



Carly Holdings Limited

ACN 066 153 982

(formerly Collaborate Corporation Limited)

---

**2021 ANNUAL REPORT**



## CONTENTS

---

	Page
Corporate Directory .....	2
Directors' Report.....	3
Remuneration Report .....	18
Auditor's Independence Declaration .....	27
Financial Statements.....	28
Statement of Profit or Loss and Other Comprehensive Income	28
Statement of Financial Position	29
Statement of Changes in Equity	30
Statement of Cash Flows	31
Notes to the Financial Statements	32
Directors' Declaration .....	68
Independent Auditor's Report .....	69
Shareholder Information .....	73



## CORPORATE DIRECTORY

---

### Directors

Mr Adrian Bunter - Non-Executive Chairman  
Mr Chris Noone - Chief Executive Officer and Executive Director  
Mr Stephen Abolakian - Non-Executive Director  
Mr Robert (Robbie) Blau - Non-Executive Director  
Mr Todd Hunter - Non-Executive Director  
Ms Michelle Vanzella - Non-Executive Director  
Mr Kevin Wundram - Alternate Director for Mr Blau

### Company Secretary

Ms Karen Logan

### Registered Office and Principal Place of Business

Suite 3, Level 7  
189 Kent Street  
Sydney NSW 2000  
Telephone: +61 2 8889 3641  
Email: [shareholder@carly.co](mailto:shareholder@carly.co)  
Website: <https://investors.carly.co/>

### Share Registry

Automic Registry Services  
Level 5, 126 Phillip Street  
Sydney NSW 2000  
Telephone: 1300 288 664 / +61 2 9698 5414  
Email: [hello@automic.com.au](mailto:hello@automic.com.au)  
Website: [www.automic.com.au](http://www.automic.com.au)

### Auditor

HLB Mann Judd WA Partnership  
Level 4, 130 Stirling Street  
Perth WA 6000

### Stock Exchange

Carly Holdings Limited is listed  
on the Australian Securities Exchange  
ASX Codes: CL8, CL8OB

### Bankers

National Australia Bank  
Level 14, 100 St George's Terrace  
Perth WA 6000



## DIRECTORS' REPORT

---

The Directors present their report together with the financial report of Carly Holdings Limited (formerly Collaborate Corporation Limited) (the **Company** or **Parent Entity**) and its controlled entities (the **Group**), for the year ended 30 June 2021 and the auditor's report thereon.

### DIRECTORS

The Directors at any time during or since the end of the financial year are:

#### **Mr Adrian Bunter**

*Non-Executive Chairman - appointed 19 February 2014*

Adrian has over 25 years' experience in accounting, finance and a broad range of corporate advisory roles ranging from mergers and acquisitions, divestments of businesses, debt/equity raisings and strategy development and execution. Adrian is an executive director of Venture Advisory, a specialist telecommunications, media and technology financial advisory firm operating out of Australia and AsiaPac. Adrian is a Chartered Accountant, a Senior Associate of Finsia and has completed a Bachelor of Business and a Graduate Diploma in Applied Finance. Adrian is a member of the Executive Committee of Australia's leading angel investing group, Sydney Angels.

In the 3 years immediately before the end of the financial year, Adrian also served and continues to serve as a Non-Executive Director of 8common Limited since 6 June 2014.

Adrian was appointed Non-Executive Chairman of the Board effective from 29 August 2019.

#### **Mr Chris Noone**

*Chief Executive Officer and Executive Director - appointed 7 August 2014*

Chris has led the development, launch and growth of many innovative companies that have helped define today's digital market in Europe, Asia and Australia including Hasbro Interactive, Vodafone and Ninemsn. Chris has also co-founded a number of start-up businesses that delivered disruptive online products. Since joining in 2014, Chris has leveraged Carly's initial focus and expertise in the sharing economy and evolved it to help the automotive industry connect with consumers who want more flexible access to vehicles. Chris graduated from University of Technology, Sydney with a Bachelor of Business (Marketing).

#### **Mr Stephen Abolakian**

*Non-Executive Director - appointed 14 February 2019*

Stephen is an accomplished executive with experience across property development, finance, capital raising, operations and human resources. In 2012 Stephen was appointed Managing Director of Hyecorp Property Group, a diversified Australian property group with three key operating divisions – property development, construction and funds management. Hyecorp grew from initial roots in the automotive repair and accident replacement industry. Hyecorp is associated with the Willoughby Capital Trust, the largest shareholder of Carly Holdings Limited. Stephen graduated from Sydney University with a Bachelor of Economics and holds a Diploma of Financial Markets from FINSIA.

#### **Mr Robert (Robbie) Blau**

*Non-Executive Director - appointed 10 December 2019*

Robbie has significant experience in the fleet management and leasing industry. He has been CEO of SG Fleet Group since July 2006 and was appointed to the SG Fleet Group Board as an Executive Director in January 2014. Robbie has overall responsibility for the strategic development of SG Fleet Group and manages its relationships with financial services partners. Robbie practised as a commercial attorney and has held several senior executive roles in South Africa and Australia. Robbie holds a Bachelor of Commerce (Accounting and Law) and a Bachelor of Laws (Cum Laude) from the University of the Witwatersrand, as well as a Higher Diploma in Tax Law from Johannesburg University.



## DIRECTORS' REPORT

---

### **Mr Todd Hunter**

*Non-Executive Director - appointed 1 October 2019*

Todd is a strong and experienced senior executive, with a background in marketing, sales and accounting in both large global and domestic businesses (Ernst & Young, Microsoft and New Zealand Post). He has been Group CEO of Turners since July 2016. Turners is a New Zealand based integrated automotive financial service group, primarily operating in three key areas of automotive retail, finance and insurance, and debt management systems. Todd joined the listed entity Turners Auctions in 2006 and became CEO of Turners Auctions in 2013. Turners Auctions was taken over in 2014 by listed entity Dorchester Pacific Finance which was then renamed to Turners Automotive Group. Todd was appointed Group CEO for the wider Turners Automotive Group business in 2016. Todd is a Chartered Accountant and holds a Bachelor and Diploma of Commerce from Auckland University.

