Adslot.

2022 Annual Report.

VISION

To simplify premium media trading through technology and collaboration.

CONTENTS

A MESSAGE FROM THE CHAIRMAN.

Dear Shareholder,

Although FY2022 saw a number of good improvements in terms of financial performance, Trading Fee revenue failed to materialise against expectations. Despite this, the Company made much progress towards this goal in FY2022 and remains steadfastly committed to the realisation of significant Trading Fees in FY2023.

In terms of financial performance, Trading Technology revenues as a whole were up 13%, driven mostly by increased Licence Fees from Symphony – which were up 17%. Cost management initiatives also helped drive significantly improved EBITDA and NPAT performance.

In February this year, the Company announced a strategic review following unsolicited inbound interest from a potential US acquirer. The focus of the strategic review was to assess and explore opportunities to accelerate the maximisation of shareholder value.

The board completed its review in March, concluding that the value of the underlying business units may be worth substantially more than the current listed market value of the Company.

The Company subsequently appointed US advisors in April, and also appointed US-based non-executive director, Tom Triscari, as Head of Corporate Development and Interim CFO. The Company undertook a $3.8M capital raising in May, including a $2.0M fully-underwritten entitlement issue, to bolster the balance sheet and firm up its cash position while entering into discussions.

During this period, the Company identified a number of other parties that could make excellent strategic partners and investors, who could realise significant value from Adslot. The Company commenced active outreach to these parties in August. This process is advancing on a steady cadence with various parties.
We look forward to updating shareholders on any material developments.

The Board and Executive Team remain committed and focussed on achieving vastly improved financial performance and value creation for shareholders in the year ahead.

Yours sincerely,

Andrew Barlow
Executive Chairman

Trading Technology revenues as a whole were up 13%

A MESSAGE FROM THE CEO.

The 2022 Financial Year was one of continued progress for the Company. During the year, the Company saw further validation of its product strategy and significant progress with key commercial opportunities. In addition, growth in revenue and continued cost management saw improvement in financial performance.

For several years the Company has been focussed on generating trading with large global agency groups with whom Master Service Agreements (MSAs) have been executed. Over the past year there has been considerable refinement of that strategy. In particular, this has seen the evolution of white-labelled, partner instances of the Adslot Media marketplace that enable these large agencies to create their own bespoke trading environments, populated with their preferred publisher partners and with the flexibility to determine their own commercial models. The past 12 months have seen significant validation of this strategy which creates exciting opportunities for Adslot.

During the 2022 Financial Year, the Company launched two of these partner marketplaces; one for GroupM in the United Kingdom and one for IPG / Kinesso in the United States, focussed on the Health and Wellness sector. Both marketplaces feature their respective countries leading publishers, both have custom features to meet the specific requirements of agency, and most importantly, after some delays, trading has commenced on both marketplaces. Beyond the significant potential of these two partner marketplaces, the Company firmly believes 2023 will see the opportunity to extend this offering to new agencies, new countries and new verticals.

The 2022 Financial Year also saw a pleasing return to growth in license fee revenues which increased by 17% from the prior year. This was driven by a growth in Symphony license fees which was itself driven by strong growth in media managed by the platform in previously activated markets. This growth in media managed, speaks to the strong recovery in media markets following a period of contraction during the COVID-19 pandemic.

The above-mentioned improvements in license fee and trading technology revenue, along with a continued focus on costs, saw improved financial performance for Financial Year 2022. The Company's EBITDA loss of $0.728M was 70% on the prior financial year and NPAT performance also improved by 26%. The Company will remain focussed on cost management as it looks to further improve financial performance in the year to come

In summary, the Company believes it is well placed for the year ahead. Our products are world leading and have been tested by the largest players in the media industry. We have identified and validated use cases to drive strong growth in trading. Industry trends that increasingly prefer direct trading between buyers and sellers are strongly in our favour. The opportunities for Adslot are significant and real and the Company is determined to deliver on them in the coming year.

Ben Dixon
CEO and Executive Director.

The company launched two white-labelled, custom marketplaces for IPG and GroupM

DIRECTORS' REPORT.

Mr Andrew Barlow
Chairman

Andrew Barlow is the Founder and Non-Executive Chairman of Adslot. An experienced technology entrepreneur, Mr Barlow co-founded online competitive intelligence company, Hitwise, with Adrian Giles in 1997. Hitwise was ranked one of the Top 10 fastest growing companies by Deloitte for five years running, before being sold to Experian Group (LSX. EXPN) in May 2007.

Mr Barlow was also Founder and CEO of Max Super, an online retail superannuation fund sold to Orchard Funds Management in 2007.

Mr Barlow also led the seed investment round in Nitro Software Limited (ASX: NTO) and served as a non-executive director and strategic advisor to Nitro (from January 2007 until August 2020).

Mr Barlow is also the Founder of Venturian, a privately-owned venture capital fund with investments in early-stage technology companies with unique IP, highly scalable business models and global market potential, currently focused on emerging fintech and crypto platforms.

Mr Barlow is also a member of the Remuneration Committee.

Mr Ben Dixon
CEO and Executive Director

Ben Dixon has over 26 years' experience in the advertising and ad-tech industries. This includes both media planning and strategy roles at leading agencies groups such as Publicis and Omnicom. During this period, he was involved in the development of digital media strategies for a number of prominent technology and telecommunications brands in Australia.

Mr Dixon was then a founder of Facilitate Digital where he was involved in conceptualizing and developing the Symphony Media workflow platform. During his tenure as Chief Executive Officer at Facilitate Digital he oversaw the international expansion of Symphony and its first adoption by global agency groups. Following the acquisition of Facilitate Digital by Adslot in late 2013 he became an Executive Director of Adslot Limited and in February 2018 he became CEO.

Mr Adrian Giles
Non-Executive Director

Adrian Giles is an entrepreneur in the Internet and Information Technology industries. In 1997 Mr Giles co-founded Sinewave Interactive which pioneered the concept of marketing a website using search engines and was the first company in Australia to offer Search Engine Optimisation (SEO) as a service.

Mr Giles co-founded Hitwise which grew over 10 years to become one of the most recognised global internet measurement brands in the USA, UK, Australia, NZ, Hong Kong, and Singapore. Whilst positioning the company for a NASDAQ listing in early 2007 Hitwise was sold to Experian (LSX: EXPN) in one of Australia's most successful venture capital backed trade sales.

Mr Giles is also Chairman of Fortress Esports - an esports and video game entertainment company.

Mr Giles is Chair of the Remuneration Committee and a member of the Audit & Risk Committee.

Ms Sarah Morgan
Non-Executive Director

Sarah Morgan has extensive experience in the finance industry, primarily as part of independent corporate advisory firm Grant Samuel. Ms Morgan has been involved in public and private company mergers and acquisitions, as well as equity and debt capital raisings. She holds a degree in Engineering and a Master of Business Administration from the University of Melbourne and is a Graduate of Australian Institute of Company Directors.

Ms Morgan is a Non-Executive Director of Nitro Software Limited (from November 2019), Future Generation Global Investment Company Limited (from July 2015) and Whispir Limited (from January 2019). Ms Morgan was previously a Non-Executive Director of Hansen Technology Limited (from October 2014 to December 2019).

Ms Morgan is Chair of the Audit and Risk Committee.

Mr Andrew Dyer
Non-Executive Director

Andrew Dyer is Chair of the Strategic Advisory Committee of the Digital Financial Cooperative Research Centre and a member of the Finance Committee of the Council of the Australian National University.

Mr Dyer is also a Senior Partner Emeritus and Senior Advisor of The Boston Consulting Group (BCG) and is a member of BCG's global Senior Partner Emeritus Council.

In his 28 years with BCG Mr Dyer supported senior executives in leading companies around the world. He also held local, regional and global leadership positions, including leading BCG's People & Organization and Enablement Practices and was also a member of BCG's global Executive Committee, including roles on several BCG Board Committees.

Prior to joining BCG in 1994, Mr Dyer worked for the Commonwealth Bank and the Australian Federal Government.

Mr Dyer is also an advisor to several public and private company CEO's and boards.

Mr Dyer is a member of the Adslot's Audit & Risk Committee and Remuneration Committee.

Mr Tom Triscari
Non-Executive Director

Tom Triscari is a leading expert in the programmatic AdTech industry. He is the founder and CEO of Lemonade Projects, a programmatic innovation agency based in NYC running strategic projects and experiments at the intersection of economics, game theory, and principles of radical transparency. The underlying thesis of Tom's work is based on his methodology paper Programmatic Lemon Market Game published in May 2020.

Mr Triscari's programmatic experience began in 2007 developing addressable TV and data product requirements as a consultant for Project Canoe in New York, an initiative led by Comcast and Time Warner. He managed a multi-market team at Yahoo! Europe in Barcelona with responsibility for Right Media, the first programmatic exchange.

At pre-IPO Criteo in London, Mr Triscari built and managed supply-side and data science teams.

Mr Triscari was brought on as CEO to reposition Amsterdam-based Yieldr, a DSP platform. In 2015, he founded Labmatik, a programmatic transformation consultancy.

Your Directors present their report, together with the financial report of Adslot Ltd ACN 001 287 510 ('the Company') and its controlled entities ('the Group') for the financial year ended 30 June 2022 and the auditor's report thereon.

PERFORMANCE.

2022 RESULTS

ADSLOT MEDIA.

Total Transaction Value $25.5m

Growing usage - Trading Activity (number of orders) up 21% on prior year

Validation of partner marketplace strategy, expected to drive strong growth of TTV into FY23:

- GroupM's Premium Supply marketplace (UK) – successful pilot stage, contract extension in place including option to extend to EMEA
- IPG / Kinesso Health & Wellness marketplace (US) including traditional Automated Guaranteed trading and trading of programmatic (Deal ID) inventory

Successful launch of the integrated Symphony and Adslot Media solution in the Australian market

In addition to the above activities, the Group also remains focused on a number of key priorities;

- Extension of partner marketplaces to additional geographies and advertiser verticals
- Activation of trading from other previously contracted agency groups
- Securing additional publisher supply in key markets and verticals

SYMPHONY.

Licence Fee Revenue up 19% on prior year

Strong growth in managed spend from currently deployed markets

$7.1 billion total annualised Media Spend managed via Symphony

GROUP.

Trading Technology revenues $7.3m up 13% on prior year

Group Revenue (from continuing operations) up 9% on prior year

Continued focus on cost management

EBITDA Loss $0.7m a 70% improvement on prior year

Directors' Report

Principal activities

Adslot Ltd derives revenue from two principal activities:

1. **Trading Technology** - comprises *Adslot Media*, a leading global media trading technology platform, and *Symphony*, market-leading workflow automation technology for media agencies.

2. **Services** - comprises digital marketing services - provided by the Group's *Webfirm* division - and project-based customisation of Trading Technology.

Operating Results

	2022	2021	Movement	
	$	$	$	%
Trading technology revenue	**7,281,354**	6,434,298	847,056	13%
Total revenue and other income	**9,461,797**	9,622,603	(160,806)	(2%)
EBITDA (loss)	**(728,276)**	(2,429,954)	1,701,678	70%
NPAT (loss)	**(4,647,402)**	(6,280,774)	1,633,372	26%

Group revenues for FY2022 were $9,461,797 a decrease of 2% versus FY2021 ($$9,622,603).

The Consolidated Group operating loss before interest, income tax, depreciation and amortisation in FY2022 was $728,276, a 70% reduction in losses versus FY2021 ($2,429,954).

The Consolidated Group operating loss after tax of $4,647,402 is 26% lower than the loss for the prior year of $6,280,774.

Review of Operations

The year to 30 June 2022 showed 13% growth in Trading Technology revenue, with total revenue and other income down 2% on FY2021 primarily due to $1.1 million of pandemic stimulus in FY2021 (FY2022: $0.2 million).

Trading Technology revenue increases resulted from the 19% growth in *Symphony* licence fees, with a small reduction in *Adslot Media* trading fees, down 4% compared to the corresponding period to 30 June 2021.

The Company continued to focus on the following key strategies for the business in FY2022:

1. *Adslot Media*
   - Scale trading on activated Partner Marketplaces in the US and UK markets;
   - Further activate and scale trading from contracted agency groups;
   - Explore strategic partnerships with industry players to extend *Adslot Media* product capabilities;
   - Deploy the integrated *Symphony – Adslot Media* solution to additional *Symphony* markets;
2. *Symphony*
   - Pursue further deployments for *Symphony* with existing and prospective clients; and
3. Operations
   - Maintain focus on the cost base of the business.

Trading Technology

The strategic focus of the business remains Trading Technology revenues. These revenues are comprised of:

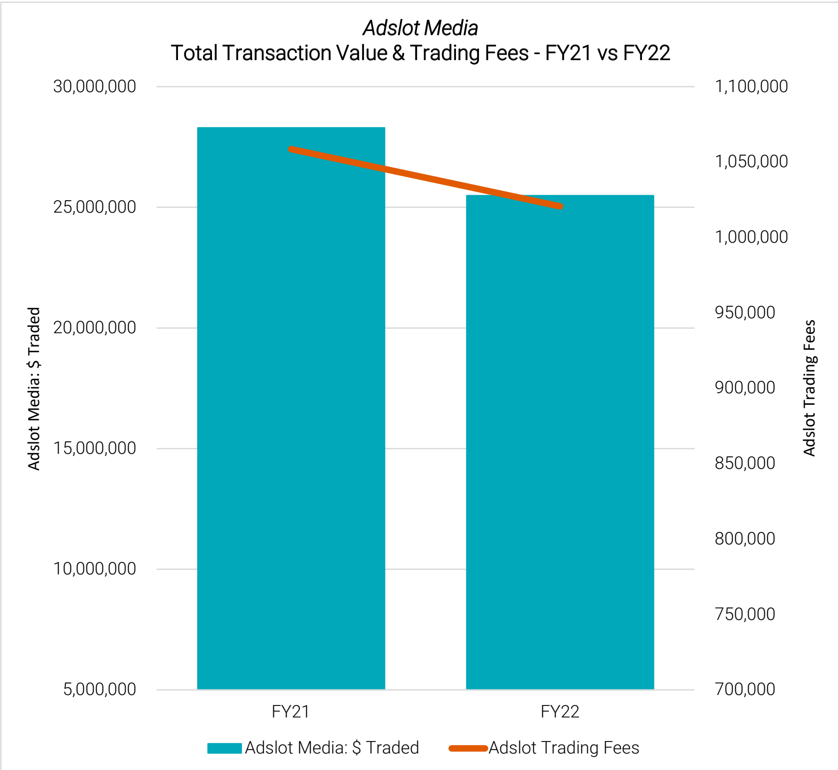
- *Trading Fees* – fees charged as a percentage of media traded; generated primarily from *Adslot Media* but also from *Symphony*. Trading fees generated via the stand alone *Adslot Media* platform attract a higher % fee and represent a significant majority of Trading Fees; and

- *Licence Fees* – generated primarily from *Symphony*, a market-leading workflow automation tool for Media Agencies, and also from customised solutions developed for Publishers.

Trading Fees

Total Trading Fee revenues across *Symphony* and *Adslot Media* were $1.2 million in FY2022, a small decrease on the prior financial year (FY2021: $1.3 million).

Total Transaction Value (TTV) for the *Adslot Media* platform for FY2022 was $25.5 million, representing a 10% decrease on FY2021 ($28.3 million). *Adslot Media* trading fees for FY2022 were $1.0 million, a 4% decrease compared to the prior period (FY2021: $1.1 million).



In particular, during the financial year 2022, the Group noted the following:

- TTV volumes were driven by substantial increases in UK trading. This includes trades following the successful pilot phase of the partner marketplace activated with GroupM, the world's largest media investment company, as a component of GroupM's Premium Supply initiative. Following the successful pilot phase, a contract extension and commercial renegotiation were completed in March 2022. These terms were substantially improved from those of the pilot period and specifically included the option for GroupM to extend to additional EMEA markets under the same terms.

- Significant progress was made on activation activities related to the Health, Wellness and Lifestyle marketplace for Kinesso (a subsidiary of IPG) in the US. Trading via the H&W marketplace will encompass standard Automated Guaranteed (AG) trading directly with Adslot's partner publishers as well as trading of programmatic (Deal ID) inventory via recently developed integrations with leading programmatic vendors. Activation activities included the onboarding and inventory curation of a number of the largest endemic health publishers in the US including WebMD and Healthline.
- Repeat trading occurred with Orion, the trade-enabled media division of the Interpublic Group of Companies (IPG) in the US.
- A successful launch of the integrated *Symphony* and *Adslot Media* solution to the Australian market occurred in the June 2022 quarter. Australia becomes the second active market for the integrated solution following a long-standing deployment in Austria. The integrated solution enables existing Symphony users to access *Adslot Media* functionality within the existing *Symphony* workflow;
- The sales pipeline with strategic buyers in all markets for use of the *Adslot Media* platform improved significantly.

During the 2022 financial year, the Group continued to add premium publishers to its *Adslot Media* marketplace in key markets around the world. Prominent publishers added during this period included Healthline Media, Publisher's Clearing House, Evolve Media, Clutch Points, Arena Group, Recurrent, Urban List and Asian Media Group. The Group notes it has a strong sales pipeline of large publishers and expects its catalogue of premium publishers to grow further over the coming year.

Trading Fees – Outlook

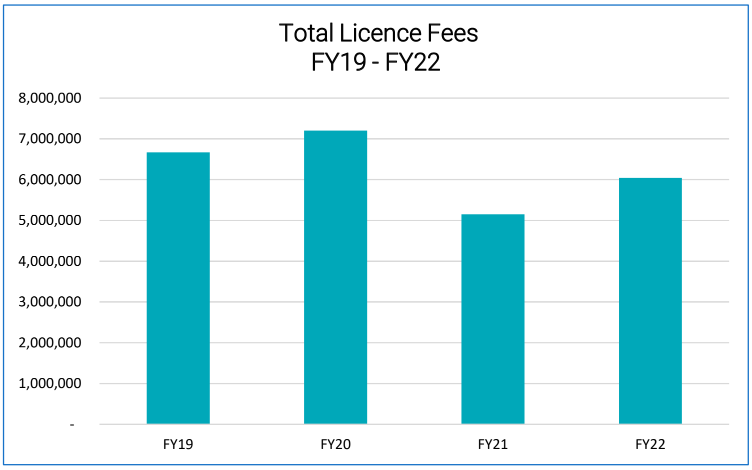
The Group has previously announced a number private marketplace agreements with large media buyers, most notably with IPG / Kinesso in the USA and GroupM in the UK. Activation of these marketplaces during the 2023 financial year is expected to be the critical driver of growth in TTV, contributing to the growth in trading fee revenues.

