The Market Herald Ltd (ASX:TMH)
ACN 611 717 036
Level 11, BGC Building
28 The Esplanade
Perth, Western Australia 6000

ASX Announcement
31 August 2022

ASX: TMH ('The Market Herald' or 'the Company')

2022 Appendix 4E and Annual Report

The Directors of The Market Herald Limited (ASX:TMH) (**The Market Herald** or the **Group**) are pleased to provide the Appendix 4E and audited Annual Report for the year ended 30 June 2022.

Review of the 2022 financial results

The Group experienced another year of high growth achieving the best-ever performance since the IPO which saw revenue increase by 21% to $27,891,690 since 30 June 2021 (30 June 2021: $23,001,824). The before-tax loss for the year is $3,222,020 representing a decrease of 125% from previous year (30 June 2021: before tax profit $13,085,085), mainly due to the movement in fair value of financial assets at fair value through profit and loss.

The Market Herald is reporting a 28% increase in cash receipts from customers for the 2022 financial year to $28,036,383 compared to the previous year (30 June 2021: $21,889,079). Cash and cash equivalents on the Balance Sheet is $4,768,749 at year-end, representing a decrease in cash of $8,405,378 from the previous year. The Group added customer contracts to the value of $17,514,245, an increase of 30% from the previous year (30 June 2021: $13,514,245). A significant portion of these contract sales relate to bundled service contracts to listed companies.

Additional information supporting the Appendix 4E disclosure can be found in the Annual Report which contains the Directors' Report and the 30 June 2022 Financial Statements and accompanying notes.

Over the past 12 months the Group has focused on defining its strategy, its operations and its pathway to future growth. The Group has successfully delivered on its strategic initiatives as presented at the 2021 Annual General Meeting of Shareholders.

This report is based on the consolidated financial statements for the year ended 30 June 2022 which have been audited by RSM Australia.

Appendix 4E: Preliminary Financial Report for the year ended 30 June 2022 as required by ASX listing rule 4.3A

Results for announcement to the market (all comparisons to the year ended 30 June 2021)	Movement	30 June 2022	30 June 2021
Audited Earnings			
Cash receipts from customers	Up 28%	28,036,383	21,889,079
Revenue from ordinary activities	Up 21%	27,891,690	23,001,824
(Loss)/profit before income tax	Down 125%	(3,222,020)	13,085,085
(Loss)/profit for the year attributable to ordinary equity holders	Down 143%	(4,620,727)	10,836,994
Appendix 4E Net tangible asset per share			
Financial Assets	Down 24%	10,649,864	14,031,882
Cash and cash equivalents	Down 64%	4,768,749	13,174,127
Net tangible assets	Down 60%	3,375,146	8,453,317
Fully paid ordinary shares on issue at Balance Date	Up 2%	195,229,035	191,472,617
Net tangible asset backing per issued ordinary share (cents)	Down 61%	1.73	4.41
Audited (Loss)/Earnings per share (EPS)			
Basic (loss)/earnings per share (cents)	Down 142%	(2.39)	5.71

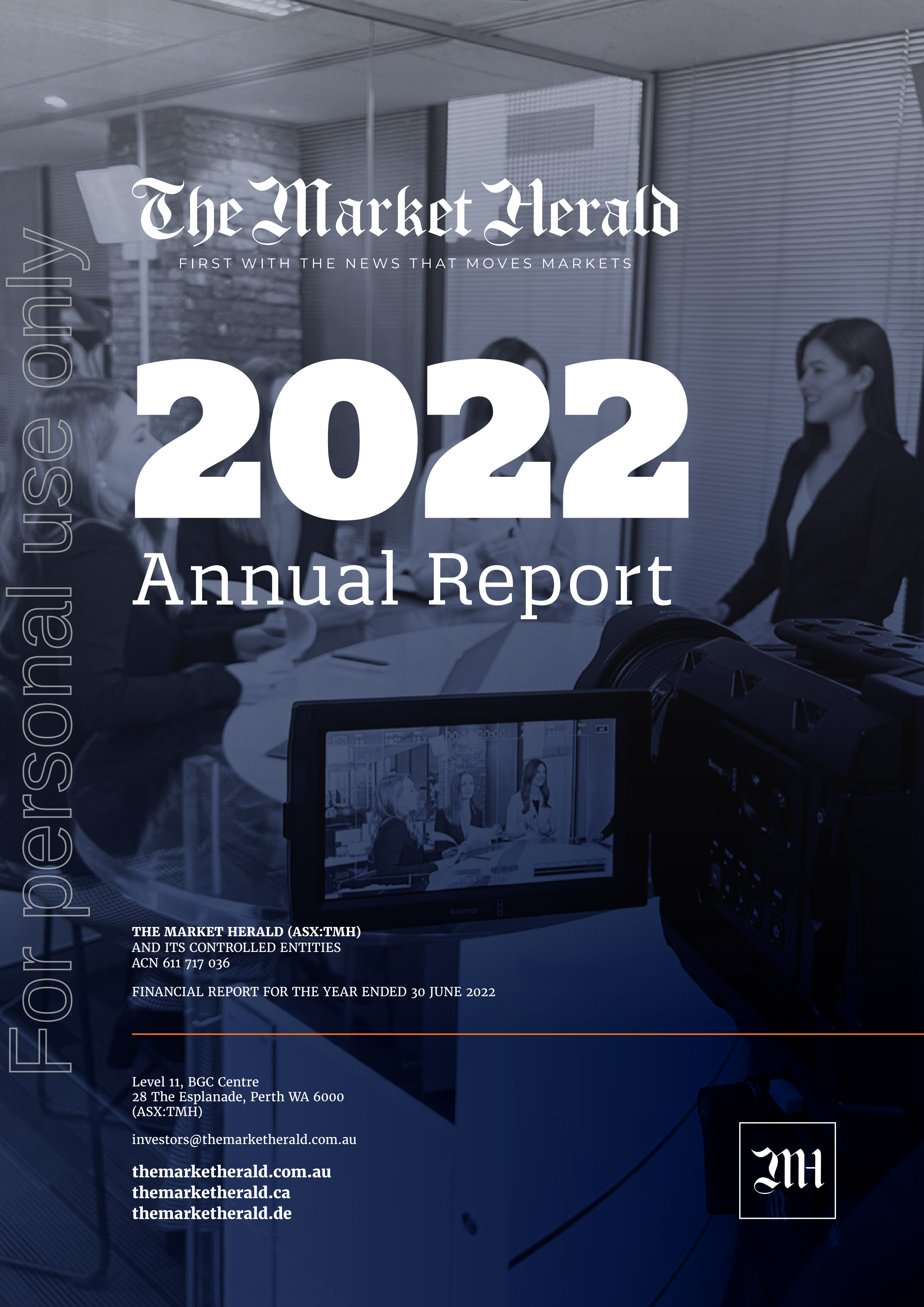
Dividends

As the Company continues to progress its strategy, it will continue to invest operating cashflows into strategic growth, and the Board has elected not to declare a dividend in relation to the 2022 financial year (30 June 2021: $Nil). It is the intention of the Board to profitably grow and expand the business, and to ensure shareholders benefit from that growth and expansion through capital growth in valuation of The Market Herald's share price, and availability of returns for distribution. To this end, the Board will continue to update shareholders on its strategic progress and look forward to welcoming those of you who can join us at the 2022 Annual General Meeting, details of which will shortly be announced.

– END –

Investor and media enquiries

Jag Sanger
Managing Director
The Market Herald
investors@themarketherald.com.au



The Market Herald

FIRST WITH THE NEWS THAT MOVES MARKETS

2022 Annual Report

THE MARKET HERALD (ASX:TMH)
AND ITS CONTROLLED ENTITIES
ACN 611 717 036

FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2022

Level 11, BGC Centre
28 The Esplanade, Perth WA 6000
(ASX:TMH)

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themarketherald.ca
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Contents

Corporate Directory

Directors

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Alec Christopher Pismiris
Gavin John Argyle
Colin Edward Chenu

Company Secretary

Ben Donovan

Registered and Principal Office

Level 11, BGC Centre
28 The Esplanade,
Perth WA 6000

Bankers

Westpac Banking Corporation
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Perth WA 6000

National Bank of Canada
600, De La Gauchetière Ouest
Rez-de-Chaussée
Montréal (Québec) H3B 4L2

Solicitors

Clayton Utz Lawyers
Level 27, QV1 Building,
250 St Georges Terrace,
Perth WA 6000

Auditor

RSM Australia Partners
Level 32 Exchange Tower
2 The Esplanade,
Perth WA 6000

A Year of Growth and Delivery

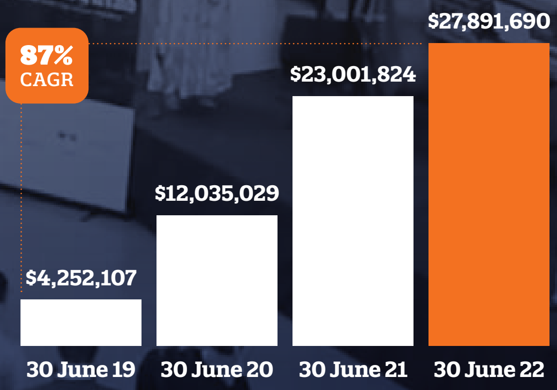
Three years ago we laid out our vision of a data led business and finance news platform, how we would compete with incumbents and how we would scale globally.

And over the last 12 months we've delivered.

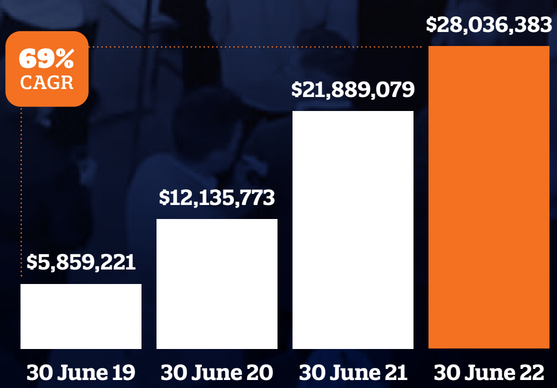
We've delivered new video formats reaching over 10m streams a month, new social formats reaching over 33 million people a month, and we are investing in TMH ONE, our broadcast video on demand (BVOD) streaming channel.

At the same time we've delivered our best ever revenue growth, growing 21% since last year and 87% CAGR over the past 4 years, and similar growth in cash receipts from customers.

Operating Revenue



Cash Receipts from Customers



Launch of The Market Herald Canada at PDAC 2022.

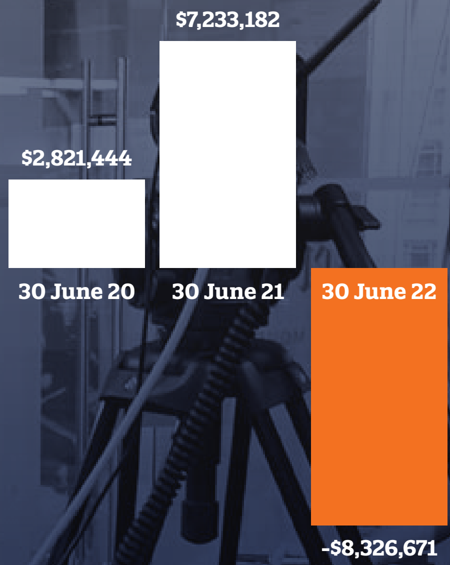
However our EBITDA has been impacted by non cash movements in our stock portfolio. Advis*ir*, our strategic consultancy, takes some payments in client stock, and this has fluctuated over the past 24 months. In FY21 it increased by $7.2 million, and in FY22 it decreased by $8.3 million.

93.8% of these movements are non cash, meaning these are mainly paper gains and losses. However this has impacted our statutory EBITDA as we are required to take these gains and losses to our profit and loss statement.

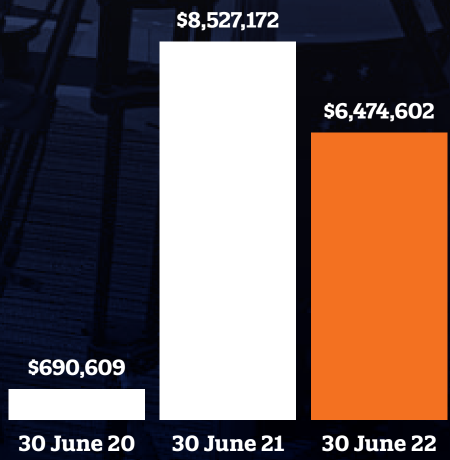
A key focus for us over the next few months will be finding the correct structure for this portfolio as this does not give a clear picture of our operating performance, as illustrated by our adjusted EBITDA.

Our expansion into digital classifieds is a key strategic move for the group. We are developing an integrated and diversified business publisher, operating in multiple markets, with one integrated publishing platform. We look forward to the next 12 months.