### **Ms Michelle Vanzella**

*Non-Executive Director (Independent) - appointed 1 September 2018*

Michelle has an extensive combination of customer, marketing, digital, data and commercial legal skills built up across multiple industries including technology, retail, property and financial services. Michelle practised Corporate & Commercial Law at Allens and has held senior executive positions with iconic Australian brands including Westfield, Suncorp and AAMI. She was previously an independent non-executive director of Canteen Australia. She is currently a non-executive director at Hunter Water and sits on the Investment Committee and Chairs the Sustainability Committee. Michelle has a Bachelor of Law (Hons) & Economics and an MBA from AGSM and is a Graduate of the AICD.

### **Mr Kevin Wundram**

*Alternate Director to Mr Blau - appointed 10 December 2019*

Kevin has significant experience in the fleet management and leasing industry. He has been the Chief Financial Officer of SG Fleet Group since July 2006 and was appointed to the Board as an Executive Director in August 2015. Kevin worked in the audit and corporate finance divisions of KPMG South Africa for 6 years and was responsible for special projects at Super Group, including the execution of acquisitions, disposals and due diligence. He was also a member of the management committees of the Automotive Parts, Commercial Vehicle Dealerships and Supply Chain Divisions of that company. Kevin holds a Bachelor of Commerce from the University of the Witwatersrand, an Honours Bachelor of Accounting Science degree from the University of South Africa and is a Chartered Accountant.

## **COMPANY SECRETARY**

### **Ms Karen Logan**

*Appointed 27 October 2009*

Karen is a Chartered Secretary with over 15 years' experience in assisting small to medium capitalised ASX-listed and unlisted companies with compliance, governance, financial reporting, capital raising, merger and acquisition, and IPO matters. She is a Fellow of The Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators), a Fellow of the Governance Institute of Australia and a Graduate Member of the Australian Institute of Company Directors. Karen is presently the principal of a consulting firm and secretary of a number of ASX-listed companies, providing corporate and accounting services to those clients.

## DIRECTORS' REPORT

### DIRECTORS' MEETINGS

The number of Directors' meetings (including meetings of committees of Directors) and the number of meetings attended by each of the Directors of the Parent Entity during the financial year were:

Director	Board Meetings		Nomination and Remuneration Committee Meetings		Audit and Risk Committee Meetings	
	Held	Attended	Held	Attended	Held	Attended
Mr Adrian Bunter	12	12	2	2	4	4
Mr Chris Noone	12	12	N/A	N/A	N/A	N/A
Mr Stephen Abolakian	12	12	2	2	4	3
Mr Robbie Blau	12	12	N/A	N/A	4	4
Mr Todd Hunter	12	10	2	2	N/A	N/A
Ms Michelle Vanzella	12	11	2	2	4	4
Mr Kevin Wundram <sup>1</sup>	12	-	N/A	N/A	N/A	N/A

Note:

1. Mr Wundram is Alternate Director for Mr Blau.

### Committee membership

As at the date of the report, the Parent Entity had a Nomination and Remuneration Committee and an Audit and Risk Committee of the Board of Directors.

Members acting on the Committees of the Board during the financial year were:

Nomination and Remuneration Committee	Audit and Risk Committee
Ms Michelle Vanzella (Chair)	Mr Adrian Bunter (Chair)
Mr Stephen Abolakian	Ms Michelle Vanzella
Mr Adrian Bunter	Mr Stephen Abolakian
Mr Todd Hunter	Mr Robbie Blau

Effective from 1 July 2020:

- Mr Todd Hunter was appointed as a member of the Nomination and Remuneration Committee; and
- Mr Robbie Blau was appointed as a member of the Audit and Risk Committee.

### DIRECTORS' INTERESTS

The following relevant interests in the fully paid ordinary shares (**Shares**) and Options of the Parent Entity were held by the Directors as at the date of this report.

Director	Shares	Options <sup>1</sup>		
		Quoted CL8OB Options	Unquoted Options	Unquoted Executive Options
Mr Adrian Bunter	657,583	52,083	26,666	Nil
Mr Chris Noone <sup>2</sup>	903,875	129,125	26,666	1,620,000
Mr Stephen Abolakian <sup>3</sup>	24,504,628	3,500,661	871,388	Nil
Mr Robbie Blau <sup>5</sup>	Nil		Nil	Nil
Mr Todd Hunter <sup>4</sup>	Nil		Nil	Nil
Mrs Michelle Vanzella	Nil		Nil	Nil
Mr Kevin Wundram <sup>5</sup>	Nil		Nil	Nil



## DIRECTORS' REPORT

---

### Notes:

1. Refer to Note 15 for details of grant dates, expiry dates and exercise price of options on issue.
2. 903,875 Shares and 1,775,791 Options are held indirectly through Noone Holdings Pty Ltd as trustee for C&K Noone Family Trust.
3. 24,504,628 Shares and 4,372,049 Options are held indirectly through Willoughby Capital Pty Ltd as trustee for Willoughby Capital Trust (**Willoughby Capital**). Mr Abolakian is a potential beneficiary of Willoughby Capital. MNA Family Holdings Pty Ltd as trustee for Hishenk Pty Ltd Superannuation Fund holds 612,500 Shares, 87,500 Quoted CL8OB Options and 17,500 Unquoted Options in Carly Holdings. Mr Abolakian's parents are directors and shareholders of MNA Family Holdings Pty Ltd and are beneficiaries of the Hishenk Pty Ltd Superannuation Fund.
4. Turners Automotive Group Limited holds 5,000,000 Shares in Carly Holdings. Mr Hunter is the CEO and a shareholder of Turners.
5. SG Fleet Management Pty Limited, a subsidiary of SG Fleet Group Limited (**SG Fleet**), holds 19,410,007 Shares and 2,772,858 Quoted CL8OB Options and 888,888 Unquoted Options in Carly Holdings. Mr Blau is a director, shareholder and Chief Executive Officer of SG Fleet. Mr Wundram, Alternate Director for Mr Blau, is a director, shareholder and Chief Financial Officer of SG Fleet.

### PRINCIPAL ACTIVITY

The principal activity of the Parent Entity and Group during the financial year was the provision of car rental and car subscription services.

### REVIEW OF OPERATIONS

#### Operating review

Carly Holdings entered the 2021 financial year (**FY21**) with a strong focus on opportunities in the developing car subscription market, driven by the growth potential and its proven resilience during the COVID-19 pandemic. Accordingly, Carly reduced the focus on peer-to-peer car rental and rideshare rental as both revenue streams exhibited greater volatility during lockdown and COVID-19 restrictions and presented lower growth potential, relative to car subscription. The subscription revenue stream increased by 65% in June 2021 vs June 2020 and increased from 45% of rental & subscription receipts in June 2020 to 68% in June 2021. Average subscription retention period increased from 5 months in September 2020 to 5.7 months in June 2021, further evidence of the appeal of car subscription, even during turbulent economic times.

