vesting	30 June 2023	No
B	Upon the Company announcing to ASX the achievement of an annual profit before tax of US\$2 million in any of the financial year's FY 2021, FY 2022 and FY 2023.	1,500,000	Non-market vesting	30 June 2023	No
C	Upon the Company achieving a 30-day VWAP share price trading on ASX of \$0.10 to be tested in June of FY 2021, FY 2022 and FY 2023.	1,500,000	Market Vesting	30 June 2023	Yes <sup>1</sup>
D	Upon the Company achieving a 30-day VWAP share price trading on ASX of \$0.20 to be tested in June of FY 2021, FY 2022 and FY 2023.	1,500,000	Market Vesting	30 June 2023	No

1. On 12 July 2021, 1,500,000 Class C Performance Shares converted into 1,500,000 Ordinary Fully Paid Shares upon satisfaction and achievement of the Class C milestone. Refer note 13 Events subsequent to reporting date.

## 14.6. Other Equity-related KMP Transactions

There have been no other transactions involving equity instruments other than those described in the tables above relating to options, rights and shareholdings.

## 14.7. KMP Loans

There are no loans to or from KMP as at 30 June 2021 (2020: nil)

## 14.8. Other transactions with KMP and or their Related Parties

There have been no other transactions in addition to those described in the tables or as detailed in Note 16 Related party transactions.

**END OF REMUNERATION REPORT**

This Report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of directors made pursuant to s.298(2) of the *Corporations Act 2001* (Cth).


**DAN ROBERTS**

Director and CEO

Dated this Wednesday, 29 September 2021

To the Board of Directors

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

As lead audit partner for the audit of the financial statements of Scout Security Limited for the financial year ended 30 June 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully,

*Hall Chadwick*  
HALL CHADWICK WA AUDIT PTY LTD

*Mark Delaurentis*  
MARK DELAURENTIS CA  
Partner

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

For personal use only

**Consolidated statement of profit or loss and other comprehensive income**

for the year ended 30 June 2021

	Note	2021 \$	2020 \$
<i>Continuing operations</i>			
Revenue	1.1	1,671,133	3,124,846
Cost of sales		(814,924)	(1,133,243)
		856,209	1,991,603
Other income	1.2	190,094	31
Consultancy and professional fees		(959,673)	(772,327)
Depreciation and amortisation		-	(27,646)
Employment costs	2.1	(1,621,556)	(1,519,176)
Finance costs		(715,294)	(52,074)
Information technology costs		(268,886)	(284,942)
Occupancy costs		(127,358)	(129,103)
Share-based payments expense	19	(620,180)	-
Sales and marketing		(38,455)	(364,275)
Shipping and postage		(15,678)	(13,537)
Travel and accommodation		(6,211)	(44,136)
Other expenses		(616,808)	(377,664)
Loss before tax		(3,943,796)	(1,593,246)
Income tax expense	4.1	-	-
<b>Net loss for the year</b>		<b>(3,943,796)</b>	<b>(1,593,246)</b>
<i>Other comprehensive income, net of income tax</i>			
■ Items that may be reclassified subsequently to profit or loss:			
□ Foreign currency movement		103,930	14,386
<b>Other comprehensive income for the period, net of tax</b>		<b>103,930</b>	<b>14,386</b>
<b>Total comprehensive income attributable to members of the parent entity</b>		<b>(3,839,866)</b>	<b>(1,578,860)</b>
<i>Earnings per share:</i>			
Basic loss per share (cents per share)	18.4	¢ (2.95)	¢ (1.34)
Diluted loss per share (cents per share)	18.4	N/A	N/A

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

**Consolidated statement of financial position**

as at 30 June 2021

	Note	2021 \$	2020 \$
<i>Current assets</i>			
Cash and cash equivalents	5.1	1,902,575	62,310
Trade and other receivables	5.2	55,353	19,963
Inventories	6.1	493,882	885,726
Other current assets	5.3	204,747	68,257
<b>Total current assets</b>		<b>2,656,557</b>	<b>1,036,256</b>
<i>Non-current assets</i>			
Financial assets	5.4	934,184	-
<b>Total non-current assets</b>		<b>934,184</b>	<b>-</b>
<b>Total assets</b>		<b>3,590,741</b>	<b>1,036,256</b>
<i>Current liabilities</i>			
Trade and other payables	5.5	741,897	1,212,519
Unearned revenues	5.6	1,947,218	1,030,785
<b>Total current liabilities</b>		<b>2,689,115</b>	<b>2,243,304</b>
<i>Non-current liabilities</i>			
Borrowings	5.7	712,500	206,601
Financial liabilities	5.8	249,125	-
<b>Total non-current liabilities</b>		<b>961,625</b>	<b>206,601</b>
<b>Total liabilities</b>		<b>3,650,740</b>	<b>2,449,905</b>
<b>Net liabilities</b>		<b>(59,999)</b>	<b>(1,413,649)</b>
<i>Equity</i>			
Issued capital	7.1	15,413,387	12,179,075
Reserves	7.4	5,359,116	3,295,982
Accumulated losses		(20,832,502)	(16,888,706)
<b>Total equity</b>		<b>(59,999)</b>	<b>(1,413,649)</b>

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

For personal use only

**Consolidated statement of changes in equity**

for the year ended 30 June 2021

	Note	Contributed equity \$	Foreign Currency Translation Reserve \$	Share-based Payments Reserve \$	Accumulated Losses \$	Total equity \$
<i>Balance at 1 July 2019</i>		12,179,075	31,780	3,249,816	(15,295,460)	165,211
Loss for the year attributable owners of the parent		-	-	-	(1,593,246)	(1,593,246)
Other comprehensive income for the year attributable owners of the parent		-	14,386	-	-	14,386
Total comprehensive income for the year attributable owners of the parent		-	14,386	-	(1,593,246)	(1,578,860)
<i>Transaction with owners, directly in equity</i>						
Shares issued during the year (net of costs)		-	-	-	-	-
Balance at 30 June 2020		12,179,075	46,166	3,249,816	(16,888,706)	(1,413,649)
<i>Balance at 1 July 2020</i>		12,179,075	46,166	3,249,816	(16,888,706)	(1,413,649)
Loss for the year attributable owners of the parent		-	-	-	(3,943,796)	(3,943,796)
Other comprehensive income for the year attributable owners of the parent		-	103,930	-	-	103,930
Total comprehensive income for the year attributable owners of the parent		-	103,930	-	(3,943,796)	(3,839,866)
<i>Transaction with owners, directly in equity</i>						
Shares issued during the year (net of costs)	7.1	3,234,312	-	-	-	3,234,312
Options granted during the year	7.3	-	-	1,339,024	-	1,339,024
Performance shares	7.2	-	-	620,180	-	620,180
Balance at 30 June 2021		15,413,387	150,096	5,209,020	(20,832,502)	(59,999)

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

**Consolidated statement of cash flows**

for the year ended 30 June 2021

	Note	2021 \$	2020 \$
<i>Cash flows from operating activities</i>			
Receipts from customers		2,831,943	3,680,448
Payments to suppliers and employees		(4,977,194)	(4,148,010)
Interest received		220	31
Finance costs		(8,453)	(52,074)
<b>Net cash used in operating activities</b>	5.1.2.1	<b>(2,153,484)</b>	<b>(519,605)</b>
<i>Cash flows from investing activities</i>			
<b>Net cash used in investing activities</b>		<b>-</b>	<b>-</b>
<i>Cash flows from financing activities</i>			
Proceeds from issue of shares	7.1	3,500,000	-
Payments for capital raising costs		(251,346)	-
Proceeds from convertible debt securities		750,000	-
Proceeds of borrowings		-	500,000
Repayment of borrowings		-	(500,000)
Government grants		-	216,601
<b>Net cash provided by financing activities</b>		<b>3,998,654</b>	<b>216,601</b>
<b>Net increase / (decrease) in cash and cash equivalents held</b>		<b>1,845,170</b>	<b>(303,004)</b>
Cash and cash equivalents at the beginning of the year		62,310	365,314
Change in foreign currency held		(4,905)	-
<b>Cash and cash equivalents at the end of the year</b>	5.1	<b>1,902,575</b>	<b>62,310</b>

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

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

In preparing the 2021 financial statements, Scout Security Limited has grouped notes into sections under five key categories:

■ Section A: How the numbers are calculated .....	23
■ Section B: Risk .....	39
■ Section C: Group structure .....	44
■ Section D: Unrecognised items .....	46
■ Section E: Other Information .....	47

Significant accounting policies specific to each note are included within that note. Accounting policies that are determined to be non-significant are not included in the financial statements.

The presentation of the notes to the financial statements is supported by the IASB’s Disclosure Initiative. As part of this project, the AASB made amendments to AASB 101 Presentation of Financial Statements which have provided preparers with more flexibility in presenting the information in their financial reports.