Portfolio Movement



Adjusted EBITDA



The Market Herald Canada multi-platform newsroom in Vancouver.

Directors' Report

The directors submit their report for The Market Herald Limited ("The Market Herald" or "the Company") and its controlled entities ("the Group") for the financial year ended 30 June 2022.

Directors

The names of the directors in office at any time during, or since the end of, the year are set out below. Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Names, qualification, experience and special responsibilities

Mr Jag Sanger

Mr Sanger brings over 25 years of global media, publishing and digital financial services experience and leadership to the Company. Mr Sanger held executive roles in Australia with Fairfax Media as GM Strategy and M&A, and similar roles with NTL/Virgin Media and Vivendi Media in Europe. Mr Sanger's Australian advisory experience includes roles with PricewaterhouseCoopers as a Principal in their national digital practice with responsibility for digital media, payments and wealth management strategy, and with McKinsey & Co, serving technology, media and communications clients and financial sponsors across Europe and North America. Mr Sanger holds a Marketing Masters (MA) from Kingston University Business School in London, UK, with a research focus on online media tracking, and is a Fellow of the Sulzberger news media program at the Columbia University Graduate School of Journalism in New York, USA.

Other current directorships: None

Former directorships (last 3 years): None

Mr Alec Christopher Pismiris (Chairman)

Mr Pismiris has over 30 years of experience in the securities, finance and mining industries. Since 1990, Mr Pismiris has served as a director and company secretary for various ASX listed companies as well as a number of unlisted public and private companies. Mr Pismiris completed a Bachelor of Commerce degree at the University of Western Australia, is a member of the Australian Institute of Company Directors and a fellow of The Governance Institute of Australia. Mr Pismiris has participated numerous times in the processes by which boards have assessed the acquisition and financing of a diverse range of assets and has participated in and become familiar with the range of evaluation criteria used and the due diligence processes commonly adopted in the commercial assessment of corporate opportunities.

Mr Pismiris' other current directorships include Agrimin Limited, Pacton Gold Inc. (TSX-V) and Sunshine Gold Limited.

Mr Pismiris was formerly a director of Frontier Resources Limited and Victory Mines Limited.

Mr Gavin John Argyle

Mr Argyle is an experienced senior executive who has worked in Australian capital markets for more than 25 years. In 2006, Mr Argyle co-founded Capital Investment Partners (CIP), a successful Perth-based investment bank providing capital raising and corporate advisory services to small and mid-capitalised ASX-listed companies. He has been managing director of CIP since 2008.

Mr Argyle holds a Bachelor of Commerce from the University of Western Australia and an MBA from the Wharton School at the University of Pennsylvania.

Other current directorships: None

Former directorships (last 3 years): None

Mr Colin Edward Chenu

Mr Chenu is a graduate of the University of Western Australia, with a Bachelor of Law, and is admitted to practice in the Supreme Court of Western Australia and the High Court of Australia. He has practised law in Western Australia for more than 30 years as a barrister and solicitor, in a wide range of commercial litigious and non litigious work. Mr Chenu has gained extensive experience in the law of corporations, trade practices, contracts, equity and trusts, and defamation. He currently practises as a barrister at Francis Burt Chambers.

Other current directorships: None

Former directorships (last 3 years): Sunshine Gold Limited (formerly Pelican Resources Limited)

Company Secretary

Mr Ben Donovan

Mr Donovan is a member of the Governance Institute of Australia and provides corporate advisory, IPO and consultancy services to a number of companies. Mr Donovan is currently a company secretary of several ASX listed and public unlisted companies and has gained experience across resources, agritech, biotech, media and technology industries. He has extensive experience in listing rules compliance and corporate governance, having served as a Senior Adviser at the ASX in Perth for nearly 3 years, where he managed the listing of nearly 100 companies on the ASX. In addition, Mr Donovan has experience in the capital markets having raised capital and assisted numerous companies on achieving an initial listing on the ASX, as well as for a period of time, as a private client adviser at a boutique stockbroking group.

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

As at the date of this report, the interests of the directors in the shares and options of the Company were:

	Number of ordinary shares	Number of options
J. Sanger	13,538,461	13,038,461*
A. Pismiris	1,500,000	750,000
G. Argyle	8,400,000	-
C. Chenu	1,225,000	500,000

* Include 11,538,461 in-substance option award exercisable

Principal activities

The Market Herald Limited operates a digital business news and investor relations platform across 3 offers as follows:

1) Digital business news:

The company operates The Market Herald, the fastest growing Australian business digital news masthead. The website reaches over 1.5 million investors a month across its editorial, communities and video brands. Recently The Market Herald Canada was launched as the stated strategy of the Group.

2) Digital business communities:

The Company also operates the largest digital business communities in Australia and Canada. Combined, the business communities reach 3 million investors on platform and further 2.7 million investors off platform. In addition, the Market Herald Group serves over 100 million page impressions a month and 22 million video streams.

3) Digital investor relations and wealth brand consulting:

The Market Herald group serves the most affluent audiences in each of its markets. To help advertisers and listed companies effectively engage with this audience the Group launched Advisir, a digital strategy consulting business. The Advisir platform serves over 400 listed clients and reaches over 3 million investors a month. The heart of the Advisir offer is a sophisticated digital analytics and data platform that allows listed companies and wealth and luxury brands to engage with affluent consumers.

Operating and financial review

The Board is pleased to present the financial results for The Market Herald for the financial year ended 30 June 2022. The Group experienced another year of high growth achieving the best-ever performance since the IPO which saw revenue increase by 21% to $27,891,690 since 30 June 2021 (30 June 2021: $23,001,824).

The Market Herald is reporting a 28% increase in cash receipts from customers for the 2022 financial year to $28,036,383 compared to the previous year (30 June 2021: $21,889,079). Cash and cash equivalents on the Balance Sheet is $4,768,749 at year-end, representing a decrease in cash of $8,405,378 from the previous year. Shareholders can find further information on the financial results in the "2022 Financial Results" discussion section of this Directors' Report. Over the past 12 months the Group has focused on defining its strategy, its operations and its pathway to future growth. The Group has successfully delivered on its strategic initiatives as presented at the 2021 Annual General Meeting of Shareholders.

2022 Financial Year Results

Financial Performance	30-Jun-22	30-Jun-21	Change	Percentage Change
Income Statement	$	$	$	%
Revenue	27,891,690	23,001,824	4,889,866	21%
Other revenue	102,952	7,613,261	(7,510,309)	(99%)
OCI	(230,748)	5,397,129	(5,627,877)	(104%)
Total revenue and other comprehensive income	**27,763,894**	**36,012,214**	**(8,248,320)**	**(23%)**
EBITDA	(1,852,069)	15,760,354	(17,612,423)	(112%)
(Loss)/Profit before Tax	(3,222,020)	13,085,085	(16,307,105)	(125%)
Total comprehensive (loss)/income	**(4,851,475)**	**16,234,123**	**(21,085,598)**	**(130%)**
(Loss)/gain on revaluation of FVTPL financial assets	(7,806,374)	2,432,814	(10,239,188)	(421%)
(Loss)/gain on disposal of FVTPL financial assets	(520,297)	4,800,368	(5,320,665)	(111%)
Net (loss)/gain on equity instruments designated as FVOCI financial assets	(1,180,146)	–	(1,180,146)	–
Adjusted Profit before tax	**5,104,651**	**5,851,903**	**(747,252)**	**(13%)**
Adjusted total comprehensive income	**4,655,342**	**9,000,941**	**(4,345,599)**	**(48%)**
Adjusted EBITDA	**6,474,602**	**8,527,172**	**(2,052,570)**	**(24%)**

Balance Sheet	30-Jun-22	30-Jun-21	Change	Percentage Change
Cash	4,768,749	13,174,127	(8,405,378)	(64%)
Financial assets	10,649,864	14,031,882	(3,382,018)	(24%)
Assets available for sale (Cars gross value)	5,195,240	2,108,884	3,086,396	146%
Total cash and assets available for sale	**20,613,853**	**29,314,893**	**(8,701,040)**	**(30%)**

Operating and financial review (continued)

For the financial year ended 30 June 2022, cash receipts from customers was $28,036,383 for the period, representing a growth of 28% from the previous year (30 June 2021: $21,889,079) as customer contracts are generally paid in full at commencement.

The Group added customer contracts to the value of $ 17,514,245, an increase of 30% from the previous year (30 June 2021: $13,514,245). A significant portion of these contract sales relate to bundled service contracts to listed companies. Typically these contracts are for a 12-month term, the revenue for which under AASB 15 is recognised in line with the timing of the delivery of each product included in the bundled package, measured at the standalone selling price, adjusted for any applicable discount. For customers paying in advance of the provision of services, a liability is presented as contract liabilities in the Consolidated Statement of Financial Position. Of the $17,514,245 sold, $4,067,883 has been deferred to the Balance Sheet as a contract liabilities pending delivery of the service (30 June 2021: $4,563,436).

The Market Herald through Advisir Ventures, a portfolio of Advisir clients, may invest in its clients, through participation in a client capital raise. Due to the significant additions of new client contracts offset by negative equity performance, the portfolio has decreased to $10,649,864. These are typically listed companies from $10m to $500m market capitalisation in many different sectors. These investments are not actively managed, are typically held for an agreed term, and the operational support given to investee companies is the same as non-investee companies. There is no expectation for profit or budgetary target on return on these investments. A target disposal price or return is not the principal purpose for the investments. Shareholders can find further information on these investments in Notes 13 and 22 of these financial accounts.

At 30 June 2022 cash and cash equivalents is $4,768,749, a decrease of 64% from the previous year (30 June 2021: $13,174,127).

The Group reported a before-tax loss for the year of $3,222,020 representing a decrease of 125% from previous year (30 June 2021: before tax profit: $13,085,085).

Dividend

As the Group continues to progress its strategy, it will continue to invest operating cashflows into strategic growth, and the Board has elected not to declare a dividend in relation to the 2022 financial year (30 June 2021: $Nil).

It is the intention of the Board to profitably grow and expand the business, and to ensure shareholders benefit from that growth and expansion through capital growth in valuation of The Market Herald share price, and availability of returns for distribution. To this end, the Board will continue to update shareholders on its strategic progress and look forward to welcoming those of you who can join us at the 2022 Annual General Meeting, details of which will shortly be announced.

Significant changes in the state of affairs

There have been no other significant changes in the Group's state of affairs during the course of the year ended 30 June 2022.

Review of financial condition

The Group is well capitalised, with cash and cash equivalents of $4,768,749 at 30 June 2022. Cash receipts from customers increased 28% for the financial year to $28,036,383 (30 June 2021: $21,889,079). Proceeds from sale of financial instruments decreased by 63% to $7,909,448 (30 June 2021: $21,645,420) As of 30 June 2022, the Group also has financial assets of $10,649,864 (30 June 2021: $14,031,882) which can be liquidated to fund operations.

Significant events after the balance date

On 26th August 2022 the Group announced that it had signed an agreement with Adevinta Oak Holdings B. V. to acquire 100% of the shares in Gumtree Australia ("GCA") and its related entities Autotrader Australia and Carsguide for total consideration of $US60 million ($AU86.7 million) as part of the Group's $100 million investment strategy in classifieds. The acquisition will be funded by a vendor loan of approximately $60.1 million and a 2:5 entitlement raise of $26.55 million before costs. The vendor loan has a term ending 30 September 2023 and an 8% interest rate per annum, while the shares will be raised at $0.34 per share.

No other matters or circumstances have arisen since 30 June 2022 that have significantly affected or may significantly affect:

- the Group's operations in future financial years; or
- the results of those operations in future financial years; or
- the Group's state of affairs in future financial years.

Likely developments and expected results of operations

Likely developments in the operations of the Group and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Group.

Environmental regulation

The Group is not subject to any particular or specific environmental regulation in any of the jurisdictions in which it operates and therefore is not required to present further details in relation to environmental regulation.

Options

As at the date of this report, and at balance date 30 June 2022, there are 3,589,304 unissued ordinary shares under options. Refer to the Remuneration Report for further details of the options outstanding for Key Management Personnel (KMP).

No shares were issued during or since the end of the year as a result of the exercise of an option over unissued shares or interests.

Indemnification and insurance of directors

During or since the financial year, the Company has paid premiums in respect of a contract insuring all the directors of The Market Herald Limited against legal costs incurred in defending conduct other than:

a) a wilful breach of duty, and

b) a contravention of section 182 or 183 of the Corporations Act 2001, as permitted by section 199B of the Corporations Act 2001.

Details of the amount of the premium paid in respect of insurance policies are not disclosed as such disclosure is prohibited under the terms of the contract.