On 27 August 2020, Carly car subscription secured a product ruling from the Australian Taxation Office (**ATO**) that provides a clear framework for Carly subscribers using cars for business or work purposes to claim tax deductions. The ATO Product Ruling is exclusive to Carly and sets the benchmark for the car subscription category. It does not provide coverage to any other car subscription offering. As a result, Carly is the only car subscription offering that can currently provide certainty of tax deductibility on car subscription payments.

On 23 September 2020, Turners Automotive Group (ASX: TRA; NZX: TRA), Carly's third largest shareholder, launched Turners Subscription in New Zealand. The car subscription proposition is supported by the Carly subscription platform under a licensing agreement and follows Turners' \$1 million strategic investment in Collaborate in July 2019. Carly generates income from a platform licence fee based on subscription revenue, and from custom technology development and the provision of other services to Turners Subscription.

While demand for car subscription increased in FY21 the full growth potential of Carly Car Subscription, DriveMyCar and rideshare rentals was not achieved due to restricted supply of vehicles. The COVID-19 pandemic has caused significant disruption to global automotive supply chains which has resulted in a deficit of new cars in Australia and a substantial increase in the price of used cars. The limited supply of vehicles is being experienced by automotive dealers, corporate fleets and Carly alike. During this challenging period Carly has been successful in retaining its core fleet of vehicles provided by automotive manufacturers, dealers and fleet management organisations, however during FY21 it was difficult to secure significant additional vehicles to keep pace with the level of demand. Despite this, vehicle supply agreements were signed with the Alto Group, Genesis



## DIRECTORS' REPORT

---

Motors Australia and Ringwood Mazda. Hyundai Motor Company Australia also expanded their cooperation with Carly via the addition of electric and hybrid vehicles.

During the year a new subsidiary of Carly Holdings was established to control vehicles, via owning and financing. As part of the shift in vehicle supply strategy, 16 new and used Toyota, Kia, Hyundai and MG vehicles were ordered in June 2021 for delivery in July and August 2021. Carly anticipates being able to secure additional vehicles via a financing facility in the near future.

### Corporate review

On 6 July 2020, Carly Holdings announced the completion of a Small Holdings Sale Facility following which the Company had a total of 769 shareholders. Existing shareholders of the Company agreed to purchase the Small Holdings (being those with a market value of less than \$500) from Eligible Shareholders under the Facility, namely SG Fleet Management Pty Limited (**SG Fleet**) and Chris Noone, CEO and Director. The Facility was provided to enable shareholders with Small Holdings to sell their shares without having to use a broker or pay brokerage or handling costs with the objective of reducing administrative costs associated with having a large number of shareholders on the Company's register.

On 30 October 2020, the Company completed a partially underwritten 1-for-3 non-renounceable entitlement issue of shares and 1-for-5 free-attaching options with 68% of the total shares offered under the offer taken up, raising \$2,354,725 before costs (**2020 Entitlement Issue**). The 2020 Entitlement Issue was partially underwritten up to \$2,080,000 by existing shareholders of the Company namely SG Fleet and Willoughby Capital Pty Ltd as trustee for the Willoughby Capital Trust (**Willoughby Capital**), alongside Directors of the Company Adrian Bunter and Chris Noone and Chief Operating Officer, Ben Hershman. The \$850,000 Financing Facility provided by Willoughby Capital, together with accrued interest of \$125,782 to 30 October 2020 was offset against commitments under the offer.

Collaborate Corporation Limited completed the name change to Carly Holdings Limited on 15 December 2020 to better reflect the links between the core operations of the business and the parent company's identity and leverage increasing awareness of the Carly brand. Following receipt of shareholder approval at the Annual General Meeting on 19 November 2020, the Company completed a 25-for-1 consolidation of capital on 2 December 2020. The purpose of the consolidation of capital was to implement a more appropriate capital structure for the Company going forward.

On 12 May 2021 Carly Holdings reported that the 1-for-5 renounceable rights issue of shares and free-attaching options had closed significantly oversubscribed and raised \$3,392,115 (**2021 Rights Issue**) with major shareholders of the Company, SG Fleet and Willoughby Capital, taking up their entitlements of over \$1.50 million. To accommodate a portion of excess demand, the Company agreed to undertake a placement to raise an additional \$1,454,810 on the same terms as the rights issue (Follow-on Placement).

The total amount raised from the 2021 Rights Issue and Follow-on Placement was \$4.85 million, before costs, of which \$0.65 million relates to subscriptions under Tranche 2 of the Follow-on Placement by SG Fleet and Willoughby, the completion of which is subject to receipt of shareholder approval by 30 November 2021. The funds from the Rights Issue and Follow-on Placement will be used primarily to fund growth in the supply of vehicles available for subscription, demand generation and working capital. As previously announced, Carly intends to leverage a portion of the capital raised to deliver a significant increase in supply of vehicles, such that Carly will have an increased level of control over the availability and deployment of vehicles, enabling Carly to better address the significant demand for subscription vehicles and deliver stronger growth in revenues.

Subsequent to balance date, the controlled placement deed with Acuity Capital dated 10 January 2019 for up to \$3.00 million of equity expired on 31 July 2021. On 6 August 2021, the Company announced that it had entered into a buy-back agreement with Acuity Capital in respect of 800,000 collateral shares (on a post-consolidation basis) issued under deed. Subject to receipt of shareholder approval at the annual general meeting to be held in November 2021, the Company will buy-back and cancel the collateral shares for nil consideration.

### Financial review

The Group revenue from continuing operations decreased by \$199,367 or 17% to \$996,836, the reduction caused by the significant vehicle supply constraints. Gross profit decreased by \$29,538 or 6%. The Group





## DIRECTORS' REPORT

---

incurred a loss of \$3,356,580 for the year (2020: \$5,370,285). The loss in the prior year period included a non-cash impairment expense of \$2,079,699 in relation to the goodwill on acquisition of the DriveMyCar business. On a like for like basis and excluding the goodwill adjustment, the loss decreased by 2% for the year.