The financial report is presented in Australian dollars, except where otherwise stated.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**SECTION A. HOW THE NUMBERS ARE CALCULATED**

This section provides additional information about those individual line items in the financial statements that the directors consider most relevant in the context of the operations of the entity, including:

- (a) accounting policies that are relevant for an understanding of the items recognised in the financial statements. These cover situations where the accounting standards either allow a choice or do not deal with a particular type of transaction.
- (b) analysis and sub-totals.
- (c) information about estimates and judgements made in relation to particular items.

Note	1. Revenue and other income	2021 \$	2020 \$
<b>1.1</b>	<b>Revenue</b>		
	Product sales	489,568	982,196
	Subscription revenues	518,279	619,507
	Development fees	649,895	933,403
	Licensing and support fees	13,391	589,740
		1,671,133	3,124,846
<b>1.2</b>	<b>Other Income</b>		
	Interest income	220	31
	Other	189,874	-
		190,094	31

**1.3 Accounting policy****1.3.1 Revenue from contracts with customers**

Revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Company expects to receive in exchange for those goods or services.

Revenue is recognised by applying a five-step process outlined in AASB 15 which is as follows:

Step 1: Identify the contract with a customer;

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

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations; and

Step 5: Recognise the revenue as the performance obligations are satisfied.

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

Revenue is measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customers, excluding amounts collected on behalf of third parties such as sales taxes or services taxes. If the amount of consideration varies due to discounts, rebates, refunds, credits, incentives, penalties or other similar items, the Group estimates the amount of consideration to which it will be entitled based on the expected value or the most likely outcome. If the contract with customer contains more than one performance obligation, the amount of consideration is allocated to each performance obligation based on the relative stand-alone selling prices of the goods or services promised in the contract. Revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 1 Revenue and other income (cont.)**

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

- i. the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- ii. the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- iii. the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

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

**1.3.2 Revenue from sale of goods and development fees and licensing fees**

The Group recognises revenue when it satisfies a performance obligation by transferring a promised good or service to a customer. An asset is transferred when the customer obtains control of that asset. Revenue is recognised when the goods are shipped to the customer.

**1.3.3 Revenue from rendering of services**

Revenue from the monitoring services (subscriptions) is recognised over time, as the customer simultaneously receives and consumes the services performed by the Group (i.e. monitoring of the alarm system by Scout Security).

**1.3.4 Interest income**

Interest revenue is recognised in accordance with Note 3.1 Finance income and expenses.

**Note 2. Loss before income tax**2021  
\$2020  
\$

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

**2.1. Employment costs**

- Salary and wages
- Director Fees
- Superannuation

1,519,254

1,419,196

97,964

95,642

4,338

4,338

1,621,556

1,519,176

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 2 Loss before income tax (cont.)****2.1.1. Accounting policy****2.1.1.1. Short-term benefits**

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

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

**2.1.1.2. Other long-term benefits**

The Group's obligation in respect of long-term employee benefits other than defined benefit plans, such as long service leave, is the amount of future benefit that employees have earned in return for their service in the current and prior periods plus related on-costs; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the Reserve Bank of Australia's cash rate at the report date that have maturity dates approximating the terms of the Company's obligations. Any actuarial gains or losses are recognised in profit or loss in the period in which they arise.

**2.1.1.3. Retirement benefit obligations: Defined contribution superannuation funds**

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

**2.1.1.4. Termination benefits**

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

**2.1.1.5. Equity-settled compensation**

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

**Note 3. Other Significant Accounting Policies related to items of profit and loss****3.1. Finance income and expenses**

Finance income comprises interest income on funds invested (including available-for-sale financial assets), gains on the disposal of available-for-sale financial assets and changes in the fair value of financial assets at fair value through profit or loss. Interest revenue is recognised on a time proportionate basis that considers the effective yield on the financial asset.

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

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

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

For personal use only

## Notes to the consolidated financial statements

for the year ended 30 June 2021

Note	4.	Income tax	2021 \$	2020 \$
4.1.		<b>Income tax expense</b>		
		Current tax	-	-
		Deferred tax	-	-
			-	-
		Deferred income tax expense included in income tax expense comprises:		
		■ Increase / (decrease) in deferred tax assets	4.6	-
		■ (Increase) / decrease in deferred tax liabilities	-	-
			-	-
4.2.		<b>Reconciliation of income tax expense to prima facie tax payable</b>		
		The prima facie tax payable/(benefit) on loss from ordinary activities before income tax is reconciled to the income tax expense as follows:		
		Accounting loss before tax	(3,943,796)	(1,593,246)
		Prima facie tax on operating loss at 26% (2020: 27.5%)	(1,025,387)	(438,143)
		Add / (Less) tax effect of:		
		<input type="checkbox"/> Difference in overseas jurisdictions tax rate	(80,454)	(33,400)
		<input type="checkbox"/> Non-deductible expenses	512,784	131,648
		<input type="checkbox"/> Timing differences	-	-
		<input type="checkbox"/> Deferred tax asset not brought to account	593,057	339,895
		Income tax expense/(benefit) attributable to operating loss	-	-
			%	%
4.3.		The applicable weighted average effective tax rates attributable to operating profit are as follows:	-	-
	4.3.1.1.	The tax rates used in the above reconciliations is the corporate tax rate of 26% payable by the Australian corporate entity on taxable profits under Australian tax law. There has been no change in this tax rate since the previous reporting year.		
	4.3.1.2.	The US entity tax rate is a blend of the federal and state taxes at 21% and 9.5% respectively. The US corporate entities tax losses have unrecognised deferred tax assets in relation to unutilised tax losses carried forward for which no deferred tax asset has been recorded as it is not probable that taxable profit will be available in the foreseeable future.		

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

Note	4	Income tax (cont.)	2021 \$	2020 \$
4.4.		Balance of franking account at year end of the parent	nil	nil
4.5.		<b>Current tax liabilities</b>		
		Foreign Income tax payable	-	-
			-	-
4.6.		<b>Deferred tax assets</b>		
		Tax losses	-	-
			-	-
		Net deferred tax assets	-	-
4.7.		<b>Tax losses and deductible temporary differences</b>		
		Unused tax losses and deductible temporary differences for which no deferred tax asset has been recognised, that may be utilised to offset tax liabilities:		
		■ Revenue losses attributable to Australia	202,520	155,215
		■ Revenue losses attributable to foreign subsidiaries	4,805,235	4,848,040
		■ Deductible temporary differences	7,669	409
			5,015,424	5,003,664

4.8. Potential deferred tax assets attributable to tax losses have not been brought to account at 30 June 2021 because the directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this point in time. These benefits will only be obtained if:

- i. the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss to be realised;
- ii. the company continues to comply with conditions for deductibility imposed by law; and
- iii. no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the loss.

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

The parent company has accumulated tax losses of \$809,577 (2020: \$565,576) which are expected to be available indefinitely for offset against future taxable profits of the parent company in which the losses arose. The recoupment of these losses is subject to assessment of the Australian Taxation Office. The parent company has additional accumulated tax losses of \$7,938,150 which are not expected to be available to offset any future taxable profits as their origin cannot be determined. No deferred tax asset has been recorded in relation to these tax losses as it is not probable that taxable profit will be available in the foreseeable future and they may not be used to offset taxable.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 4 Income tax (cont.)****4.9. Accounting policy**

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, in each jurisdiction.

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 goodwill or 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.

Scout Security Limited recognises its own current and deferred tax amounts and those current tax liabilities, current tax assets and deferred tax assets arising from unused tax credits and unused tax losses which it has assumed from its controlled entities within the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts payable or receivable from or payable to other entities in the Group. Any difference between the amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) controlled entities in the tax consolidated group.

Where the Group receives the Australian Government's Research and Development Tax Incentive, the Group accounts for the refundable tax offset under AASB 112. Funds are received as a rebate through the parent company's income tax return.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 5. Financial assets and financial liabilities****5.1. Cash and cash equivalents**

	2021 \$	2020 \$
Cash at bank	1,902,575	62,310
	1,902,575	62,310

5.1.1. The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in Note 8 Financial risk management.

**5.1.2. Cash Flow Information**

	2021 \$	2020 \$
<b>5.1.2.1. Reconciliation of cash flow from operations to loss after income tax</b>		
Loss after income tax	(3,943,796)	(1,593,246)
Cash flows excluded from loss attributable to operating activities		
<i>Non-cash flows in loss from ordinary activities:</i>		
■ Depreciation and amortisation	-	27,646
■ Foreign exchange loss	18,000	13,205
■ Net share-based payments expensed	620,180	-
<i>Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:</i>		
■ Decrease in inventories	314,676	464,836
■ Increase in prepayments and other receivables	(174,205)	(36,365)
■ Increase in trade and other payables	4,525	174,133
■ Increase in unearned revenue	1,007,136	430,186
Cash flow (used in) from operations	(2,153,484)	(519,605)

**5.1.2.2. Credit and loan standby arrangement with banks**

The Group has no credit standby facilities.

**5.1.2.3. Non-cash investing and financing activities****2021**

During the year, and as detailed in in Note 7.1:

- 535,714 ordinary shares issued in connection with the conversion of convertible debt securities @ \$0.07 per share.