Indemnification of auditors

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

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

Directors' meetings

The number of meetings of directors held during the year and the number of meetings attended, including by phone or video, by each director were as follows:

	Held	Attended
J. Sanger	5	5
A. Pismiris	5	5
G. Argyle	5	3
C. Chenu	5	5

Non-audit services

Details of the amounts paid or payable to the auditors for non-audit services provided during the financial year by the auditors are outlined in Note 28.

The directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The nature and scope of each type of non-audit service provided means that auditor independence was not compromised.

Auditor's independence declaration

A copy of the Auditor's Independence Declaration as required under Section 307C of the Corporations Act 2001 is set out in this Annual Report, located immediately following the Independent Auditor's Report.

Remuneration Report (Audited)

The Group's remuneration policy is structured for the purpose of motivating executive directors and senior management to pursue the long-term growth and success of the Group and demonstrating a clear relationship between executive directors' and senior management's performance and remuneration.

The Board's sets the level and structure of remuneration for executive directors and senior management, for the purpose of balancing the Group's competing interests of attracting and retaining executive directors and senior management and not paying excessive remuneration.

Executive directors' remuneration is structured to reflect short and long-term performance objectives appropriate to the Group's circumstances and goals. Executive directors' and senior management's remuneration packages involve a balance between fixed and incentive pay, reflecting short and long-term performance objectives appropriate to the Group's circumstances and goals.

The remuneration structures take into account the capability and experience of the key management personnel and the Group's performance including:

- the successful implementation of new revenue streams for development into operations;
- the Group's earnings;
- the growth in share price and delivering enhancement of shareholder value; and
- the amount of incentives within each key management person's remuneration.

At the 2021 Annual General Meeting of Shareholders held on 15th November 2021, the shareholders of The Market Herald Limited voted to adopt the 2021 Remuneration Report by ordinary resolution passed by way of show of hands.

Executive remuneration

Principles of remuneration

Remuneration packages include a mix of fixed and variable remuneration and short and long-term performance-based incentives.

Fixed remuneration

Fixed remuneration consists of base remuneration as well as employer contributions to superannuation funds, as required by law. Remuneration levels are reviewed annually by the Board through a process that considers individual performance and overall performance of the Group.

Performance linked remuneration

Performance linked remuneration includes short-term and long-term incentives and is designed both to reward key management personnel for meeting or exceeding their financial and personal objectives and to keep the Group competitive in the marketplace.

The long-term incentive ('LTI') has been provided as options over ordinary shares of the Company that were issued when the Company completed its listing on the Australian Securities Exchange ('ASX') in September 2016.

Short-term incentive bonus

Short-term incentives are paid to key management personnel at the discretion of the Board based on individual performance for the year. The full Board reviews and confirms the cash incentive to be paid to each individual. Discretionary payments thus provide the Board with flexibility to reward individual performance.

There are no contracts in place that includes a STI.

Long-term incentive

Options are issued at the discretion of the Board and provides for key management personnel to receive varying numbers of options for no consideration. The actual number of options issued depends on the seniority and responsibility of the executive concerned.

For executive options, the performance conditions and vesting periods of the options are set so as to provide a realistic incentive to each executive and to reflect the executive's contribution to the Group and enhancement of value for all shareholders.

No options were issued during the 2022 financial year.

During the 2021 financial year the following options were issued:

- 750,000 unlisted options exercisable at $0.32 on or before 31 January 2023 to the Chairman, Mr Alec Pismiris approved at the Company Annual General Meeting of Shareholders held 30th November 2020;
- 500,000 unlisted options exercisable at $0.32 on or before 31 January 2023 to Non-executive Director, Mr Colin Chenu approved at the Company Annual General Meeting of Shareholders held 30th November 2020; and
- 1,500,000 unlisted options exercisable at $0.32 on or before 31 January 2023 to Managing Director, Mr Jag Sanger approved at the Company Annual General Meeting of Shareholders held 30th November 2020.

Remuneration Report (Audited) (continued)

Consequences of performance on shareholder wealth

The Board considers that the most effective way to increase shareholder wealth is to increase revenue and profits through existing channels and the development of new revenue streams through website enhancements, product development and possible strategic partnerships.

The Board considers that the Group's LTI schemes incentivise key management personnel to successfully develop new revenue streams by providing rewards that are directly correlated to delivering value to shareholders through share price appreciation.

The factors that are considered relevant to affect total shareholder returns as required to be disclosed by the Corporations Act are summarised in the following table.

	2022	2021	2020	2019	2018
Revenue ($000's)	27,892	23,001	12,035	4,252	4,917
Net (loss)/profit after tax ($000's)	(4,621)	10,837	(348)	(35)	1,177
Share price at year-end ($'s)	0.39	0.61	0.18	0.175	0.22

No dividend was paid during the 2022 financial year.

Directors' and executive officers' remuneration

Details of the nature and amount of each major element of remuneration of each director and key management person of the Group for the year ended 30 June 2022 are as follows.

		Directors				
		J Sanger	**A Pismiris**	**G Argyle[(2)]**	**C Chenu**	**Total**
Short-term						
Salary & fees	$	1,076,923[(1)]	60,000	–	36,000	**1,172,923**
Consulting Fees	$	–	–	–	–	**-**
Bonus/ Incentive	$	150,000	–	–	–	**150,000**
Total	$	1,226,923	60,000	–	36,000	**1,322,923**
Long term benefits						
Employee entitlements	$	–	–	–	–	**-**
Post-employment						
Superannuation benefits	$	23,568	–	–	–	**23,568**
Termination benefits	$	–	–	–	–	**-**
Share-based payments	$	–	–	–	–	**-**
Total	$	1,250,491	60,000	–	36,000	**1,346,491**
Proportion of remuneration performance related	%	12%	–	–	–	**11%**
Value of options as proportion of remuneration	%	–	–	–	–	**-**

(1) Includes $76,923 accrued annual leave

(2) Fees were donated to a charity organisation

Remuneration Report (Audited) (continued)

Directors' and executive officers' remuneration (continued)

Details of the nature and amount of each major element of remuneration of each director and key management person of the Group for the year ended 30 June 2021 are as follows.

		Directors				
		J Sanger	A Pismiris	G Argyle[3]	C Chenu	Total
Short-term						
Salary & fees	$	826,923[1]	60,000	-	36,000	**922,923**
Bonus/ Incentive	$	264,664[2]	-	-	-	**264,664**
Total	$	1,091,587	60,000	-	36,000	**1,187,587**
Long term benefits						
Employee entitlements	$	-	-	-	-	**-**
Post-employment						
Superannuation benefits	$	21,694	-	-	-	**21,694**
Share-based payments	$	120,362	60,181	-	40,121	**220,664**
Total	$	1,233,643	120,181	-	76,121	**1,429,945**
Proportion of remuneration performance related	%	31%	-	-	-	**31%**
Value of options as proportion of remuneration	%	10%	50%	-	53%	**15%**

(1) Includes $76,923 accrued annual leave

(2) Includes bonus payment of CAD$109,928

(3) Fees were donated to a charity organisation

Non-executive directors

Total remuneration for all non-executive directors was set at $400,000 per annum (approved 22 April 2016). The levels of fees set were based on a review involving reference to fees paid to other non-executive directors of comparable companies at the time. Directors' fees are paid monthly in arrears. Members of the board of directors are entitled to performance related remuneration. Directors' fees cover all main board activities. Additional services provided outside of board duties attract a separate daily rate agreed by the full Board. There is no board retirement scheme and there is currently no intention to establish such a scheme.

Annual directors' fees currently agreed to be paid by the Company are $60,000 to the Chairman and $36,000 to the other non-executive directors. Superannuation payments (if applicable) are not included in these amounts.

Analysis of bonuses included in remuneration

Short-term incentive cash bonuses were awarded and paid as remuneration in the year ended 30 June 2022 and 30 June 2021 as follows:

Key management personnel	Bonus awarded	Rationale
2022		
Jag Sanger	$150,000	Bonus and Incentive Payment
2021		
Jag Sanger	$264,664[1]	Bonus and Incentive Payment

(1) Includes payment of CAD$109,928 converted to AUD based on spot rate

Remuneration Report (Audited) (continued)

Equity instruments

All options refer to options over ordinary shares of The Market Herald Limited, which are exercisable on a one-for-one basis.

Options granted as remuneration

No options granted during the 2022 financial year.

Modification of terms of equity-settled share-based payment transactions

No terms of equity-settled share-based payment transactions have been altered or modified by the issuing entity during the reporting period other than the above.

Exercise of options granted as remuneration

No shares were issued on the exercise of options granted as remuneration during the reporting period, or since the end of the reporting period.

Analysis of rights over equity instruments granted as remuneration

Options

There are no options issued during the 2022 financial year.

There were no options that were forfeited during the 2022 financial year.

Option and right holdings of Key Management Personnel

2022	Held at 1 July 2021	Granted as remuneration during 2022	Exercised	Held at 30 June 2022	Vested and exercisable
Directors					
J Sanger^	15,038,461	–	(2,000,000)	13,038,461^	13,038,461^
A Pismiris	1,050,000	–	(300,000)	750,000	750,000
G Argyle	–	–	–	–	–
C Chenu	500,000	–	–	500,000	500,000
	16,588,461	–	(2,300,000)	14,288,461	14,288,461

^ Mr Sanger's 11,538,461 options are related to the in-substance options issued in relation to the limited recourse loan facility of $1,500,000.

Shareholdings of Key Management Personnel

2022	Held at 1 July 2021	Purchases / other acquisitions	Sales / other disposals	Net change other	Held at 30 June 2022
Directors					
J Sanger	11,538,461	2,000,000	–	–	13,538,461
A Pismiris	1,200,000	300,000	–	–	1,500,000
G Argyle	8,400,000	–	–	–	8,400,000
C Chenu	1,225,000	–	–	–	1,225,000
	22,363,461	2,300,000	–	–	24,663,461

Other transactions and balances with KMP and their related parties

Details and terms and conditions of other transactions and balances with KMP and their related parties:

As of 30 June 2022, there is an interest receivable balance of $75,287 (30 June 2021: $45,164) owing from Mr Jag Sanger. This is in relation to the drawdown of the limited recourse loan facility of $1,500,000 on 27 December 2019.

Remuneration Report (Audited) (continued)

End of Remuneration Report

This directors' report is signed in accordance with a resolution of the directors:

A Pismiris
Director
31 August 2022

Consolidated Statement of Profit or Loss and Other Comprehensive Income for the Year Ended 30 June 2022

	Note	2022 $	2021 $
Revenue from contracts with customers	4	27,891,690	23,001,824
Other income	5	102,952	7,613,261
Expenses			
Employee and director benefits expense	6(a)	(11,067,820)	(8,101,086)
Share based payments expense	21	-	(220,664)
Commission paid		(1,360,679)	(1,353,212)
Depreciation and amortisation		(893,286)	(2,069,849)
Finance cost		(476,665)	(605,420)
Other expenses	6(b)	(17,418,212)	(5,179,769)
(Loss)/Profit before income tax		(3,222,020)	13,085,085
Income tax expense	7(b)	(1,398,707)	(2,248,091)
(Loss)/Profit for the year attributable to the members of the Company		(4,620,727)	10,836,994
Other comprehensive (loss)/income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods (net of tax):			
Net (loss)/gain on equity instruments designated at fair value through other comprehensive income, net of tax		(1,180,146)	5,078,701
Amounts that may be subsequently reclassified to profit or loss (net of tax):			
Foreign currency translation		949,398	318,428
Other comprehensive (loss)/income		(230,748)	5,397,129
Total comprehensive (loss)/income for the year attributable to the members of the Company, net of tax		(4,851,475)	16,234,123
(Loss)/Earnings per share attributable to members			
Basic (loss)/earnings per share (cents)	19	(2.39)	5.71
Diluted (loss)/earnings per share (cents)	19	(2.39)	5.49

Consolidated Statement of Financial Position as at 30 June 2022

	Note	2022 $	2021 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	8	4,768,749	13,174,127
Trade and other receivables	9	2,385,424	2,887,353
Financial assets	13	9,778,317	12,457,341
Other current assets	10	618,396	246,081
TOTAL CURRENT ASSETS		**17,550,886**	**28,764,902**
NON-CURRENT ASSETS			
Plant and equipment	11	5,095,343	2,187,541
Intangibles	12	25,780,186	24,637,385
Right-of-use assets	15	631,870	451,355
Financial assets	13	871,547	1,574,541
Other receivables	9	78,627	46,623
Other assets	10	216,726	137,207
TOTAL NON-CURRENT ASSETS		**32,674,299**	**29,034,652**
TOTAL ASSETS		**50,225,185**	**57,799,554**
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	14	1,155,493	2,850,804
Lease liabilities	15	299,338	159,166
Provisions	16	775,406	535,165
Contract liabilities	17	4,067,883	4,563,436
Interest bearing liabilities	24	7,557,071	2,146,388
Current tax liabilities		1,453,204	685,983
TOTAL CURRENT LIABILITIES		**15,308,395**	**10,940,942**
NON-CURRENT LIABILITIES			
Interest bearing liabilities	24	-	7,205,896
Deferred tax liabilities	7	5,366,751	6,215,581
Lease liabilities	15	394,707	346,433
TOTAL NON-CURRENT LIABILITIES		**5,761,458**	**13,767,910**
TOTAL LIABILITIES		**21,069,853**	**24,708,852**
NET ASSETS		**29,155,332**	**33,090,702**
EQUITY			
Issued capital	18	22,313,184	21,397,079
Reserves		(8,442,880)	(8,212,132)
Retained earnings		15,285,028	19,905,755
TOTAL EQUITY		**29,155,332**	**33,090,702**