Revenues are the amounts received or receivable by the Group for services rendered and do not include the amounts paid to owners for rental or other services. The total transaction value of services via peer-to-peer marketplaces is the sum of amounts received by the owners of assets and the services revenue of the Group.

At 30 June 2021, the Group had net assets of \$2,798,845 (2020: deficiency in net assets of \$127,430), including cash reserves of \$3,734,729 (2020: \$1,433,953). The deficiency in net assets in the prior year period arose as a result of the impairment expense of \$2,079,699 in relation to the goodwill acquired on acquisition of the DriveMyCar business.

In response to the vehicle supply restrictions, the potential for ongoing COVID-19 restrictions and an ongoing focus on efficiency of costs, a number of cost reduction measures were adopted via staff reductions and the termination of marketing agency contracts. All marketing activities are now managed internally and other responsibilities have been re-allocated to existing staff.

The Board considers it appropriate to prepare this Annual Report on a going concern basis as there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable. These include the Company's ability to modify expenditure outlays, if required. The Directors also continue to consider opportunities to source further funding to supplement its existing working capital and fund growth of the Carly car subscription business. Further details are set out in Note 1(b) to the Financial Statements.

### SIGNIFICANT CHANGES IN STATE OF AFFAIRS

Significant changes in the state of affairs of the Company during the financial year were as follows:

1. On 31 August 2020, Willoughby Capital agreed that the Financing Facility of \$850,000 owing to it would be used to offset a portion of Willoughby Capital's underwriting commitments of \$1,000,000 under the non-renounceable entitlement issue of shares and free-attaching options (**2020 Entitlement Issue**). Willoughby Capital is a related party of the Company by virtue of Mr Abolakian being a potential beneficiary of the trust. Refer to Note 14 for further information on the Financing Facility.
2. On 14 September 2020, Willoughby Capital agreed to also offset accrued interest relating to the Financing Facility of \$125,782 to 30 October 2020 under the 2020 Entitlement Issue.
3. On 30 October 2020, the Company completed the 2020 Entitlement Issue on a 1-for-3 basis to shareholders of the Company at an offer price of \$0.009 per Share raising \$2,354,725 before costs, including a total of \$2,080,000 underwritten by existing shareholders and officers of the Company (including offset of a total of \$975,782, comprising the Financing Facility and accrued interest, by Willoughby Capital). Subscribers under the 2020 Entitlement Issue received free-attaching Unquoted Options on a 1-for-5 basis.
4. Following receipt of shareholder approval obtained at the annual general meeting (**AGM**) held on 19 November 2020:
  - (a) On 19 November 2020, the Company issued 40,500,000 Unquoted Executive Options (1,620,000 on a post-consolidation basis) to provide a performance linked long-term incentive component in Mr Noone's remuneration package to motivate and reward Mr Noone's performance in his role as CEO and Executive Director. Refer to Note 18 for further details of the share based payment.
  - (b) On 2 December 2020, the Company completed a 25 to 1 consolidation of capital. Refer to Note 15 for further details of the capital structure following completion of the consolidation.
  - (c) On 15 December 2020, the Company completed the change of company name from Collaborate Corporation Limited to Carly Holdings Limited.
5. On 14 May 2021, the Company completed capital raisings totalling \$4,846,925 before costs comprising:
  - (a) a renounceable rights issue on a 3-for-4 basis to shareholders of the Company at an offer price of \$0.08 per Share raising \$3,392,115 (**2021 Rights Issue**); and
  - (b) a placement to existing and new institutional and professional investors on the same terms as the 2021 Rights Issue raising \$1,454,810 (**Follow-on Placement**), of which \$654,810 relates to



## DIRECTORS' REPORT

---

subscriptions under Tranche 2 of the Follow-on Placement by SG Fleet and Willoughby Capital, the completion of which is subject to shareholder approval by 30 November 2021.

Subscribers under the 2021 Rights Issue and Follow-on Placement received free-attaching Quoted CL8OB Options on a 1-for-3 basis.

6. In April 2021, the Company announced the intention to leverage capital from the 2021 Rights Issue to deliver a significant increase in supply of vehicles, such that Carly will have an increased level of control over the availability and deployment of vehicles, enabling Carly to better address the significant demand for subscription vehicles and deliver stronger growth in revenues. To this end, on 28 May 2021, a new subsidiary of Carly Holdings was established to control vehicles, via owning and financing.

There were no other significant changes in the state of affairs of the Company during the financial year.

There were a total of 108,936,853 Shares on issue at 30 June 2021, including 800,000 Shares (on a post-consolidation basis) issued as collateral shares under the controlled placement deed with Acuity Capital. Refer to Note 28 for further information on the expiry of the controlled placement deed and agreement to buy-back and cancel the collateral shares upon receipt of shareholder approval at the AGM to be held in November 2021.

### RESULTS

The Group incurred a loss of \$3,356,580 for the year (2020: \$5,370,285). The loss in the prior year period included a non-cash impairment expense of \$2,079,699 in relation to the goodwill on acquisition of the DriveMyCar business. On a like for like basis and excluding the goodwill adjustment, the loss decreased by 2% for the year.

### LIKELY DEVELOPMENTS

The Group will continue with the focus on car subscription opportunities. The allocation of resources will continue to be directed to high growth opportunities available to the Group. Future prospects and business strategies of the operations of the Group and the expected results of those operations have not been included in this report as the Directors believe, on reasonable grounds, that the inclusion of such information would be likely to result in unreasonable prejudice to the Group.

### MATERIAL BUSINESS RISKS

The proposed future activities of the Group are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Directors and management of the Group and cannot be mitigated. An investment in the Group is not risk free and should be considered speculative.

This section provides a non-exhaustive list of the risks faced by the Group or by investors in the Group. The risks should be considered in connection with forward looking statements in this Annual Report. Actual events may be materially different to those described and may therefore affect the Group in a different way.

Investors should be aware that the performance of the Group may be affected by these risk factors and the value of Carly's Shares may rise or fall over any given period. None of the Directors or any person associated with the Group guarantee the Group's performance.