**2020**

None.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 5 Financial assets and financial liabilities (cont.)****5.1 Cash and cash equivalents (cont.)**

## 5.1.3. Reconciliation of liabilities arising from financing activities

Note	2019 \$	Cash flows \$	Non-cash changes			2020 \$	
			Acquisitions \$	Foreign Exchange \$	Other Changes \$		
Government loans	5.7.1	216,601	-	(10,000)	-	206,601	
Total liabilities from financing activities		-	216,601	-	(10,000)	-	206,601

Note	2020 \$	Cash flows \$	Non-cash changes			2021 \$	
			Acquisitions \$	Foreign Exchange \$	Other Changes \$		
Convertible notes – face value	5.7.1	-	750,000	-	-	(37,500)	712,500
Government loans	5.7.1	206,601	-	-	-	(206,601)	-
Total liabilities from financing activities		206,601	750,000	-	-	(244,101)	712,500

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 5 Financial assets and financial liabilities (cont.)**

5.2. Trade and other receivables	Note	2021 \$	2020 \$
5.2.1. <b>Current</b>			
Trade receivable	5.2.3	55,353	19,963
		55,353	19,963

5.2.2. The Group's exposure to credit rate risk is disclosed in Note 8 Financial risk management.

5.2.3. The average credit period on sales of goods and rendering of services ranges from 30 to 60 days. Interest is not charged. No allowance has been made for estimated irrecoverable trade receivable amounts arising from past sale of goods and rendering of services, determined by reference to past default experience. Amounts are considered as 'past due' when the debt has not been settled, within the terms and conditions agreed between the Group and the customer or counter party to the transaction.

5.2.4. **Accounting policy**

Trade receivables are generally due for settlement within periods ranging from 30 to 60 days. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance account is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original contractual terms. Factors considered by the Group in making this determination include known significant financial difficulties of the debtor, review of financial information and significant delinquency in making contractual payments to the Group. The impairment allowance is set equal to the difference between the carrying amount of the receivable and the present value of estimated future cash flows, discounted at the original effective interest rate. Where receivables are short-term discounting is not applied in determining the allowance. (see also Note 5.9.1).

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

5.3. Other assets	2021 \$	2020 \$
5.3.1. <b>Current</b>		
Deposits	180,370	-
Other current assets	24,377	68,257
	204,747	68,257

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 5 Financial assets and financial liabilities (cont.)**

5.4. Financial assets	2021	2020
	\$	\$
5.4.1. <b>Current</b>		
<b>Convertible notes – transaction costs</b>		
Facilities, broker and T1 investors Options	1,220,073	-
Fees	70,000	-
Convertible note – Embedded Derivative at initial recognition	568,190	-
Unwound during the period	(924,079)	-
	934,184	-

5.4.2. The transaction costs were incurred in relation to the raising of funds under the convertible note facility (note 5.7.2). These costs are required to be offset against the convertible note liability and amortised over the term of the convertible note and are treated as finance costs in profit or loss.

5.5. Trade and other payables	2021	2020
	\$	\$
5.5.1. <b>Current</b>		
<i>Unsecured</i>		
Trade payables	542,120	960,671
Accruals and other payables	199,777	251,848
	741,897	1,212,519

5.5.2. Trade payables are non-interest bearing and are normally settled on 30-day terms. Other payables are non-trade payables, are non-interest bearing and have an average term of 1 month.

5.5.3. **Accounting policy**5.5.3.1. **Trade and other payables**

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Trade and other payables are presented as current liabilities unless payment is not due within 12 months.

5.6. Unearned revenues	2021	2020
	\$	\$
5.6.1. <b>Current</b>		
<i>Unsecured</i>		
Unearned revenues	1,947,218	1,030,785
	1,947,218	1,030,785

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 5 Financial assets and financial liabilities (cont.)**

5.7. Borrowings	Note	2021 \$	2020 \$
<b>5.7.1. Non-current</b>			
Convertible notes – face value	5.7.2	712,500	-
Government loans	5.7.3	-	206,601
		712,500	206,601

5.7.2. On 16 July 2020, the Company has entered into a Convertible Note Deed (“Note”) with clients of Gleneagle Securities (Aust) Pty Limited (“Gleneagle”) and existing shareholders of the Company, to raise up to \$2 million. The investors in the Note include institutional and sophisticated investors. The key features of the Note are summarised below:

- **Term:** The term of the Note is 2 years.
- **Conversion:** Each Note may be converted into one fully paid ordinary share in the capital of the Company at the Conversion Price (below).
- **Conversion Price:** The conversion price of the Note will be the lower of:
  - 7c (which is a 40% premium to Scout’s last traded price of 5c) and;
  - a 20% discount to any future equity issuance by the Company, subject to a floor price of 3c.
- **Variation to Conversion Price:** In the event the Company undertakes a bonus issue, rights issue or capital reorganization (including consolidation, subdivision, reduction or return), the conversion price (including the floor price) will be varied to the extent applicable and subject to the ASX Listing Rules to place investors in substantially the same position as they would have been had no such event occurred.
- **Facility Options:** In consideration for participation in the Note, Investors will be paid a Facility Fee in the form of 2,980,276 Options (issued proportionate to their individual investment).
- **Initial Instalment:** Scout will draw \$750,000 in an Initial Instalment at completion:
  - In consideration for participation in the Initial Instalment, Investors will be issued a total of 8,035,715 Options (proportionate to their investment in the Initial Instalment), Shareholders approved the issue at the Annual General Meeting held on 23 December 2020.
  - The Investors will have the right to convert the Initial Instalment at any time.
- **Subsequent Instalments:** Scout may draw, but is under no obligation to draw, Subsequent Instalments totalling \$1.25 million. Until such time as Scout elects to draw a Subsequent Instalment, Scout will be under no obligation to issue any securities beyond those issued to investors under the Initial Instalment and will not be penalized in any way should it elect not to draw any Subsequent Instalment.
  - It is a condition precedent to Scout electing to draw a Subsequent Instalment that it has sufficient placement capacity at the time the drawing is made to issue the Subsequent Instalment, including all shares and options to be issued in connection with the Subsequent Instalment.
  - Subsequent Instalments may be drawn monthly on 21 days’ notice in instalments of either \$250,000 or \$500,000, subject to Scout’s share price being greater than 80% of the conversion price (determined based on the conversion price as at the date of the drawdown request and the proposed issue date of the Note, respectively).
  - In consideration for participation a Subsequent Instalment, Investors will be issued a number of Options proportionate to their investment, calculated on the basis that 2 Options will be issued for the equivalent of 1 converted share, with the potential of issuing a total of 35,714,286 Options.
  - The Company may elect to redeem any Subsequent Instalments ahead of any conversion rights.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 5 Financial assets and financial liabilities (cont.)****5.7 Borrowings (cont.)**

- **Interest:** Interest of 5% p.a. is payable on drawn funds, accruing daily and payable quarterly.
  - **Gleneagle Fee:** A further 2,384,221 Options will be issued to Gleneagle and supporting brokers as part of their fee.
  - **Option terms:** All Options in the transaction will be exercisable at 7c and will expire on 16 July 2024.
- \$37,500 of the initial instalment of \$750,000 were converted to shares during the year.

5.7.3. On 21 April 2020, the Company has been approved by the US Small Business Administration (SBA) to access non-dilutive, forgivable funding as part of the Paycheck Protection Program ("PPP"), pursuant to the recently adopted Coronavirus Aid, Relief and Economic Security Act (the "CARES Act").

Under the PPP, the US government has authorised up to US\$349 billion in forgivable loans to small businesses to pay their employees during the COVID-19 crisis. The program provides eligible companies with 2.5x their expected monthly payroll costs to support them through the COVID-19 crisis.

The Company has been approved for an unsecured loan of US\$141,790, based on its calculation of the maximum amount it is permitted given the current guidance provided by the United States Department of Treasury. The loan has been forgiven and was recognised as revenue during the period.

**5.7.4. Accounting policy****5.7.4.1. Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

The fair value of the liability portion of a convertible note is determined using a market interest rate for an equivalent non-convertible note. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or maturity of the note. The remainder of the proceeds is allocated to the conversion option. This is recognised and included in shareholders' equity, net of income tax effects.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

**5.8. Financial liabilities****5.8.1. Non-current**

Convertible note – Embedded Derivative liability

	2021	2020
	\$	\$
	249,125	-
	249,125	-

5.8.2. On 16 July 2020, the Company has entered into a Convertible Note Deed (Note 5.7.2). On application of AASB 9 Financial Instruments the Group accounts for convertible security financing on a fair value basis. As the terms of the conversion feature was not fixed for fixed number of shares, the conversion feature was deemed to be an embedded derivative liability. On initial recognition the fair value of the conversion rights granted was included in the transaction costs as detailed in note 5.4. The conversion rights will be recognised as equity on the extinguishment of the convertible note for shares if exercised, otherwise they will be recouped in profit or loss if not converted.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 5 Financial assets and financial liabilities (cont.)****5.9. Other Significant Accounting Policies related to Financial Assets and Liabilities****5.9.1. Investments and other financial assets****5.9.1.1. Classification**

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

**5.9.1.2. Recognition and derecognition**

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

**5.9.1.3. Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

**5.9.1.3.1. Debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- **FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

**5.9.1.3.2. Equity instruments**

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 5 Financial assets and financial liabilities (cont.)****5.9. Other Significant Accounting Policies related to Financial Assets and Liabilities**

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

**5.9.1.4. Impairment**

The Group assesses on a forward-looking basis, the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**Note 6. Non-financial assets and financial liabilities****6.1. Inventories**

Finished goods  
Components

	2021	2020
	\$	\$
Finished goods	493,882	539,010
Components	-	346,716
	493,882	885,726

**6.1.1. Accounting policy**

Inventories are valued at the lower of cost and net realisable value on a *first-in, first-out (FIFO)* basis. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

- Finished goods - purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**6.2. Other Significant Accounting Policies related to Non-Financial Assets and Liabilities****6.2.1. Impairment of non-financial assets**

The carrying amounts of the Group's non-financial assets, other than deferred tax assets (see accounting policy at note 4.9) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.