In addition to the above activities, the Group also remains focussed on the activation of trading from previously contracted agency groups. As previously noted, Adslot has Master Services Agreements (MSAs) in place with GroupM (WPP), Matterkind (IPG), Havas and Amplifi (Dentsu) and an interim trading arrangement with Publicis. MSAs are also in place with emerging media groups BrandTech and S4 Capital.

The Australian deployment of the integrated *Symphony - Adslot Media* solution in FY2022 is expected drive a substantial contribution to TTV from that marketplace in coming quarters. In addition, the implementation has seen the initiation of discussions with large publishers in the Australian market for use of the *Adslot Media* platform to automate direct trading.

Licence Fees

Total Licence Fee revenues across *Symphony* and *Adslot Media* were $6.0 million in FY2022, representing a 17% growth on the prior financial year (FY2021: $5.2 million).



Significant events for the past year for *Symphony* include:

- In August 2021, the Group announced the renewal of the multi-market *Symphony* agreement with GroupM with an effective extension of the term, first signed in August 2016, to at least July 2024. The amended agreement sees the extension of trading terms for the *Adslot Media* marketplace to all markets where *Symphony* is deployed. These terms will enable GroupM markets using *Symphony* to access the integrated *Symphony – Adslot Media* solution without the need for commercial agreements at a local level.
- Australia becomes the second active market for the integrated solution following a long-standing deployment in Austria, enabling existing *Symphony* users to access *Adslot Media* functionality within the existing *Symphony* workflow.

Licence Fees - Outlook

The Group expects stronger *Symphony* licence fees in the 2023 financial year resulting from the growth of media managed on the *Symphony* platform in existing markets. Additional market deployments are expected in 2023 with existing partners.

The Group continues to progress discussions with a number agency holding companies regarding potential multi-market deployments of *Symphony*. The Group anticipates further positive developments in these negotiations, providing growth in licence fees in 2023.

Services

Services revenue is derived predominantly from Webfirm, the Group's Australian-based digital marketing services business, providing website design, hosting, search engine optimisation (SEO), search engine marketing (SEM) and social media marketing services to small-to-medium enterprises.

Webfirm revenue for FY2022 was $1.4 million, a $0.1 million reduction year-on-year (FY2021: $1.5 million).

Services revenue, including Webfirm and custom development work for *Symphony* and *Adslot Media* customers, for FY2022 was $1.7 million, a $0.1 million decrease year-on-year (FY2021: $1.8 million).

Directors' Report (Continued)

Government Stimulus

The Group's US subsidiary Adslot Inc, applied for and received two tranches of Paycheck Protection Program loan, receiving full forgiveness on the second tranche $0.2 million loan in the 2022 financial year, compared to $0.1 million for the first tranche of the loan in FY2021.

No other government pandemic stimulus was received in FY2022, compared to $1.0 million received in FY2021 across JobKeeper, Victorian government business support grant and the short time work allowance (Germany).

People

Changes in the way we work resulting from the impacts of COVID-19 continued in FY2022. Flexibility and working from home are now ingrained in the way employees work.

While Adslot offices remained open throughout FY2022, the Group adopted all government and public health authority guidelines in each of our markets. Measures to support the health and wellbeing of all our employees continues, including an Employee Assistance Program offering counselling advice to employees and their families and a People & Culture team focused on employee engagement.

Cost Management

Total operating costs of $11.7 million for FY2022 represents a $0.4 million (3%) decrease in costs (FY2021: $12.0 million) with savings across premises and legal costs.

During FY2022, the Group made pre-emptive steps to reduce cash outflows and extend its cash operating runway via a series of targeted cost reductions across the business. Cost reductions included discretionary spending and professional services costs. Headcount savings were made in FY2022 through natural attrition and changing of workflows

Cost reductions were targeted to ensure continued investment in strategic and revenue-generating product development, and no disruption to existing client relationships.

In August 2022, further headcount reductions were made with annualised employee cost savings of $1.0 million with close cost management continuing into FY2023.

EBITDA

The EBITDA loss for FY2022 was $0.7 million, a $1.7 million reduction on the prior year (FY2021: $2.4 million).

FY2022 includes a reversal of the one-off provision of $1.5 million for the FY2016 R&D claim that was refunded in FY2022 following successful resolution at the Administrative Appeals Tribunal (AAT). Excluding the R&D reversal, the adjusted EBITDA loss for FY2022 was $2.2 million, a $0.2 million reduction on the prior year (FY2021: $2.4 million).

Cash Management

In FY2022 the Group concluded a successful $3.8 million capital raise through a Share Placement of $1.8 million and a fully underwritten Entitlement Offer of $2.0 million ($3.6 million after transaction costs).

The April 2022 Share Placement was supported by two of Adslot's largest shareholders. The May 2022 Entitlement Offer was underwritten by a related entity of Andrew Barlow, Chairman, and sub-underwritten by directors (Giles, Dixon, Dyer and Morgan), other related parties and existing shareholders.

During the March quarter the Company received the FY2021 R&D claim of $1.1 million and the FY2016 R&D claim of $1.5 million (full and final settlement following the resolution of the appeal to the Administrative Appeals Tribunal). The $2.6 million in R&D receipts are recorded across operating activities ($0.7 million) and investing activities ($1.9 million).

Net cash outflows from operating activities for FY2022 were $2.3 million, representing a $2.0 million increase (FY2021: $0.3 million). Receipts from R&D incentives and other Grants at $0.9 million were a $0.8 million reduction on the prior period (FY2021: $1.7 million) primarily due to pandemic stimulus received in the prior year.

Cash as at 30 June 2022 was $6.0 million (FY2021: $6.8 million).

Governance

In August 2021, Mr Tom Triscari was appointed as a non-executive director of the Company. Based in the United States, Mr Triscari brings to the board extensive digital media domain experience and is one of the digital advertising industry's most highly regarded thought-leaders in programmatic advertising.

In April 2022, Mr Triscari moved to an executive role as Head of Corporate Development and Interim CFO.

Also in April 2022, Ms Felicity Conlan stepped down from her role as Chief Financial Officer and Company Secretary.

Mr Mark Licciardo was appointed Company Secretary in April 2022.

Strategic Review

Following receipt of unsolicited interest, in February 2022 the Group commenced a strategic review process with the objective of maximising shareholder value. In April 2022 the Group appointed East Wind Advisors to review the recent inbound interest and assist with those discussions as well as an assessment of potential strategic options in the US, including strategic partnerships, business acquisitions, divestments of part or all of the business; and strategic funding and capital structuring alternatives.

The Group confirmed the following key insights derived from the Strategic Review as being:

- The board continues to believe that the Group's current market capitalisation does not reflect the intrinsic value of the Group, either as a whole or as a sum of its parts;
- The Group's core assets of *Symphony* and *Adslot Media* are both well positioned occupying positions of strategic value as the advertising industry undergoes significant change; and,
- Multiple opportunities may exist to unlock greater shareholder value via a strategic investment, sale of certain assets or a potential sale or merger of the Company as a whole.

Business growth strategy

The Group's growth strategy is focussed on:

- activation of Partner Marketplaces and contracted agency groups on the *Adslot Media* platform to drive trading fee revenue;
- expanding the *Adslot Media* client base and developing new partnerships to drive additional revenue;
- further *Symphony* deployments with existing and prospective clients to drive licence fee revenue; and
- focus on the cost base of the business.

Material business risks

The Group is subject to risks of both a general nature and those specific to its business activities including, but not limited to:

- retaining existing customers and keeping them engaged in the product;
- attracting new customers and achieving revenue growth;
- cyber security incidents involving unauthorised access to data and assets, causing disruption to services;
- retaining key personnel and attracting new personnel; and
- ongoing access to funds in capital markets.

Matters Subsequent to the End of the Financial Year

There has not been any matter or circumstance occurring subsequent to the end of the financial year that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group in future years.

Directors' Report (Continued)

Environmental regulations

The Group's operations are not subject to any significant environmental regulations under the Commonwealth, State or any other country in which the entity operates.

Dividends

The Directors do not recommend the declaration of a dividend. No dividend has been declared or paid during the year.

Shares under option

Details of unissued shares or interests under option as at 30 June 2022 are:

Issue Type	Expiry Date	Exercise Price $	Balance at beginning of the year (Number)	Issued during the year (Number)	Lapsed/ Forfeited during the year (Number)	Exercised during the year (Number)	Balance at end of the year (Number)
Ordinary options	04/10/2021	0.073	3,000,000	-	(3,000,000)	-	-
Ordinary options	25/11/2021	0.060	5,600,000	-	(5,600,000)	-	-
Ordinary options	25/02/2022	0.035	23,500,000	-	(23,500,000)	-	-
Ordinary options	15/05/2022	0.034	11,400,000	-	(11,400,000)	-	-
Ordinary options	27/05/2022	0.036	4,000,000	-	(4,000,000)	-	-
Ordinary options	30/01/2023	0.060	5,050,000	-	-	-	5,050,000
Ordinary options	02/09/2023	0.041	11,150,000	-	(2,050,000)	-	9,100,000
Ordinary options	12/12/2023	0.045	4,000,000	-	(4,000,000)	-	-
Ordinary options	15/12/2022	0.044	8,000,000	-	-	-	8,000,000
Ordinary options	29/01/2024	0.032	8,000,000	-	-	-	8,000,000
Ordinary options	12/07/2024	0.028	23,375,000	-	(4,375,000)	-	19,000,000
Ordinary options	06/08/2024	0.034	18,000,000	-	-	-	18,000,000
Ordinary options	16/12/2024	0.043	2,500,000	-	-	-	2,500,000
Ordinary options	29/07/2025	0.041	-	9,500,000	-	-	9,500,000
Ordinary options	29/07/2025	0.041	-	6,250,000	-	-	6,250,000
Ordinary options	08/08/2025	0.028	-	6,000,000	-	-	6,000,000
Ordinary options	11/10/2025	0.040	-	2,500,000	-	-	2,500,000
Ordinary options	15/06/2026	0.018	-	38,800,000	-	-	38,800,000
			127,575,000	**63,050,000**	**(57,925,000)**	**-**	**132,700,000**

Indemnification and Insurance of Officers

The Group has during the financial year, in respect of each person who is or has been an officer of the Group or a related body Corporate, made a relevant agreement for indemnifying against a liability incurred as an officer, including costs and expenses in successfully defending legal proceedings.

Since the end of the financial year, the Group has paid premiums to insure all directors and officers of Adslot Ltd and the Adslot Group of companies, against costs incurred in defending any legal proceedings arising out of their conduct as a director and officer of the Group, other than for conduct involving a wilful breach of duty or a contravention of Sections 232 (5) or (6) of the *Corporations Act 2011*, as permitted by section 241A (3) of the Corporations Act. Disclosure of the premium amount is prohibited by the insurance contract.

Proceedings on behalf of the Group

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

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

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30 June 2022 has been received and can be found on page 28 of the financial report. Details of amounts paid or payable to the auditor for non-audit services provided during the year are outlined in Note 19 to the financial statements.

The Directors are satisfied that the provision of non-audit services, during the year by the auditor is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

Remuneration Report

The remuneration report is set out under the following headings:

Section 1:	Non-executive directors' and Chairman's remuneration
Section 2:	Executive remuneration
Section 3:	Details of remuneration
Section 4:	Executive contracts of employment
Section 5:	Long Term Incentives (equity-based compensation)
Section 6:	Culture, accountability and remuneration
Section 7:	Equity holdings and transactions
Section 8:	Other transactions with key management personnel

Section 1: Non-executive directors' and Chairman's remuneration

Non-executive directors' fees are reviewed annually and are determined by the Board. In making its determination it takes into account fees paid to other non-executive directors of comparable companies.

Non-executive directors' fees are within the maximum aggregate limit of $600,000 per annum agreed to by shareholders at the Annual General Meeting held on 23 November 2021. To preserve the independence and integrity of their position, non-executive directors do not receive performance-based bonuses.

For the 2022 financial year, the Chairman's fees were $100,000 per annum. For the 2022 financial year, non-executive directors' fees were $50,000 per annum. Mr Andrew Dyer received options in lieu of his non-executive director fees for the 2022 financial year. In addition, the Chair of the Audit & Risk Committee and the Remuneration Committee received a further $25,000 in recognition of the additional workload of those positions.

Mr Tom Triscari was appointed as non-executive director on 9 August 2021. In conjunction with his appointment, Mr Triscari was granted six million unlisted options to acquire fully paid ordinary shares in the Company. Mr Triscari was also engaged via his consulting company, Lemonade Projects, to provide further advisory services (US$50,000 per annum). These have been included in key management personnel remuneration.

On 6 April 2022, Mr Triscari took on an executive role as Head of Corporate Development and Interim CFO, becoming an executive director.

Section 2: Executive remuneration

The Board of Directors are responsible for determining and reviewing compensation arrangements for key management personnel and the executive team. The Remuneration Committee makes recommendations on remuneration of key management personnel to the Board.

The Board assesses the appropriateness of the nature and amount of emoluments of these employees on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit by:

a) Attracting the highest quality employees;
b) Retaining the best performing employees;
c) Aligning the employees with shareholder outcomes;
d) Aligning employee motivation to a cascading set of key performance indicators that drive the most optimal strategic outcomes for the business; and
e) Ensuring it aligns with the latest industry best practice.

Executives' remuneration consists of a fixed cash component, short-term incentives in the form of cash bonuses, and long-term incentives in the form of equity-based compensation linked to the long-term prospects and future performance of the Group. The inclusion of equity-based compensation in executives' remuneration provides a direct link between their remuneration and shareholder wealth, otherwise there are no direct relationships.

The Board has regard to the following variables to assess the Group's performance and benefits for shareholder wealth:

Item	2022	2021	2020	2019	2018
EPS (cents)	(0.23)	(0.33)	(0.96)	(0.49)	(0.91)
Net loss ($)	(4,647,402)	6,280,774	16,617,725	7,042,755	11,653,319
Share price at 30 June ($)	0.012	0.028	0.018	0.028	0.026

Section 3: Details of remuneration

Details of the remuneration of the directors and the key management of the Group and its controlled entities are set out in the following tables.

The key management personnel of Adslot Ltd and its controlled entities include the following directors and executive officers:

Directors	Position	Date appointed/resigned as Director
Mr Andrew Barlow	Non-Executive Chairman	Appointed 15 February 2010
Mr Ben Dixon	Chief Executive Officer Executive Director	Appointed 1 February 2018 Appointed 23 December 2013
Mr Andrew Dyer	Non-Executive Director	Appointed 28 May 2018
Mr Adrian Giles	Non-Executive Director	Appointed 26 November 2013
Ms Sarah Morgan	Non-Executive Director	Appointed 27 January 2015
Mr Tom Triscari	Non-Executive Director Executive Director, Head of Corporate Development and Interim Chief Financial Officer	Appointed 9 August 2021 Appointed 6 April 2022
Executive Officers	**Position**	**Date appointed/resigned as Executive**
Ms Felicity Conlan	Company Secretary Chief Financial Officer	Appointed 9 October 2017 Resigned 20 April 2022 Appointed 30 August 2017 Resigned 06 April 2022
Mr Tom Peacock	Chief Commercial Officer	Appointed 23 December 2013

Remuneration Report (Continued)

Group 2022	Short-term benefits			Long Term Benefits	Post-employment benefits	Share-based payment		Total
Name	**Salary & fees $**	**Short Term Incentive $**	**Other $**	**Long Service Leave $**	**Super-annuation $**	**Share Options Expensed $**	**Performance Rights $**	**$**
Executive directors								
Mr B Dixon	300,000	-	-	5,978	23,568	33,031	-	362,577
Mr T Triscari (i)	124,659	-	3,172	-	-	56,496	-	184,327
Non-executive directors								
Mr A Barlow	90,909	-	-	-	9,091	-	-	100,000
Mr A Giles	68,182	-	-	-	6,818	-	-	75,000
Ms S Morgan	68,182	-	-	-	6,818	-	-	75,000
Mr A Dyer	-	-	-	-	-	35,161	-	35,161
Other key management personnel								
Ms F Conlan (ii)	277,500	-	-	1,727	23,568	14,560	-	317,355
Mr T Peacock	244,000	5,000	-	10,651	23,568	15,213	-	298,432
Totals	**1,173,432**	**5,000**	**3,172**	**18,356**	**93,431**	**154,461**	**-**	**1,447,852**

(i) Mr Triscari was appointed as a Non-Executive Director on 9 August 2021 and took over executive positions of Head of Corporate Development and Interim Chief Financial Officer on 6 April 2022.

(ii) Ms Conlan resigned as the Chief Financial officer on 6 April and as the Company Secretary on 20 April 2022. She remained with the company through the end of the financial year and was considered as an KMP till 30 June 2022.

During the 2022 financial year the Options outlined below expired without being exercised. These expiring options are excluded from the above Share-based remuneration figures. These amounts were previously included as share-based remuneration when they were expensed in the financial statements. On the date of expiry, the total amounts that were already expensed were moved from share-based payments reserve to retained earnings in the financial statements. There were no such expiring options in 2021 financial year.

Name	Options Expired (Number)	Value ($)
Mr B Dixon	1,000,000	19,600
Mr A Dyer	4,000,000	55,202
Ms F Conlan	7,500,000	84,722
Mr T Peacock	7,500,000	84,722
	20,000,000	**244,246**

Short Term Incentives

Short Term Incentives (STIs) paid in the year, along with the total STI opportunity in each year, relating to the 2021 and 2022 financial years, are outlined in the table below:

Name	Amount Paid $	Total 2021 STI Opportunity $	Amount Paid $	Total 2022 STI Opportunity $	Assessment Criteria
Mr B Dixon	-	100,000	-	100,000	Group performance to budget and executive management to achieve KPIs
Ms F Conlan	-	100,000 (a)	-	100,000 (a)	Group revenue achievement and individual KPIs
Mr T Peacock	-	100,000 (a)	5,000	100,000 (a)	Group revenue achievement and individual KPIs
Mr T Triscari	-	-	-	USD 100,000 (b)	Achieving key performance criteria in the realization of shareholder value

(a) A new STI plan was introduced in 2020 with a $100,000 STI opportunity. A third assessed on revenue targets at the half year and the balance assessed on revenue targets and personal KPIs at the full year.

(b) The Company may in its absolute discretion pay a performance bonus of up to USD$100,000, based on achieving key performance criteria in the realization of shareholder value, with such performance criteria to be agreed between the Company and the Employee.

Other than the amounts disclosed for Mr Peacock above, no other STIs were paid to key management personnel in relation to the 2022 financial year.