## DIRECTORS' REPORT

Material business risk	Mitigating actions
<p><b>COVID-19 risk</b></p> <p>The novel coronavirus COVID-19 (<b>COVID-19</b>) is causing a significant change in economic conditions and the way in which businesses and consumers operate. This creates significant uncertainty and additional risk to the group for business planning and forecasting.</p> <p>The impact of the COVID-19 pandemic is ongoing and has caused significant disruption to global automotive supply chains which has resulted in a deficit of new cars in Australia and a substantial increase in the demand for and prices of used cars. The limited supply of vehicles is being experienced by automotive dealers, corporate fleets and Carly alike.</p> <p>The situation is ongoing and is also dependent on the efficacy and long term performance of COVID-19 vaccines and measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided. The extent to which geographical lockdowns are used to limit mobility may impact the level of demand and access to vehicles.</p>	<p>The Board regularly assesses the latest State and Federal Government updates in relation to the COVID-19 pandemic and implements and adjusts measures and policies as necessary.</p> <p>The Board will continue to regularly assess expenditure levels and the financial position of the group and growth opportunities that may be available to the business as a result of the COVID-19 pandemic. The Company will communicate to the market any material changes to its precautionary measures in response to any COVID-19 related disruption.</p>
<p><b>Level of demand and supply for assets</b></p> <p>Group revenues depend upon attracting demand and supply for services. The success of the online services is influenced by the number of new users, the number of subscribers/ renters, the number of assets and listings and other factors that affect the amount of revenues.</p> <p>A decline in supply or demand could lead to a decline in the number of assets and subscribers/ renters and volume of subscription/ rental transactions which in turn could impact the financial results of the Group.</p>	<p>Management deploys various paid and unpaid strategies to acquire supply and demand, both independently and in conjunction with strategic partners, to increase demand for subscriptions/ rentals and grow the number of assets.</p> <p>Management monitors and regularly optimises customer acquisition and conversion activities based on strategic partnership opportunities and anticipated demand and vehicle availability and seasonality.</p>

Material business risk	Mitigating actions
<p><b>Innovation risk</b></p> <p>The Group's ability to retain, increase, and engage its users and address their evolving needs and to increase revenues will depend heavily on management's ability to successfully create, launch and grow demand for new products, both independently and in conjunction with strategic partners.</p> <p>While the Group dedicates significant resources to understanding its owners and subscribers/ renters needs and upgrading its product offering and sharing economy platform to remain innovative and in tune with trends, the Group's owners and renters may not be satisfied with its offerings or perceive that its offerings do not cater to their needs.</p> <p>Remaining innovative and developing new and unique product offerings require investment and configuration that requires monetary and internal resource investment which may erode the Group's competitive position and adversely affect the growth and profitability of the Group.</p>	<p>The Group presently fosters a culture that encourages management to quickly develop and launch new and innovative products and introduce improvements to existing products.</p> <p>Management monitors and regularly assesses its products and adjusts resources deployed to and expended upon the various initiatives based on the feedback from its users and strategic partners and the Group's ability to successfully monetise its products offerings.</p>
<p><b>Growth risk</b></p> <p>The Group's ability to increase revenues will depend heavily on management's ability to successfully retain, increase and engage its users and grow demand for its products both independently and in conjunction with strategic partners.</p> <p>The Group currently prioritises user engagement and strategic partnerships over short-term financial results, and management may make product decisions that may reduce the Group's short-term revenue or profitability if management believes that the decisions are consistent with current priorities of the businesses and benefit owners and subscribers/ renters and will thereby improve Group's financial performance over the medium to long term. These decisions may not produce the long-term benefits that management expects, in which case user growth and engagement, relationships with strategic partners and results of operations could be harmed.</p>	<p>Management of growth is critical to the business but places pressure on resourcing, innovation and evolution of the businesses. The Board, together with management, continue to implement initiatives that it believes will deliver value to the Group by meeting customer needs and effectively utilising available financial resources</p>

**DIRECTORS' REPORT**

Material business risk	Mitigating actions
<p><b>Insurance risk</b></p> <p>The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of all risks associated with the Company's operations is not always available and where available the costs may be prohibitive.</p>	<p>The Group business has a fleet insurance policy to cover owners and drivers of vehicles used for subscription and rental contracts. The insurance policy requires the Group to cover an initial component of claims, some or all of which may be recovered from the renter of the vehicle. The Group's business plan takes into account the payment of the first component of claims and settlement of some other damages claims.</p> <p>The Group has maintained a policy with the same insurer since inception. The claims paid out by the insurer are less than the cumulative premiums paid by the Group. The Group continues to monitor its insurance position with a view to ensuring ongoing insurance coverage and with the experience developed has undertaken discussions with possible alternative insurance providers. The Group does not expect there to be an issue in relation to obtaining insurance, however there can be no guarantee that the current insurer will continue to offer insurance coverage that is commercially acceptable to the Group and no guarantee that alternative insurance can be obtained on terms that may be commercially acceptable to the Group.</p>
<p><b>Regulatory risks</b></p> <p>The introduction of new policies or legislation or amendments to existing policies or legislation and the failure by governments to act promptly to introduce new or amend existing policies or legislation that governs Group operations or contractual obligations, could impact adversely on the operations and, ultimately, the financial performance of the Group.</p>	<p>In conjunction with its strategic partners, management monitors the policies and regulations that apply to Group operations and regularly engages and consults with government agencies.</p>

Material business risk	Mitigating actions
<p><b>Privacy and cyber security risks</b></p> <p>The Group collects, transmits and stores commercial and financial information. Advances in computer capabilities, increasingly sophisticated tools and methods used by hackers and cyber terrorists, new discoveries in the field of cryptography or other developments may result in the Group's failure or inability to adequately protect its commercially sensitive information or against a disruption to the Group's online marketplaces.</p> <p>The Group relies upon the availability of its online marketplaces to provide services to its clients. Hackers could render the online marketplaces unavailable through a denial of service or other disruptive attacks. Although the Group has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the online marketplaces could lead to a loss of revenues whilst the Group is unable to provide its product offerings and services. Further, it could hinder the Group's abilities to retain existing users or attract new users, which would have a material adverse impact on growth of the businesses.</p>	<p>The Group has established measures and systems to minimise the likelihood of security breaches and these systems are regularly monitored for development or improvement. Network security and penetration testing assessments are conducted by third party auditors on Group systems.</p>
<p><b>Finance risk</b></p> <p>There is no certainty regarding the ability of the Group to raise sufficient funds to meet its needs into the future. The Group's future capital requirements depend on a number of factors including its ability to generate sufficient income from its operations.</p> <p>The Group might need to raise additional capital from equity or debt sources due to unforeseen circumstances. There can be no assurance that the Group will be able to raise such capital on favourable terms or at all. If adequate funds are not available on acceptable terms the Group may not be able to develop its business to the desired level or at all, and this may have an adverse impact on the Group's operations.</p>	<p>The Board regularly assesses the financial position of the Group and continues to assess all funding alternatives available to ensure that it can continue to make good progress on all strategic growth areas and maintain focus on growing both demand for and supply of assets.</p>