Consolidated Statement of Changes in Equity for the Year Ended 30 June 2022

	Note	Share Capital $	Distribution reserve $	Share based payments reserve $	Financial assets at FVOCI reserve $	Foreign currency translation reserve $	Retained earnings $	Total $
Balance at 1 July 2021		21,397,079	(10,184,223)	1,708,975	–	263,116	19,905,755	33,090,702
Loss for the year		–	–	–	–	–	(4,620,727)	(4,620,727)
Other comprehensive loss		–	–	–	(1,180,146)	949,398	–	(230,748)
Total comprehensive loss for the year		–	–	–	(1,180,146)	949,398	(4,620,727)	(4,851,475)
Exercise of options	18	916,105	–	–	–	–	–	916,105
Balance at 30 June 2022		22,313,184	(10,184,223)	1,708,975	(1,180,146)	1,212,514	15,285,028	29,155,332
Balance at 1 July 2020		20,788,649	(10,184,223)	1,488,311	2,996,607	(55,312)	993,453	16,027,485
Profit for the year		–	–	–	–	–	10,836,994	10,836,994
Other comprehensive income		–	–	–	5,078,701	318,428	–	5,397,129
Total comprehensive income for the year		–	–	–	5,078,701	318,428	10,836,994	16,234,123
Exercise of options	18	608,430	–	–	–	–	–	608,430
Share based payments	21	–	–	220,664	–	–	–	220,664
Transfer of financial assets at FVOCI reserve on disposal		–	–	–	(8,075,308)	–	8,075,308	–
Balance at 30 June 2021		21,397,079	(10,184,223)	1,708,975	–	263,116	19,905,755	33,090,702

Consolidated Statement of Cash Flows for the Year Ended 30 June 2022

	Note	2022 $	2021 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers (inclusive of GST)		28,036,383	21,889,079
Payments to suppliers and employees (inclusive of GST)		(22,733,936)	(14,323,811)
Receipt from government grants		8,781	408,000
Interest received		37,068	17,584
Income tax paid		(1,480,318)	(2,548,698)
Interest paid		(430,208)	(490,729)
Net cash provided by operating activities	**8**	**3,437,770**	**4,951,425**
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of financial instruments		(12,718,476)	(10,372,345)
Proceeds from sale of financial instruments		7,909,448	21,645,420
Purchase of plant, equipment, and intangible assets		(3,520,833)	(1,772,725)
Proceeds from dividends		-	12,896
Proceeds from sale of plant, equipment, and intangible assets		50,523	42,741
Payment for Stockhouse acquisition, net of cash acquired		(1,575,902)	(1,963,370)
Payment for security deposit		(84,464)	-
Net cash (used in)/provided by investing activities		**(9,939,704)**	**7,592,617**
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		916,105	608,431
Payment of lease liabilities		(313,683)	(238,683)
Loan to related party		-	(100,000)
Loan repayment		(2,177,716)	(2,263,551)
Net cash used in financing activities		**(1,575,294)**	**(1,993,803)**
Net (decrease)/increase in cash held		(8,077,228)	10,550,239
Net foreign exchange difference		(328,150)	247,695
Cash and cash equivalents at beginning of financial year		13,174,127	2,376,193
Cash and cash equivalents at end of financial year	**8**	**4,768,749**	**13,174,127**

Notes to the Consolidated Financial Statements for the Year Ended 30 June 2022

1. Corporation information

The consolidated financial report of The Market Herald Limited (the "Company") and its controlled entities (collectively referred to as the "Group") for the year ended 30 June 2022 was authorised for issue in accordance with a resolution of the directors on 31 August 2022.

The Market Herald Limited is a for-profit company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The Group is principally engaged in the provision of a stock market internet discussion forum, communications and investor relations consultancy services, and a news platform. The Group's principal place of business is in Perth, Western Australia, Australia. Further information on the nature of the operations and principal activities of the Group is provided in the directors' report. Information on the Group's structure is provided in Note 30. Information on other related party relationships of the Group is provided in Note 27.

2. Significant accounting policies

2.1 Basis of preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board.

The financial report has been prepared on an accrual basis and is based on historical costs except for certain financial assets measured at fair value.

The financial report is presented in Australian dollars (AUD).

(a) Compliance with International Financial Reporting Standards

The consolidated financial statements of The Market Herald Limited also comply with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(b) New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

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

2.2 Basis of consolidation and accounting policies applied

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption, and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

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

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

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

(a) Foreign currency translation

Functional and presentation currency

The functional currency of each entity in the Group is determined with reference to the currency of the primary economic

2. Significant accounting policies (continued)

2.2 Basis of consolidation and accounting policies applied (continued)

(a) Foreign currency translation (continued)

Functional and presentation currency (continued)

environment in which the Company operates ("the functional currency"). The financial statements are presented in Australian dollars, which is also the Company's functional currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

(b) Plant and equipment

All plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Repairs and maintenance are charged to the profit or loss during the reporting period in which they are incurred.

Depreciation is calculated over the estimated useful life of the asset as follows:

	Method	Depreciation rate
Plant and equipment	Reducing Balance	7%-50%
Motor Vehicles	Reducing Balance	8.3%-20%
Leasehold improvements	Reducing Balance	33%

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(c) Impairment of non-financial assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value (less costs of disposal) and value in use.

For the purposes of assessing impairment, assets are grouped together at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(d) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less; that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(e) Trade and other receivables

The Group classifies receivables as financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Trade receivables that do not contain significant financing component are initially recognised at the transaction price determined under the revenue policy. Other receivables are initially measured at fair value less transaction costs. Receivables at amortised cost are subsequently measured using the effective interest (EIR) method, less an allowance for expected credit losses. The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue. The Group considered a financial asset in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in fill before taking into

2. Significant accounting policies (continued)

2.2 Basis of consolidation and accounting policies applied (continued)

(e) Trade and other receivables (continued)

account any credit enhancement held by the Group. A receivable is written off when there is no reasonable expectation of recovering the contractual cash flow.

(f) Intangible assets

Software development

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

(a) the technical feasibility of completing the intangible asset so that the asset will be available for use or sale;

(b) its intention to complete and its ability and intention to use or sell the asset;

(c) how the asset will generate future economic benefits;

(d) the availability of resources to complete the asset; and

(e) the ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of development cost is based on a straight-line method over a 3-10 year period and matched to the future economic benefits over the useful life of the project. The amortisation period and amortisation method of intangible assets are reviewed at least at each balance date.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Trademarks

Trademark is not amortised. Instead, trademark is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on trademark are taken to profit or loss and are not subsequently reversed.

Customer relationship

Customer relationship acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 1.25 years.

(g) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(h) Revenue from contracts with customers

The Group is in the business of providing advertising services which includes a range of product offerings including the corporate spotlight, video content production, display advertising, email communication services and other investor relations services. The total fixed consideration in the contract is allocated to the distinct services in the contract based on the list prices that the Group sells the services to customers on a standalone basis.

Revenue recognised over the service period to which the obligation is satisfied include:

- Corporate spotlight offers a dedicated space above a company's HotCopper sub-forum to display company information, videos and publications. Revenue is derived by providing these services over a contracted period. Consideration is recorded as deferred when it is received which is at the time of sale and revenue is recognised over time as the customer receives and consumes the benefits of the services over the contract period. The measurement of progress in satisfying the performance

2. Significant accounting policies (continued)

2.2 Basis of consolidation and accounting policies applied (continued)

(h) Revenue from contracts with customers (continued)

Revenue recognised over the service period to which the obligation is satisfied include: (continued)

obligation is based on the passage of time (i.e. on a straight-line basis).

- Investor relations services is an investor engagement offering sold as a monthly subscription-based service in the form of consulting services. Revenue is derived by providing these services over a contracted period. Consideration is recorded as deferred when it is received which is at the time of sale and revenue is recognised over time as the services are provided. The Group has an enforceable right to payment for performance completed to date and there is no alternative use for the asset.
- Video content production is to deliver an effective video for customers at any point in time over the contract period. Revenue is derived by providing this service over a contracted period. Consideration is recorded as deferred when it is received which is at the time of sale and revenue recognised over time as the services are provided.
- Banner advertising is a standard sized website advertisement for a fixed price recognised over time as specified by the customer.
- Subscribacar is in the business of providing car subscription services. Subscription fees vary between contracts and largely depend on the year, make and model of the subscribed vehicle. Subscription fees are paid in advance on either a weekly, fortnightly, or monthly basis. As lease income, subscription fees are deferred when received in advance, and then recognised on a straight line basis over time at the end of the paid subscription period.

Revenue recognised the point of service delivery include:

- Email communication services is a company-sponsored email out to a database of verified opt-in email recipients.
- Sponsored article provides customers with a trained, experienced editorial comment on their company and the relevant news and proposition they are bringing to the market.

Consideration is recorded as deferred when it is received, and revenue is recognised at the point in time, when the performance occurs. The amount of revenue recognised is based on the amount of the transaction price allocated to this performance obligation.

Bundle advertising services

The Group also offers to its customers a bundled service package. The total fixed consideration in the contract is allocated to each performance obligation based on standalone selling prices of each distinct service. The standalone selling prices are determined based on the list prices that the Group sells the standalone service. Revenue for distinct services is recognised in line with the timing of the delivery of each product included in the bundled package as set out above. When services are sold as a bundled package, the customer receives a discount. This discount is allocated proportionately to each distinct service offering included in the package.

Contract liabilities

Contract liabilities are recognised as revenue when the Group performs under the contract. Given the short time frame between receipt of cash and satisfaction of the performance obligations under the contract the Group has applied the practical expedient to not adjust the promised consideration for the effects of a significant financing component as the period between the transfer of the promised good or service to a customer and when the customer pays for that good or service is one year or less.

Costs to obtain a contract

The Group pays commissions on sales. The Group has elected to apply the practical expedient for the incremental costs to obtain a contract which allows the Group to immediately expense sale commission because the amortisation period of the asset that the Group otherwise would have recognised is one year or less.

(i) Goods and services tax (GST)

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

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or

2. Significant accounting policies (continued)

2.2 Basis of consolidation and accounting policies applied (continued)

(i) *Goods and services tax (GST) (continued)*

payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

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

(j) *Trade and other payables*

These amounts represent liabilities for goods or services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(k) *Income tax*

Current tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

The Group records its best estimate of these items based upon the latest information available and management's interpretation of enacted tax laws. Whilst the Group believes it has adequately provided for the outcome of these matters based on the most probable outcome, future results may include favourable or unfavourable adjustments as assessments are made, or resolved.

Deferred tax

Deferred tax is provided using the full liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised 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.

The carrying amount of deferred tax assets is reviewed at each reporting 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 tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in 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 reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(l) *Contributed equity*

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

(m) *Employee benefits*

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Long service leave

The liability for long service leave is recognised and measured using the present value of expected future payments to be made. Consideration is given to the expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currencies.

2. Significant accounting policies (continued)

2.2 Basis of consolidation and accounting policies applied (continued)

(m) Employee benefits (continued)

Superannuation

Contributions made by the Group to employee superannuation funds, which are defined contribution plans, are charged as an expense when incurred.

(n) Equity Investments

Financial assets are initially measured at fair value. The classification is determined on an instrument-by-instrument basis.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the Group intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition. The investments are strategic in nature and contribute towards facilitating a trusted relationship with the customer.

Financial assets at fair value through profit or loss

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

(o) Financial liabilities

Financial liabilities are classified, at initial recognition, as payables. All financial liabilities are recognised initially at fair value. The Group's financial liabilities include trade and other payables.

They are subsequently measured at amortised cost using the effective interest method. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

(p) Fair value measurement

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The carrying amount of financial assets and financial liabilities approximate their fair values. For financial instruments carried at fair value, the Company uses various methods in estimating fair value. The methods comprise:

Level 1 – the fair value is calculated using quoted prices in an active market.

Level 2 – the fair value is estimated using inputs other than quoted prices included in the Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).

Level 3 – the fair value is estimated using inputs for the asset or liability that are not based on observable market data.