Group 2021	**Short-term benefits**			**Long Term Benefits**	**Post-employment benefits**	**Share-based payment**		**Total**
Name	**Salary & fees** $	**Short Term Incentive** $	**Other** $	**Long Service Leave** $	**Super-annuation** $	**Share Options** $	**Performance Rights** $	$
Executive directors								
Mr B Dixon	288,750	-	-	5,443	21,694	276,757	-	592,644
Non-executive directors								
Mr A Barlow (i)	68,493	-	-	-	6,507	-	-	75,000
Mr A Giles	51,370	-	-	-	4,880	-	-	56,250
Ms S Morgan	51,370	-	-	-	4,880	-	-	56,250
Mr A Dyer	-	-	-	-	-	46,505	-	46,505
Other key management personnel								
Ms F Conlan	264,688	-	-	1,390	21,694	14,248	-	302,020
Mr T Peacock	231,531	-	-	4,350	21,237	14,248	-	271,366
Totals	**956,202**	**-**	**-**	**11,183**	**80,892**	**351,758**	**-**	**1,400,035**

(i) Mr Barlow moved from an Executive Chairman role to a non-executive role in July 2020.

With the impact of the COVID-19 pandemic the non-executive directors waived fees and other executive key management personnel agreed to a 15% salary reduction for the quarter to September 2020.

An adjustment of $37,228 was made to the FY2021 comparative to increase Share-based payments. The amount previously reported for Share-based payments in FY2021 was $314,530. This adjustment corrects an error in the expense allocation method.

Short Term Incentives

Short Term Incentives (STIs) paid in the year, along with the total STI opportunity in each year, relating to the 2020 and 2021 financial years, are outlined in the table below:

Name	**Amount Paid** $	**Total 2020 STI Opportunity** $	**Amount Paid** $	**Total 2021 STI Opportunity** $	**Assessment Criteria**
Mr B Dixon	-	100,000	-	100,000	Group performance to budget and executive management to achieve KPIs
Ms F Conlan	-	100,000 (a)	-	100,000 (a)	Group revenue achievement and individual KPIs
Mr T Peacock	-	100,000 (a)	-	100,000 (a)	Group revenue achievement and individual KPIs

(a) A new STI plan was introduced in 2020 with a $100,000 STI opportunity. A third assessed on revenue targets at the half year and the balance assessed on revenue targets and personal KPIs at the full year.

No STIs were paid to key management personnel in relation to the 2021 financial year.

Remuneration Report (Continued)

Section 4: Executive contracts of employment

Formal contracts of employment for all members of the key management personnel are in place. Contractual terms for most executives are similar but do, on occasions, vary to suit different needs. The following table summarises the key contractual terms for all key management personnel.

Length of contract	Open ended.
Fixed Remuneration	Remuneration comprises salary and statutory employer superannuation contributions.
Incentive Plans	Eligible to participate. Incentive criteria and award opportunities vary for each executive.
Notice Period	Key Management Personnel, including executive directors, have notice periods ranging from three to four months. The Chief Executive Officer has a notice period of four months and the Chief Financial Officer and Chief Commercial Officer have notice periods of three months. Other Executives have notice periods ranging from four weeks to three months.
Resignation	Employment may be terminated by giving notice consistent with the notice period.
Retirement	There are no financial entitlements due from the Group on retirement of an executive.
Termination by the Group	The Group may terminate the employment agreement by providing notice consistent with the notice period or payment in lieu of the notice period.
Redundancy	Payments for redundancy are discretionary and are determined having regard to the particular circumstances. There are no contractual commitments to pay redundancy over and above any statutory entitlement.
Termination for serious misconduct	The Group may terminate the employment agreement at any time without notice, and the executive will be entitled to payment of remuneration only up to the date of termination.

Section 5: Long Term Incentives (equity-based compensation)

Incentive Option Plan

At the November 2017 Annual General Meeting, shareholders approved the creation of the Group's Incentive Option Plan which enables the Board to offer eligible employees and directors the right to options which convert to fully-paid ordinary shares upon exercise, subject to meeting certain vesting criteria. The Incentive Option Plan was re-approved by shareholders at the January 2021 Annual General Meeting.

The objective of the Incentive Option Plan is to attract, motivate and retain key employees and the Group considers that the adoption of the Incentive Option Plan and the future issue of options under the Incentive Option Plan will provide selected employees and directors with the opportunity to participate in the future growth of the Group.

Adslot continually reviews its operations, performance and the broader market conditions to ensure that incentives offered to key executives are aligned with the growth of the Group and shareholder outcomes whilst ensuring it can attract and retain experienced talent in a competitive industry. Adslot continues to operate within a highly competitive employment environment for experienced people in the technology and software field.

No amounts are paid or payable by the recipient on the receipt of the options. The options carry no voting rights. All options are subject to service periods which require the employees remain an employee or Director of the Group.

The following tables show grants and movements of share-based compensation to directors and senior management during the current financial year and the previous financial year:

2022

Name	Series	Balance at beginning of the year (Number)	Granted during the year (Number)	Lapsed/ Forfeited during the year (Number)	Exercised during the year (Number)	Balance at the end of the year (Number)	Vested and exercisable at the end of the year (Number)
Ben Dixon	OP # 18-1	1,000,000	-	(1,000,000)	-	-	-
Felicity Conlan	OP # 18-2	1,000,000	-	(1,000,000)	-	-	-
Tom Peacock	OP # 18-2	1,000,000	-	(1,000,000)	-	-	-
Felicity Conlan	OP # 18-3	6,500,000	-	(6,500,000)	-	-	-
Tom Peacock	OP # 18-3	6,500,000	-	(6,500,000)	-	-	-
Andrew Dyer	OP # 18-5	4,000,000	-	(4,000,000)	-	-	-
Felicity Conlan	OP # 20-1	1,000,000	-	-	-	1,000,000	666,667
Tom Peacock	OP # 20-1	1,000,000	-	-	-	1,000,000	666,667
Felicity Conlan	OP # 21-1	1,250,000	-	-	-	1,250,000	416,667
Tom Peacock	OP # 21-1	1,250,000	-	-	-	1,250,000	416,667
Ben Dixon	OP # 21-2	18,000,000	-	-	-	18,000,000	14,000,000
Andrew Dyer	DOP # 21-1	2,500,000	-	-	-	2,500,000	2,500,000
Felicity Conlan	OP # 22-1	-	1,000,000	-	-	1,000,000	-
Tom Peacock	OP # 22-1	-	1,000,000	-	-	1,000,000	-
Tom Triscari (i)	DOP # 22-1	-	6,000,000	-	-	6,000,000	-
Andrew Dyer (ii)	DOP # 22-2	-	2,500,000	-	-	2,500,000	1,250,000
Felicity Conlan	OP # 22-2	-	2,000,000	-	-	2,000,000	-
Tom Peacock	OP # 22-2	-	6,000,000	-	-	6,000,000	-
		45,000,000	**18,500,000**	**(20,000,000)**	**-**	**43,500,000**	**19,916,668**

(i) In conjunction with his appointment as a Non-Executive Director, Mr Triscari was granted 6 million unlisted options to acquire fully paid ordinary shares.
(ii) Mr Dyer's options were granted outside of the Option Plan and are subject to the same terms and conditions as set out in the Option Plan. The grant was approved at the Annual General Meeting on 23 November 2021.

In addition to above, on 16 June 2022 Mr Dyer was granted 3,200,000 new Options to acquire fully paid ordinary shares in the Company, to be issued subject to shareholder approval at the Company's 2022 Annual General Meeting.

The options are valued using the Black-Scholes pricing model. The model inputs for options granted during the year ended 30 June 2022 included:

Model Input	OP # 22-1	DOP # 22-1	DOP # 22-2	OP # 22-2
Grant Date	30/07/21	09/08/21	12/10/21	16/06/22
Expiry Date	29/07/25	08/08/25	11/10/25	15/06/25
Exercise Price $	0.041	0.028	0.040	0.018
Grant date share value $	0.028	0.028	0.028	0.012
Expected Volatility	75.67%	73.27%	65.07%	80.73%
Risk Free Interest rate	0.02%	0.02%	0.69%	2.71%

Remuneration Report (Continued)

2021

Name	Series	Balance at beginning of the year (Number)	Granted during the year (Number)	Lapsed/ Forfeited during the year (Number)	Exercised during the year (Number)	Balance at the end of the year (Number)	Vested and exercisable at the end of the year (Number)
Ben Dixon	OP # 18-1	1,000,000	-	-	-	1,000,000	1,000,000
Felicity Conlan	OP # 18-2	1,000,000	-	-	-	1,000,000	1,000,000
Tom Peacock	OP # 18-2	1,000,000	-	-	-	1,000,000	1,000,000
Felicity Conlan	OP # 18-3	6,500,000	-	-	-	6,500,000	6,500,000
Tom Peacock	OP # 18-3	6,500,000	-	-	-	6,500,000	6,500,000
Andrew Dyer	OP # 18-5	4,000,000	-	-	-	4,000,000	4,000,000
Felicity Conlan	OP # 20-1	1,000,000	-	-	-	1,000,000	333,334
Tom Peacock	OP # 20-1	1,000,000	-	-	-	1,000,000	333,334
Felicity Conlan	OP # 21-1	-	1,250,000	-	-	1,250,000	-
Tom Peacock	OP # 21-1	-	1,250,000	-	-	1,250,000	-
Ben Dixon (i)	OP # 21-2	-	18,000,000	-	-	18,000,000	12,000,000
Andrew Dyer (ii)	DOP # 21-1	-	2,500,000	-	-	2,500,000	1,250,000
		22,000,000	**23,000,000**	**-**	**-**	**45,000,000**	**33,916,668**

(i) Approved at the Annual General Meeting on 28 January 2021.
(ii) Mr Dyer's options were granted outside of the Option Plan and are subject to the same terms and conditions as set out in the Option Plan. The grant was approved at the Annual General Meeting on 28 January 2021.

The options are valued using the Black-Scholes pricing model. The model inputs for options granted during the year ended 30 June 2021 included:

Model Input	OP # 21-1	OP # 21-2	DOP # 21-1
Grant Date	13/07/20	07/08/20	17/12/20
Expiry Date	12/07/24	06/08/24	16/12/24
Exercise Price $	0.028	0.034	0.043
Grant date share value $	0.019	0.023	0.029
Expected Volatility	126.55%	129.74%	137.18%
Risk Free Interest rate	0.25%	0.25%	0.09%

Details of Share Options, ESOP and other rights to ordinary shares in the Group provided as remuneration of directors and the key management personnel of the Group are set out below:

Name	Options Granted During the Year			
	2022 (Options)		2021 (Options)	
	Number	$	Number	$
Directors				
Mr A Giles	-	-	-	-
Mr A Barlow	-	-	-	-
Mr B Dixon	-	-	18,000,000	324,301
Ms S Morgan	-	-	-	-
Mr A Dyer	2,500,000	27,338	2,500,000	58,743
Mr T Triscari	6,000,000	91,538	-	-
Other key management personnel				
Ms F Conlan	3,000,000	26,057	1,250,000	18,225
Mr T Peacock	7,000,000	51,648	1,250,000	18,225

The assessed fair value at issue date of the rights, and the assessed fair value at grant date of the options, granted to the executive are allocated equally over the period from issue/grant date to vesting date, and the amount is included in the remuneration tables above.

Section 6: Culture, accountability and remuneration

The Group's values of respect, collaboration, communication, integrity and innovation remain critical to our culture and effectively guide our employees in making decisions that realise opportunity for the benefit of our clients, our shareholders, our employees and the communities in which we operate.

Employees are made aware that these values form the basis of all behaviours and actions. These behavioural expectations are outlined in the Board approved Code of Conduct. The Group communicates and reinforces our culture through executive communications, non-monetary performance recognition, policy reminders and updates, training, learning and development.

The Remuneration Committee and the Board are able to assess culture in many ways including through People & Culture reporting, senior management off-sites, department head presentations, staff survey results, as well as through personal observation of management and staff behaviours and actions.

The remuneration framework supports our principles by motivating staff to be innovative but also be accountable for their decisions within the business.

Remuneration Report (Continued)

Section 7: Equity holdings and transactions

The number of shares in the Group held during the financial year by each Director of Adslot Ltd and other key management personnel of the Group, including their personally related parties, are set out below:

2022 Name	Balance at the start of the year (Number)	Received during the year on exercise of an option or right (Number)	Net other changes during the year (Number)	Balance at the end of the year (Number)
Directors				
Mr A Giles	14,694,791	-	2,633,692	17,328,483
Mr A Barlow	67,702,668	-	17,040,720	84,743,388
Mr B Dixon	37,603,660	-	3,150,928	40,754,588
Ms S Morgan	1,234,983	-	541,106	1,776,089
Mr A Dyer	54,111,342	-	11,985,629	66,096,971
Mr T Triscari	-	-	-	-
Other key management personnel				
Ms F Conlan	500,000	-	44,118	544,118
Mr T Peacock	3,375,000	-	-	3,375,000
Totals	**179,222,444**	**-**	**35,396,193**	**214,618,637**

Section 8: Other transactions with Key Management Personnel

Transactions with Directors and their personally related entities:

During the year the Company earned revenue of $7,960 (FY2021: $25,888) from a company requiring web development, hosting and marketing services related to Mr Adrian Giles on normal commercial terms and conditions.

During the year the Company paid $1,688 as underwriting fees to a company connected to Mr Andrew Barlow, for underwriting the successful capital raise through an entitlement offer. The amount paid was equal to sub-underwriting fees paid by Mr Barlow’s company to sub-underwriters that were not a related party of the Company. Mr Barlow’s entity otherwise was not paid an underwriting fee.

There were no other transactions with directors and their personally related entities for the financial years ending 30 June 2022 and 30 June 2021.

This marks the end of the audited remuneration report.

This report is made in accordance with a resolution of directors.

Andrew Barlow
Chairman
29 August 2022

Other Directors' Report Disclosures

Directors

Andrew Barlow Chairman	Ben Dixon CEO & Executive Director	Adrian Giles Non-Executive Director
Sarah Morgan Non-Executive Director	Andrew Dyer Non-Executive Director	Tom Triscari Executive Director

All directors listed below except Mr Tom Triscari were directors for the whole financial year and up to the date of this report. Mr Triscari was appointed as a non-executive director on 9 August 2021 and Executive Director, Head of Corporate Development and Interim Chief Financial Officer on 6 April 2022

Company Secretary

Mr. Mark Licciardo

Mr Licciardo joined Adslot Ltd as Company Secretary on 20 April 2022. Mr. Licciardo was the founder and Managing Director of Mertons Corporate Services, and is now Managing Director, Listed Company Services for Acclime. Acclime provides company secretarial and corporate governance consulting services to ASX listed and unlisted public and private companies. He is also a former Company Secretary of ASX listed companies Transurban Group and Australian Foundation Investment Company Limited. Mr Licciardo holds a Bachelor of Business Degree (Accounting) and a Graduate Diploma in Company Secretarial Practice, is a Fellow of the Australian Institute of Company Directors, the Governance Institute of Australia and the Institute of Company Secretaries and Administrators.

Ms Felicity Conlan resigned as Company Secretary on 20 April 2022.

Directorships of other listed companies

Other than those disclosed on pages 6 to 7 of this Annual Report no director holds a Directorship in any other listed companies in the three-year period immediately before the end of the financial year.

Directors' shareholdings

The following table sets out each director's relevant interest in shares or options in shares of the Group as at the date of this report.

Directors	Ordinary Shares	Share Options
	#	#
Mr Andrew Barlow	84,743,388	-
Mr Adrian Giles	17,328,483	-
Mr Ben Dixon	40,754,588	18,000,000
Ms Sarah Morgan	1,776,089	-
Mr Andrew Dyer	66,096,971	5,000,000
Mr Tom Triscari	-	6,000,000

Remuneration of directors and senior management

Information about the remuneration of directors and senior management is set out in the remuneration report of this directors' report.

Directors' Meetings

The following table sets out the number of meetings of the Group's Directors held during the year ended 30 June 2022 and the number of meetings attended by each Director.

	Board of Directors		Remuneration Committee		Audit and Risk Committee	
Directors	Held	Attended	Held	Attended	Held	Attended
Mr Andrew Barlow	8	8	2	2	-	-
Mr Adrian Giles	8	8	2	2	4	4
Mr Ben Dixon	8	8	-	-	-	-
Ms Sarah Morgan	8	8	-	-	4	4
Mr Andrew Dyer	8	8	2	2	4	4
Mr Tom Triscari	8	7	-	-	-	-

Grant Thornton

Grant Thornton Audit Pty Ltd
Level 22 Tower 5
Collins Square
727 Collins Street
Melbourne VIC 3008
GPO Box 4736
Melbourne VIC 3001

T +61 3 8320 2222

Auditor's Independence Declaration

To the Directors of Adslot Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of

Adslot Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

Eric W Passaris

E W Passaris
Partner – Audit & Assurance

Melbourne, 29 August 2022

www.grantthornton.com.au
ACN-130 913 594

Grant Thornton Audit Pty Ltd ACN 130 913 594 a subsidiary or related entity of Grant Thornton Australia Limited ABN 41 127 556 389 ACN 127 556 389. 'Grant Thornton' refers to the brand under which the Grant Thornton member firms provide assurance, tax and advisory services to their clients and/or refers to one or more member firms, as the context requires. Grant Thornton Australia Limited is a member firm of Grant Thornton International Ltd (GTIL). GTIL and the member firms are not a worldwide partnership. GTIL and each member firm is a separate legal entity. Services are delivered by the member firms. GTIL does not provide services to clients. GTIL and its member firms are not agents of, and do not obligate one another and are not liable for one another's acts or omissions. In the Australian context only, the use of the term 'Grant Thornton' may refer to Grant Thornton Australia Limited ABN 41 127 556 389 ACN 127 556 389 and its Australian subsidiaries and related entities. Liability limited by a scheme approved under Professional Standards Legislation.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2022

	Notes	2022 $	2021 $
Total revenue from continuing operations	3	**8,992,480**	8,233,147
Other income	3	**469,317**	1,389,456
Total revenue and other income		**9,461,797**	9,622,603
Hosting & other related technology costs		**(1,217,618)**	(1,370,854)
Employee benefits expense	4,10	**(7,756,399)**	(7,629,008)
Impairment of receivables	4,8	**(27,667)**	19,085
Other operating expenses	4	**(2,384,398)**	(2,526,739)
Share-based payment expense	21	**(322,326)**	(537,168)
Depreciation and amortisation expenses	4	**(3,642,837)**	(3,596,794)
Reversal of provision for R&D Claim for Financial Year 2015/2016	4	**1,527,734**	-
Interest Expense		**(82,956)**	(97,994)
Total expenses		**(13,906,467)**	(15,739,472)
Loss before income tax expense		**(4,444,670)**	(6,116,869)
Income tax benefit/(expense)	5	**(202,732)**	(163,905)
Loss after income tax expense		**(4,647,402)**	(6,280,774)
Net loss attributable to the members		**(4,647,402)**	(6,280,774)
Other comprehensive income/(loss)			
Items that may be reclassified subsequently to profit or loss			
Foreign exchange translation		**52,328**	(3,383)
Total other comprehensive income/(loss)		**52,328**	(3,383)
Total comprehensive loss attributable to the members		**(4,595,074)**	(6,284,157)