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

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

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

For personal use only

## Notes to the consolidated financial statements

for the year ended 30 June 2021

## Note 7. Equity

7.1. Issued capital	Note	2021 No.	2020 No.	2021 \$	2020 \$
Fully paid ordinary shares at no par value		145,672,677	119,211,053	15,413,387	12,179,075
<b>7.1.1. Ordinary shares</b>					
At the beginning of the year		119,211,053	119,211,053	12,179,075	12,179,075
Shares issued during the year:					
■ Conversion of convertible debt securities @ \$0.07 per share		535,714	-	37,500	-
■ Embedded derivative component on conversion of convertible debt		-	-	67,109	-
■ Tranche 1 Placement @ \$0.135 per share		13,723,980	-	1,852,737	-
■ Share purchase plan @ \$0.135 per share		1,496,282	-	202,000	-
■ Tranche 2 Placement @ \$0.135 per share		8,498,241	-	1,147,263	-
■ Shortfall share purchase plan @ \$0.135		2,207,407	-	298,000	-
Transaction costs relating to share issues					
■ Cash		-	-	(251,346)	-
■ Equity based	19	-	-	(118,951)	-
At end of the year		145,672,677	119,211,053	15,413,387	12,179,075

7.1.2. 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.

## 7.1.3. Accounting policy

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

7.2. Performance shares	Note	2021 No.	2020 No.	2021 \$	2020 \$
Performance shares		44,808,751	36,000,000	620,180	-
At the beginning of the period		36,000,000	36,000,000	-	-
Performance shares movement during the year:					
■ Issued	19.2.1	8,808,751	-	620,180	-
At end of the year		44,808,751	36,000,000 <sup>1</sup>	620,180	-

1. Subsequent to the balance date, conversion of 2 Ordinary Fully Paid Shares in total upon the lapse and non-achievement of 36,000,000 Performance Shares held by Daniel Roberts (18,000,000 Performance shares) and David Shapiro (18,000,000 Performance shares), 1 Ordinary Fully Paid Share to be issued to each holder.

For personal use only

## Notes to the consolidated financial statements

for the year ended 30 June 2021

## Note 7 Equity (cont.)

		2021	2020	2021	2020
		No.	No.	\$	\$
7.3.	<b>Options</b>				
	Options and performance shares	14,833,468	27,300,001	4,588,840	3,249,816
	At the beginning of the period	27,300,001	42,972,175	3,249,816	3,249,816
	Options issued/(lapsed) during the year:				
	■ Options lapsed	(27,300,001)	(16,005,508)	-	-
	■ Issue of loan options	7.3.1	333,334	-	-
	■ Issue of facility options	19	-	271,351	-
	■ Issue of brokers options	19	-	217,080	-
	■ Issue of advisor options	19	-	118,951	-
	■ Issue of T1 investor options	19	-	731,642	-
	At end of the year	14,833,468	27,300,001	4,588,840	3,249,816

7.3.1. These options have been granted in accordance with a Loan agreement for a \$500,000 working capital loan. The loan was drawn down on 28 September 2018. As part of the loan agreement interest was payable at 12.25%, however the lender had the option to charge interest at 7.25% in exchange for options to buy shares in the company. The lower rate of interest was charged for the entire period. The value of the options comprises the difference in the interest charged between the two rates. The loan was repaid during the financial year ended 30 June 2019.

## 7.4. Reserves

		2021	2020	
		\$	\$	
	Foreign currency translation reserve	7.4.1	150,096	46,166
	Share-based payment reserve	7.4.2	5,209,020	3,249,816
			5,359,116	3,295,982

## 7.4.1. Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

## 7.4.2. Share-based payment reserve

The share-based payment reserve records the value of options and performance shares issued the Company to its employees or consultants.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**SECTION B. RISK**

*This section of the notes discusses the Group's exposure to various risks and shows how these could affect the Group's financial position and performance.*

**Note 8. Financial risk management****8.1. Financial Risk Management Policies**

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

The Group's financial instruments consist mainly of deposits with banks, short-term investments, and accounts payable and receivable.

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

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

	Floating Interest Rate	Fixed Interest Rate	Non-interest bearing	2021 Total	Floating Interest Rate	Fixed Interest Rate	Non-interest bearing	2020 Total
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Financial Assets</b>								
<input type="checkbox"/> Cash and cash equivalents	1,902,575	-	-	1,902,575	62,310	-	-	62,310
<input type="checkbox"/> Trade and other receivables	-	-	55,353	55,353	-	-	19,963	19,963
<input type="checkbox"/> Other assets	-	-	204,747	204,747	-	-	68,257	68,257
<input type="checkbox"/> Financial assets	-	-	934,184	934,184	-	-	-	-
<b>Total Financial Assets</b>	<b>1,902,575</b>	<b>-</b>	<b>1,194,284</b>	<b>3,096,859</b>	<b>62,310</b>	<b>-</b>	<b>88,220</b>	<b>150,530</b>
<b>Financial Liabilities</b>								
<b>Financial liabilities at amortised cost</b>								
<input type="checkbox"/> Trade and other payables	-	-	741,897	741,897	-	-	1,212,519	1,212,519
<input type="checkbox"/> Borrowings	-	712,500	-	712,500	-	-	206,601	206,601
<input type="checkbox"/> Financial liabilities	-	-	249,125	249,125	-	-	-	-
<b>Total Financial Liabilities</b>	<b>-</b>	<b>712,500</b>	<b>991,022</b>	<b>1,703,522</b>	<b>-</b>	<b>-</b>	<b>1,419,120</b>	<b>1,419,120</b>
<b>Net Financial Assets / (Liabilities)</b>	<b>1,902,575</b>	<b>(712,500)</b>	<b>203,262</b>	<b>1,393,337</b>	<b>62,310</b>	<b>-</b>	<b>(1,330,900)</b>	<b>(1,268,590)</b>

**8.2. Specific Financial Risk Exposures and Management**

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

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

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 8 Financial risk management (cont.)****8.2.1. Credit risk**

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

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Group uses publicly available financial information and its own trading record to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

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

**■ Credit risk exposures**

The maximum exposure to credit risk is that to its alliance partners and that is limited to the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

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

**8.2.2. Liquidity risk**

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

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. The Group's ability to raise equity funding in the market is paramount in this regard.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 8 Financial risk management (cont.)**

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

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

■ **Contractual Maturities**

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

	Within 1 Year		Greater Than 1 Year		Total	
	2021 \$	2020 \$	2021 \$	2020 \$	2021 \$	2020 \$
Financial liabilities due for payment						
Trade and other payables	741,897	1,212,519	-	-	741,897	1,212,519
Borrowings	-	-	712,500	206,601	712,500	206,601
<b>Total contractual outflows</b>	<b>741,897</b>	<b>1,212,519</b>	<b>712,500</b>	<b>206,601</b>	<b>1,454,397</b>	<b>1,419,120</b>
Financial assets						
Cash and cash equivalents	1,902,575	62,310	-	-	1,902,575	62,310
Trade and other receivables	55,353	19,963	-	-	55,353	19,963
<b>Total anticipated inflows</b>	<b>1,957,928</b>	<b>82,273</b>	<b>-</b>	<b>-</b>	<b>1,957,928</b>	<b>82,273</b>
<b>Net (outflow) / inflow on financial instruments</b>	<b>1,216,031</b>	<b>(1,130,246)</b>	<b>(712,500)</b>	<b>(206,601)</b>	<b>503,531</b>	<b>(1,336,847)</b>

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

### 8.2.3. Market risk

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

The Group's activities minimally expose it to the financial risks of changes in foreign currency exchange rates, commodity prices and exchange rates. The Group does not enter into derivative financial instruments including foreign exchange forward contracts to hedge against financial risk. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

#### 8.2.3.1. Interest rate risk

The company and the Group are exposed to interest rate risk as entities in the Group borrow funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 8 Financial risk management (cont.)**

The Company and the Group's exposures to interest rate in financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

**8.2.3.2. Foreign exchange risk**

Exposure to foreign exchange risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the AUD functional currency of the Group. As a result of significant operations in the United States, the Group's Consolidated Statement of Financial Position can be affected significantly by movements in the US Dollar to Australian dollar exchange rates.