(q) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at balance date.

(r) Share-based payments

The Company provides benefits to individuals acting as, and providing services similar to employees (including Directors) of the Company in the form of share based payment transactions, whereby individuals render services in exchange for shares or rights over shares ('equity settled transactions').

The cost of these equity settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by using the Binomial valuation model.

In valuing equity settled transactions no account is taken of any performance conditions, other than conditions linked to the value of the shares of The Market Herald Limited ('market conditions').

The cost of the 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 employees 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 Company, will ultimately vest. This opinion is formed based on the best available information at balance date.

2. Significant accounting policies (continued)

2.2 Basis of consolidation and accounting policies applied (continued)

(r) Share-based payments (continued)

No adjustment is made for the likelihood of the market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The statement of profit or loss and other comprehensive income charge or credit for a period represents the movement in cumulative expense recognised at the beginning and end of the period.

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

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 the modification.

Where an equity settled award is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognised for the award is recognised immediately. However if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The cost of equity-settled transactions with non-employees is measured by reference to the fair value of goods and services received unless this cannot be measured reliably, in which case the cost is measured by reference to the fair value of the equity instruments granted.

The dilutive effect, if any, of outstanding options is reflected in the computation of (loss)/earnings per share (see Note 19).

(s) Earnings per share

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

Diluted earnings/loss per share is calculated as net profit or loss attributable to members of the Company, adjusted for:

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

(t) Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost during the effective interest method.

(u) Finance costs

Finance costs are expensed in the period in which they are incurred.

(v) Leases

Group as a lessee

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identifiable asset for a period of time in exchange for consideration.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term, as follows:

- Property lease 5 years

Lease liabilities

At the commencement date of the lease,

2. Significant accounting policies (continued)

2.2 Basis of consolidation and accounting policies applied (continued)

(v) Leases (continued)

Lease liabilities ***(continued)***

the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Leases of low-value assets

The lease of low-value assets recognition exemption to leases of office equipment that are considered of low value. Lease payments on short-term lease and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(w) Business combinations

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired. The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date. Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

2. Significant accounting policies (continued)

2.2 Basis of consolidation and accounting policies applied (continued)

(x) AASB Interpretation 23 Uncertainty over Income Tax Treatment

The Interpretation addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of IAS 12 Income Taxes. It does not apply to taxes or levies outside the scope of IAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Interpretation specifically addresses the following:

- Whether an entity considers uncertain tax treatments separately.
- The assumptions an entity makes about the examination of tax treatments by taxation authorities.
- How an entity determines taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.
- How an entity considers changes in facts and circumstances.

An entity has to determine whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments. The approach that better predicts the resolution of the uncertainty needs to be followed. The Group applies significant judgement in identifying uncertainties over income tax treatments. Since the Group operates in a complex multinational environment, it assessed whether the Interpretation had an impact on its consolidated financial statements. Upon adoption of the Interpretation, the Group considered whether it had any uncertain tax positions, particularly those relating to transfer pricing. The Company's and the subsidiaries' tax filings in different jurisdictions and the taxation authorities may challenge those tax treatments. The interpretation did not have an impact on the consolidated financial statements of the Group.

(y) Significant accounting judgements estimates and assumptions

The directors made estimates and judgements during the preparation of these financial statements regarding assumptions about current and future events affecting transactions and balances.

These estimates and judgements are based on the best information available at the time of preparing the financial statements, however as additional information is known then the actual results may differ from the estimates.

The significant estimates and assumptions made have been described below.

Key judgements

Revenue from contracts with customers

Allocation of the transaction price to multiple performance obligations – the transaction price is allocated to performance obligations based on a relative standard alone selling price basis using the standard list price for individual services.

Key estimates

Impairment of non-financial assets

The Group assess at each reporting date whether there are any indications that an asset or CGU may be impaired. Indicators that were considered but not limited to are such as whether there have been significant changes with an adverse effect on the entity have occurred during the year or will occur in subsequent years in the technological, market economic or legal environment in which the entity operates. Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is higher of its fair value less costs of disposal and its value in use. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. Variations to expected future cash flows, and timing thereof, could result in significant changes in the recoverable amount, which in turn could impact future financial results.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted.

Allowance for expected credit losses

The allowance for expected credit losses

2. Significant accounting policies (continued)

2.2 Basis of consolidation and accounting policies applied (continued)

(y) Significant accounting judgements estimates and assumptions (continued)

Allowance for expected credit losses (continued)

assessment requires a degree of estimation and judgement. The most relevant category applicable to the Group is the trade receivables where the ECL calculation is calculated based on the lifetime ECL using a provision matrix, grouped based on days overdue. The ECL assumptions include historical observed default rates and has incorporated forward looking assumptions. Further details of the accounting policy on ECLs of the Group's trade receivables is disclosed in Note 9.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using the relevant valuation technique. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

3. Segment information

For management purposes the Group is organised into three operating segments, which involves the operation of the Australian digital community and the Market Herald websites, being the "The Market Herald" segment, Canadian digital community, being "Stockhouse" segment, and car leasing business, being "Subscribacar segment". All significant operating decisions are based upon analysis of the Group as three segments.

Consolidated	2022 $	2021 $
Geographical markets:		
Australia customers	9,180, 017	8,781,902
Overseas customers	18,711,673	14,219,922
Total revenue from contracts with customers	**27,891,690**	**23,001,824**

All non-current assets are in Australia and Canada.

Consolidated - 2022	The Market Herald $	Stockhouse $	Subscribacar $	Total $
Revenue				
Revenue from contracts with customers	7,225,635	18,553,083	2,112,972	27,891,690
Other revenue	1,060,362	-	-	1,060,362
Total segment revenue	8,285,997	18,553,083	2,112,972	28,952,052
Intersegment eliminations				(1,060,362)
Total revenue				27,891,690
EBITDA	(3,893,207)	2,008,317	32,821	(1,852,069)
Depreciation and amortisation				(893,286)
Finance costs				(476,665)
Loss before income tax expense				(3,222,020)
Income tax expense				(1,398,707)
Loss after income tax expense				**(4,620,727)**
Material items include:				
Gain/(loss) on revaluation of financial asset at FVTPL	(945,768)	(6,860,606)	-	(7,806,374)
Gain/(loss) on disposal of financial asset at FVTPL	(144,603)	(375,694)	-	(520,297)
Assets				
Segment assets	24,234,758	39,804,320	4,954,439	68,993,517
Intersegment eliminations				(18,768,332)
Total assets				50,225,185
Liabilities				
Segment liabilities	13,736,420	20,192,868	5,522,531	39,451,819
Intersegment eliminations				(18,381,966)
Total liabilities				21,069,853

3. Segment information (continued)

Consolidated – 2021	The Market Herald $	Stockhouse $	Subscribacar $	Total $
Revenue				
Revenue from contracts with customers	8,194,076	13,998,001	809,747	23,001,824
Other revenue	962,348	–	–	962,348
Total segment revenue	9,156,424	13,998,001	809,747	23,964,172
Intersegment eliminations				(962,348)
Total revenue				23,001,824
EBITDA	1,175,258	14,609,768	(24,672)	15,760,354
Depreciation and amortisation				(2,069,849)
Finance costs				(605,420)
Profit before income tax expense				13,085,085
Income tax expense				(2,248,091)
Profit after income tax expense				**10,836,994**
Material items include:				
Gain/(loss) on revaluation of financial asset at FVTPL	(465,172)	2,897,986	–	2,432,814
Gain/(loss) on disposal of financial asset at FVTPL	317,951	4,482,417	–	4,800,368
Assets				
Segment assets	19,375,772	48,679,429	2,088,687	70,143,888
Intersegment eliminations				(12,344,334)
Total assets				57,799,554
Liabilities				
Segment liabilities	5,187,768	29,277,329	2,313,598	36,778,695
Intersegment eliminations				(12,069,843)
Total liabilities				24,708,852

4. Revenue

Consolidated	2022 $	2021 $
Revenue from contracts with customers		
Advertising services	25,778,718	22,192,077
Subscription income	2,112,972	809,747
Total revenue	**27,891,690**	**23,001,824**
Timing of revenue recognition		
Advertising services and subscription income – Revenue recognised over time	13,242,076	13,219,384
Advertising services – Revenue recognised at a point in time	14,649,614	9,782,440
Total revenue	**27,891,690**	**23,001,824**

5. Other income

Consolidated	2022 $	2021 $
Other income	94,171	77,453
Finance income	–	12,896
Gain on revaluation of financial assets at FVTPL	–	2,432,814
Gain on disposal of financial assets at FVTPL	–	4,800,368
Government grants	8,781	289,730
	102,952	**7,613,261**

6. Expense items

This note provides a breakdown of material expense items shown in the statement of profit or loss and other comprehensive income.

Consolidated	2022 $	2021 $
(a) Employee and director benefits expense		
Wages and salaries	9,178,486	6,217,248
Superannuation and social benefits	499,029	373,053
Director fees	96,000	96,000
Other employee expenses	1,294,305	1,414,785
	11,067,820	**8,101,086**
(b) Other expenses		
Consultancy costs	1,252,243	708,221
Site monitoring and hosting	241,568	196,942
Flights and accommodation	256,978	117,909
Marketing and advertising	1,192,468	112,558
Office software	1,073,904	543,319
Market data	796,497	592,494
Accounting, audit, and tax fees	318,918	195,989
Loss on revaluation of financial assets at FVTPL	7,806,374	–
Loss on disposal of financial assets at FVTPL	520,297	–
IT cost	321,459	301,025
Insurance	427,181	129,911
Legal fees	239,042	176,387
Other	2,971,283	2,105,014
	17,418,212	**5,179,769**

7. Income tax expense

Consolidated	2022 $	2021 $
(a) Major components of income tax expense are:		
Consolidated profit or loss		
Current tax:		
Current income tax charge	2,511,659	2,861,570
Deferred tax:		
Relating to origination and reversal of temporary differences in the current period	(1,112,952)	(613,479)
	1,398,707	2,248,091
(b) The prima facie tax on (loss)/profit from ordinary activities before income tax is reconciled to the income tax as follows:		
Accounting (loss)/profit before income tax	(3,222,020)	13,085,085
Income tax expense at the statutory income tax rate of 25% (2021: 26%)	(805,505)	3,402,122
Adjusted tax effect for:		
Adjustments in respect of current income tax and deferred tax of previous years	790,009	98,359
Non-deductible expenses and non-taxable revenue	948,498	(219,634)
Deferred tax asset not recognised in current period	1,095,786	–
Other	(630,081)	(1,032,756)
	1,398,707	2,248,091

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7. Income tax expense (continued)

Consolidated	2022 $	2021 $
(c) Deferred tax		
Deferred tax relates to the following:		
The balance comprises temporary differences attributable to:		
Carried forward tax losses	2,068,188	100,641
Intangibles	(5,883,983)	(5,609,437)
Investments	186,879	(716,150)
Property, plant and equipment	(1,390,269)	(536,356)
Deferred tax asset not recognised in current period	(1,095,786)	-
Section 40-880 costs	26,446	41,255
Non-capital losses	313,692	-
Other	408,082	504,466
Net deferred tax liability	(5,366,751)	(6,215,581)
Movements for the year recognised in profit or loss:		
Opening balance at 1 July	(6,215,580)	(6,803,866)
Foreign exchange movement	(298,578)	-
Tax benefit during the year recognised in profit or loss	2,235,844	614,158
Adjustment for change in tax rate	3,264	-
Deferred tax asset not recognised in current period	(1,095,786)	-
Adjustments to deferred tax of prior periods	4,085	(25,873)
Net deferred tax liability	(5,366,751)	(6,215,581)
Presented in the statement of financial position as follows:		
Deferred tax liabilities	(5,366,751)	(6,215,581)
Deferred tax assets	-	-
Net balance	(5,366,751)	(6,215,581)

(d) Unrecognised temporary differences

At 30 June 2022, there were $1,095,786 unrecognised temporary differences in relation to tax losses (30 June 2021: Nil).

Tax consolidation legislation

The Market Herald Limited and its wholly-owned Australian controlled entities implemented the tax consolidation legislation as of 12 September 2016.

The Market Herald Limited is the head entity of the tax consolidated group. Members of the tax consolidated group have entered into a tax sharing agreement that provides for the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. No amounts have been recognised in the financial statements in respect of this agreement on the basis that the possibility of default is remote.

The Group has applied the separate taxpayer within a group approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, The Market Herald Limited also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

Members of the tax consolidated group have

7. Income tax expense (continued)

entered into a tax funding agreement. Under the funding agreement, the funding amount for each Member shall be determined as the Member's appropriate share of the Group liabilities and/or Group assets recognised for the period in accordance with the 'separate taxpayer with a group' approach, adjusting appropriately for transactions between Members.