## DIRECTORS' REPORT

Material business risk	Mitigating actions
<p><b>Intellectual Property risk</b></p> <p>The Company has developed online products for its businesses. In particular, the Company has developed a platform to support its product offerings and facilitate transactions between asset owners and subscribers/ renters.</p> <p>The laws relating to intellectual property assist to protect the Company's proprietary rights in the intellectual property relevant to the Company's businesses. However, trademark registration, although an indicator of valid intellectual property ownership, is not indefeasible as any errors in the registration process can lead to registration being challenged or revoked. Accordingly, the Company cannot be certain that the validity, ownership or authorised use of intellectual property relevant to the Company's businesses will not be successfully challenged by third parties. In addition, there can be no guarantee that unauthorised use or copying of the Company's software, data, specialised technology or algorithms will be prevented.</p>	<p>The Company has also sought and received protection of certain of its intellectual property, namely trademarks in Australia.</p>

### DIVIDENDS

No dividends have been paid or declared since the start of the financial year and the Directors do not recommend the payment of a dividend in respect of the financial year.

### ENVIRONMENTAL REGULATION

The Group's operations are not subject to any significant environmental regulations under Commonwealth or State legislation. However, the Directors believe that the Group has adequate systems in place for the management of its requirements under environmental regulations and are not aware of any breach of those regulations as they apply to the Group.

### GOVERNANCE

The Board of Directors is responsible for the operational and financial performance of the Company, including its corporate governance. The Company believes that the adoption of good corporate governance adds value for stakeholders and enhances investor confidence.

The Company's corporate governance statement is available on the Company's website, in a section titled 'Corporate Governance': <https://investors.carly.co/investor-relations/corporate-governance/>.

### EVENTS SUBSEQUENT TO REPORTING DATE

Subsequent to balance date, the controlled placement deed with Acuity Capital dated 10 January 2019 for up to \$3,000,000 of equity (**Facility**) over a 30-month period expired on 31 July 2021. On 6 August 2021, the Company entered into an agreement with Acuity Capital to buy-back and cancel 800,000 collateral shares (on a post-consolidation basis) issued under the Facility for nil consideration. The Company will seek shareholder approval of the buy-back and cancellation at the annual general meeting to be held in November 2021.

The impact of the Coronavirus (COVID-19) pandemic is ongoing and has caused significant disruption to global automotive supply chains which has resulted in a deficit of new cars in Australia and a substantial increase in the demand for and prices of used cars. The limited supply of vehicles is being experienced by automotive dealers, corporate fleets and Carly alike. It is not practicable to estimate the potential impact of the COVID-19 pandemic, positive or negative, on the consolidated entity after the reporting date. The situation is ongoing and is also dependent on the efficacy and long term performance of COVID-19 vaccines and measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided. Subsequent to reporting date a number of geographical lockdowns have been implemented to limit mobility and these may impact the level of demand and access to vehicles.

Other than the matters described above, there has not arisen in the interval between the end of the year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

### OPTIONS

In December 2020, the Company completed a 25 to 1 consolidation of capital. The number and exercise prices of the options set out below are as at the relevant date of issue, expiry or lapse.

#### Issue of options

The following options were issued during the financial year:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options <sup>1</sup>	1 September 2023	\$0.010	5,437,961
Unquoted Options <sup>1,3</sup>	31 October 2022	\$0.0150	52,327,203
Executive Options <sup>1</sup>	19 November 2025	\$0.0150	40,500,000
Quoted CL8OB Options <sup>2,4</sup>	31 May 2023	\$0.1600	19,563,203
Employee Options <sup>2</sup>	1 January 2024	\$0.2438	43,720

#### Expiry of options

The following options expired during the financial year:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options <sup>1</sup>	1 September 2020	\$0.0386	2,081,796
Executive A Options <sup>1</sup>	28 November 2020	\$0.0198	883,333
Executive B Options <sup>1</sup>	28 November 2020	\$0.0298	883,333
Officer A Options <sup>1</sup>	23 November 2020	\$0.0494	7,000,000
Officer B Options <sup>1</sup>	23 November 2020	\$0.0792	10,500,000
Unquoted Options <sup>2</sup>	18 December 2020	\$0.3750	6,928,629

#### Lapse of options

The following options lapsed in accordance with the terms of the Company's Incentive Option Plan during the financial year due to the cessation of an employee holding options:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options <sup>2</sup>	3 September 2021	\$0.5275	23,672

The following options lapsed in accordance with the terms of the Company's Incentive Option Plan subsequent to balance date:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options <sup>2</sup>	7 May 2022	\$0.3125	40,000
Employee Options <sup>2</sup>	7 May 2022	\$0.3750	40,000

There were no options exercised during the period.



**Unissued shares under option**

At the date of this report, unissued ordinary shares of the Company under option are as follows (on a post-consolidation basis)<sup>2</sup>:

<b>Class</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Number of Options</b>
Employee Options <sup>5</sup>	3 September 2021	\$0.5215	53,931
Employee Options	1 February 2022	\$0.4075	10,401
Employee Options	2 September 2022	\$0.2500	70,021
Unquoted Options	31 October 2022	\$0.3750	2,093,063
Employee Options	1 January 2023	\$0.5000	13,980
Employee Options	16 March 2023	\$0.2500	60,000
Employee Options	11 May 2023	\$0.2500	120,000
Quoted CL8OB Options <sup>4 6</sup>	31 May 2023	\$0.1600	19,563,203
Employee Options	1 September 2023	\$0.2500	217,516
Executive Options	19 November 2025	\$0.3750	1,620,000
Employee Options	1 January 2024	\$0.2438	43,720
<b>Total number of options</b>			<b>23,865,835</b>

Refer to the Remuneration Report for further details of options outstanding held by Key Management Personnel.