**8.2.3.3. Price risk**

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group does not presently hold material amounts subject to price risk. As such the Board considers price risk as a low risk to the Group.

**8.2.4. Sensitivity Analyses**

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

8.2.4.1. Interest rates	Profit \$	Equity \$
<b>Year ended 30 June 2021</b>		
±100 basis points change in interest rates	± 19,026	± 19,026
<b>Year ended 30 June 2020</b>		
±100 basis points change in interest rates	± 623	± 623

8.2.4.2. Foreign exchange	Profit \$	Equity \$
<b>Year ended 30 June 2021</b>		
±10% of Australian dollar strengthening/weakening against the United States dollar	± 153,315	± 71,308
<b>Year ended 30 June 2020</b>		
±10% of Australian dollar strengthening/weakening against the United States dollar	± 101,213	± 113,889

**8.2.5. Net Fair Values****8.2.5.1. Fair value estimation**

The fair values of financial assets and financial liabilities are presented in the table in Note 8.1 and can be compared to their carrying values as presented in the statement of financial position. Fair values are those amounts at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 8 Financial risk management (cont.)**

Financial instruments whose carrying value is equivalent to fair value due to their nature include:

- Cash and cash equivalents;
- Trade and other receivables; and
- Trade and other payables.

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

**Note 9. Capital 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 capital structure of the Group consists of debt, cash and cash equivalents and equity attributable to equity holders of the parent, comprising issued capital, reserves and 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 tax, dividends and general administrative outgoings.

Gearing levels are reviewed by the Board on a regular basis in line with its target gearing ratio, the cost of capital and the risks associated with each class of capital.

The working capital position of the Group was as follows:

	Note	2021 \$	2020 \$
Cash and cash equivalents	5.1	1,902,575	62,310
Trade and other receivables	5.2	55,353	19,963
Inventories	6.1	493,882	885,726
Other current assets	5.3	204,747	68,257
Trade and other payables	5.5	(741,897)	(1,212,519)
Unearned revenues	5.6	(1,947,218)	(1,030,785)
Working capital position		(32,558)	(1,207,048)

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**SECTION C. GROUP STRUCTURE**

*This section provides information which will help users understand how the Group structure affects the financial position and performance of the Group as a whole. In particular, there is information about:*

- (a) changes to the structure that occurred during the year as a result of business combinations and the disposal of a discontinued operation*
- (b) transactions with non-controlling interests, and*
- (c) interests in joint operations.*

*A list of significant subsidiaries is provided in note 10. This note also discloses details about the Group's equity accounted investments.*

**Note 10. Interest in subsidiaries****10.1. Information about principal subsidiaries**

The subsidiaries listed below have share capital consisting solely of ordinary shares which are held directly by the Group and the proportion of ownership interest held equals the voting rights held by the Group. Investments in subsidiaries are accounted for at cost. Each subsidiary's country of incorporation is also its principal place of business:

	Country of Incorporation	Class of Shares	Percentage Owned	
			2021	2020
■ Scout Security Inc	USA	Ordinary	100.0	100.0

**Note 11. Other Significant Accounting Policies related to Group Structure****11.1. Basis of consolidation**

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

**11.1.1. Business combinations**

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

The Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree;

less

- the net recognised amount of the identifiable assets acquired and liabilities assumed.

The excess of the consideration transferred the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill.

If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

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

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

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

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

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 11 Other Significant Accounting Policies related to Group Structure****11.1.2. Subsidiaries**

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

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as non-controlling interests. The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

The grant by the company of options over its equity instruments to the employees of subsidiary undertakings in the group is treated as a capital contribution to that subsidiary undertaking. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

A list of controlled entities is contained in Note 10 Interest In Subsidiaries of the financial statements.

**11.1.3. Loss of control**

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

**11.1.4. Transactions eliminated on consolidation**

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

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**SECTION D. UNRECOGNISED ITEMS**

*This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.*

**Note 12. Commitments**

There are no commitments as at 30 June 2021 (2020: Nil).

**Note 13. Events subsequent to reporting date**

On 12 July 2021, the Company announced the followings:

- Issue of 2,808,751 Employee Performance Rights.
- Conversion of 2,610,066 Employee Performance Rights into 2,610,066 Ordinary Fully Paid Shares.
- Conversion of 75,000 Convertible Debts Securities (equivalent to \$75,000 in value) to 1,071,429 Ordinary Fully Paid Shares.
- Conversion of 1,500,000 Class C Performance Shares held by Daniel Roberts into 1,500,000 Ordinary Fully Paid Shares, upon satisfaction and achievement of the Class C milestone and it has been agreed by Daniel Roberts that these shares are to be voluntary escrowed for a period of 12 months.
- Conversion of 2 Ordinary Fully Paid Shares in total upon the lapse and non-achievement of 36,000,000 Performance Shares held by Daniel Roberts (18,000,000 Performance shares) and David Shapiro (18,000,000 Performance shares), 1 Ordinary Fully Paid Share to be issued to each holder.

There has not been any other 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 consolidated entity in future financial periods.

**Note 14. Contingent liabilities**

There are no other contingent liabilities as at 30 June 2021 (2020: Nil).

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**SECTION E. OTHER INFORMATION**

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.

**Note 15. Key Management Personnel compensation (KMP)**

The names and positions of KMP are as follows:

- Mr Daniel Roberts Chief Executive Officer
- Mr David Shapiro Non-executive Director
- Mr Anthony Brown Non-executive Director
- Mr Sol Majteles Non-executive Director
- Mr Martin Pretty Non-executive Director (*appointed 27 July 2020*)

Information regarding individual directors and executives' compensation and some equity instruments disclosures as required by the Corporations Regulations 2M.3.03 is provided in the Remuneration report table on page 13.

	2021 \$	2020 \$
Short-term employee benefits	431,074	476,732
Post-employment benefits	4,338	4,338
Share-based payments	418,350	-
<b>Total</b>	<b>853,762</b>	<b>481,070</b>

**Note 16. Related party transactions**

There are no other related party transactions other than those payments to Directors as disclosed in the remuneration report.

**Note 17. Auditor's remuneration**

Remuneration of the auditor for:

- Auditing or reviewing the financial reports:
  - Hall Chadwick WA Audit Pty Ltd (formerly known as Bentleys Audit & Corporate (WA) Pty Ltd) (**Hall Chadwick**)

	2021 \$	2020 \$
	47,000	40,910
	47,000	40,910

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

Note	18. Earnings per share (EPS)	Note	2021 \$	2020 \$
18.1.	<b>Reconciliation of earnings to profit or loss</b>			
	Loss for the year		(3,943,796)	(1,593,246)
	Less: loss attributable to non-controlling equity interest		-	-
	Loss used in the calculation of basic and diluted EPS		(3,943,796)	(1,593,246)
			2021 No.	2020 No.
18.2.	<b>Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS</b>		133,871,005	119,211,053
	Weighted average number of dilutive equity instruments outstanding	18.5	N/A	N/A
18.3.	<b>Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS</b>		133,871,005	119,211,053
			2021 ¢	2020 ¢
18.4.	<b>Earnings per share</b>			
	Basic EPS (cents per share)	18.5	(2.95)	(1.34)
	Diluted EPS (cents per share)	18.5	N/A	N/A
18.5.	As at 30 June 2021 the Group has 14,833,468 unissued shares under options (2020: 27,300,001) and 44,808,751 performance shares on issue (2020: 36,000,000). The Group does not report diluted earnings per share on losses generated by the Group. During the year, the Group's unissued shares under option and partly-paid shares were anti-dilutive.			

Note	19. Share-based payments	Note	2021 \$	2020 \$
19.1.	<b>Share-based payments:</b>			
	▪ Recognised in profit and loss (expenses)	19.2.1	620,180	-
	▪ Recognised in equity (transaction costs)	19.2.2	118,951	-
	▪ Recognised in financial assets	19.2.3	1,220,073	-
	Gross share-based payments		1,959,204	-

**19.2. Share-based payment arrangements in effect during the year****19.2.1. Share-based payments recognised in profit or loss****19.2.1.1. Performance Shares – Mr Daniel Roberts**

6,000,000 Performance Shares were approved at the Annual General Meeting held on 23 December 2020 to Mr Daniel Roberts which will convert to ordinary fully paid shares on a one for one basis following the achievement of the performance milestones before the expiry date as detailed below and as detailed below.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 19 Share-based payments (cont.)****19.2.1 Share-based payments recognised in profit or loss (cont.)****19.2.1.1 Performance Shares - Mr Daniel Roberts (cont.)**

Class of Performance Right	Performance Condition	Performance rights No.	Vesting conditions	Expiry Date	Performance Condition Satisfied
A	Upon the Company announcing to ASX the achievement of an annual profit before tax of US\$1.47 million in any of the financial year's FY 2021, FY 2022 and FY 2023.	1,500,000	Non-market vesting	30 June 2023	No
B	Upon the Company announcing to ASX the achievement of an annual profit before tax of US\$2 million in any of the financial year's FY 2021, FY 2022 and FY 2023.	1,500,000	Non-market vesting	30 June 2023	No
C	Upon the Company achieving a 30-day VWAP share price trading on ASX of \$0.10 to be tested in June of FY 2021, FY 2022 and FY 2023.	1,500,000	Market Vesting	30 June 2023	Yes <sup>1</sup>
D	Upon the Company achieving a 30-day VWAP share price trading on ASX of \$0.20 to be tested in June of FY 2021, FY 2022 and FY 2023.	1,500,000	Market Vesting	30 June 2023	No

<sup>1</sup> On 12 July 2021, 1,500,000 Class C Performance Shares converted into 1,500,000 Ordinary Fully Paid Shares upon satisfaction and achievement of the Class C milestone.