	Notes	2022 Cents	2021 Cents
Earnings per share (EPS) from loss from continuing operations attributable to the ordinary equity holders of the Group			
Basic earnings per share	17	**(0.23)**	(0.33)
Diluted earnings per share	17	**(0.23)**	(0.33)

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

Consolidated Statement of Financial Position

As at 30 June 2022

	Notes	2022 $	2021 $
Current assets			
Cash and cash equivalents	7	**5,951,807**	6,826,853
Trade and other receivables	8	**4,552,666**	4,040,885
Prepayments		**294,480**	249,988
Total current assets		**10,798,953**	11,117,726
Non-current assets			
Property, plant & equipment	9	**2,237,912**	1,780,962
Intangible assets	10	**12,167,061**	12,694,084
Total non-current assets		**14,404,973**	14,475,046
Total assets		**25,203,926**	25,592,772
Current liabilities			
Trade and other payables	11	**4,686,011**	4,516,056
Other liabilities	12	**370,979**	641,141
Lease liability	13	**495,488**	594,101
Provisions	14	**670,717**	720,720
Total current liabilities		**6,223,195**	6,472,018
Non-current liabilities			
Lease liability	13	**1,659,944**	1,161,470
Provisions	14	**683,233**	683,482
Total non-current liabilities		**2,343,177**	1,844,952
Total liabilities		**8,566,372**	8,316,970
Net assets		**16,637,554**	17,275,802
Equity			
Issued capital	15	**159,242,345**	155,607,845
Reserves	16	**1,203,847**	1,473,259
Accumulated losses		**(143,808,638)**	(139,805,302)
Total equity		**16,637,554**	17,275,802

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

Consolidated Statement of Changes in Equity

For the year ended 30 June 2022

2022

	Notes	Issued Capital $	Reserves $	Accumulated Losses $	Total Equity $
Balance at 1 July 2021		155,607,845	1,473,259	(139,805,302)	17,275,802
Movement in foreign exchange translation reserve	16	-	52,328	-	52,328
Other comprehensive income		-	52,328	-	52,328
Loss attributable to members of the Group		-	-	(4,647,402)	(4,647,402)
Total comprehensive income/(loss)		-	52,328	(4,647,402)	(4,595,074)
Transactions with equity holders in their capacity as equity holders					
Contributions of equity, net of transaction costs	15	3,634,500	-	-	3,634,500
Reclassification of vested options lapsed or expired	16	-	(644,066)	644,066	-
Share-based expense	16	-	322,326	-	322,326
		3,634,500	(321,740)	644,066	3,956,826
Balance 30 June 2022		159,242,345	1,203,847	(143,808,638)	16,637,554

2021

	Notes	Issued Capital $	Reserves $	Accumulated Losses $	Total Equity $
Balance at 1 July 2020		151,866,361	939,474	(133,524,528)	19,281,307
Movement in foreign exchange translation reserve	16	-	(3,383)	-	(3,383)
Other comprehensive income		-	(3,383)	-	(3,383)
Loss attributable to members of the Group		-	-	(6,280,774)	(6,280,774)
Total comprehensive income/(loss)		-	(3,383)	(6,280,774)	(6,284,157)
Transactions with equity holders in their capacity as equity holders					
Contributions of equity, net of transaction costs	15	3,741,484	-	-	3,741,484
Share-based expense	16	-	537,168	-	537,168
		3,741,484	537,168	-	4,278,652
Balance 30 June 2021		155,607,845	1,473,259	(139,805,302)	17,275,802

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

Consolidated Statement of Cash Flows

For the year ended 30 June 2022

	Notes	2022 $	2021 $
Cash flows from operating activities			
Receipts from trade and other debtors		**16,753,032**	13,555,868
Interest received		**9,703**	12,324
Receipt of R&D tax incentive and other Grants		**912,075**	1,713,958
Payments to trade creditors, other creditors and employees		**(19,884,625)**	(15,473,076)
Income tax refund		**-**	1,118
Interest paid		**(78,675)**	(103,379)
Net cash outflows from operating activities	22	**(2,288,490)**	(293,187)
Cash flows from investing activities			
Payments for property, plant and equipment		**(103,577)**	(9,066)
Receipt of R&D tax incentive relating to capitalised assets		**1,884,849**	1,337,683
Payments for intangible assets		**(3,405,041)**	(3,105,558)
Net cash outflows from investing activities		**(1,623,769)**	(1,776,941)
Cash flows from financing activities			
Proceeds from issue of shares		**3,782,031**	4,002,000
Payments of equity raising costs		**(148,879)**	(278,984)
Payments for leased assets		**(627,180)**	(773,527)
Proceeds from borrowings		**-**	163,732
Repayment of borrowings	3(ii)	**(177,236)**	(141,260)
Net cash inflows from financing activities		**2,828,736**	2,971,961
Net increase/(decrease) in cash held		**(1,083,523)**	901,833
Cash at the beginning of the financial year		**6,826,853**	6,160,440
Effects of exchange rate changes on cash		**208,477**	(235,420)
Cash at the end of the financial year	7	**5,951,807**	6,826,853

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

Notes to the Financial Statements

1. Summary of Significant Accounting Policies

The financial report covers Adslot Ltd ('the Company') and controlled entities ('the Group'). Adslot Ltd is a listed public company, incorporated and domiciled in Australia. The financial report is for the financial year ended 30 June 2022 and is presented in Australian dollars.

The principal accounting policies adopted in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) New or amended Accounting Standards and Interpretations

The Group has adopted all of the new, revised or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (AASB) that are mandatory for the current reporting period. Any new, revised or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The following agenda decision to existing standards has been published.

The IFRS Interpretations Committee (IFRIC) published an agenda decision clarifying how arrangements in relation to configuration and customisation costs of cloud technology, Software-as-a-Service (SaaS), should be accounted for.

- In limited circumstances, certain configuration and customisation activities undertaken in implementing SaaS arrangements may give rise to a separate asset where the customer controls the IP of the underlying software code.
- In all other instances, configuration and customisation costs will be an operating expense. They are generally recognised in profit or loss as the customisation and configuration services are performed or, in certain circumstances, over the SaaS contract term when access to the cloud application software is provided

There was no change to Group's financial statements resulting from this Agenda decision.

(b) Basis of preparation

This general-purpose financial report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001.*

It is noted that Directors have considered the impact of the COVID-19 pandemic on accounting policies, judgements and estimates, as outlined in the applicable area in the Notes to the Financial Statements.

Compliance with IFRS

Australian Accounting Standards include International Financial Reporting Standards as adopted in Australia. Compliance with Australian Accounting Standards ensures that the financial statements and notes of Adslot Ltd comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Adslot Ltd is a for-profit entity for the purpose of preparing the financial statements.

Historical cost convention

The financial statements have been prepared under the historical cost convention except for where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss.

Notes to the Financial Statements (Continued)

1. Summary of Significant Accounting Policies (Continued)

Critical accounting estimates

The preparation of financial statements in conformity with Australian Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates. The estimates and associated assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

(c) Going concern

Management continues to invest resources to support growth in trading fees, primarily from media agency holding companies and their subsidiaries in the US and UK markets.

In May 2022 the Group successfully concluded a $3.8 million capital raise via a share placement ($1.8 million) and a fully underwritten Entitlement Offer ($2.0 million), resulting in $3.6 million net cash inflows in the period under review.

The Group incurred a net loss of $4.6 million during the full year ended 30 June 2022.

Inflows from financing activities of $2.8 million, combined with the net cash outflows from operating and investing activities of $3.9 million, resulted in net cash outflows of $1.1 million in the 2022 financial year. Management anticipates incurring further net cash outflows from operations until such time as sufficient revenue growth is achieved.

The FY2021 R&D claim of $1.1 million was received in February 2022. In addition, the Group's FY2016 R&D tax incentive claim was successfully resolved on appeal to the Administrative Appeals Tribunal and the Group received the FY2016 $1.5 million refund from the Australian Tax Office in March 2022. The FY2022 R&D claim of $1.2 million is expected to be received in the first half of the 2023 financial year.

A delay in expected growth in revenues, and/or a delay in payment of the FY2022 R&D claim, has the potential to create a cash flow risk to the Group which could affect its ability to pay its debts as and when they fall due, and to realise its assets in the normal course of business.

However, the directors believe the Group will be able to continue to pay its debts as and when they fall due for the following reasons:

- the Group's cash position of $6.0 million at 30 June 2022;
- receipt of the FY2022 R&D claim of $1.2 million which is expected to be received in the first half of FY2023;
- receipt of *Symphony* licence fees which are largely recurring and predictable;
- reduced cash outflow generated by already implemented cost management initiatives and the opportunity to implement further cost reductions;
- additional capital cash inflows given the Group has a proven track record of successfully raising capital from existing and new investors; and
- the Group has retained East Wind Advisors in the US to complete a strategic review, the outcome of which may include identification of additional opportunities to support capital needs of the Group.

Accordingly, the directors believe there exists a reasonable expectation that the Group can continue to pay its debts as and when they fall due, and the financial report has been prepared on a going concern basis.

(d) Principles of consolidation

Subsidiaries

The consolidated financial statements comprise those of the Group, and the entities it controlled at the end of, or during, the financial year. The Group controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary.

All intra-group transactions, balances, income and expenses between entities in the Group included in the financial statements have been eliminated in full. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Where an entity either began or ceased to be controlled during the year, the results are included only from the date control commenced or up to the date control ceased. The accounting policies adopted in preparing the financial statements have been consistently applied by entities in the Group.

Investments in subsidiaries are accounted for at cost less impairment losses in the parent entity information in Note 24.

Business combinations

Acquisition of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition related costs are recognised in profit or loss as incurred.

The Group recognises identifiable assets and liabilities assumed in the business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition date fair values. Goodwill is stated after separate recognition of identifiable intangible assets calculated as the excess of the sum of the fair value of the consideration transferred over the acquisition date fair value of identifiable net assets. If the identifiable net assets exceed the consideration transferred, the excess amount is recognised in profit or loss immediately.

Any deferred settlement of cash consideration is discounted to its present value as at the date of acquisition. The discount rate used is the incremental borrowing rate that the Group can obtain from an independent financier under comparable terms and conditions.

Foreign Currency Exchange

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the reporting date. Exchange differences are recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income in the period in which they arise.

On consolidation, the assets and liabilities of the Group's foreign operations are translated into Australian dollars at exchange rates prevailing on the reporting date. Income and expense items are translated at the closing exchange rates for the period. Exchange differences arising, if any, are charged/credited to other comprehensive income and recognised in the Group's foreign currency translation reserve in equity. On disposal of a foreign operation the cumulative translation difference recognised in equity are reclassified to profit or loss and recognised as part of the gain or loss on disposal.

Notes to the Financial Statements (Continued)

1. Summary of Significant Accounting Policies (Continued)

(e) Cash and cash equivalents

For the purposes of the Consolidated Statement of Cash Flows, cash includes cash on hand and deposits at call which are readily convertible to cash and are not subject to significant risk of changes in value, net of bank overdrafts.

Cash held on behalf of Publishers represents the share of campaign fees held before release to Adslot Publishers.

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment in value. The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Leasehold improvements are depreciated using the straight-line method over the remaining period of the underlying lease.

Depreciation is calculated on a straight-line basis for all plant and equipment. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual reporting period, with the effect of any changes recognised on a prospective basis.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of asset and is recognised in profit or loss. The following depreciation rates are used for each class of depreciable asset:

Computer Equipment	33– 40% per annum
Plant & Equipment	20 – 33% per annum
Leasehold Improvements	20 – 100% per annum

(g) Receivables

Trade receivables are initially measured at their transaction price if they do not contain a significant financing component. They are non-derivative financial assets with fixed or determinable amounts not quoted in an active market. Trade accounts receivable are generally settled between 14 and 60 days and carried at amounts recoverable.

Collectability of trade receivables is reviewed on an ongoing basis. Debts that are known to be uncollectible are written off. The Group makes use of AASB 9 simplified approach in accounting for trade receivables and records the loss allowance at the amount equal to the expected lifetime credit losses. In using this practical expedient, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses. The amount of the expected credit loss is recognised in profit or loss. Subsequent recoveries of amounts previously written off are credited against the allowance account.

(h) Trade and other creditors – financial liabilities

Trade accounts payable and other creditors represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 45 days of recognition.

Financial liabilities are measured subsequently at amortised cost using the effective interest method.

(i) Borrowings

Borrowings are initially recognised at fair value (less transaction costs) and subsequently measured at amortised cost. Any difference between the proceeds and the redemption amount is recognised in profit or loss over the period of the borrowing using the effective interest method.

(j) Finance costs

Finance costs are recognised as expenses in the period in which they are incurred except where they are incurred in the construction of a qualifying asset in which case the finance costs are capitalised as part of the asset.

(k) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax liabilities are always provided for in full.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Tax consolidation legislation

Adslot Ltd and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation. The head entity, Adslot Ltd, and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand-alone taxpayer in its own right where the entity is subject to tax as part of the tax-consolidated group.

To the extent that it is not probable that taxable profit will be available in the foreseeable future against which the unused tax losses or unused tax credits can be utilised, the deferred tax assets of its own and its controlled entities are not recognised.

Notes to the Financial Statements (Continued)

1. Summary of Significant Accounting Policies (Continued)

(l) Employee benefits

Wages and salaries, annual leave and sick leave

Short-term employee benefits are current liabilities included in employee benefits, measured at the undiscounted amount that the Group expects to pay as a result of the unused entitlement. Annual leave is included in 'provisions'. The Group does not discount the leave liability calculations as the Group expects all annual leave for all employees to be used wholly within 12 months of the end of reporting period.

Long service leave

The liability for long service leave is recognised in the non-current provision for employee benefits and is measured as the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

Share-based compensation benefits

Equity-settled share-based payments with employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. The fair value at grant date is determined using an appropriate pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date, the expected price volatility of the underlying share, the expected dividends yield and the risk-free interest rate for the term of the option.

The fair value determined at the grant date of the equity-settled share-based payments is recognised as an expense, with a corresponding increase in equity (share-based payments reserve) on a straight-line basis over the vesting period.

Upon the exercise of options, the balance of the share-based payments reserve relating to those options is transferred to share capital while the proceeds received, net of any directly attributable transaction costs, are credited to share capital.

(m) Intangible Assets

Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (acquisition date). Goodwill is measured as the excess of the fair value of consideration paid over the fair value of the identifiable net assets of the entity or operations acquired. Goodwill acquired in business combinations is not amortised. Instead, goodwill is tested for impairment at least on an annual basis. An impairment loss for goodwill is recognised immediately in profit or loss and is not reversed in a subsequent period.

Research and development expenditure

Research costs are expensed as incurred. An intangible asset arising from development expenditure on an internal project is recognised only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development. Following the initial recognition of the development expenditure, the cost model is applied requiring the assets to be carried at cost less any accumulated amortisation and accumulated impairment losses. Any expenditure so capitalised is amortised over the period of expected benefits from the related project.

The carrying value of an intangible asset arising from development costs is tested for impairment annually when the asset is not yet available for use or more frequently when an indicator of impairment arises during the reporting period.

Intellectual property

The intellectual property relates to the platform technology, branding and domains acquired as a result of the acquisition of Adslot, QDC IP Technology and Facilitate Digital businesses. Where the useful life is assessed as indefinite, assets are not amortised and the carrying value is tested for impairment annually or more frequently if events or changes in circumstances indicate impairment. It is carried at cost less impairment losses. For those assets assessed as having a finite life, they are amortised on a straight-line basis over the estimated useful life of the asset. The expected accounting useful life of intellectual property relating to the Adslot, QDC IP Technology and Facilitate Digital business is 4 to 5 years.

Domain name

Acquired domain names are accounted for at cost, useful life is assessed as indefinite and the assets are not amortised. The carrying value is tested for impairment annually or more frequently if events or changes in circumstances indicate impairment. They are carried at cost less impairment losses.

Software

Internally developed software represents internally developed software platforms capitalised according to accounting standards. Software is assessed as having a finite life and is amortised on a straight-line basis over the estimated useful life of the asset. The expected accounting useful life of software is 5 years.

The carrying value of the software is tested for impairment when an indicator of impairment arises during the reporting period.

Notes to the Financial Statements (Continued)

1. Summary of Significant Accounting Policies (Continued)

(n) Leased assets and liabilities

In line with AASB 16 'Leases', the Group recognises a right-of-use asset and a corresponding lease liability at the commencement of a lease. The right-of-use asset is recognised at an amount equal to the initial measurement of the lease liability, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs.

The lease liability is measured at the present value of future lease payments comprising; fixed lease payments less incentives, variable lease payments, residual guarantees payable, payment of purchase options where exercise is reasonably certain and any anticipated termination penalties. The lease payments are discounted at the rate implicit in the lease, or where not readily determinable, at the entity's incremental borrowing rate.

For all new contracts, the Group considers whether a contract is, or contains a lease. A lease is defined as a contract or a part of a contract, that conveys the right to use an asset for a period of time in exchange for consideration. To apply this definition, the Group assesses whether the contract meets three key evaluations as follows:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;
- the Group has the right to obtain substantially all of the economic benefits from the use of the identified asset throughout the period of use, considering its rights within the scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assesses whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the asset or the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicators exist.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the liability is remeasured, the corresponding amount is reflected in the right-of-use asset.

(o) Goods and services tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

i. Where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or

ii. For receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

(p) Revenue recognition

The Group derives revenue from trading technology and services. To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

The Group often enters into transactions involving a range of the Group's products and services. In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised services to its customers.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as contract liabilities in the statement of financial position. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable in its statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

Revenue recognised for the major business activities for each category as follows:

Revenue from Trading Technology

Revenue from Trading Technology - Licence Fees

Adslot and *Symphony* licence fees are derived by providing customers access to the Group's technology platforms. The fee is based on either annual contracted amounts, the number of users, a tier system based on historical volumes traded on the platform, and/or resources allocated. The contracts are ongoing but cancellable with defined notice periods. The Group is expected to maintain its performance obligations throughout the contracted period for the client to achieve the benefits of the platforms. As per AASB 15, revenue is recognised over time; since the promise to grant a licence as a performance obligation is satisfied over time. The client simultaneously receives and consumes the benefit from the Group's performance of providing access to the platforms.

Revenue from Trading Technology – Trading Fees

Adslot and *Symphony* trading fees are derived based on the transaction value transacted via Group's technology platforms in a given period.

Adslot trading fee revenues are recognised over time. Only the portion of the media campaign that is retained by the Group for their services is recorded as revenue. This is typically a percentage of the total media transacted on the *Adslot* platform. Where media campaigns are realised over a period a time, the portion that extends beyond the reporting period is not taken up as revenue as the performance obligations have not been satisfied. Where the funds for these campaigns are prepaid by advertisers those amounts are treated as contract liabilities in the Consolidated Statement of Financial Position. As the fees are usage-based revenues the revenue is recognised over time when the usage occurs and the performance obligations are satisfied.