Notes to the tables of options:

1. These details are on a pre-consolidation basis.
2. These details are on a post-consolidation basis.
3. Subscribers under the 2020 Entitlement Issue received free-attaching Unquoted Options on a 1-for-5 basis
4. Subscribers under the 2021 Rights Issue and Follow-on Placement received free-attaching Quoted CL8OB Options on a 1-for-3 basis.
5. The exercise price of these options was adjusted in accordance with the ASX Listing Rules following completion of the 2021 Rights Issue.
6. Subject to receipt of shareholder approval by 30 November 2021 and completion of Tranche 2 of the Follow-on Placement, a further 3,055,779 Quoted CL8OB Options are due to be issued. Refer to Note 20(b) for further details.

Except for the Quoted CL8OB Options, none of these options are quoted.

**INDEMNIFICATION AND INSURANCE OF DIRECTORS**

**Indemnification**

The Parent Entity has agreed to indemnify the Directors and Company Secretary of the Group against all liabilities to another person (other than the Parent Entity or any related body corporate) that may arise from their position as Directors and Company Secretary of the Group, except where the liability arises out of conduct involving a lack of good faith.

The Parent Entity has also agreed to cover any liability for costs and expenses incurred in successfully defending civil or criminal proceedings, or in connection with a successful application for relief under the *Corporations Act 2001* (Cth). It also provides indemnity against costs and expenses in connection with an application where a court grants relief to a Director under the *Corporations Act 2001* (Cth).

**Insurance premiums**

The Company paid a premium, during the year in respect of a director and officer liability insurance policy, insuring the Directors of the Group, the Company Secretary, and executive officers of the Group against a liability incurred as such a Director, secretary or executive officer to the extent permitted by the *Corporations Act 2001* (Cth). The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability and legal expenses insurance contracts as such disclosure is prohibited under the terms of the contract.



## DIRECTORS' REPORT

---

### **PROCEEDINGS ON BEHALF OF THE COMPANY**

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

### **NON-AUDIT SERVICES**

During the financial year, HLB Mann Judd, the Group's auditor, did not perform any non-audit services.

### **REMUNERATION REPORT**

The Remuneration Report is set out on pages 18 to 25 and forms part of the Directors' Report.

### **AUDITOR'S INDEPENDENCE DECLARATION**

Section 307C of the *Corporations Act 2001* (Cth) requires our auditors, HLB Mann Judd, to provide the Directors of the Group with an Independence Declaration in relation to the audit of the Annual Report. The Independence Declaration is set out on page 27 and forms part of this Directors' Report for the year ended 30 June 2021.

### **AUDITOR**

HLB Mann Judd WA Partnership continues in office in accordance with section 327 of the *Corporations Act 2001* (Cth).



## REMUNERATION REPORT

---

This Remuneration Report, which forms part of the Directors' Report, outlines the key management personnel remuneration arrangements of the Parent Entity and the Group in accordance with the requirements of the *Corporations Act 2001* (the **Act**) and its regulations. This information has been audited as required by section 308(3C) of the Act.

For the purposes of this report, key management personnel of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Parent Entity and the Group, directly or indirectly, including any Director (whether Executive or otherwise) of the Company.

### KEY MANAGEMENT PERSONNEL

The following were key management personnel of the Group at any time during the financial year and unless otherwise indicated were key management personnel for the entire financial year:

#### Directors

Name	Position held
Mr Chris Noone	Chief Executive Officer and Executive Director
Mr Stephen Abolakian	Non-Executive Director
Mr Robbie Blau	Non-Executive Director
Mr Adrian Bunter	Non-Executive Director
Mr Todd Hunter	Non-Executive Director
Ms Michelle Vanzella	Non-Executive Director
Mr Kevin Wundram	Alternate Director for Mr Blau

### REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board of Directors of the Parent Entity is responsible for determining and reviewing remuneration policies for the Directors and Executives. If necessary, the Nomination and Remuneration Committee obtains independent advice on the appropriateness of remuneration packages given trends in comparable companies and in accordance with the objectives of the Group.

Further information on the Nomination and Remuneration Committee's role, responsibilities and membership are set out in the Corporate Governance Statement.

### PRINCIPLES OF REMUNERATION

The remuneration structures explained below are competitively set to attract and retain suitably qualified and experienced candidates, reward the achievement of strategic objectives and achieve the broader outcome of creation of value for shareholders. The remuneration structures take into account:

- the capability and experience of the key management personnel;
- the key management personnel's ability to control the relevant segment's performance;
- the Group's performance including:
  - the Group's earnings and financial position; and
  - the growth in share price and delivering constant returns on shareholder wealth.

### REMUNERATION STRUCTURE

In accordance with best practice corporate governance, the structure of Non-Executive Directors' remuneration is clearly distinguished from that of Executives.

#### Non-Executive Director remuneration

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of Non-Executive Directors shall be determined from time to time by a general meeting. Total remuneration for all Non-Executive Directors, last voted upon by shareholders at the 2019 Annual General Meeting, is not to exceed \$250,000 per annum. Directors' fees cover all main board activities and membership of committees.



## REMUNERATION REPORT

Non-Executive Directors do not receive any retirement benefits, nor do they receive any performance related compensation.

The level of Non-Executive Directors' fees as at the reporting date were as follows:

Name	Non-Executive Directors' fees <sup>1</sup>
Mr Stephen Abolakian	\$30,000 per annum
Mr Robbie Blau	\$30,000 per annum
Mr Adrian Bunter	\$30,000 per annum
Mr Todd Hunter	\$30,000 per annum
Ms Michelle Vanzella	\$30,000 per annum
Mr Kevin Wundram	No fee is paid as Mr Wundram is Alternate Director to Mr Blau

1. Non-Executive Directors' fees were decreased to \$18,000 from \$30,000 per annum (40% reduction) with effect from 1 April 2020 in response to the economic impact of the COVID-19 pandemic. The level of Non-Executive Directors' fees was reinstated to normal levels from 1 October 2020.

### Executive remuneration

Remuneration for Executives is set out in employment agreements.

Executives may receive performance related compensation but do not receive any retirement benefits, other than statutory superannuation.

### Fixed remuneration

Fixed remuneration consists of base compensation as well as employer contributions to superannuation funds.

Fixed remuneration is reviewed annually by the Nomination and Remuneration Committee through a process that considers individual and overall performance of the Group. As noted above, the Nomination and Remuneration Committee has access to external advice independent of management.