Refer note 13 Events subsequent to reporting date.

**19.2.1.2. Employee Performance Rights**

2,808,751 Employee Performance Rights were issued in accordance to General Meeting dated 12 July 2018 as follows:

Grant date	Performance Condition	Performance rights No.	Performance rights No. Vested	Share price @ grant date \$	Amount \$
9 March 2021	Based on past vesting over 3-month period for prior and continued service.	364,182	364,182	0.110	40,060
12 April 2021	25% vest after 12 months of continuous service with balance vesting in equal instalments over next 36 months subject to continued service.	298,028	99,343	0.099	9,835
28 April 2021	1 Year Vesting period based on continued service from Feb 2020.	826,528	826,528	0.088	72,734
30 June 2021	1 Year Vesting period based on continued service from Feb 2020.	1,320,013	1,320,013	0.060	79,201
		2,808,751	2,610,066		201,830

**19.2.2. Share-based payments recognised in equity****19.2.2.1. Advisor Options**

On 21 December 2020, 1,433,256 Advisor Options were issued. Details of the assumptions used in the valuation of the options of these options are summarised below detailed below and in Note 19.4:

Number under Option	Date of Expiry	Exercise Price	Vesting Terms
1,433,256	31 December 2024	\$0.135	Immediately upon issue

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 19 Share-based payments (cont.)****19.2.3. Share-based payments recognised in financial assets****19.2.3.1. Facility Options**

On 24 July 2020, 2,980,276 Facility Options were issued. Details of the assumptions used in the valuation of the options of these options are summarised below detailed below and in Note 19.4:

Number under Option	Date of Expiry	Exercise Price	Vesting Terms
2,980,276	16 July 2024	\$0.070	Immediately upon issue

**19.2.3.2. Broker Options**

On 24 July 2020, 2,384,221 Broker Options were issued. Details of the assumptions used in the valuation of the options of these options are summarised below detailed below and in Note 19.4:

Number under Option	Date of Expiry	Exercise Price	Vesting Terms
2,384,221	16 July 2024	\$0.070	Immediately upon issue

**19.2.3.3. T1 Investor Options**

On 23 December 2020, 8,035,715 T1 Investor Options were issued. Details of the assumptions used in the valuation of the options of these options are summarised below detailed below and in Note 19.4:

Number under Option	Date of Expiry	Exercise Price	Vesting Terms
8,035,715	16 July 2024	\$0.070	Immediately upon issue

**19.3. Movement in share-based payment arrangements during the period**

A summary of the movements of all Company options issued as share-based payments is as follows:

	2021		2020	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding at the beginning of the year	27,300,001	\$0.3195	42,972,175	\$0.2724
Granted	14,833,468	\$0.0763	333,334	\$0.3000
Exercised	-	-	-	-
Expired	(27,300,001)	(\$0.3195)	(16,005,508)	(\$0.2800)
Outstanding at year-end	14,833,468	\$0.0763	27,300,001	\$0.3195
Exercisable at year-end	14,833,468	\$0.0763	27,300,001	\$0.3195

19.3.1.1. No options were exercised during the year (2020: Nil).

19.3.1.2. The weighted average remaining contractual life of options outstanding at year end was 3.59 years (2020: 0.22 years). The weighted average exercise price of outstanding options at the end of the reporting period was \$0.361 (2020: \$0. 2683).

19.3.1.3. The fair value of the options granted to employees is deemed to represent the value of the employee services received over the vesting period.

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 19 Share-based payments (cont.)****19.4. Fair value of options granted during the year**

The fair value of the options granted to employees is deemed to represent the value of the employee services received over the vesting period.

The weighted average fair value of options granted during the year was \$0.090 (2020: \$nil). These values were calculated using the Black-Scholes option pricing model, applying the following inputs to options:

Note Reference	19.2.2.1	19.2.3.1	19.2.3.2	19.2.3.3
Grant date:	23.12.2020	23.12.2020	23.12.2020	23.12.2020
Grant date share price:	\$0.120	\$0.120	\$0.120	\$0.120
Option exercise price:	\$0.135	\$0.070	\$0.070	\$0.070
Number of options issued:	1,433,256	2,980,276	2,384,221	8,035,715
Remaining life (years):	4.0	3.5	3.5	3.5
Expected share price volatility:	105%	105%	105%	105%
Risk-free interest rate:	0.217%	0.159%	0.159%	0.159%
Value per option	\$0.0809	\$0.0910	\$0.0910	\$0.0910

Historical volatility has been the basis for determining expected share price volatility as it is assumed that this is indicative of future movements.

The life of the options is based on the historical exercise patterns, which may not eventuate in the future.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 19 Share-based payments (cont.)****19.4.1. Accounting policy**

The Group has provided payment to service providers and related parties in the form of share-based compensation whereby services are rendered in exchange for shares or rights over shares, *equity-settled transactions*. The cost of these equity-settled transactions is measured by reference to the fair value at the date at which they are granted. The fair value is determined using an appropriate valuation model for services provided by employees or where the fair value of the goods or services received cannot be reliably estimated.

For goods and services received where the fair value can be determined reliably the goods and services and the corresponding increase in equity are measured at that fair value. The fair value of the options granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable.

At each balance date, the entity revises its estimates of the number of options with non-market vesting conditions that are expected to become exercisable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant parties become fully entitled to the award, *vesting date*.

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the number of awards that, in the opinion of the Directors of the Group, will ultimately vest. This opinion is formed based on the best available information at balance date. 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.

Where 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 increase in the value of the transaction as a result of the modification, as measured at the date of modification.

**19.4.2. Key estimate****19.4.2.1. Share-based payments**

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instrument at the date at which they are granted. The fair value of options granted is measured using the Black-Scholes option pricing model. The model uses assumptions and estimates as inputs. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 19.4.

The Company issued performance shares during the year ended 30 June 2021 based upon the conditions set out in Note 19. The Company follows the guidelines of AASB 2: Share Based Payments and takes into account non-market vesting conditions and estimates the probability and expected timing of achieving the performance conditions. The Group has not recognised any cost associated with the issue of the performance shares as there remains significant uncertainty as to whether the performance milestones will be met and the performance shares will convert to ordinary shares. For full details of the terms of the performance shares see Note 19.4

**19.4.2.2. Performance Shares**

6,000,000 Performance Shares were approved at the Annual General Meeting held on 23 December 2020 to Mr Daniel Roberts which will convert to ordinary fully paid shares on a one for one basis following the achievement of the performance milestones before the expiry date as detailed in Note 19.2.1.1 Performance Shares.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 20. Operating segments****20.1. Identification of reportable segments**

The Group has identified its operating segment based on the internal reports that are reviewed and used by the Board of Directors (Chief operating decision makers) in assessing performance and determining the allocation of resources.

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

**20.2. Basis of accounting for purposes of reporting by operating segments****20.2.1. Accounting policies adopted**

Unless stated otherwise, all amounts reported to the Board of directors as the chief operating decision maker is in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group. During the current period, the Group is considered to operate in one segment, being home security services in the USA.

**20.3. Revenue by geographical region**

Revenue attributable to external customers is disclosed below, based on the location of the external customer:

Australia

United States

Total revenue

	2021 \$	2020 \$
Australia	-	-
United States	1,671,133	3,124,846
Total revenue	1,671,133	3,124,846
Australia	2,053,305	67,538
United States	1,537,436	968,718
Total assets	3,590,741	1,036,256

**20.4. Assets by geographical region**

The location of segment assets by geographical location of the assets is disclosed below:

Australia

United States

Total assets

**20.5. Major customers**

The Group has a number of customers to whom it provides both products and services. The Group has customers who account for 55% (2020: 36%) of total revenue.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 21. Parent entity disclosures**

Scout Security Limited is the ultimate Australian parent entity and ultimate parent of the Group.

Scout Security Limited did not enter into any trading transactions with any related party during the year.