8. Cash and cash equivalents

Consolidated	2022 $	2021 $
Cash at bank and on hand	4,768,749	13,174,127

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

For the purpose of the statement of cash flows, cash and cash equivalents comprise the amounts above at 30 June 2022. The carrying value of the cash and cash equivalents approximates fair value.

The Group's exposure to credit risk for financial assets and liabilities is disclosed in Note 22.

Reconciliation from the (loss)/profit after tax to the net cash flows from operations

Consolidated	2022 $	2021 $
Net (loss)/profit after tax	(4,620,727)	10,836,994
Adjusted for non-cash items:		
Depreciation and amortisation	893,286	2,069,849
Share based payments expense	-	220,664
Expected credit losses	491,714	(144,802)
Loss/(gain) on revaluation of financial assets at FVTPL	7,806,374	(2,432,814)
Loss/(gain) on disposal of financial assets at FVTPL	520,297	(4,800,368)
Interest expense of lease liabilities	46,457	-
Unwinding of discount on deferred and contingent consideration	-	55,400
Gain on disposal of plant and equipment	(4,733)	(12,137)
Foreign exchange movement	44,584	-
Adjustments for assets and liabilities:		
Movement in trade and other receivables	(824,106)	(863,447)
Movement in other current assets	(416,485)	64,000
Movement in trade and other payables	(74,657)	(246,292)
Movement in contract liabilities	(495,553)	(290,311)
Movement in income taxes payable	767,220	287,678
Movement in deferred taxes payable	(848,809)	(91,797)
Movement in provisions	152,908	298,808
Net cash flows from operating activities	**3,437,770**	**4,951,425**

9. Trade and other receivables

Consolidated	2022 $	2021 $
CURRENT		
Trade receivables at amortised cost	2,211,789	2,217,377
Allowance for expected credit losses	(517,050)	(578,538)
Other receivables	690,685	1,248,514
	2,385,424	**2,887,353**
NON-CURRENT		
Other receivables	78,627	46,623
	78,627	**46,623**

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Trade receivables are generally due for settlement within 30 days and are non-interest bearing. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date. Collectability of trade receivables is reviewed on an ongoing basis. The Group's impairment and other accounting policies for trade receivables are outlined in Note 2.2(e).

A credit loss arises when the Group does not expect an amount to be paid in full by considering the due date, amount, and recent sales experience.

Set out below is the movement in the allowance for expected credit losses account for trade receivables:

Date	2022 $	2021 $
Opening Balance	578,538	738,928
Decrease in allowance	(61,488)	(160,390)
Closing Balance	**517,050**	**578,538**

As at 30 June 2022, the ageing analysis of trade receivables, net of allowance for expected credit losses is as follows:

	Total $	Current $	Days < 30 $	31-60 $	61-90 $	90-180 $	180-270 $	>270 $
30 June 2022								
Expected credit loss rate		0.00%	1.82%	10.24%	26.79%	22.24%	39.97%	66.97%
Gross trade receivables	2,211,789	840,744	350,286	119,755	53,150	99,896	144,278	603,680
Expected credit loss	517,050	-	6,359	12,268	14,237	22,222	57,661	404,303
Allowance for expected credit losses	517,050							

9. Trade and other receivables (continued)

As at 30 June 2021, the ageing analysis of trade receivables, net of allowance for expected credit losses is as follows:

	Total	Current	Days					
			< 30	31-60	61-90	90-180	180-270	>270
	$	$	$	$	$	$	$	$
30 June 2021								
Expected credit loss rate		0.00%	0.00%	0.70%	7.90%	5.50%	63.15%	68.97%
Gross trade receivables	2,217,377	586,469	236,346	318,375	23,090	231,793	81,073	740,231
Expected credit loss	578,538	1	10	2,217	1,823	12,752	10,385	551,350
Allowance for expected credit losses	578,538							

10. Other assets

Consolidated	2022 $	2021 $
CURRENT		
Prepayments	280,057	201,910
Other assets	338,339	-
Loan to unrelated party*	-	44,171
	618,396	**246,081**
NON-CURRENT		
Security deposit	216,726	137,207
	216,726	**137,207**

*Expected credit loss on the loan is not considered significant based on the Group credit risk policy in Note 22.

The Group's exposure to credit risk for financial assets and liabilities is disclosed in Note 22. The carrying value of the other assets approximates fair value.

11. Plant and equipment

Consolidated	2022 $	2021 $
Equipment		
Gross carrying value – at cost	771,940	560,968
Accumulated depreciation	(376,834)	(270,687)
Net carrying amount at 30 June	395,106	290,281
Net carrying amount at 1 July	290,281	132,739
Additions	283,903	255,900
Disposals	–	(1,904)
Depreciation	(179,078)	(96,454)
Net carrying amount at 30 June	395,106	290,281
Motor Vehicle		
Gross carrying value – at cost	5,197,771	2,108,884
Accumulated depreciation	(586,130)	(240,662)
Net carrying amount at 30 June	4,611,641	1,868,222
Net carrying amount at 1 July	1,868,222	574,232
Additions	3,153,604	1,506,376
Disposals	(45,790)	(30,603)
Depreciation	(364,395)	(181,783)
Net carrying amount at 30 June	4,611,641	1,868,222
Leasehold Improvements		
Gross carrying value – at cost	163,686	134,970
Accumulated depreciation	(75,090)	(105,932)
Net carrying amount at 30 June	88,596	29,038
Net carrying amount at 1 July	29,038	43,844
Additions	81,747	3,815
Depreciation	(22,189)	(18,621)
Net carrying amount at 30 June	88,596	29,038
Total net carrying amount as at 30 June	5,095,343	2,187,541

12. Intangibles

Consolidated	2022 $	2021 $
Software development		
Gross carrying value – at cost	788,277	788,277
Accumulated depreciation	(695,882)	(644,991)
Net carrying amount at 30 June	92,395	143,286
Software development		
Net carrying amount at 1 July	143,286	222,026
Depreciation	(50,891)	(78,740)
Net carrying amount at 30 June	92,395	143,286
Intangibles arising from business combinations AASB 3		
Customer Relationship		
Net carrying amount at 1 July	–	1,455,261
Foreign exchange difference	–	(28,180)
Amortisation	–	(1,427,081)
Net carrying amount	–	–
Trademarks		
Net carrying amount at 1 July	20,779,848	20,627,103
Foreign exchange difference	1,012,681	152,745
Net carrying amount	21,792,529	20,779,848
Goodwill		
Net carrying amount at 1 July	3,714,251	3,686,949
Foreign exchange difference	181,011	27,302
Net carrying amount	3,895,262	3,714,251
Total intangible assets arising from business combination	**25,687,791**	**24,494,099**
Total intangible assets	**25,780,186**	**24,637,385**

Intangibles asset acquired through business combinations have been allocated to "Stockhouse Publishing Limited" cash-generating unit.

The recoverable amount of the Group's intangibles has been determined by a value-in-use calculation using a discounted cash flow model, based on a 5-year projection period together with a terminal value approved by management.Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive. The following key assumptions were used in the discounted cash flow model for Stockhouse Publishing Ltd:

- 20.4% pre-tax discount rate (30 June 2021: 20.4%);
- 15% per annum projected revenue growth rate (30 June 2021: 15%);
- 2.5% cash flow growth rate for terminal value (30 June 2021: 2.5%);
- 15% per annum increase in operating costs and overheads (30 June 2021: 15%).

The discount rate of 20.4% pre-tax reflects management's estimate of the time value of money and the Group's weighted average cost of capital adjusted for the division, the risk free rate and the volatility of the share price relative to market movements. Management believes the projected 15% revenue growth rate is reasonable, based on the current growth rate. There were no other key assumptions for Stockhouse Publishing

12. Intangibles (continued)

Ltd. Based on the above, the recoverable amount of Stockhouse Publishing Ltd exceeded the carrying amount by $179,884,822.

Sensitivity

As disclosed in Note 2, judgements and estimates in respect of impairment testing of non-financial assets have been made. Should these judgements and estimates not occur the resulting non-financial asset carrying amount may decrease.

The sensitivities are as follows:

- Revenue would need to decrease by more than 48% for Stockhouse Publishing Ltd before intangibles would need to be impaired, with all other assumptions remaining constant.
- The discount rate would be required to increase by more than 531% for Stockhouse Publishing Ltd before intangibles would need to be impaired, with all other assumptions remaining constant.

13. Financial assets

Consolidated	2022 $	2021 $
CURRENT		
Fair value through profit or loss – listed shares	5,984,925	6,131,671
Fair value through profit or loss – options and debentures	3,793,392	6,325,670
	9,778,317	**12,457,341**
NON-CURRENT		
Fair value through OCI – listed shares	871,547	1,574,541
	871,547	**1,574,541**
Total financial assets	**10,649,864**	**14,031,882**

14. Trade and other payables

Consolidated	2022 $	2021 $
Current		
Trade payables	136,834	210,339
GST payable	173,748	181,463
Sundry payables and accrued expenses	844,911	883,101
Stockhouse consideration – deferred consideration	-	1,051,099
Stockhouse consideration – contingent consideration	-	524,802
Net carrying amount at 30 June	1,155,493	2,850,804

a) Trade and other payables are non-interest bearing and are unsecured. Balances are usually settled within 30 days of recognition.

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

15. Leases

Amounts recognised in the statement of financial position and profit or loss

Set out below are the carrying amounts of the Group's right-of-use asset (ROU) and lease liability and the movements during the year:

Consolidated	2022 $	2021 $
Assets		
Non-current : Right-of-use assets	631,870	451,355
Total assets	**631,870**	**451,355**
Liabilities		
Current : Lease liabilities	299,338	159,166
Non-current : Lease liabilities	394,707	346,433
Total liabilities	**694,045**	**505,599**
ROU Asset – Property		
Balance at 1 July	451,355	696,570
Lease reassessment	–	25,555
Additions	455,670	–
Depreciation expense	(275,155)	(270,770)
ROU asset as at 30 June	**631,870**	**451,355**
Lease Liabilities		
Balance at 1 July	505,599	713,938
Lease reassessment	–	72,460
Additions	455,671	–
Interest expense	(46,457)	(35,269)
Payments	(220,768)	(245,530)
Lease liabilities as at 30 June	**694,045**	**505,599**

16. Provisions

Consolidated	2022 $	2021 $
CURRENT		
Employee benefits	775,406	535,165
	775,406	535,165

The provision for employee benefits relates to the Group's liability for annual leave. The current portion for this provision includes the total amount accrued for annual leave entitlements. Based on past experience, the Group expects the full amount of annual leave to be settled within the next 12 months.

17. Contract Liabilities

Contract liabilities relates to the deferred portion of term contract revenues where the contract term extends past the balance date. Revenue is released from the statement of financial position and recognised in the profit or loss when the product or services have been delivered. The remaining performance obligations are expected to be satisfied within 1 year.

Consolidated	2022 $	2021 $
Contract liabilities	4,067,883	4,563,436
	4,067,883	4,563,436

Date			
1 July	Opening balance	4,563,436	4,853,747
	Advance payments received:	17,514,245	13,514,245
	Revenue recognised in the period from:		
	– Amounts included in the contract liabilities at the beginning of the period	(4,510,744)	(4,770,920)
	– Advance payments applied to current period	(13,499,054)	(9,033,636)
30 June	Closing balance	4,067,883	4,563,436

18. Issued capital

	30 June 2022 Number	30 June 2021 Number	30 June 2022 $	30 June 2021 $
(a) Share capital				
Ordinary shares	195,229,035	191,472,617	22,313,184	21,397,079

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.

(b) Movement in share capital

Date	Details	No. of shares	$
1 July 2020	**Shares on issue**	**188,966,839**	**20,788,649**
1 September	Options exercise	101,500	24,360
14 September	Options exercise	700,000	168,000
18 February	Option exercise	504,278	126,070
2 March	Option exercise	200,000	50,000
2 June	Options exercise	1,000,000	240,000
30 June 2021	**Shares on issue**	**191,472,617**	**21,397,079***
4 August	Options exercise	279,768	69,942
12 October	Options exercise	576,650	144,163
10 December	Option exercise	300,000	72,000
16 February	Option exercise	2,600,000	630,000
30 June 2022	**Shares on issue**	**195,229,035**	**22,313,184****

* Total exercise of options is $608,430
** Total exercise of options is $916,105

18. Issued capital (continued)

(c) Capital risk management

For the purpose of the Group's capital management, capital includes issued capital and retained earnings attributable to the equity holders of the parent. The primary objectives of the Group when managing its capital are to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain a capital structure balancing the interests of all shareholders.

The Board considers capital management initiatives that are in the best interests of the Group and shareholders from time to time, including undertaking capital raisings, share buy-backs, capital reductions and the payment of dividends.

The Group has a debt facility with National Bank of Canada. Please refer to Note 24 for further information.