Funds collected or collectable from advertisers and due to be repaid to publisher clients are disclosed in the accounts as publisher creditors and categorised under Trade and other payables in the Consolidated Statement of Financial Position.

Symphony trading fees are charged to publishers for the use of the *Symphony* platform as a workflow solution. The fee is based on a percentage fee calculated from the total transacted value of campaigns. As per AASB 15, revenue is recognised over time when the usage occurs and the performance obligations are satisfied.

Notes to the Financial Statements (Continued)

1. Summary of Significant Accounting Policies (Continued)

(p) Revenue recognition (Continued)

Revenue from Services

Service revenue is recognised at a point in time or over time based on when the performance obligations are met, and the customer can realise benefit from service received without further involvement from the Group.

A one-off *Symphony* activation fee is charged to customers when new markets are activated, to cover work required to deploy *Symphony* in a new market. The work typically involves (but not limited to);

- In-country workshops to establish current media buying and business processes,
- information gathering to identify country specific product requirements,
- user training, and
- account set-up.

Activation fees are recognised over a period of time when the Group satisfies its performance obligation by measuring the progress towards satisfaction of that performance obligation based on output method prescribed in AASB 15.

Revenue derived from custom development work is recognised over a period of time when the Group satisfies its performance obligation and the customer obtains the ability to direct the use of, and obtain substantially all of the remaining benefits from, the work carried out. Revenue is recognised by measuring the progress towards satisfaction of performance obligations based on the output method prescribed in AASB 15.

Website development revenue is recognised over time. All projects are assigned percentages of project completion which can be reliably measured based on actual work in progress Revenue is recognised over time when the performance obligations are met and when the Group receives an enforceable right to payment for performance completed to date. Any incomplete website development project amounts invoiced are recorded as contract liabilities.

Search Engine Optimisation and Search Engine Advertising attempts to improve search engine rankings of the client's website or bid on certain keywords in order for their clickable ads to appear in search results. These are ongoing contracts and can be cancelled with 90 days' notice. The Group needs to continuously manage these campaigns; as such the revenue is recognised over time as the clients simultaneously receive the service and the Group satisfies its performance obligations.

Hosting revenue is derived for hosting the client's websites in third party cloud servers managed by the Group. These contracts are ongoing and can be cancelled with 90 days' notice. Clients may pay upfront annually. The Group needs to continually satisfy the performance obligations of hosting the site and provide customer support, as and when required. Therefore, revenue is recognised over time.

For Domain Names Registration and SSL Certification, at the time of initial activation the service has been transferred in full to the customer; and the customer is able to realise benefits from services received without further involvement from the Group. Furthermore, the Group separately prices and sells these products. There is no further performance obligation for the Group. As such revenue needs to be recognised at a point in time.

Interest revenue

Interest revenue is recognised when it is probable that the economic benefits will flow to the Group and the amount can be measured reliably, taking into account the effective yield on the financial asset.

Government grants

In accordance with AASB 120, government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Where appropriate grants relating to expense items are recognised as other income, over the periods necessary to match the grant to the costs they are compensating. Grants relating to assets are credited to deferred income and are amortised on a straight-line basis over the expected lives of the assets.

Sale of non-current assets

The net gain from the sale of non-current asset sales is recognised as income at the date control of the asset passes to the buyer, usually when the signed contract of sale becomes unconditional.

(q) Financial Instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through the profit or loss statement, and which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets, other than those designated and effective as hedging instruments, are classified as financial assets at amortised cost.

Classifications are determined by both:

- The entity's business model for managing the financial asset; and
- The contractual cash flow characteristics of the financial assets.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as financial assets at fair value through profit and loss):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments as well as government bonds.

Trade and other receivables and contract assets

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance at the amount equal to the expected lifetime credit losses. In using this practical expedient, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses.

Trade and other receivables and contract assets are subject to review at least at each reporting date to identify expected credit losses.

At reporting date and throughout the reporting period the Group did not have any other financial instruments other than trade and other receivables.

Notes to the Financial Statements (Continued)

1. Summary of Significant Accounting Policies (Continued)

(r) Leasehold improvements

The cost of improvements to leasehold properties is amortised over the unexpired period of the lease or the estimated useful life of the improvement to the Group, whichever is the shorter.

(s) Earnings per share

Basic earnings per share

Basic earnings per share for continuing operations and total operations attributable to members of the Group are determined by dividing net profit after income tax from continuing operations and the net profit attributable to members of the Group respectively, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial period. The number of shares used in the calculation at any time during the period is based on the physical number of shares issued.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

(t) Dividends

Provision is made for the amount of any dividend determined or recommended by the directors on or before the end of the financial year but not distributed at reporting date.

(u) Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the 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 to sell and value in use. For the purposes of assessing impairment, assets are grouped 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 other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

(v) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Chief Executive Officer.

The Company's global platforms and services form one operating segment.

(w) Provisions, contingent assets and contingent liabilities

Provisions for product warranties, legal disputes, onerous contracts or other claims are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. The timing or amount of the outflow may still be uncertain.

Restructuring provisions are recognised only if a detailed formal plan for the restructuring exists and management has either communicated the plan's main features to those affected or started implementation. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities unless the outflow of resources is remote.

(x) Critical accounting judgements and key sources of estimation uncertainty

Critical judgements in applying the entity's accounting policies

The following are the critical judgements (apart from those involving estimations, which are dealt with below), that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements. It is noted that directors have considered the impact of the COVID-19 pandemic on accounting policies, judgements and estimates where appropriate.

Unrecognised deferred tax assets

As disclosed in Note 5, the Group recognises deferred tax assets relating to temporary differences, capital losses or operating losses when it is probable that they will be able to be utilised in future reporting periods. Due to the continuing operating losses, the Directors have determined it is not appropriate to recognise deferred tax assets until a point in time where it is probable that future taxable income is going to be available to utilise the assets. The tax benefit of deferred tax assets not recognised is $16,268,069 (FY2021: $10,349,969). Refer to Note 5 for further details.

Revenue recognition

In web development and web hosting business operations, management assesses stage of completion of each project and recognises revenue in the period in which development work is undertaken. In making its judgement, management considered the standard duration of such contracts, stage of progress in contracts and commencement date of such contracts. Accordingly, management has deferred recognising some web development and web hosting revenue of an estimated value of services to be rendered in the future.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future and other key estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Notes to the Financial Statements (Continued)

1. Summary of Significant Accounting Policies (Continued)

(x) Critical accounting judgements and key sources of estimation uncertainty (Continued)

Impairment of goodwill and intangible assets

Determining whether goodwill and intangible assets are impaired requires an estimation of the fair value less costs to sell of the cash-generating units to which goodwill and intangible assets have been allocated. Under the market-based approach for fair value less costs to sell calculations, the entity is required to estimate the amount obtainable from the sale of an asset or CGU in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

The Group's shares are traded on the Australian Stock Exchange, and in the absence of a binding sale agreement, the year-end share price is used to calculate the asset's market value.

In the event the share price falls, an impairment of the related intangible assets may result.

At 30 June 2022 an assessment of impairment was performed and the Group considered if there was an impairment to goodwill and intangible assets. The impacts of COVID-19 on the business was taken into consideration in the assessment.

Following a review of the carrying value of its intangible assets and in accordance with relevant accounting standards, goodwill and other intangible assets was assessed not to be impaired.

The carrying amount of goodwill and intangible assets at the reporting date was $12,167,061 (FY2021: $12,694,084). Refer to Note 10 for further details.

Capitalisation of internally developed software

Distinguishing the research and development phases of software projects and determining whether the recognition requirements for the capitalisation of development costs are met, requires judgement. After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired.

The capitalisation of internally developed software amount for the year was $2,487,327 (FY2021: $2,401,649). Refer to Note 10 for further details.

Share-based payments

The calculation of the fair value of options issued requires significant estimates to be made in regards to volatility, along with market and non-vesting conditions. The estimations made are subject to variability that may alter the overall fair value determined. The share-based payment expense for the year was $322,326 (FY2021: $537,168).

Research and development tax concessions

A receivable of $1,223,357 (FY2021: $1,123,520) has been recognised in relation to a research and development tax concession for the 2022 financial year. Refer to Note 8 for further details. The actual claim is yet to be submitted with the Australian Tax Office and therefore there remains some uncertainty in regards to the quantum of the concession to be received. The financial statements reflect the Directors' estimate of the receivable after taking into account the likelihood of each component of the claim being received.

New standards and interpretations issued but not effective

At the date of authorisation of these financial statements, several new, but not yet effective, Standards and amendments to existing Standards, and Interpretations have been published by the AASB. None of these Standards or amendments to existing Standards have been adopted early by the Group.

Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New Standards, amendments and Interpretations not adopted in the current year have not been disclosed.

2. Segment Information

The Group examines performance both from a product and geographic perspective and has identified that the Group operates in one reporting segment. However, the Group's Total Revenue and Other Income (Note 3) and its non-current assets (other than financial instruments) are divided into the following geographical areas:

	2022 $		2021 $	
	Revenue	**Non-Current Assets**	**Revenue**	**Non-Current Assets**
Australia (Domicile)	**4,872,216**	**14,392,877**	5,874,238	14,471,392
EMEA	**1,622,029**	**4,336**	1,424,883	-
The Americas	**492,562**	**7,760**	373,466	3,654
Other countries	**2,474,990**	**-**	1,950,016	-
Total	**9,461,797**	**14,404,973**	9,622,603	14,475,046

Revenues from external customers in the Group's domicile, Australia, as well as other major geographical areas have been attributed on the basis of the customer's geographical location. There is no individual foreign country where 10% or more of the Group's revenue from services rendered could be attributed to.

Major customers

The Group provides services to and derives revenue from a number of customers across all the divisions. The Group had certain customers whose revenue individually represented 10% or more of the Group's total revenue from services rendered.

For the year to 30 June 2022, one customer accounted for 10% or more of revenue from services rendered (FY2021: one).

Notes to the Financial Statements (Continued)

3. Revenue and Other Income

	2022 $	2021 $
Revenue		
Revenue from Trading Technology	**7,281,354**	6,434,298
Revenue from Services	**1,701,727**	1,790,976
Total revenue for services rendered	**8,983,081**	8,225,274
Interest revenue	**9,399**	7,873
Total revenue from continuing operations	**8,992,480**	8,233,147
Other income		
Grant income	**469,317**	1,389,456
Total other income	**469,317**	1,389,456
Total revenue and other income	**9,461,797**	9,622,603

Revenue derived from the two product lines are described as follows:

Trading Technology

Comprises *Adslot Media*, a leading global media trading technology, and *Symphony*, market-leading workflow automation technology, purpose built for digital media agencies.

Services

Comprising marketing services that are provided by the Group's Webfirm division to SME clients and project-based customisation of *Trading Technology*.

The Group's revenue disaggregated by pattern of revenue recognition is as follows:

2022

	Trading Technology $	Services $	Total $
Services transferred over time	**7,281,354**	**1,679,502**	**8,960,856**
Services transferred at a point in time	**-**	**22,225**	**22,225**
	7,281,354	**1,701,727**	**8,983,081**

2021

	Trading Technology $	Services $	Total $
Services transferred over time	6,434,298	1,769,023	8,203,321
Services transferred at a point in time	-	21,953	21,953
	6,434,298	1,790,976	8,225,274

	2022	2021
	$	**$**
Grant income		
JobKeeper - Australian Taxation Office	**-**	949,100
R&D Tax Incentive – AusIndustry (i)	**292,081**	256,449
Paycheck protection program - US Government (ii)	**177,236**	141,260
Business Support Grant - Victorian Government	**-**	20,000
Export Market Development Grants - Austrade	**-**	18,558
Short time work allowance - Germany Government	**-**	4,089
Total Grant income	**469,317**	1,389,456

(i) Amounts recognised as revenue in relation to financial year 2022 R&D Tax Incentive.

(ii) The Group's US subsidiary Adslot Inc applied for and received two tranches of Paycheck Protection Program loan through HSBC USA. They are a no fee loan provided by the US Federal Government for businesses impacted by COVID-19. The loans were for a two-year period, at 1.00% fixed interest rate and the loan payments deferred for the first six months. No collateral or guarantees were required. The full loan amounts are available for forgiveness provided the loans were utilised for allowable expenditure.
The Group applied and received full forgiveness on the first tranche of the loan $141,260 in the 2021 financial year and the second tranche $177,236 in the 2022 financial year

Notes to the Financial Statements (Continued)

4. Expenses

	2022 $	2021 $
Loss before income tax includes the following specific expenses:		
Other operating expenses		
Recruitment fees	**80,925**	16,671
Directors' fees	**250,000**	187,500
Marketing costs	**28,731**	31,894
Short term lease - rental premises	**144,069**	177,509
Rent outgoings	**88,444**	53,749
Listing & registrar fees	**84,022**	70,574
Legal fees (i)	**200,667**	603,149
Travel expenses	**124,563**	22,046
Consultancy fees	**399,846**	304,501
Audit and accountancy fees	**257,290**	225,805
Foreign exchange (gain)/loss	**(68,801)**	200,192
Insurance expenses	**200,798**	174,200
R&D write Off (ii)	**18,004**	-
Other expenses	**575,840**	458,949
Total other operating expenses	**2,384,398**	2,526,739
Depreciation and amortisation		
Amortisation – Software development costs	**3,014,350**	2,892,505
Amortisation – Right of use assets	**604,331**	685,018
Depreciation – Computer & equipment	**22,459**	16,663
Depreciation – Plant & equipment	**1,697**	2,608
Total depreciation and amortisation	**3,642,837**	3,596,794
Other charges against assets		
Impairment of trade receivables/(reversal)	**27,667**	(19,085)
Reversal of provision for R&D Claim for Financial Year 2015/2016 (ii)	**(1,527,734)**	-
R&D write Off (ii)	**18,004**	-

(i) Financial year 2021 includes substantial legal cost in relation to Administrative Appeals Tribunal (AAT) appeal process described below on (ii).

(ii) In December 2019 the Group was advised by Innovation & Science Australia that the preliminary decision regarding ineligible activities within the FY2016 R&D claim was upheld. Based on these findings R&D Tax Incentive Offset for FY2016 was offset against the FY2019 R&D refund of $2.0 million, with the net balance of the FY2019 R&D refund paid in April 2020. During FY2020 the Group made a one-off provision of $1,527,734 for the part repayment of the FY2016 R&D claim.
The Group appealed these findings and defended the legitimacy of its claim. A review of the findings was conducted by the Administrative Appeals Tribunal (AAT). During FY2022 the Group was successful in overturning the AusIndustry decision. As part of the settlement the Group agreed to write off $18,004 of this claim. The balance $1,509,730 plus interest was received in March 2022. The provision made in FY2020 was reversed in full in FY2022.

	2022 $	2021 $
Loss before income tax includes the following specific expenses:		
Employee benefits expense	**7,756,399**	7,629,008
Total capitalised development wages	**3,405,041**	3,105,558
Employee benefits included in share-based payment expense	**314,824**	490,663
Total employee benefits	**11,476,264**	11,225,229
Defined contribution superannuation expense included in employee benefit expense	**836,495**	752,418
Capitalised development wages (net of related grants)	**2,487,327**	2,401,649
Capitalised development wages included in the R&D grant	**917,714**	703,909
Total capitalised development wages	**3,405,041**	3,105,558

Notes to the Financial Statements (Continued)

5. Income Tax Expense

	2022 $	2021 $
a) Numerical reconciliation of income tax expense to prima facie tax benefit		
Loss before income tax	**(4,444,670)**	(6,116,869)
Prima facie tax benefit on loss before income tax at 25% (FY2021: 26%)	**(1,111,168)**	(1,590,386)
Tax effect of:		
Other non-allowable items	**4,206**	2,912
Share-based expensed during year	**80,582**	139,664
Research and development tax concession	**703,079**	671,530
Income tax benefit attributable to entity	**(323,301)**	(776,280)
Deferred tax income relating to utilisation of unused tax losses	-	-
Deferred tax assets relating to tax losses not recognised	**5,918,101**	331,766
Other – adjustments and net foreign exchange differences	**(5,797,532)**	280,609
Income tax benefit/(expense) attributable to entity	**(202,732)**	(163,905)

b) Movement in deferred tax balances

				Balance at 30 June 2022		
	Balance at 1 July 2021 $	Recognised in Profit & Loss $	Acquired in Business combination $	Net $	Deferred tax assets $	Deferred tax liabilities $
Trade and other receivables	**(109,163)**	**4,199**	**-**	**(104,964)**	**-**	**(104,964)**
Property, plant and equipment	**172**	**(7)**	**-**	**165**	**-**	**165**
Intangible assets	**143,377**	**(5,514)**	**-**	**137,863**	**-**	**137,863**
Unused tax losses	**(34,386)**	**1,322**	**-**	**(33,064)**	**(33,064)**	**-**
Net tax (assets)/liabilities	**-**	**-**	**-**	**-**	**(33,064)**	**33,064**

				Balance at 30 June 2021		
	Balance at 1 July 2020 $	Recognised in Profit & Loss $	Acquired in Business combination $	Net $	Deferred tax assets $	Deferred tax liabilities $
Trade and other receivables	(115,461)	6,298	-	(109,163)	-	(109,163)
Property, plant and equipment	182	(10)	-	172	-	172
Intangible assets	151,649	(8,272)	-	143,377	-	143,377
Unused tax losses	(36,370)	1,984	-	(34,386)	(34,386)	-
Net tax (assets)/liabilities	-	-	-	-	(34,386)	34,386

c) Deferred tax assets not brought to account

Deferred tax assets not brought to account, the benefits of which will only be realised if the conditions for deductibility set out on Note 1(k) occur.

	2022 $	2021 $
Temporary differences	**(5,187,566)**	(5,542,747)
Tax Losses:		
Operating losses	**49,965,365**	45,112,061
Capital losses	**20,294,479**	238,258
	65,072,278	39,807,571
Potential tax benefit (25% FY2021: 26%)	**16,268,069**	10,349,969

The Group and its wholly owned Australian resident entities have formed a tax-consolidated group and are therefore taxed as a single entity. The head entity within the tax-consolidated group is Adslot Ltd. The operating losses above includes all estimated losses available to the Group including from overseas jurisdictions.

Deferred tax liabilities from temporary differences of $1,296,892 (FY2021: $1,441,114) have not been recognised as they have been offset with deferred tax assets of the same value.

After conducting an assessment of recoverability of some of the Group's intercompany loans with non-Australian resident entities, some Australian resident entities either forgave or converted to equity $20,056,221 of intercompany loans. This resulted in an increase of capital losses of the Australian tax-consolidated group by the same amount.