**21.1. Financial Position of Scout Security Limited**

	2021 \$	2020 \$
Current assets	1,115,532	67,538
Non-current assets	934,184	-
<b>Total assets</b>	<b>2,049,716</b>	<b>67,538</b>
Current liabilities	137,075	228,409
Non-current liabilities	961,625	-
<b>Total liabilities</b>	<b>1,098,700</b>	<b>228,409</b>
<b>Net assets/(liabilities)</b>	<b>951,016</b>	<b>(160,871)</b>
<i>Equity</i>		
Issued capital	15,413,387	12,179,075
Reserve	5,007,190	3,249,816
Accumulated losses	(19,469,561)	(15,589,762)
<b>Total equity</b>	<b>951,016</b>	<b>(160,871)</b>

**21.2. Financial performance of Scout Security Limited**

	2021 \$	2020 \$
Loss for the year	(3,879,799)	(355,105)
Other comprehensive income	-	-
<b>Total comprehensive income</b>	<b>(3,879,799)</b>	<b>(355,105)</b>

**21.3. Guarantees**

There are no guarantees entered into by Scout Security Limited for the debts of its subsidiaries as at 30 June 2021 (2020: none).

**21.4. Contractual commitments**

The parent company has no capital commitments at 30 June 2021 (2020: \$nil). The parent company other commitments are disclosed in Note 12 Commitments.

**21.5. Contingent liabilities**

There are no guarantees entered into by Scout Security Limited for the debts of its subsidiaries as at 30 June 2021 (2020: none).

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 22. Statement of significant accounting policies**

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the years presented, unless otherwise stated.

**22.1. Basis of preparation****22.1.1. Reporting Entity**

Scout Security Limited (**Scout** or the **Company**) is a listed public company limited by shares, domiciled and incorporated in Australia. These are the consolidated financial statements and notes of Scout and controlled entities (collectively the **Group**). The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity. The Group is a for-profit entity and is primarily involved in the design, manufacture and sales of security systems.

The separate financial statements of Scout, as the parent entity, have not been presented with this financial report as permitted by the *Corporations Act 2001* (Cth).

**22.1.2. Basis of accounting**

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board (**AAS Board**) and International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**), and the *Corporations Act 2001* (Cth).

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

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

**22.1.3. Going Concern**

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

The Group incurred a loss for the year of \$3,943,796 (2020: \$1,593,246 loss) and a net cash out-flow from operating activities of \$2,153,484 (2020: \$519,605 out-flow). As at 30 June 2021, the Company a working capital deficit of \$32,558 (2020: \$1,207,048 working capital deficit), as disclosed in Note 9 of the Capital Management note.

The ability of the Group to continue as a going concern is dependent on executing its near and medium term plans for expansion of its product portfolio; or on securing additional debt and/or equity funding in the event that sufficient revenue is not generated in the normal course of business.

These conditions indicate the existence of a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors have prepared a cash flow forecast, which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report. The Directors believe it is appropriate to prepare these accounts on a going concern basis because:

- A \$2 million (AUD) convertible note facility with Institutional and Sophisticated investors of Gleneagle Securities (Aust) Pty Ltd and existing shareholders of the Group, of which \$750,000 has been drawn down. Further details on the convertible note facility can be found in Note 5.7.2;
- Conversion of the existing convertible notes to equity. Subsequent to reporting date there has been a conversion of 75,000 Convertible Debts Securities (equivalent to \$75,000 in value) to 1,071,429 Ordinary Fully Paid Shares.
- The addition of planned new products within the year that should provide additional hardware and recurring revenue streams;
- Management have prepared a cashflow forecast for the next 12 months that indicates the operating cash inflows will be sufficient to meet expenses and other financial obligations as and when they are due;
- Managing cash flows in line with available funds; and
- The Group has the ability to raise funds from equity sources and has a success record for past raisings that gives the board confidence that it can complete further capital raisings if required.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 22. Statement of significant accounting policies**

The directors plan to continue the Group's operations on the basis disclosed above and believe that there will be sufficient funds for the Group to meet its obligations and liabilities for at least 12 months from the date of this report. In the event that the Group is unable to generate sufficient revenue in the normal course of business or secure additional funds through new share issues or borrowings, the Group may need to reduce costs or negotiate extended terms with key creditors in order to meet working capital requirements. Should the Group be unable to successfully execute one or more of the aforementioned matters, there exists a material uncertainty that may cause significant doubt on the Group's ability to continue as a going concern and therefore that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern and meet its debts as and when they become due and payable.

**22.1.4. Comparative figures**

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

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

**22.1.5. New and Amended Standards Adopted by the Group**

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 July 2020:

- AASB 2018-6 Amendments to Australian Accounting Standards – Definition of a Business
- AASB 2018-7 Amendments to Australian Accounting Standards – Definition of Material
- AASB 2019-1 Amendments to Australian Accounting Standards – References to the Conceptual Framework
- AASB 2019-3 Amendments to Australian Accounting Standards – Interest Rate Benchmark Reform
- AASB 2019-5 Amendments to Australian Accounting Standards – Disclosure of the Effect of New IFRS Standards Not Yet Issued in Australia
- AASB 2020-4 Amendments to Australian Accounting Standards – COVID-19-Related Rent Concessions.

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

**22.2. Value added taxes**

Value-added tax (**VAT**) is the generic term for the broad-based consumption taxes that the Group is exposed to such as: Australia (**Goods and Services Tax** or **GST**) and in the USA (**Sales Tax**), hereafter collectively referred to as **GST**.

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

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

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

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

**22.3. Foreign currency transactions and balances****22.3.1. Functional and presentation currency**

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the legal parent entity's functional and presentation currency. The functional currency of Scout Security Inc. is the United States Dollar.

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 22. Statement of significant accounting policies****22.3.2. Transaction and balances**

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the profit or loss except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the gain or loss is directly recognised in other comprehensive income, otherwise the exchange difference is recognised in the profit or loss.

**22.3.3. Group companies and foreign operations**

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the statement of financial position. These differences are recognised in the profit or loss in the period in which the operation is disposed.

**22.4. Use of estimates and judgments**

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

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

Judgements made by management in the application of AASBs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in Note 22.4.1.

**22.4.1. Critical Accounting Estimates and Judgments**

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

**22.4.1.1. Key estimate – Taxation**

Refer 4.8 in the Income Tax note.

**22.4.1.2. Key estimate – Inventories**

Refer Note 6.1 Inventories

**22.4.1.3. Key estimate – Share-based payments**

Refer Note 19 Share-based payments

**22.4.2. Coronavirus (COVID-19) pandemic**

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the Group based on known information. This consideration extends to the nature of the supply chain, staffing and geographic regions in which the Group operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the Group unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 22. Statement of significant accounting policies****22.5. Fair Value****22.5.1. Fair Value of Assets and Liabilities**

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable AASB.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly unforced transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also considers a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

**22.5.2. Fair value hierarchy**

AASB 13 Fair Value Measurement requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level that an input that is significant to the measurement can be categorised into as follows:

Level 1	Level 2	Level 3
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

The Group would change the categorisation within the fair value hierarchy only in the following circumstances:

- if a market that was previously considered active (Level 1) became inactive (Level 2 or Level 3) or vice versa; or
- if significant inputs that were previously unobservable (Level 3) became observable (Level 2) or vice versa.

When a change in the categorisation occurs, the Group recognises transfers between levels of the fair value hierarchy (i.e. transfers into and out of each level of the fair value hierarchy) on the date the event or change in circumstances occurred.

**22.5.3. Valuation techniques**

The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

For personal use only

**Notes to the consolidated financial statements**

for the year ended 30 June 2021

**Note 22. Statement of significant accounting policies**

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

**22.6. New Accounting Standards and Interpretations not yet mandatory or early adopted**

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2021 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

**Note 23. Company details****The registered office of the Company is:****Registered Office - Australia**

*Street:* Level 1  
247 Oxford Street  
Leederville WA 6007  
Australia

*Postal:* PO Box 52  
West Perth WA 6872

**Registered Office – United States**

*Postal:* 210 North Racine Avenue  
Unit 3S, Chicago, IL 60607  
United States of America

For personal use only

**Directors' declaration**

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages 18 to 59, are in accordance with the *Corporations Act 2001* (Cth) and:
  - (a) comply with Accounting Standards;
  - (b) are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, as stated in Note 22.1 to the financial statements; and
  - (c) give a true and fair view of the financial position as at 30 June 2021 and of the performance for the year ended on that date of the Group.
  - (d) the Directors have been given the declarations required by s.295A of the *Corporations Act 2001* (Cth);
2. in the directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



**DAN ROBERTS**

Executive Director and CEO

Dated this Wednesday, 29 September 2021

For personal use only

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SCOUT SECURITY LIMITED

### Report on the Audit of the Financial Report

#### Opinion

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

In our opinion:

- a. the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year then ended; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.
- b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 22.1.2.