(d) Reserves

Share based payment reserve

The share-based payments reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration. Refer to Note 21 for further details of these plans.

Distribution reserve

The reserve represents the distribution paid to shareholders of Report Card in relation to the Group reorganisation in 2016 and upon the listing of The Market Herald Limited.

Fair value reserves of financial assets at FVOCI

The reserve represents the unrealised gains and losses arising from changes in the fair value of these assets and are recognised in equity in the period in which they arise.

19. (Loss)/earnings per share (EPS)

Basic EPS is calculated by dividing the (loss)/profit for the year attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares on issue during the year.

Diluted EPS is calculated by dividing the (loss)/profit attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares on issue during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the income and share data used in the basic and diluted EPS computations:

Consolidated	2022 Number	2021 Number
Weighted average number of ordinary shares used in the calculation of basic (loss)/earnings per share	193,263,356	189,934,116
Effects of dilution from share options	-	7,345,722
Weighted average number of ordinary shares used in the calculation of diluted (loss)/earnings per share	193,263,356	197,279,838
	$	$
Basic (loss)/earnings attributable to ordinary equity holders of the Group	(4,620,727)	10,836,994
Basic (loss)/earnings per share (cents)	(2.39)	5.71
Diluted (loss)/earnings per share (cents)	(2.39)	5.49

20. Dividend paid or provided for

No dividend was declared and paid during the year (30 June 2021: $Nil).

21. Share based payments

The following table illustrates the outstanding options granted, exercised and cancelled during the year:

	Number	Weighted average exercise price ($)
Outstanding at 1 July 2020	23,188,461	$0.23
Options exercised	(2,505,778)	$0.24
Options expired	(4,548,500)	$0.24
Director incentive options (i)	2,750,000	$0.32
Outstanding at 30 June 2021*	18,884,183	$0.19
Options exercised	(3,756,418)	$0.24
Outstanding at 30 June 2022*	15,127,765	$0.13
Exercisable at 30 June 2022	15,127,765	$0.13

* Include 11,538,461 in-substance option award exercisable.

The fair value of options granted during the current year was $Nil (2021: $220,664). Holders of options do not have any voting or dividend rights in relation to the options. The weighted average fair value of options granted during the year was Nil (2021: $220,664).

The weighted average remaining contractual life for share based payment options outstanding at 30 June 2022 was 1.97 (2021: 2.55 years).

(i) The options issued to directors during the year was Nil (2021: 2,750,000). The options issued to other key management personnel during the year was Nil (2021: Nil).

22. Financial risk management

The Group's principal financial instruments comprise receivables, payables, equity investments, and cash and cash equivalents which arise directly from its operations.

The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, equity price risk, liquidity risk and credit risk. The Group's senior management is directed by the Board that advises on financial risks and the appropriate financial risk governance framework for the Group. The Group's senior management provides assurance to the Board that the Group's financial risk activities are governed by appropriate policies and procedures that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Risk exposures and responses

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group generates income from interest on surplus funds.

At balance date, the Group did not have material exposure to interest rate risk. The impact from the changes in interest rate is negligible.

Equity price risk

The Group's listed equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Group manages the equity price risk through diversification and by placing limits on individual and total equity instruments. Reports on the equity portfolio are submitted to the Group's senior management on a regular basis. The Group's Board of Directors reviews and approves all equity investment decisions.

22. Financial risk management (continued)

Risk exposures and responses (continued)

At balance date, the exposure to the listed equity investments represents the carrying value of the investments as disclosed in Note 23. The Group determined that an overall increase/(decrease) of 10% could have an impact of approximately $1,064,986 increase/(decrease) on the equity attributable to the Group.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily in relation to trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Customer credit risk is managed by the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of the customer is assessed based on the customer's financial position, past working experience with the customer (if any) and any other applicable factors. Individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and followed up accordingly.

An impairment analysis of trade receivables is performed at each reporting date using a provision matrix to measure expected credit losses at Note 9. The expected credit loss is based on the lifetime expected credit loss, grouped based on days overdue, and assumptions made to allocate an overall expected credit loss rate. These assumptions include historical collection rates and has incorporated forward looking assumptions.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 8, 9 and 10. The credit risk on liquid funds and security deposits is limited because the counterparties are banks with high credit-ratings assigned by international credit rating agencies. The Group has a concentration of credit risk as all cash and cash equivalents are held with the one counterparty. The Group does not hold collateral as security.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and funding to ensure that the Group can meet its obligations when due. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The Group holds the majority of its assets as financial assets and trade receivables with customers who have had no payment issues in the past and hence, does not have any material liquidity risk at the reporting date.

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables includes both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying value in the statement of financial position.

	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Consolidated - 2022						
Non-interest bearing						
Trade and other payables	-	1,155,493	-	-	-	1,155,493
Interest-bearing						
Term loan	4.63%	7,557,071	-	-	-	7,557,071
Total		8,712,564	-	-	-	8,712,564

22. Financial risk management (continued)

Risk exposures and responses (continued)

	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Consolidated - 2021						
Non-interest bearing						
Trade and other payables	-	2,850,804	-	-	-	2,850,804
Interest-bearing						
Term loan	4.4%	2,146,388	2,146,388	5,059,508	-	9,352,284
Total		4,997,192	2,146,388	5,059,508	-	12,203,088

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

23. Fair value measurement

The following table provides the fair value measurement hierarchy of the Group's assets as at 30 June 2022.

Fair value measurement using	Total $	Quoted prices in active markets (Level 1) $	Significant observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $
Assets				
Ordinary shares at fair value through other comprehensive income (Note 13)	871,547	871,547	-	-
Ordinary shares at fair value through profit or loss (Note 13)	5,984,925	5,984,925	-	-
Options and debentures at fair value through profit or loss (Note 13)	3,793,392	32,664	3,760,728	-
	10,649,864	6,889,136	3,760,728	-
Liabilities				
Deferred consideration at fair value through profit or loss (Note 14)	-	-	-	-
Contingent consideration at fair value through profit or loss (Note 14)	-	-	-	-
	-	-	-	-

23. Fair value measurement (continued)

The following table provides the fair value measurement hierarchy of the Group's assets as at 30 June 2021.

Fair value measurement using	Total $	Quoted prices in active markets (Level 1) $	Significant observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $
Assets				
Ordinary shares at fair value through other comprehensive income (Note 13)	1,574,541	1,574,541	-	-
Ordinary shares at fair value through profit or loss (Note 13)	6,131,671	6,131,671	-	-
Options and debentures at fair value through profit or loss (Note 13)	6,325,670	85,435	6,240,235	-
	14,031,882	7,791,647	6,240,235	-
Liabilities				
Deferred consideration at fair value through profit or loss (Note 14)	1,051,099	-	-	1,051,099
Contingent consideration at fair value through profit or loss (Note 14)	524,802	-	-	524,802
	1,575,901	-	-	1,575,901

24. Interest bearing liabilities

Consolidated	2022 $	2021 $
CURRENT		
Term loan	7,557,071	2,146,388
	7,557,071	2,146,388
NON-CURRENT		
Term loan	-	7,205,896
	-	7,205,896

The weighted average interest rate for the financial year is 4.63% (30 June 2021: 4.40%). The loan repayments consist of monthly interest only during each of the first six (6) months, followed by straight-line amortization over the subsequent sixty-six (66) months by way of blended payments of principal and interest. This loan is secured by first-ranking charge on all of the present and after-acquired personal property of the borrower (Report Card Media Canada Ltd) and each of its subsidiaries.

As at 30 June 2022 there was a decrease in the Debt Service Coverage ratio in Report Card Media Canada Ltd and its controlled entities which resulted in a breach of the debt covenants. As a result, the loan has been classified as current as it can be called upon for immediate repayment by the bank. The bank has not called on the loan as at the date of signing of these financial statements. As at the date of signing of these financial statements, all loan repayments have been made in accordance with the loan agreement and there are no overdue repayments.

25. Commitments and contingencies

(a) Commitments

The Group had no commitments as at 30 June 2022 and 30 June 2021.

(b) Contingent liabilities

The Group's current processes do not permit 'real time' scrutiny and moderation of postings on its website from its Members. It can be, and has been, the case that some postings contain defamatory material or material that may otherwise give rise to legal claims. In instances where this has occurred, the Group has moved as quickly as practicable to remove such material.

Nonetheless a number of legal actions have been commenced against the Group based on information posted on its website. In a majority of instances, legal claims have involved a party seeking access to information in the possession of the Group in relation to the person who has posted the material, where the intention is to proceed against the poster of material and not the Group. At the date of this report, a number of requests have been made to the Group either directly by the party impacted or by the order of the court to provide identity of postings on its website. The Group is working through these requests and in the Directors opinion that there is no material exposure to the Group arising from these various actual and pending claims.

There have been other instances, occurring less frequently, where the Group is the direct target of a legal complaint. To date, these matters have all been resolved without the commencement of formal legal proceedings against the Group.

There is a risk, however, that if in the future the Group is the direct target of a legal action, this may lead to a ruling from a court which may find that the Group has liability for material posted on its website. Were this to occur, then the Group's exposure to legal liability and potential damages would be significantly increased.

26. Events after balance sheet date

On 26th August 2022 the Group announced that it had signed an agreement with Adevinta Oak Holdings B. V. to acquire 100% of the shares in Gumtree Australia ("GCA") and its related entities Autotrader Australia and Carsguide for total consideration of $US60 million ($AU86.7 million) as part of the Group's $100 million investment strategy in classifieds. The acquisition will be funded by a vendor loan of approximately $60.1 million and a 2:5 entitlement raise of $26.55 million before costs. The vendor loan has a term ending 30 September 2023 and an 8% interest rate per annum, while the shares will be raised at $0.34 per share.

Apart from the matter noted above, no other matters or circumstances have arisen since 30 June 2022 that have significantly affected or may significantly affect:

- The Group's operations in future financial years; or
- The results of those operations in future financial years; or
- The Group's state of affairs in future financial years.

27. Related party disclosures

The Group's main related parties are as follows:

a. Key management personnel

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Parent entity, is considered key management personnel.

For details of disclosures relating to key management personnel, refer to the Remuneration Report.

b. Other related parties

Other related parties include close family members of key management personnel and entities that are controlled or jointly controlled by those key management personnel, individually or collectively with their close family members.

c. Transactions with related parties

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

The following transactions occurred with related parties:

As of 30 June 2022, there is an interest receivable balance of $75,287 (30 June 2021: $45,164) owing from Mr Jag Sanger. This is in relation to the drawdown of the limited recourse loan facility of $1,500,000 on 27 December 2019.

Outstanding balances at reporting date are unsecured. There have been no guarantees provided or received for any related parties.

d. Terms and conditions of transactions with related parties

The facility limited of $1,500,000 attracts an interest rate of 2% per annum. The purpose of the loan is to fund the acquisition of shares in The Market Herald Limited. The loan can be repaid at any time but Mr Sanger must repay any amount outstanding to the Group on the earlier to occur of the following:

- Five years of the first draw-down date under the loan facility;
- 30 days of termination of employment; or
- Seven days after the provision of written notice of the Group following the occurrence of an event of default

e. Key management personnel compensation

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

Consolidated	2022 $	2021 $
Short-term employee benefits	1,322,923	1,187,587
Post-employment benefits	23,568	21,694
Share-based payments	-	220,664
	1,346,491	1,429,945

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

28. Auditors' remuneration

Consolidated	2022 $	2021 $
RSM Australia Partners		
Remuneration of the auditor of the Company for:		
– auditing the financial statements	93,000	88,000
– due diligence services (RSM Australia Pty Ltd)	75,037	–
	168,037	88,000
RSM US LLP		
– due diligence services	21,799	-
	21,799	-
Dale Matheson Carr-Hilton Labonte LLP		
Remuneration of the auditor of Report Card Canada Media Ltd for:		
– auditing or reviewing the financial statements	97,997	72,082
– tax advisory	15,244	23,505
	113,241	95,587

29. Parent entity information

The following information relates to the parent entity of the Group, being The Market Herald Limited. The information presented has been prepared using consistent accounting policies as presented in Note 2.

	2022 $	2021 $
Statement of Financial Position		
ASSETS		
Current assets	396,712	645,668
Non-current assets	30,877,567	27,694,214
TOTAL ASSETS	**31,274,279**	**28,339,882**
LIABILITIES		
Current liabilities	330,566	241,854
Non-current liabilities	2,972,411	371,603
TOTAL LIABILITIES	**3,302,977**	**613,457**
EQUITY		
Issued capital	31,657,966	30,741,862
Reserves	1,708,975	1,708,974
Accumulated losses	(5,395,639)	(4,724,411)
TOTAL EQUITY	**27,971,302**	**27,726,425**

Statement of Profit or Loss and Other Comprehensive Income	2022 $	2021 $
Total loss	(671,228)	(106,751)
Total comprehensive loss	**(671,228)**	**(106,751)**

29. Parent entity information (continued)

Guarantees

The Market Herald Limited has not entered into any guarantees, in the current or previous financial years, in relation to the debts of its subsidiaries.