6. Dividends

The Group did not declare any dividends in the current year or prior year. There are no franking credits available to shareholders of the Group.

7. Cash and Cash Equivalents

	2022 $	2021 $
Cash at bank and on hand	**3,579,592**	4,933,289
Cash held on behalf of Publishers	**2,372,215**	1,893,564
	5,951,807	6,826,853

Included in the Cash at Bank is $421,091 (FY2021: $414,988) of funds held on term deposit as guarantee for our corporate credit card facilities and for the benefit of landlords under office lease agreements.

Notes to the Financial Statements (Continued)

8. Trade and Other Receivables

Current:	2022 $	2021 $
Trade debtors	**3,314,675**	2,865,120
Less: Allowance for impairment	**(27,667)**	-
Trade debtors not impaired	**3,287,008**	2,865,120
Research and Development grant receivable	**1,223,357**	2,651,254
Provision for R&D Claim for Financial Year 2015/2016	**-**	(1,527,734)
Other receivables	**42,301**	52,245
	4,552,666	4,040,885

The average age of the Group's trade debtors is 44 days (FY2021: 46 days).

(a) Ageing of trade debtors not impaired

	2022 $	2021 $
0 – 30 days	**1,418,386**	1,419,983
31 – 60 days	**1,006,099**	746,261
61 – 90 days	**532,318**	360,898
Over 91 days	**330,205**	337,978
	3,287,008	2,865,120

(b) Movement in the provision for impairment

	2022 $	2021 $
Balance at beginning of the year	**-**	19,085
Impairment recognised during the year	**27,667**	-
Amounts recovered during the year	**-**	(19,085)
Amounts written off as uncollectible	**-**	-
Balance at the end of the year	**27,667**	-

In determining the recoverability of a trade receivable, the Group considers any recent history of payments and the status of the projects to which the debt relates. No payment terms have been renegotiated. The concentration of credit risk is limited due to the customer base being large and unrelated.

While collection delays have been experienced, there has not been an increase in defaults resulting from COVID-19 disruptions to date.

Accordingly, the directors believe that there is no further provision required in excess of the allowance for impairment.

Fair value of receivables

Fair value of receivables at year end is measured to be the same as receivables net of the allowance for impairment.

9. Property, Plant and Equipment

	2022	2021
	$	$
Leasehold improvements – at cost	**8,168**	7,799
Less: Accumulated amortisation	**(8,168)**	(7,799)
	-	-
Right of use asset – at cost	**3,502,228**	2,511,504
Less: Accumulated depreciation	**(1,350,320)**	(745,990)
	2,151,908	1,765,514
Plant and equipment – at cost	**59,475**	59,383
Less: Accumulated depreciation	**(58,857)**	(57,151)
	618	2,232
Computer equipment – at cost	**535,314**	447,066
Less: Accumulated depreciation	**(449,928)**	(433,850)
	85,386	13,216
Total carrying amount of property, plant and equipment	**2,237,912**	1,780,962

Reconciliations of the carrying amounts of each class of property, plant and equipment at the beginning and end of the current financial year are set out below:

2022

	Right of Use Assets	Plant and Equipment	Computer Equipment	Total
	$	$	$	$
Carrying amount at 1 July 2021	**1,765,514**	**2,232**	**13,216**	**1,780,962**
Additions	**-**	**-**	**95,733**	**95,733**
Disposal/write -off	**-**	**-**	**(1,439)**	**(1,439)**
Lease Modifications	**990,725**	**-**	**-**	**990,725**
Depreciation/amortisation expense	**(604,331)**	**(1,697)**	**(22,459)**	**(628,487)**
Net foreign exchange differences	**-**	**83**	**335**	**418**
Carrying amount at 30 June 2022	**2,151,908**	**618**	**85,386**	**2,237,912**

2021

	Right of Use Assets	Plant and Equipment	Computer Equipment	Total
	$	$	$	$
Carrying amount at 1 July 2020	1,817,027	6,716	21,993	1,845,736
Additions	1,766,422	-	8,608	1,775,030
Disposal/write -off	(1,132,917)	(1,845)	(76)	(1,134,838)
Depreciation/amortisation expense	(685,018)	(2,608)	(16,663)	(704,289)
Net foreign exchange differences	-	(31)	(646)	(677)
Carrying amount at 30 June 2021	1,765,514	2,232	13,216	1,780,962

Notes to the Financial Statements (Continued)

10. Intangible Assets

	Internally Developed Software $	Domain Name $	Intellectual Property $	Goodwill $	Total $
Year ended 30 June 2022					
Opening net book amount	**7,493,878**	**38,267**	**-**	**5,161,939**	**12,694,084**
Additions	**2,487,327**	**-**	**-**	**-**	**2,487,327**
Amortisation	**(3,014,350)**	**-**	**-**	**-**	**(3,014,350)**
Carrying amount at 30 June 2022	**6,966,855**	**38,267**	**-**	**5,161,939**	**12,167,061**
At 30 June 2022					
Cost	**23,105,922**	**38,267**	**16,191,496**	**15,161,939**	**54,497,624**
Accumulated amortisation and impairment	**(16,139,067)**	**-**	**(16,191,496)**	**(10,000,000)**	**(42,330,563)**
Carrying amount at 30 June 2022	**6,966,855**	**38,267**	**-**	**5,161,939**	**12,167,061**

	Internally Developed Software $	Domain Name $	Intellectual Property $	Goodwill $	Total $
Year ended 30 June 2021					
Opening net book amount	7,984,734	38,267	-	5,161,939	13,184,940
Additions	2,401,649	-	-	-	2,401,649
Amortisation	(2,892,505)	-	-	-	(2,892,505)
Carrying amount at 30 June 2021	7,493,878	38,267	-	5,161,939	12,694,084
At 30 June 2021					
Cost	20,914,713	38,267	29,045,251	15,161,939	65,160,170
Accumulated amortisation and impairment	(13,420,835)	-	(29,045,251)	(10,000,000)	(52,466,086)
Carrying amount at 30 June 2021	7,493,878	38,267	-	5,161,939	12,694,084

Internally Developed Software

Internally developed software represents a number of software platforms developed within the Group. The following table shows the portion of platform development costs that are capitalised for the current financial year, 2022:

Platform	Capitalised Wages	R&D grants offsetting capitalised wages	Net Capitalised Wages
	$	$	$
Adslot	**1,566,191**	**(323,027)**	**1,243,164**
Symphony	**1,838,850**	**(594,687)**	**1,244,163**
	3,405,041	**(917,714)**	**2,487,327**

The following table shows the portion of platform development costs that are capitalised for the prior financial year, 2021:

Platform	Capitalised Wages	R&D grants offsetting capitalised wages	Net Capitalised Wages
	$	$	$
Adslot	1,475,629	(313,402)	1,162,227
Symphony	1,629,929	(390,507)	1,239,422
	3,105,558	(703,909)	2,401,649

The Directors have assessed the accounting useful life of these internally developed software systems, for accounting purposes, to be five years. This assessment has given regard to the expected financial benefits of the technology.

Domain names

Domain names opening carrying value of $38,267 (FY2021: $38,267) relates to the various domain names held by Webfirm and Adslot. The Directors have assessed that this intellectual property has an indefinite useful life on the basis that the Directors do not believe that there is a foreseeable limit on the period over which this asset is expected to generate cash inflows for the entity.

Intellectual property

Adslot Technologies Pty Ltd holds copyright and patent licences in respect of Combinatorial Auction Platform Technology. At 30 June 2021, the fair value attributable to the intellectual property was $5,932,006 and accumulated amortisation was $5,932,006. During the year Directors decided to derecognise this fully amortised asset.

QDC IP Technology (“QDC”) is creative ad building and video advertising technology. At 30 June 2021, the fair value attributable to the intellectual property was $6,466,517 and accumulated amortisation was $6,466,517. During the year Directors decided to derecognise this fully amortised asset.

The *Symphony* platform technology was acquired as part of the Facilitate Digital Holdings Limited acquisition. The fair value attributable to the *Symphony* technology platform intellectual property was $16,191,496 (FY2021: $16,191,496). Accumulated amortisation of this asset at 30 June 2022 was $16,191,496 (FY2021: $16,191,496). This asset has been fully amortised.

The Facilitate for Agencies (“FFA”) platform technology was acquired as part of the Facilitate Digital Holdings Limited acquisition. At 30 June 2021, the fair value attributable to the intellectual property was $455,231 and accumulated amortisation was $455,231. During the year Directors decided to derecognise this fully amortised asset.

The Directors have assessed the accounting useful life of all of the above technologies for accounting purposes to be five years. This assessment has given regard to the expected financial benefits of the technologies to be potentially well beyond a five year period, together with the risk that competitors could replicate these technologies.

Notes to the Financial Statements (Continued)

10. Intangible Assets (Continued)

Goodwill

The Goodwill balance relating to the acquisition of Facilitate has a carrying value of $5,161,939 (FY2021: $5,161,939) and has not been impaired during the year.

(a) Cash Generating Units (CGUs)

For the purpose of impairment testing, goodwill has been allocated to a group of CGUs that is expected to benefit from the acquisition. A summary of the carrying amount of goodwill and intangible assets with indefinite useful lives is detailed below:

	2022		2021	
CGU	**Goodwill $**	**Intangible assets with indefinite useful lives $**	**Goodwill $**	**Intangible assets with indefinite useful lives $**
Combined CGU	**5,161,939**	-	5,161,939	-

(b) Impairment testing and key assumptions

The Group tests whether goodwill and other intangible assets have suffered any impairment in accordance with the Group's accounting policies. In addition, directors have considered the impact on accounting policies, judgements and estimates in light of the ongoing COVID-19 pandemic.

The recoverable amounts of assets and CGU have been determined using a fair value less costs to sell approach. The directors' determination of fair value using a market-based approach is the market capitalisation of the Group, less the value attributed to business units that are not part of the CGU attributed to goodwill, less other net assets.

The directors have assessed the fair value having regard to a market-based approach and have determined the goodwill is not impaired.

The most significant judgements and key assumptions pertaining to the calculation are:

- the Group's share price (ASX: ADS) as at 30 June 2022 ($0.012);
- a 4x valuation multiple on EBITDA with a minimum of $100,000 to estimate the value of the business unit (Webfirm) that is not part of the group of CGUs attributed to goodwill; and
- costs to sell including a transaction fee (3.5% of total value) plus estimate of legal, account and other consultant costs ($0.25 million).

The Group's directors appointed an independent expert to review the approach adopted by management in assessing the carrying value of the intangible assets of the Group as at 30 June 2018. The review supported the selection of methodology and the assessment of the value of the Group under the primary quoted security price approach. The director's determined the same methodology be adopted for the tests at 30 June 2022.

(c) Sensitivity analysis

The Group's share price forms the basis of the market-based approach. A material adverse change in the Group's share price would likely result in the carrying amount exceeding the recoverable amount.

Sensitivity Analysis has been performed using the July 2022 low price of $0.011, a recalculation of the Costs to Sell and all other elements of the 30 June calculation remaining equal. The result also shows a surplus fair value over carrying value of the intangible assets at a share price of $0.011, albeit with less headroom. Calculations show that only when the share price falls below $0.008, and all other variables remain constant, does a deficit occur.

There are no other material sensitivities involved in the directors' determination of fair value using a market-based approach.

11. Trade and Other Payables

	2022 $	2021 $
Trade creditors	**238,706**	484,416
Publisher creditors (i)	**4,096,526**	3,339,459
Accrued expenses	**344,296**	543,249
Other creditors	**6,483**	148,932
	4,686,011	4,516,056

(i) Refer to Note 1(p) for further information on publisher creditors.

12. Other Liabilities

	2022 $	2021 $
Current: Contract liabilities (i)	**370,979**	469,167
Current: Short term loan	**-**	171,974
	370,979	641,141

(i) Contract liabilities relates to website development and hosting invoices that are rendered based on full contract terms at the contracts' inception, however performed over stages which straddle the reporting date, licence fees billed in advance and advertising campaigns that have been purchased but whose delivery will occur after the reporting date. During the financial year 2022, $343,279 of the contract liabilities at the start of the year of $469,167 was recognised as revenue.

13. Lease Liabilities

	2022 $	2021 $
Current: Lease liability	**495,488**	594,101
Non-current: Lease liability	**1,659,944**	1,161,470
	2,155,432	1,755,571

The leases for the office premises in Sydney and Melbourne are classified as leases under AASB 16. During the year $990,725 was recognised as lease modifications in relation to the extension of the existing office lease for Melbourne.

Lease payments not recognised as a liability

The Group has elected not to recognise a lease liability for short term leases (leases of expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis.

At 30 June 2022 short term and low value leases that were not recognised as a liability represented a total commitment of $130,748 (FY2021: $38,655) for the Group.

Notes to the Financial Statements (Continued)

14. Provisions

	2022 $	2021 $
Current: Employee benefits	**670,717**	720,720
Non-current: Employee benefits	**544,303**	564,544
Non-current: Provision for make good costs (i)	**138,930**	118,938
	683,233	683,482

(i) present value of estimated make good costs for lease liabilities classified as leases under AASB 16.

15. Contributed equity

	2022 Number	2021 Number	2022 $	2021 $
Ordinary Shares – Fully Paid	**2,204,348,381**	1,981,875,995	**159,242,345**	155,607,845

Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the numbers of shares.

At the shareholders meeting each ordinary share is entitled to one vote when a poll is called. Adslot conducts a poll for resolutions at annual general meetings (since 2019).

Movements in Paid-Up Capital

Date	Details	Number of shares Number	Issue price $	Capital raising costs $	Value $
01-Jul-20	Balance (including Treasury shares)	1,844,006,269		(3,342,619)	151,878,828
17-Dec-20	Share Placement	126,689,656	$0.029	(241,434)	3,432,566
02-Feb-21	Share Placement	11,310,345	$0.029	(19,082)	308,918
30-Jun-21		1,982,006,270		(3,603,135)	155,620,312
	Less: Treasury shares	(130,275)		-	(12,467)
30-Jun-21	Balance	1,981,875,995		(3,603,135)	155,607,845
01-Jul-21	**Balance (including Treasury shares)**	**1,982,006,270**		**(3,603,135)**	**155,620,312**
20-Apr-22	Share Placement	105,882,353	$0.017	(39,008)	1,760,992
10-May-22	Rights Issue	116,590,033	$0.017	(108,523)	1,873,508
30-Jun-22		**2,204,478,656**		**(3,750,666)**	**159,254,812**
	Less: Treasury shares	(130,275)		-	(12,467)
30-Jun-22	**Balance**	**2,204,348,381**		**(3,750,666)**	**159,242,345**

Treasury Shares

Treasury shares are shares in Adslot Ltd that are held by the Adslot Employee Share Trust, which administered the Adslot Employee Share Ownership Plan (ESOP). This Trust has been consolidated in accordance with Note 1(d). Shares held by the Trust on behalf of eligible employees are shown as treasury shares in the financial statements. The Employee Share Ownership Plan (ESOP) has now been discontinued and the balance shares held by the Trust is an excess balance.

Treasury Shares movements during the financial year are summarised below:

Issue Type	Issue or Acquisition Date	Issue Price $	Balance at beginning of the year (Number)	Issued during the year (Number)	Transfers during the year (Number)	Balance at end of the year (Number)
Employee ESOP	01/05/15	0.090	130,275	-	-	130,275
			130,275	**-**	**-**	**130,275**

Options movements during the financial year are summarised below:

Issue Type	Expiry Date	Exercise Price $	Balance at beginning of the year (Number)	Issued during the year (Number)	Lapsed/Forfeited during the year (Number)	Exercised during the year (Number)	Balance at end of the year (Number)
Ordinary options	04/10/2021	0.073	3,000,000	-	(3,000,000)	-	-
Ordinary options	25/11/2021	0.060	5,600,000	-	(5,600,000)	-	-
Ordinary options	25/02/2022	0.035	23,500,000	-	(23,500,000)	-	-
Ordinary options	15/05/2022	0.034	11,400,000	-	(11,400,000)	-	-
Ordinary options	27/05/2022	0.036	4,000,000	-	(4,000,000)	-	-
Ordinary options	30/01/2023	0.060	5,050,000	-	-	-	5,050,000
Ordinary options	02/09/2023	0.041	11,150,000	-	(2,050,000)	-	9,100,000
Ordinary options	12/12/2023	0.045	4,000,000	-	(4,000,000)	-	-
Ordinary options	15/12/2022	0.044	8,000,000	-	-	-	8,000,000
Ordinary options	29/01/2024	0.032	8,000,000	-	-	-	8,000,000
Ordinary options	12/07/2024	0.028	23,375,000	-	(4,375,000)	-	19,000,000
Ordinary options	06/08/2024	0.034	18,000,000	-	-	-	18,000,000
Ordinary options	16/12/2024	0.043	2,500,000	-	-	-	2,500,000
Ordinary options	29/07/2025	0.041	-	9,500,000	-	-	9,500,000
Ordinary options	29/07/2025	0.041	-	6,250,000	-	-	6,250,000
Ordinary options	08/08/2025	0.028	-	6,000,000	-	-	6,000,000
Ordinary options	11/10/2025	0.040	-	2,500,000	-	-	2,500,000
Ordinary options	15/06/2026	0.018	-	38,800,000	-	-	38,800,000
			127,575,000	**63,050,000**	**(57,925,000)**	**-**	**132,700,000**

Notes to the Financial Statements (Continued)

16. Reserves

	Note	2022 $	2021 $
Reserves			
Share–based payments reserve		**909,047**	1,230,787
Foreign currency translation reserve		**294,800**	242,472
		1,203,847	1,473,259
Share–based payments reserve			
Opening balance		**1,230,787**	693,619
Reclassification of vested options lapsed or expired to accumulated losses		**(644,066)**	-
Share-based payment expense - employees	21	**176,736**	439,196
Share-based payment expense – third party	21	**82,886**	51,467
Share-based payment expenses - directors	21	**62,704**	46,505
Closing balance		**909,047**	1,230,787
Foreign currency translation reserve			
Opening balance		**242,472**	245,855
Movement on currency translation		**52,328**	(3,383)
Closing balance		**294,800**	242,472

The Share-based payments reserve is used to record the value of options accounted for in accordance with AASB 2: Share-Based Payments.

The foreign currency translation reserve is used to record the value of aggregate movements in the translation of foreign currency in accordance with AASB 121: The Effects of Changes in Foreign Exchange Rates.