#### Basis for Opinion

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

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

For personal use only

### Material Uncertainty Related to Going Concern

We draw attention to Note 22.1.3 in the financial report, which indicates that the Group incurred a net loss of \$3,943,796 during the year ended 30 June 2021. As stated in Note 22.1.3, these events or conditions, along with other matters as set forth in Note 22.1.3, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Key Audit Matters

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

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Convertible Note and related financial assets and liabilities</b></p> <p><b>(Notes 5.4, 5.7 and 5.8)</b></p> <p>The Group issued a convertible note during the year with a face value of \$750,000.</p> <p>The outstanding balance at year end is \$712,500 which reflects the tranches received to date less conversion. Related financial assets and liabilities of \$934,184 and \$249,125 respectively have been recognised.</p> <p>Convertible notes and related financial assets and liabilities are considered to be a key audit matter due to the significance of the balances to the Group's financial position and the complexities involved in assessing the terms of the convertible notes.</p>	<p>Our procedures amongst others included:</p> <ul style="list-style-type: none"> <li>Analysing the agreement to identify the key terms and conditions for each convertible note;</li> <li>Verification of the funds received from the issue of convertible notes during the year;</li> <li>Assessing the accounting treatment of the financial instruments in accordance with the recognition and measurement as well as the disclosure requirements of the relevant Australian Accounting Standards;</li> <li>Assessing the valuation prepared by management with respect to the embedded derivative;</li> <li>Evaluating management's option valuations and assessing the assumptions and inputs used;</li> <li>Assessing the calculation including relevant amortisation of finance costs for the year; and</li> <li>Assessing the adequacy of the disclosures in the financial report.</li> </ul>

For personal use only

For personal use only

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Share Based Payments</b> (Note 19)</p> <p>Share-based payments of \$1,959,204 were recognised as a result of the issue of performance shares and options to advisors and brokers.</p> <p>Share-based payments are considered to be a key audit matter owing to the complexities involving the recognition and measurement of these instruments; and the judgement involved in determining the inputs used in the valuations.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Analysed contractual agreement to identify key terms and conditions of the share-based payments issued and relevant vesting conditions in accordance with AASB 2 <i>Share-based Payment</i>;</li> <li>• Evaluated management’s valuation methodology and assessment of the assumptions and inputs;</li> <li>• Assessed the amount recognised during the period against relevant vesting conditions;</li> <li>• Assessed the appropriateness of management’s presumed probabilities; and</li> <li>• Assessed the appropriateness of the disclosures included in the relevant notes to the financial report.</li> </ul>
<p><b>Revenue Recognition</b> (Note 1.1 and 5.6)</p> <p>The Group has several revenue streams as outlined in note 1.1 and has generated sales of \$1,671,133 and has unearned revenue of \$1,947,218 at balance date.</p> <p>We focused on this area as recognition of revenue under AASB 15 <i>Revenue from Contracts with Customers</i> (‘AASB 15’) requires significant judgement by management in identifying performance obligations, allocation of the transaction price and satisfaction of performance obligations over time or at a point in time.</p> <p>We consider this to be a key audit matter due to the judgement and estimates involved in determining when the performance obligations are met and revenue is recognised.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Documenting the processes and assessing the internal controls relating to revenue processing and recognition;</li> <li>• Reviewing the revenue recognition policy for compliance with AASB 15;</li> <li>• Reviewing a sample of revenue to supporting contracts to ensure revenue was recognised in accordance with the revenue recognition policy;</li> <li>• Assessing cut-off of revenue at balance date and verifying revenue has been recorded in the correct reporting period or deferred as unearned revenue; and</li> <li>• Assessing the appropriateness of the disclosures included in the relevant notes to the financial report.</li> </ul>

### Other Information

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

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

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

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

### Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 22.1.2, the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

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

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

Our responsibility is to express an opinion on the financial report based on our audit. 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.

For personal use only

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

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

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

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

For personal use only

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

#### Report on the Remuneration Report

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

#### Auditor's Opinion

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

*Hall Chadwick*  
HALL CHADWICK WA AUDIT PTY LTD

*Mark Delaurentis*  
MARK DELAURENTIS CA  
Partner

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

For personal use only

**Additional Information for Listed Public Companies**

The following additional information is required by the Australian Securities Exchange in respect of listed public companies.

**1 Capital as at 9 September 2021.****a. Ordinary share capital**

150,854,174 ordinary fully paid shares held by 664 shareholders.

**b. Unlisted Options over Unissued Shares**

Number of Options	Exercise Price \$	Expiry Date
13,400,212	0.070	16 July 2024
1,433,256	0.135	31 Dec 2024
<b>14,833,468</b>		

**c. Performance Rights over Unissued Shares**

4,698,685 performance rights.

**d. Voting Rights**

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

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

**e. Substantial Shareholders as at 9 September 2021.**

Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
DANIEL B ROBERTS	9,443,397	6.26
DAVID SHAPIRO	7,747,861	5.14
ALTOR CAPITAL MANAGEMENT PTY LTD <ALTOR ALPHA FUND A/C>	7,188,656	4.77

**f. Distribution of Shareholders as at 9 September 2021.**

Category (size of holding)	Total Holders	Number Ordinary	% Held of Issued Ordinary Capital
1 – 1,000	34	2,554	0.00
1,001 – 5,000	74	245,397	0.16
5,001 – 10,000	95	775,135	0.51
10,001 – 100,000	290	12,453,877	8.26
100,001 – and over	171	137,377,211	91.07
	<b>664</b>	<b>150,854,174</b>	<b>100.00</b>

**g. Unmarketable Parcels as at 9 September 2021**

At the date of this report there were 135 shareholders who held less than a marketable parcel of shares holding 7,142 shares.

**h. On-Market Buy-Back**

There is no current on-market buy-back.

**i. Restricted Securities**

The Company has no restricted securities

## Additional Information for Listed Public Companies

## j. 20 Largest Shareholders — Ordinary Shares as at as at 9 September 2021

Rank	Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1.	NATIONAL NOMINEES LIMITED	14,420,000	9.56
2.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	12,961,096	8.59
3.	DANIEL B ROBERTS	9,443,397	6.26
4.	DAVID SHAPIRO	7,747,861	5.14
5.	ALTOR CAPITAL MANAGEMENT PTY LTD <ALTOR ALPHA FUND A/C>	7,188,656	4.77
6.	ALEXANDER GERKO	6,023,997	3.99
7.	JARVISBROWN SUPER PTY LTD <JARVIS BROWN SF A/C>	3,885,018	2.58
8.	BNP PARIBAS NOMS PTY LTD <DRP>	3,549,599	2.35
9.	MRS EMMA GAYE QUAYLE	3,500,000	2.32
10.	DR STUART LLOYD PHILLIPS + MRS FIONA JANE PHILLIPS <SL & FJ PHILLIPS S/F A/C>	3,285,000	2.18
11.	CITICORP NOMINEES PTY LIMITED	2,848,838	1.89
12.	AMAZON.COM NV INVESTMENT HOLDINGS LLC	2,731,592	1.81
13.	STEADYGROWTH FUND PTY LTD	2,000,000	1.33
14.	MR JAMES MATTOX	1,737,705	1.15
15.	FARRIS CORPORATION PTY LTD <FARRIS FAMILY A/C>	1,600,000	1.06
16.	SANDHURST TRUSTEES LTD <EQUIT INV DRAGONFLY A/C>	1,577,023	1.05
17.	3RD WAVE INVESTORS PTY LTD	1,500,000	0.99
18.	KINGSLANE PTY LTD <CRANSTON SUPER PENSION A/C>	1,425,000	0.94
19.	MR MINGHAI LIN	1,353,937	0.90
20.	CHAD SMITH	1,324,944	0.88
<b>TOTAL</b>		<b>90,103,663</b>	<b>59.74</b>

## k. Unquoted Securities Holders Holding More than 20% of the Class as at 9 September 2021

## ■ Unlisted Options (Exercise price \$0.07, Expiry Date: 16.07.24)

Name	Number of Unquoted Securities	% Held of Unquoted Security Class
NATIONAL NOMINEES LIMITED <FUNDHOST LIMITED A/C>	3,855,597	28.77
ACACIA CAPITAL PTY LIMITED	1,555,404	11.61
<b>TOTAL</b>	<b>5,411,001</b>	<b>40.38</b>
<b>TOTAL UNLISTED OPTIONS</b>	<b>13,400,212</b>	

## ■ Unlisted Options (Exercise price \$0.135, Expiry Date: 31.12.24)

Name	Number of Unquoted Securities	% Held of Unquoted Security Class
ACACIA CAPITAL PTY LIMITED	716,628	50.00
GLENEAGLE SECURITIES NOMINEES PTY LTD	716,628	50.00
<b>TOTAL</b>	<b>1,433,256</b>	<b>100.00</b>
<b>TOTAL UNLISTED OPTIONS</b>	<b>1,433,256</b>	

2 The Company Secretary is Stuart Usher.

**Additional Information for Listed Public Companies**

**3 Principal registered office**

As disclosed in Note 23 Company details on page 59 of this Annual Report.

**4 Registers of securities**

As disclosed in the Corporate directory on page i of this Annual Report.

**5 Stock exchange listing**

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Securities Exchange Limited, As disclosed in the Corporate directory on page i of this Annual Report.

**6 Use of funds**

The Company has used its funds in accordance with its initial business objectives.

For personal use only