Contingent liabilities

At 30 June 2022, The Market Herald Limited had no contingent liabilities, other than as stated in Note 25.

Contractual commitments

At 30 June 2022, The Market Herald Limited had not entered into any contractual commitments for the acquisition of property, plant and equipment (2021: Nil).

30. Group information

The consolidated financial statements of the Group include:

Name	Principal activity	Country of incorporation	% equity interest 2022	% equity interest 2021
Report Card Pty Ltd	Internet discussion forum	Australia	100	100
Report Card Canada Media Ltd	Internet discussion forum	Canada	100	100
Stockhouse Publishing Ltd	Internet discussion forum	Canada	100	100
Advisir Ventures Ltd	Internet discussion forum	Canada	100	100
The Market Herald Limited Employee Share Trust*	Employee Share Trust	Australia	N/A	N/A
708Placements Pty Ltd	Sophisticated investor services	Australia	100	100
Subscribacar Pty Ltd	Advertising and retail leasing services	Australia	100	100
Subscribacar ACT Pty Ltd	Advertising and retail leasing services	Australia	100	100
Subscribacar VIC Pty Ltd	Advertising and retail leasing services	Australia	100	100
Subscribacar NSW Pty Ltd	Advertising and retail leasing services	Australia	100	100
Subscribacar SA Pty Ltd	Advertising and retail leasing services	Australia	100	100
Subscribacar QLD Pty Ltd	Advertising and retail leasing services	Australia	100	100

* The Company is deemed to have control over the Trust. The Trust's sole activities are obtaining shares or rights in the Group and distributing those shares or rights to employees and directors (or their associates) of the Group.

Directors' Declaration

In accordance with a resolution of the Directors of The Market Herald Limited, I state:

1. In the opinion of the directors:

    (a) the financial statements and notes of The Market Herald Limited for the financial year ended 30 June 2022 are in accordance with the Corporations Act 2001, including:

    (i) giving a true and fair view of the financial position of the Group as at 30 June 2022 and of its performance, for the year ended on that date; and

    (ii) complying with Accounting Standards and the Corporations Regulations 2001;

    (b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2; and

    (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. This declaration has been made after receiving the declarations required to be made to the directors by the chief executive officer and chief financial officer in accordance with section 295A of the Corporations Act 2001 for the financial year ended 30 June 2022.

On behalf of the board

A Pismiris
Director

31 August 2022

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
THE MARKET HERALD LIMITED

Opinion

We have audited the financial report of The Market Herald Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, 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, 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 2022 and of its financial performance for the year then ended; and

(ii) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

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

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Key Audit Matters

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

Key Audit Matter	How our audit addressed this matter
Revenue and contract liabilities Refer to Note 4 and 17 in the financial statements	
As disclosed in the statement of profit or loss and other comprehensive income, the Group has recognised revenue of $27,891,690 for the year ended 30 June 2022, which consisted of advertising services income and subscription income. In addition, as disclosed in the statement of financial position, the Group had contract liabilities of $4,067,883 as at 30 June 2022. We determined revenue recognition to be a key audit matter due to the following: • The balances are material to the Group and there are risks associated with management judgements relating to the identification of contracts and performance obligations, determination of the transaction price and the timing of revenue recognition; and • Revenue recognition is a presumed fraud risk under the Australian Auditing Standards.	Our audit procedures included: • Assessing the Group's revenue recognition policies for compliance with accounting standards; • On a sample basis, agreeing revenue transactions to supporting documentation to assess whether the revenue recognition criteria were met; • On a sample of customer contracts, checking that performance obligations have not been satisfied at year end and testing the mathematical accuracy of the contract liabilities balance as at 30 June 2022; • Testing a sample of revenue transactions before and after the reporting date to assess whether revenue is recognised in the correct financial period; and • Assessing the disclosures in the financial statements.
Impairment of intangibles Refer to Note 12 in the financial statements	
As disclosed in the statement of financial position, the Group had intangibles of $25,687,791 as at 30 June 2022 arising from the acquisition of Stockhouse Publishing Limited in a prior financial period. We determined this area to be a key audit matter due to the size of the intangibles balance, the requirement to test goodwill annually for impairment and because the management's assessment of the recoverable amount of the applicable cash generating unit (CGU) determined on a value in use basis involves significant judgements and estimation about the future underlying cash flows of the CGU and the discount rate applied.	Our audit procedures included: • Assessing the methodology used by management to prepare the value-in-use model by comparison to the requirements of accounting standards; • Challenging the reasonableness of key assumptions used by management in the value in use model to determine the CGU's recoverable amount; • Checking the mathematical accuracy of the value in use model and comparing input data to supporting evidence; • Evaluating the sensitivity of the key assumptions used in the value in use model ; and • Assessing the disclosures in the financial statements.
Valuation and classification of financial assets Refer to Note 13 in the financial statements	
As disclosed in the statement of financial position, the Group has financial assets of $10,649,864 as at 30 June 2022. We determined the valuation and classification of financial assets to be a key audit matter due to the significant management judgement and estimation applied in determining fair value and complexity associated with the classification of financial assets.	Our audit procedures included: • Comparing the Group's accounting policies with respect to the valuation and classification of financial assets to the requirements of the accounting standards; • Checking that the Group has the ownership rights to the financial assets recorded at 30 June 2022; • Evaluating the methodology used and checking the mathematical accuracy of the calculation of

	the fair value of financial assets as at 30 June 2022; • Obtaining portfolio reports as at 30 June 2022 and checking that the Group has accounted for the increase and decrease in the fair value of financial assets in accordance with its accounting policies; and • Assessing the disclosures in the financial statements.

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 2022 but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/auditors_responsibilities/ar1.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of The Market Herald Limited, for the year ended 30 June 2022, complies with section 300A of the Corporations Act 2001.

Responsibilities

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

RSM

RSM AUSTRALIA PARTNERS

Perth, WA
Dated: 31 August 2022

TUTU PHONG
Partner

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of The Market Herald Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM

RSM AUSTRALIA PARTNERS

TUTU PHONG
Partner

Perth, WA
Dated: 31 August 2022

ASX Additional Information

The following additional information is required by the Australian Securities Exchange. The information is current as at 23 August 2022.

(a) Distribution schedule and number of holders of equity securities as at 23 August 2022

Holding Ranges – Ordinary shares	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	37	17,769	0.01%
above 1,000 up to and including 5,000	69	199,720	0.10%
above 5,000 up to and including 10,000	38	333,770	0.17%
above 10,000 up to and including 100,000	63	2,120,541	1.09%
above 100,000	40	192,557,235	98.63%
Totals	**247**	**195,229,035**	**100.00%**

The number of shareholders holding less than a marketable parcel of fully paid ordinary shares as at 23 August 2022 is 42 holding 23,443 shares.

Holding Ranges – options expiring 7/11/22 $0.25	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	–	–	–
above 1,000 up to and including 5,000	–	–	–
above 5,000 up to and including 10,000	–	–	–
above 10,000 up to and including 100,000	–	–	–
above 100,000	3	839,304	100.00%
Totals	**3**	**839,304**	**100.00%**

Holding Ranges – options expiring 31/01/2023 @ $0.32	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	–	–	–
above 1,000 up to and including 5,000	–	–	–
above 5,000 up to and including 10,000	–	–	–
above 10,000 up to and including 100,000	–	–	–
above 100,000	3	2,750,000	100.00%
Totals	**3**	**2,750,000**	**100.00%**

(b) 20 Largest holders of quoted equity securities as at 23 August 2022

The names of the twenty largest holders of fully paid ordinary shares (ASX code: TMH) as at 23 August 2021 are:

Position	Holder Name	Holding	% IC
1	MR DAVID BRIAN ARGYLE	52,281,705	26.78%
2	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	42,477,848	21.76%
3	ZERO NOMINEES PTY LTD	19,694,205	10.09%
4	ROI CAPITAL INC	16,950,876	8.68%
5	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	16,808,847	8.61%
6	MS DANIELLE SANGER <COWRIE FAMILY A/C>	13,538,461	6.93%
7	GAB SUPERANNUATION FUND PTY LTD <GAB SUPERANNUATION FUND A/C>	8,100,000	4.15%
8	MISS REBECCA CAROLINE ARGYLE	7,559,159	3.87%
9	MANIKATO FINANCIAL SERVICES PTY LTD	2,189,977	1.12%
10	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD <DRP A/C>	1,500,000	0.77%
11	ACP INVESTMENTS PTY LTD	1,100,000	0.56%
12	HC SUPER PTY LTD <HUGHES CHENU SUPER A/C>	1,000,000	0.51%
13	MR CHUN KEI LEUNG <ALPHA TRIANGEL FAMILY A/C>	873,795	0.45%
14	AJAVA HOLDINGS PTY LTD	850,000	0.44%
15	BNP PARIBAS NOMS PTY LTD <DRP>	837,500	0.43%
16	ATELETA PTY LTD <G & G SUPERANNUATION A/C>	620,000	0.32%
17	ALITIME NOMINEES PTY LTD <HONEYHAM FAMILY A/C>	600,000	0.31%
18	MAL STEANE PTY LTD	586,766	0.30%
19	DEBARREN INVESTMENTS PTY LTD <DEYKIN FAMILY SUPER FUND A/C>	500,000	0.26%
20	IZZAC PTY LTD <L & C LYNCH FAMILY A/C>	450,000	0.23%
	Total	**188,519,139**	**96.56%**
	Total issued capital – selected security class(es)	**195,229,035**	**100.00%**

Stock Exchange Listing – Listing has been granted for 195,229,035 fully paid ordinary shares of the Company on issue on the Australian Securities Exchange.

(c) Substantial shareholders

Substantial shareholders in The Market Herald Limited and the number of equity securities over which the substantial shareholder has a relevant interest as disclosed in substantial holding notices provided to the Company are listed below:

Holder Name	Holding Balance	% IC
MR DAVID BRIAN ARGYLE	52,281,705	26.78%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	42,477,848	21.76%
ZERO NOMINEES PTY LTD	19,694,205	10.09%
ROI CAPITAL INC	16,950,876	8.68%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	16,808,847	8.61%
MS DANIELLE SANGER <COWRIE FAMILY A/C>	13,538,461	6.93%

(d) Unquoted securities

The number of unquoted securities on issue as at 23 August 2022:

Security	Number on issue
Unlisted options exercisable at 25 cents, on or before 7 November 2022	839,304
Unlisted options exercisable at 32 cents, on or before 31 January 2023	2,750,000

(e) Holder details of unquoted securities

Option holders that hold more than 20% of a given class of unquoted securities as at 23 August 2022 are:

Security class: TMHOPT04 – UNLISTED OPTIONS EXPIRING 7/11/22 $0.25

Position	Holder Name	Holding	% IC
1	MR ROBERT MARIO FRANCO & MR MICHAEL ROBERT FRANCO & MRS LAURA MICHELE FRANCO <LMR FRANCO UNIT A/C>	419,652	50.00%
2	FLUE HOLDINGS PTY LTD	279,768	33.33%

Security class: TMHOPT05 – UNLISTED OPTIONS EXPIRING 31/1/2023 @ $0.32

Position	Holder Name	Holding	% IC
1	MS DANIELLE SANGER <COWRIE FAMILY A/C>	1,500,000	54.55%
2	ACP INVESTMENTS PTY LTD	750,000	27.27%

(f) Voting rights

All fully paid ordinary shares carry one vote per ordinary share without restriction.

Unquoted options have no voting rights.

(g) Company secretary

The Company Secretary is Mr Ben Donovan.

(h) Registered office

The Company's Registered Office is Level 11, BGC Centre, 28 The Esplanade, Perth, AUSTRALIA.

Phone: +61 8 6169 3114

(i) Share registry

The Company's Share Registry is as follows –

Automic Group
Level 2/267 St Georges Terrace,
Perth WA 6000

Phone: 1300 288 664

(j) On-market buy-back

None.

(k) Corporate governance

The Board of The Market Herald Ltd is committed to achieving and demonstrating the highest standards of Corporate Governance. The Board is responsible to its shareholders for the performance of the Company and seeks to communicate extensively with shareholders. The Board believes that sound Corporate Governance practices will assist in the creation of shareholder wealth and provide accountability. In accordance with ASX Listing Rule 4.10.3, the Company has elected to disclose its Corporate Governance policies and its compliance with them on its website, rather than in the Annual Report. Accordingly, information about the Company's Corporate Governance practices is set out on the Company's website at https://themarketherald.com.au/investors/.

The Market Herald

FIRST WITH THE NEWS THAT MOVES MARKETS

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