17. Earnings Per Share

	2022 Cents	2021 Cents
(a) Basic earnings per share		
Loss attributable to the ordinary equity holders of the Group	**(0.23)**	(0.33)
(b) Diluted earnings per share		
Loss attributable to the ordinary equity holders of the Group	**(0.23)**	(0.33)

	2022 $	2021 $
(c) Reconciliation of earnings used on calculating earnings per share (i)		
Loss from continuing operations attributable to the members of the Group used on calculating basic and diluted earnings per share	**(4,647,402)**	(6,280,774)

	2022 Number	2021 Number
(d) Weighted average number of shares used as the denominator		
Weighted average number of shares on issue used in the calculation of basic EPS	**2,019,372,464**	1,916,523,704
(e) Weighted average number of shares used as the denominator		
Weighted average number of shares on issue used in the calculation of diluted EPS	**2,019,372,464**	1,916,523,704

(i) During FY2022 and FY2021 there were no discontinued operations or values attributable to minority interests.

	2022 Number	2021 Number
Weighted average number of rights and options that could potentially dilute basic earnings per share in the future, but are not included in the calculation of diluted EPS because they are anti-dilutive for the period presented.	**122,694,726**	125,438,425

18. Contingencies

No contingent assets and liabilities are noted.

19. Remuneration of auditors

	2022 $	2021 $
During the year the following fees were paid/payable to the auditor of the Group:		
Audit services		
Audit and review of financial reports	**131,150**	122,500
During the year the following fees were paid/payable to a related entity of the auditor of the Group:		
Other services		
Taxation compliance, GroupM compliance audit and taxation advice (JobKeeper grant, R&D Claim advise and transfer pricing)	**157,807**	112,085
	288,957	234,585

20. Key Management Personnel Disclosures

Directors

The following persons were directors of the Group during the financial year:

Mr Andrew Barlow (Non-Executive Chairman) (i)

Mr Adrian Giles (Non-Executive Director)

Ms Sarah Morgan (Non-Executive Director)

Mr Andrew Dyer (Non-Executive Director)

Mr Ben Dixon (Executive Director & CEO)

Mr Tom Triscari (Executive Director) (ii)

(i) Mr Barlow was the Executive Chairman until 28 July 2021.

(ii) Mr Triscari was appointed as a non-executive director on 9 August 2021 and Executive Director, Head of Corporate Development and Interim Chief Financial Officer on 6 April 2022.

Other key management personnel

The following persons also had authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, during the financial year:

Name	**Position**
Ms Felicity Conlan	Chief Financial Officer and Company Secretary
Mr Tom Peacock	Chief Commercial Officer

Key management personnel compensation

	2022 **$**	**2021** **$**
Short-term employee benefits	**1,181,604**	956,202
Post-employment benefits	**93,431**	80,892
Other long-term employee benefits	**18,356**	11,183
Share-based payments	**154,461**	351,758
Total compensation	**1,447,852**	1,400,035

There were 8 key management personnel throughout FY2022 some of whom have a part year of service (FY2021:7).

An adjustment of $37,228 was made to the FY2021 comparative to increase Share-based payments. The amount previously reported for Share-based payments in FY2021 was $314,530. This adjustment corrects an error in the expense allocation method.

Business Acquisitions:

There were no related party transactions during the year ended 30 June 2022.

Transactions with Directors and their personally related entities:

During the year the Company earned revenue of $7,960 (FY2021: $25,888) from a company requiring web development, hosting and marketing services related to Mr Adrian Giles on normal commercial terms and conditions.

During the year the Company paid $1,688 as underwriting fees to a company connected to Mr Andrew Barlow, for underwriting the successful capital raise through an entitlement offer. The amount paid was equal to sub-underwriting fees paid by Mr Barlow's company to sub-underwriters that were not a related party of the Company. Mr Barlow's entity otherwise was not paid an underwriting fee.

There were no other transactions with Directors and their personally related entities for the financial years ending 30 June 2022 and 30 June 2021.

21. Share-Based Payments

Employee Option Plan

Shareholders re-approved the Incentive Option Plan at the January 2021 Annual General Meeting. The Incentive Option Plan which enables the Board to offer eligible employees and directors the right to options which can be exercised to shares subject to the certain vesting criteria as long as they remain an eligible participant.

The objective of the Option Plan is to attract, motivate and retain key employees and it is considered by the Group that the adoption of the Option Plan and the future issue of Options under the Option Plan will provide selected employees and directors with the opportunity to participate in the future growth of the Group.

No amounts are paid or payable by the recipient on the receipt of the options. The options carry no voting rights. All options are subject to service periods which require the employees remain an employee or Director or the Group.

The following table shows grants and movements of share-based compensation to employees under the Employee Option Plan during the current financial year:

2022

Grant Date	Expiry Date	Exercise Price $	Balance at start of the year (Number)	Granted during the year (Number)	Forfeited during the year (Number)	Lapsed during the year (Number)	Exercised during the year (Number)	Balance at end of the year (Number)	Vested and exercisable at the end of the year (Number)
05/10/17	04/10/21	0.073	3,000,000	-	-	(3,000,000)	-	-	-
26/11/17	25/11/21	0.060	5,600,000	-	(1,250,000)	(4,350,000)	-	-	-
26/02/18	25/02/22	0.035	23,500,000	-	-	(23,500,000)	-	-	-
16/05/18	15/05/22	0.034	11,400,000	-	(800,000)	(10,600,000)	-	-	-
28/05/18	27/05/22	0.036	4,000,000	-	-	(4,000,000)	-	-	-
30/01/19	30/01/23	0.060	5,050,000	-	-	-	-	5,050,000	5,050,000
03/09/19	02/09/23	0.041	11,150,000	-	(2,050,000)	-	-	9,100,000	6,066,673
13/12/19	12/12/23	0.045	4,000,000	-	(4,000,000)	-	-	-	-
30/01/20	29/01/24	0.032	8,000,000	-	-	-	-	8,000,000	8,000,000
13/07/20	12/07/24	0.028	23,375,000	-	(4,375,000)	-	-	19,000,000	6,333,363
07/08/20	06/08/24	0.034	18,000,000	-	-	-	-	18,000,000	14,000,000
30/07/21	29/07/25	0.041	-	9,500,000	-	-	-	9,500,000	-
16/06/22	15/06/26	0.018	-	38,800,000	-	-	-	38,800,000	-
Total			**117,075,000**	**48,300,000**	**(12,475,000)**	**(45,450,000)**	**-**	**107,450,000**	**39,450,036**
Weighted average exercise price			**$0.037**	**$0.022**	**$0.039**	**$0.040**	**-**	**$0.029**	**$0.037**

The options are valued using the Black-Scholes pricing model. The model inputs for options granted during the year ended 30 June 2022 included:

Model Input	OP # 22-1	OP # 22-2
Grant Date	30/07/21	16/06/22
Expiry Date	29/07/25	15/06/25
Exercise Price $	0.041	0.018
Grant date share value $	0.028	0.012
Expected Volatility	75.67%	80.73%
Risk Free Interest rate	0.02%	2.71%

Notes to the Financial Statements (Continued)

21. Share-Based Payments (Continued)

2021

Grant Date	Expiry Date	Exercise Price $	Balance at start of the year (Number)	Granted during the year (Number)	Forfeited during the year (Number)	Lapsed during the year (Number)	Exercised during the year (Number)	Balance at end of the year (Number)	Vested and exercisable at the end of the year (Number)
05/10/17	04/10/21	0.073	3,000,000	-	-	-	-	3,000,000	3,000,000
26/11/17	25/11/21	0.060	5,600,000	-	-	-	-	5,600,000	5,600,000
26/02/18	25/02/22	0.035	23,500,000	-	-	-	-	23,500,000	23,500,000
16/05/18	15/05/22	0.034	11,400,000	-	-	-	-	11,400,000	11,400,000
28/05/18	27/05/22	0.036	4,000,000	-	-	-	-	4,000,000	4,000,000
30/01/19	30/01/23	0.060	5,050,000	-	-	-	-	5,050,000	5,050,000
03/09/19	02/09/23	0.041	11,700,000	-	(550,000)	-	-	11,150,000	3,716,679
13/12/19	12/12/23	0.045	4,000,000	-	-	-	-	4,000,000	4,000,000
30/01/20	29/01/24	0.032	8,000,000	-	-	-	-	8,000,000	4,000,000
13/07/20	12/07/24	0.028	-	25,625,000	(2,250,000)	-	-	23,375,000	-
07/08/20	06/08/24	0.034	-	18,000,000	-	-	-	18,000,000	12,000,000
Total			**76,250,000**	**43,625,000**	**(2,800,000)**	**-**	**-**	**117,075,000**	**76,266,679**
Weighted average exercise price			**$0.042**	**$0.030**	**$0.031**	**-**	**-**	**$0.037**	**$0.040**

The options are valued using the Black-Scholes pricing model. The model inputs for options granted during the year ended 30 June 2021 included:

Model Input	OP # 21-1	OP # 21-2
Grant Date	13/07/20	07/08/20
Expiry Date	12/07/24	06/08/24
Exercise Price $	0.028	0.034
Grant date share value $	0.019	0.023
Expected Volatility	126.55%	129.74%
Risk Free Interest rate	0.25%	0.25%

Equity Based Payments

2022

On 30 July 2021 the Group granted 6,250,000 new Options under mandate to a third party as consideration for services provided. The Options were vested on issue and have an expiry date of 29 July 2025.

Grant Date	Expiry Date	Exercise Price $	Balance at start of the year (Number)	Granted during the year (Number)	Forfeited during the year (Number)	Lapsed during the year (Number)	Exercised during the year (Number)	Balance at end of the year (Number)	Vested and exercisable at the end of the year (Number)
30/01/20	15/12/22	0.044	8,000,000	-	-	-	-	8,000,000	8,000,000
30/07/21	29/07/25	0.041	-	6,250,000	-	-	-	6,250,000	6,250,000
Total			**8,000,000**	**6,250,000**	**-**	**-**	**-**	**14,250,000**	**14,250,000**
Weighted average exercise price			**$0.044**	**$0.041**	**-**	**-**	**-**	**$0.043**	**$0.043**

The options are valued using the Black-Scholes pricing model. The model inputs for options granted were:

Model Input	EOP # 22-1
Grant Date	30/07/21
Expiry Date	29/07/25
Exercise Price $	0.041
Grant date share value $	0.028
Expected Volatility	75.67%
Risk Free Interest rate	0.02%

2021

On 30 January 2020 the Group granted 8,000,000 new Options under mandate to Peloton Capital Pty Ltd as consideration for corporate advisory services provided. The Options were vested on issue and have an expiry date of 15 December 2022.

Grant Date	Expiry Date	Exercise Price $	Balance at start of the year (Number)	Granted during the year (Number)	Forfeited during the year (Number)	Lapsed during the year (Number)	Exercised during the year (Number)	Balance at end of the year (Number)	Vested and exercisable at the end of the year (Number)
30/01/20	15/12/22	0.044	-	8,000,000	-	-	-	8,000,000	8,000,000

The options are valued using the Black-Scholes pricing model. The model inputs for options granted were:

Model Input	EOP # 21-1
Grant Date	30/01/20
Expiry Date	15/12/22
Exercise Price $	0.044
Grant date share value $	0.032
Expected Volatility	63.79%
Risk Free Interest rate	0.88%

Notes to the Financial Statements (Continued)

21. Share-Based Payments (Continued)

Non-Executive Director Options

The Group grants options to non-executive directors under LR 10.11 subject to approval at the AGM.

2022

As part of his appointment 6,000,000 options were granted to a director in August 2021. Options are to acquire fully paid ordinary shares, at an exercise price of $0.028, with an expiry date of 08 August 2025. 2,000,000 Options to vest on the first-year anniversary of the issue date. The remaining 4,000,000 Options to vest in eight equal tranches of 500,000 Options at the end of each three-month period thereafter.

A grant of 2,500,000 Options to a director was approved at the AGM that was held on 23 November 2021. Options are to acquire fully paid ordinary shares, at an exercise price of $0.040 with an expiry date of 11 October 2025. 50% of the options vest six months after the grant date and the balance vest on the first anniversary of the grant date.

Grant Date	Expiry Date	Exercise Price $	Balance at start of the year (Number)	Granted during the year (Number)	Forfeited during the year (Number)	Lapsed during the year (Number)	Exercised during the year (Number)	Balance at end of the year (Number)	Vested and exercisable at the end of the year (Number)
17/12/20	16/12/24	0.043	2,500,000	-	-	-	-	2,500,000	2,500,000
09/08/21	08/08/25	0.028	-	6,000,000	-	-	-	6,000,000	-
12/10/21	11/10/25	0.040	-	2,500,000	-	-	-	2,500,000	1,250,000
Total			**2,500,000**	**8,500,000**	**-**	**-**	**-**	**11,000,000**	**3,750,000**
Weighted average exercise price			**$0.043**	**$0.032**	**-**	**-**	**-**	**$0.034**	**$0.042**

The options are valued using the Black-Scholes pricing model. The model inputs for options granted were:

Model Input	DOP # 22-1	DOP # 22-2
Grant Date	09/08/21	12/10/21
Expiry Date	08/08/25	11/10/25
Exercise Price $	0.028	0.040
Grant date share value $	0.028	0.028
Expected Volatility	73.27%	65.07%
Risk Free Interest rate	0.02%	0.69%

2021

A grant of 2,500,000 Options to a director was approved at the AGM that was held on 28 January 2021. Options are to acquire fully paid ordinary shares, at an exercise price of $0.043 with an expiry date of 16 December 2024. 50% of the options vest six months after the grant date and the balance vest on the first anniversary of the grant date.

Grant Date	Expiry Date	Exercise Price $	Balance at start of the year (Number)	Granted during the year (Number)	Forfeited during the year (Number)	Lapsed during the year (Number)	Exercised during the year (Number)	Balance at end of the year (Number)	Vested and exercisable at the end of the year (Number)
17/12/20	16/12/24	0.043	-	2,500,000	-	-	-	2,500,000	1,250,000

The options are valued using the Black-Scholes pricing model. The model inputs for options granted were:

Model Input	DOP # 21-1
Grant Date	17/12/20
Expiry Date	16/12/24
Exercise Price $	0.043
Grant date share value $	0.029
Expected Volatility	137.18%
Risk Free Interest rate	0.09%

22. Cash Flow reconciliation

Reconciliation of Net Cash Flows from Operating Activities to Loss for the year	2022 $	2021 $
Loss for the year after income tax	**(4,647,402)**	(6,280,774)
Add/(less) non-cash and other items		
Depreciation and amortisation	**3,642,837**	3,596,794
Accounting gain on lease modifications and make good provision	**-**	(78,542)
Impairment of Goodwill	**-**	-
Share-based payment	**322,326**	537,168
Reversal of provision for impairment of FY2016 R&D receivables	**(1,527,734)**	-
Impairment of receivables	**27,667**	(19,085)
(Profit)/Loss on asset write off	**530**	1,920
Unrealised foreign currency loss/(gain)	**(58,066)**	106,925
Movements in receivables relating to investing activities	**(974,924)**	(633,774)
Changes in assets and liabilities (net of effects of acquisition and disposal of entities)		
(Increase)/Decrease in receivables	**943,794**	760,646
(Decrease)/Increase in payables and other provisions	**(17,518)**	1,715,535
Net cash outflow from operating activities	**(2,288,490)**	(293,187)

During the financial year, the company entered into the following non-cash investing and financing transactions (which are not included in the statement of cash flows). A lease modification resulting in the recognition of additional lease assets and corresponding lease liabilities of $990,725 (FY2021: $1,766,422 new lease). Refer notes 9 and 13 for further details.

Notes to the Financial Statements (Continued)

23. Financial Risk Management

The Group's operations expose it to various financial risks including market, credit, liquidity and cash flow risks. Risk management programmes and policies are employed to mitigate the potential adverse effects of these exposures on the results of the Group.

Financial risk management is carried out by the Chief Financial Officer with oversight provided by the Audit & Risk Committee and Board.

(a) Market risks

Market risks include foreign exchange risk, interest rate risk and other price risk. The Group's activities expose it to the financial risks of changes in foreign currency, interest rate risk relating to interest earned on cash and cash equivalents.

Disclosures relating to foreign currency risks are covered in Note 23(d) and interest rate risk is covered in Note 23(e). The Group does not have formal policies that address the risks associated with changes in interest rates or changes in fair values of financial assets.

(b) Credit risk

Credit risk represents the loss that would be recognised if counterparties failed to perform as contracted.

The credit risk on financial assets, other than investments, of the Group which have been recognised in the Consolidated Statement of Financial Position is the carrying amount net of any provision for doubtful debts.

The Group has no significant concentrations of credit risk. As disclosed in Note 8(b), 'Impairment of receivables', the Group has policies in place to ensure that sales of services are made to customers with appropriate credit history. Before accepting any new customers, the Group internally reviews the potential customer's credit quality. A substantial deposit on contract in website development and hosting segment of the Group mitigates initial credit risk.

The Group held the following financial assets with potential credit risk exposure:

Financial assets

	2022 $	2021 $
Cash and cash equivalents	**5,951,807**	6,826,853
Trade debtors and other receivables (Note 8)	**4,552,666**	4,040,885
	10,504,473	10,867,738

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close-out market positions. Due to the dynamic nature of the underlying business, the Board aims at maintaining flexibility in funding by keeping sufficient cash available to settle financial liabilities as per the contractual terms of the obligations.

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular its cash resources and trade receivables. The Group's existing cash resources (see Note 7) and trade receivables (see Note 8) significantly exceed the current cash outflow requirements.

As at 30 June 2022, the Group's non-derivative financial liabilities have contractual maturities (including interest payments where applicable) as summarised below:

Contractual maturities of financial liabilities

	2022	2021
Due within 12 months	**$**	**$**
Trade and other payables	**4,686,011**	4,516,056
Current: Lease liability	**495,488**	594,101
	5,181,499	5,110,157
Due after 12 months		
Non-current: Lease liability	**1,659,944**	1,161,470
Total	**6,841,443**	6,271,627

(d) Foreign currency risk

Most of the Group's financial assets and liabilities are in Australian Dollars (AUD) and US dollars (USD). Exposures to currency exchange rates arise from the Group's overseas operations which are primarily denominated in US dollars (USD), Pound Sterling (GBP), Euros (EUR), New Zealand dollars (NZD), Chinese Yuan (CNY) and Malaysian Ringgit (MYR).

Foreign currency exposure is monitored by the Board on a periodic basis.

Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below. The amounts shown are those reported to key management translated into AUD at the closing rate:

	USD A$	GBP A$	EUR A$	NZD A$	CNY A$	MYR A$
30 June 2022						
Financial Assets	**4,830,663**	**330,531**	**520,410**	**2,841**	**35,349**	**1,978**
Financial Liabilities	**(3,527,787)**	**(570,230)**	**(227,394)**	**(1,212)**	**(40,100)**	**-**
Total Exposure	**1,302,876**	**(239,699)**	**293,016**	**1,629**	**(4,751)**	**1,978**
30 June 2021						
Financial Assets	7,096,216	329,778	501,342	5,436	32,770	3,089
Financial Liabilities	(3,004,410)	(419,207)	(236,732)	(1,905)	(32,863)	-
Total Exposure	4,091,806	(89,429)	264,610	3,531	(93)	3,089

Notes to the Financial Statements (Continued)

23. Financial Risk Management (Continued)

The following table illustrates the sensitivity on profit and equity in relation to the Group's financial assets and liabilities and the USD/AUD exchange rate, GBP/AUD exchange rate, EUR/AUD exchange rate, NZD/AUD exchange rate and CNY/AUD exchange rate 'all other things being equal'. It assumes a +/- 10% change of the following exchange rates for the year ended 30 June 2022 (30 June 2021:10%).

These percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. There is no Equity exposure to foreign currency risk.

	+10%						
	USD	**GBP**	**EUR**	**NZD**	**CNY**	**MYR**	**Total**
30 June 2022	**A$**	**A$**	**A$**	**A$**	**A$**	**A$**	**A$**
Impact on Profit	**(100,046)**	**37,544**	**(23,881)**	**-**	**-**	**(180)**	**(86,563)**
Impact on Reserves	**(18,397)**	**(15,753)**	**(2,757)**	**(148)**	**432**	**-**	**(36,623)**
Impact on Equity	**(118,443)**	**21,791**	**(26,638)**	**(148)**	**432**	**(180)**	**(123,186)**
30 June 2021							
Impact on Profit	(345,915)	22,853	(26,459)	-	-	(281)	(349,802)
Impact on Reserves	(26,067)	(14,723)	2,403	(321)	8	-	(38,700)
Impact on Equity	(371,982)	8,130	(24,056)	(321)	8	(281)	(388,502)

	-10%						
	USD	**GBP**	**EUR**	**NZD**	**CNY**	**MYR**	**Total**
30 June 2022	**A$**	**A$**	**A$**	**A$**	**A$**	**A$**	**A$**
Impact on Profit	**122,279**	**(45,887)**	**29,188**	**-**	**-**	**220**	**105,800**
Impact on Reserves	**22,485**	**19,254**	**3,369**	**181**	**(528)**	**-**	**44,761**
Impact on Equity	**144,764**	**(26,633)**	**32,557**	**181**	**(528)**	**220**	**150,561**
30 June 2021							
Impact on Profit	422,786	(27,932)	32,339	-	-	343	427,536
Impact on Reserves	31,859	17,995	(2,938)	392	(10)	-	47,298
Impact on Equity	454,645	(9,937)	29,401	392	(10)	343	474,834

(e) Cash flow and interest rate risk

As the Group has no significant interest-bearing assets or liabilities (except cash), the Group's income and operating cash flows are not materially exposed to changes in market interest rates.

Interest rate sensitivity analysis

The sensitivity analysis below has been determined based on exposure to interest rates on interest bearing bank balances throughout the reporting period. A 100-basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the possible change in interest rates (also comparable to movement in interest rates during the reporting year).

At reporting date, if interest rates had been 100 basis points higher or lower and all other variables were held constant, the Group's net profit would:

	+1% **$**	**-1%** **$**
30 June 2022	**40,283**	**(9,000)**
30 June 2021	24,397	(7,460)

This is mainly attributable to the Group's exposure to interest rate on its bank balances bearing interest.

(f) Net fair value of financial assets and liabilities

The net fair value of cash and cash equivalents and other short-term financial assets and financial liabilities of the Group approximates their carrying value.

The net fair value of other financial assets and financial liabilities is based upon market prices where a market exists or by discounting the expected future cash flows by the current interest rates for assets and liabilities with similar risk profiles.

Notes to the Financial Statements (Continued)

24. Parent Entity Information

The following details of information are related to the parent entity, Adslot Ltd, at 30 June 2022. This information has been prepared using consistent accounting policies as presented in Note 1.

	2022 $	2021 $
Current assets	**2,883,709**	1,010,899
Non-current assets	**24,878,021**	45,694,374
Total assets	**27,761,730**	46,705,273
Current liabilities	**641,722**	849,460
Non-current liabilities	**1,798,873**	1,280,407
Total liabilities	**2,440,595**	2,129,867
Contributed equity	**159,254,812**	155,620,312
Share-based payments reserve	**909,046**	1,230,785
Retained losses	**(134,842,723)**	(112,275,691)
Total equity	**25,321,135**	44,575,406
Loss for the year	**(22,567,032)**	(5,436,684)
Total comprehensive loss for the year	**(22,567,032)**	(5,436,684)

The recoverable amount of non-current assets, which consists primarily of investments in subsidiaries and receivables from subsidiaries, was subjected to impairment testing. Impairment charges – comprising movements in expected credit loss reserves and impairment of investments in subsidiaries – totalling $21,204,917 were recorded in the current year. These transactions were eliminated upon consolidation and do not impact the Group results.

25. Related Party Transactions

Other than the transactions disclosed in Note 20 relating to key management personnel, there have been no related party transactions that have occurred during the current or prior financial year.

26. Events Subsequent to Reporting Date

There has not been any matter or circumstance occurring subsequent to the end of the financial year that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or the state of affairs of the Group in future years.

27. Consolidated Entities

Name	Country of Incorporation	Ordinary Share Consolidated Equity Interest	
		2022	2021
Parent entity		%	%
Adslot Ltd	Australia		
Controlled entities			
Adslot Technologies Pty Ltd	Australia	**100**	100
Ansearch.com.au Pty Ltd	Australia	**100**	100
Ansearch Group Services Pty Ltd	Australia	**100**	100
Webfirm Pty Ltd	Australia	**100**	100
QDC IP Technologies Pty Ltd	Australia	**100**	100
Adslot UK Limited	United Kingdom	**100**	100
Adslot Inc.	United States	**100**	100
Symphony International Solutions Pty Limited (i)	Australia	**100**	100
Symphony Workflow Pty Ltd	Australia	**100**	100
Symphony Media Pty Ltd	Australia	**100**	100
Facilitate Digital (Shanghai) Software Service Co., Ltd	China	**100**	100
Facilitate Digital Limited	New Zealand	**100**	100
Facilitate Digital Trust	New Zealand	**100**	100
Facilitate Digital, LLC	United States	**100**	100
Facilitate Digital UK Limited	United Kingdom	**100**	100
Facilitate Digital Deutschland GmbH	Germany	**100**	100

Equity interests in all controlled entities are by way of ordinary shares.

(i) In June 2022 Symphony International Solutions Pty Limited converted from a Limited to Pty Ltd company.

Directors' Declaration

The Directors declare that the financial statements, comprising the statement of profit or loss and other comprehensive income, statement of financial position, statement of changes in equity, statement of cash flows and accompanying notes, as set out on pages 33 to 75 are in accordance with the *Corporations Act 2001* and:

(a) comply with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements in Australia;

(b) give a true and fair view of the Company's financial position as at 30 June 2022 and of its performance, as represented by the results of its operations and its cash flows, for the financial year ended on that date; and

(c) the Company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.

In the directors' opinion:

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

(b) the audited remuneration disclosures set out on pages 18 to 26 of the Directors' Report comply with section 300A of the *Corporations Act 2001*.

The directors have been given the declaration by the Chief Executive Officer and Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

This declaration is made in accordance with a resolution of the directors.

Andrew Barlow
Chairman
Adslot Ltd

29 August 2022

Grant Thornton Audit Pty Ltd
Level 22 Tower 5
Collins Square
727 Collins Street
Melbourne VIC 3008
GPO Box 4736
Melbourne VIC 3001

T +61 3 8320 2222

Independent Auditor's Report

To the Members of Adslot Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Adslot 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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated 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:

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

b 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 (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Key audit matters

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

www.grantthornton.com.au
ACN-130 913 594

Grant Thornton Audit Pty Ltd ACN 130 913 594 a subsidiary or related entity of Grant Thornton Australia Limited ABN 41 127 556 389 ACN 127 556 389. 'Grant Thornton' refers to the brand under which the Grant Thornton member firms provide assurance, tax and advisory services to their clients and/or refers to one or more member firms, as the context requires. Grant Thornton Australia Limited is a member firm of Grant Thornton International Ltd (GTIL). GTIL and the member firms are not a worldwide partnership. GTIL and each member firm is a separate legal entity. Services are delivered by the member firms. GTIL does not provide services to clients. GTIL and its member firms are not agents of, and do not obligate one another and are not liable for one another's acts or omissions. In the Australian context only, the use of the term 'Grant Thornton' may refer to Grant Thornton Australia Limited ABN 41 127 556 389 ACN 127 556 389 and its Australian subsidiaries and related entities. Liability limited by a scheme approved under Professional Standards Legislation.

Grant Thornton

Key audit matter	How our audit addressed the key audit matter
Intangible assets and goodwill impairment testing **Note 10**	
Goodwill and other intangibles included within the Group's statement of financial position amounted to $12,167,061 at 30 June 2022. An entity is required, per AASB 136 *Impairment of Assets*, to assess at the end of each reporting period whether there is any indication that an asset may be impaired. Should any indication of impairment exist, the entity shall estimate the asset's recoverable amount. Where the carrying amount exceeds the recoverable amount, an impairment charge should be recognised. In addition, goodwill is required to be tested annually for impairment. The Group assessed the assets' recoverable amount using the fair value less cost of disposal approach. This area is a key audit matter as impairment testing of goodwill and intangible assets requires a high degree of estimation and judgement by management. In addition, there is subjectivity involved relating to assumptions and key inputs.	Our procedures included, amongst others: • Reviewing the impairment model for compliance with AASB 136; • Assessing management's determination of the Group's cash-generating units based on our understanding of the nature of the Group's business, how management monitors the entity's operations and reports to those charged with governance; • Testing the mathematical accuracy and appropriateness of the methodology of the underlying model calculations; • Assessing the reasonableness of inputs and assumptions used in the model prepared by management; • Performing a sensitivity analysis of the key assumptions in the model; and Reviewing relevant disclosures for adequacy in the financial statements.
Research and development grants and capitalised wages **Note 8 and Note 10**	
During the year ended 30 June 2022, the Group recognised $2.5 million relating to capitalised development costs as intangible assets. In addition, the Group has recognised a receivable for associated research and development (R&D) grants to the value of $1.2 million under the R&D Tax Incentive Scheme from AusIndustry, for estimated and submitted R&D claims at year-end. A high level of judgement is required in determining whether the criteria for capitalising R&D costs are met. As such, there is a risk that the criteria for capitalisation in accordance with AASB 138 Intangible Assets costs are not achieved. Under AASB 120 Accounting for Government Grants and Disclosure of Government Assistance, grants received relating to capitalised costs must be offset against the capitalised amount, while grants relating to costs not capitalised are to be recognised as income. Estimated R&D grant claims pertaining to costs incurred during the 2022 financial year and R&D grant claims submitted but not yet received relating to costs incurred in the previous financial year are to be recognised as a receivable. This area is a key audit matter given the subjectivity and management judgement applied in assessing whether costs meet the recognition criteria of AASB 138 and meet the recognition requirements of the R&D Tax Incentive Scheme.	Our procedures included, amongst others: • Obtaining an understanding of the capitalisation process and how costs are allocated to the project; • Reviewing compliance with criteria for capitalisation of costs under AASB 138; • Assessing the reasonableness of total development costs against expectations, having regard to prior year costs and current year budgeted costs; • Testing on a sample basis, capitalised development costs incurred to underlying supporting documentation; • Ensuring the above sample meets the recognition requirements of accounting standard AASB 138; • Testing the mathematical accuracy of R&D grant claims accrued; • Obtaining an understanding of the current status of discussions with AusIndustry in relation to R&D claims; • Utilising Grant Thornton's internal R&D expert to review the FY22 receivable for compliance with the tax legislation; and • Assessing the appropriateness of the disclosures in the financial statements.

Grant Thornton

Revenue Recognition

Note 3

The Group derives revenue by rendering services performed under the terms of the contractual agreements. Determining the appropriate revenue recognition methods for multiple contractual agreements can be complex and involves management judgment, which includes determining each performance obligation within contracts, allocating consideration to individual performance obligations and identifying when performance obligations are satisfied so revenue can be recognised. The area is a key audit matter due to the application of judgement to the contractual arrangements with customers.	Our procedures included, amongst others: • Reviewing revenue recognition policies to assess compliance with AASB 15 *Revenues from Contracts with Customers*; • Performing non-substantive analytical procedures over revenue balances; • Reviewing a sample of customer contracts to ensure revenue is being appropriately recognised; • Selecting a sample of revenue transactions and examining supporting information, including invoices, contracts, and subsequent receipts, among others, to test occurrence, cut-off, accuracy and recognition of revenue; • Reviewing contract liabilities and publisher liability accounts to ensure these are appropriately treated; Assessing the adequacy of the Group's disclosures within the financial statements.

Going concern

Note 1 (c)

As set out in Note 1 (c) of the financial report, a delay in expected growth in revenues, and/or a delay in payment of the FY2022 R&D claim, has the potential to create a cash flow risk to the Group which could affect its ability to pay its debts as and when they fall due, and to realise its assets in the normal course of business. Cash flow forecasts prepared by management indicate that there are sufficient cash reserves to continue to support management's going concern assessment. This is a key audit matter due to the uncertainty in relation to profitability of the business.	Our procedures included, amongst others: • Collating the results of our inquiries, observations, analytical procedures and other procedures in order to form a conclusion on whether the Group's ability to continue as a going concern is still present through the year end; • Obtaining management's 12 month cash flow forecast from the date of opinion issuance; • Verifying the cash flow forecast model is mathematically accurate; • Ensuring key assumptions and inputs of the model are reasonable and supportable; • Performing a sensitivity analysis on the key assumptions and inputs within the model; • Reviewing subsequent events which impact the going concern assumption; and • Assessing the adequacy of the disclosures in the financial statements.

Information other than the financial report and auditor's report thereon

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 our auditor's report thereon.

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

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

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

Responsibilities of the Directors' for the financial report

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

In preparing the financial report, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or 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: http://www.auasb.gov.au/auditors_responsibilities/ar1_2020.pdf.This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in pages 18 to 26 of the Directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Adslot 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.

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

Eric W Passaris

E W Passaris
Partner – Audit & Assurance

Melbourne, 29 August 2022

Corporate Governance Statement

In accordance with Listing Rule 4.10.3, Adslot's Corporate Governance Statement can be found at http://www.adslot.com/investor-relations/governance/

Shareholder Information

Additional information required by the Australian Securities Exchange Limited and not shown elsewhere in this report is as follows. The information is current as at 15 August 2022.

Distribution of equity securities

	Ordinary Shares	
	Number of Holders	**Number of Shares**
The number of shareholders by size of shareholding are:		
1 – 1,000	203	19,928
1,001 – 5,000	291	951,881
5,001 – 10,000	392	3,123,830
10,001 – 100,000	1,030	39,584,037
100,001 +	836	2,160,798,980
TOTAL	**2,752**	**2,204,478,656**
The number of shareholders holding less than a marketable parcel of $500 (50,000 shares):	1,612	21,040,941

Twenty largest shareholders

The names of the twenty largest holders of quoted shares are:

		Listed Ordinary Shares	
		Number of Shares	**% of Shares**
1	NATIONAL NOMINEES LIMITED	343,289,521	15.57
2	MR PETER DIAMOND + MRS DIANA DIAMOND	200,000,000	9.07
3	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	167,121,742	7.58
4	J & M BARLOW PENSION FUND+	109,273,821	4.96
5	DAWNIE DIXON PTY LTD	91,108,083	4.13
6	MR ANDREW BARLOW	84,743,388	3.84
7	INVIA CUSTODIAN PTY LIMITED	63,797,136	2.89
8	CAPITAL ACCRETION PTY LTD	45,532,094	2.07
9	ZERO NOMINEES PTY LTD	38,600,000	1.75
10	BNP PARIBAS NOMS PTY LTD	36,606,816	1.66
11	AMBLESIDE VENTURES PTY LTD	35,038,282	1.59
12	SAPEAME PTY LTD	32,941,379	1.49
13	STOCK RANGE PTY LTD	32,387,780	1.47
14	MR PETER STANKOVIC	24,017,150	1.09
15	CHARMED5 PTY LTD	21,000,000	0.95
16	MR DAVID WILLIAM HOLZWORTH + MRS JANE ELIZABETH HOLZWORTH	14,000,000	0.64
17	G & D DIXON INVESTMENTS PTY LTD	13,025,842	0.59
18	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	12,787,437	0.58
19	SISUG PTY LTD	12,107,183	0.55
20	MOSLOF SERVICES PTY LTD	11,764,706	0.53
	Total Top 20 holders of Ordinary Shares	**1,389,142,360**	**63.01**
	Remaining holders balance	**815,336,296**	**36.99**

Classes of Shares - Adslot Ltd has only one class of share on issue, being fully paid ordinary shares.

Substantial Shareholders

	Shares	**% Shares**
Private Portfolio Managers Pty Ltd	208,907,133	9.48
Peter Diamond	200,000,000	9.07
Jencay Capital Pty Ltd	166,955,075	7.57
Geoff Dixon	113,929,061	5.17

Voting Rights - All ordinary shares carry one vote per share without restrictions.

Corporate Directory

Directors
Mr Andrew Barlow – Non-Executive Chairman
Mr Ben Dixon – Executive Director
Mr Adrian Giles – Non-Executive Director
Ms Sarah Morgan – Non-Executive Director
Mr Andrew Dyer – Non-Executive Director
Mr Tom Triscari – Executive Director

Chief Executive Officer
Mr Ben Dixon

Company Secretary
Mr Mark Licciardo
Mertons Corporate Services Pty Ltd
Level 7, 330 Collins Street
Melbourne, VIC 3000
Australia

Auditors
Grant Thornton Australia
Collins Square, Tower 5
727 Collins Street
Melbourne, VIC 3008
Australia

Bankers
National Australia Bank Limited
330 Collins Street
Melbourne, VIC 3000
Australia

Share Register
Computershare Registry Services Pty Ltd
Yarra Falls
452 Johnston Street
Abbotsford, VIC 3001
Australia

Home Stock Exchange
Australian Securities Exchange Limited
Level 45, South Tower
Rialto, 525 Collins Street
Melbourne, VIC 3000
Australia
ASX Code: ADS

Website
www.adslot.com

Registered Office
Adslot Ltd
Level 2, 419 Collins Street
Melbourne, VIC 3000
Australia
Phone: + 61 3 8695 9100

Head Office
Adslot Ltd
Level 2, 419 Collins Street
Melbourne, VIC 3000
Australia
Phone: + 61 3 8695 9100

Asia Pacific Offices
Level 7, 10-14 Waterloo Street
Surry Hills, NSW 2010
Australia

1-231, Shanghai 1933
No 10 Shajing Road
Shanghai 200080
China

301S Botany Road
Botany Downs, Auckland
New Zealand

North America Office
228 Park Ave S
PMB 23637
New York, New York 10003
United States of America

European Offices
10 John Street
London, WCIN 2EB
United Kingdom

Poststraße 33,
20354 Hamburg
Germany