### Other benefits

Key management personnel may receive benefits such as car allowances, and the Group pays fringe benefits tax on these benefits, where applicable.

### Performance linked compensation

Performance linked compensation includes both short-term and long-term incentives, and is designed to reward Executives for meeting or exceeding their financial and personal objectives. The short-term incentive (**STI**) is an 'at risk' bonus provided in the form of cash, while the long-term incentive (**LTI**) may be provided as in the form of options over ordinary shares or as an 'at risk' bonus provided in the form of fully paid ordinary shares of the Parent Entity.

#### *Short-term incentives*

The Nomination and Remuneration Committee together with the Board have determined the key performance indicators (**KPIs**) for the key management personnel. The KPIs generally include measures relating to the Group, the relevant segment, and the individual, and may include financial, non-financial, corporate and individual measures. The measures are chosen as they directly align the individual's reward to the KPIs of the Group and to its strategy and performance.

At the end of the financial year and subsequent to the completion of the year-end audit, the Nomination and Remuneration Committee and Board of Directors assess the performance of the Group, the relevant segment and individual against the KPIs set. No bonus is awarded where performance falls below the minimum. If it is determined that the KPIs have been reached, the Nomination and Remuneration Committee recommends the STI to be paid to the individuals for approval by the Board.

During the 2021 financial year, Mr Noone received an STI payment of \$46,875 for the 2020 financial year (2020: \$20,000 for FY19) which represented 59% of the maximum amount payable (2020: 25% for FY19). As the STI for the 2021 financial year is dependent upon KPIs linked to annual audited results for the Group, Mr Noone will not be assessed for any bonus until after release of the 2021 Annual Report, once the audit has been completed and the Board is able to determine whether a bonus will be paid.



## REMUNERATION REPORT

### Long-term incentives

LTI may be provided to key management personnel in the form of options over ordinary shares or as an 'at risk' bonus provided in the form of fully paid ordinary shares of the Parent Entity. LTI are considered to promote continuity of employment and provide additional incentive to recipients to increase shareholder wealth.

For the purposes of the 'at risk' bonus, the Nomination and Remuneration Committee together with the Board have determined the KPIs for the key management personnel. At the end of the financial year and subsequent to the completion of the year-end audit, the Nomination and Remuneration Committee and Board of Directors assess the performance of the Group, the relevant segment and individual against the KPIs set. No bonus is awarded where performance falls below the minimum. Only one bonus may be claimed by a key management person in a financial year.

If it is determined a KPI has been reached, the Nomination and Remuneration Committee recommends the shares be issued to the individuals for approval by the Board. Options and shares may only be issued to Directors subject to approval by shareholders in a general meeting.

The tables in the Share-Based Compensation section of this Remuneration Report provide details of options as LTI granted, vested and lapsed during the year. Also refer to Note 18 for further details of the share-based payments.

The Parent Entity has a policy that prohibits employees and Directors of the Parent Entity from entering into transactions that operate or are intended to operate to limit the economic risk or are designed or intended to hedge exposure to unvested Parent Entity securities. This includes entering into arrangements to hedge their exposure to LTI granted as part of their remuneration package. This policy may be enforced by requesting employees and Directors to confirm compliance.

### Use of remuneration consultants

The Board did not engage the services of a remuneration consultant during the year.

### Voting and comments made at the Company's 2020 Annual General Meeting

At the 2020 Annual General Meeting, more than 75% of votes cast were in favour of the adoption of the Company's remuneration report for the 2020 financial year (2019: more than 75%). The Company did not receive any comments at the Annual General Meeting on the remuneration report (2019: nil).

### Consequences of performance on shareholder wealth

In considering the Group's performance and benefits for shareholder wealth, the Directors have regard to the following indices in respect of the current financial year and the previous four financial years:

	2021	2020	2019	2018	2017
Net profit/(loss) for the year	(\$3,356,580)	(\$5,370,285)	(\$3,235,752)	(\$2,991,370)	(\$2,093,175)
Dividends paid	Nil	Nil	Nil	Nil	Nil
Change in share price	(13.6 cents) <sup>1</sup>	(0.2 cents)	(0.6 cents)	(1.8 cents)	1.2 cents
Share price at beginning of the period	20.0 cents <sup>1</sup>	1.0 cents	1.6 cents	3.4 cents	2.2 cents
Share price at end of the period	6.4 cents	0.8 cents	1.0 cents	1.6 cents	3.4 cents
<b>Loss per share for loss from continuing operations</b>					
Basic loss per share <sup>1</sup>	(5.69 cents)	(0.51 cents)	(0.48 cents)	(0.48 cents)	(0.48 cents)
Diluted loss per share <sup>1</sup>	(5.69 cents)	(0.51 cents)	(0.48 cents)	(0.48 cents)	(0.48 cents)

Note 1: On 2 December 2020, the Company completed a 25 to 1 consolidation of capital. The change in share price is based on the adjusted share price at the beginning of the period compared to the share price at the end of the period. The share price and loss per share have not been restated for prior year periods.

In assessing the above indices, the Directors note that the Group has yet to record a sustainable net profit or pay a dividend. Consequently, as the overall level of key management personnel's compensation takes into account the performance of the Group, that overall level has remained relatively unchanged, other than the increase or decrease in compensation levels due to the appointment or resignation of key management personnel.



## REMUNERATION REPORT

---

Mr Noone was awarded a \$46,875 performance related payment in respect of the 2020 financial year in accordance with the terms of his employment agreement. As noted above, Mr Noone will not be awarded any performance related payment until after release of the 2021 Annual Report, once the audit has been completed as the award for the 2021 financial year is dependent upon key performance indicators linked to annual results for the Group.

### EXECUTIVE EMPLOYMENT AGREEMENTS

Remuneration and other terms of employment for key management personnel are formalised in employment agreements.

Details of the agreement in place with the Chief Executive Officer/ Executive Director during the 2021 financial year were as follows:

Name:	Mr Chris Noone
Title:	Chief Executive Officer/ Executive Director
Agreement commenced:	7 August 2014
Term of agreement:	To continue indefinitely until terminated in accordance with the Agreement.
Probationary period:	Three months
Base salary:	\$225,000 per annum, plus statutory superannuation effective from 1 July 2017
Short term incentive:	Up to \$225,000 per annum effective from 1 July 2020 (Previous STI: \$80,000)
Long term incentive:	Subject to any relevant performance or other conditions, restrictions or requirements of the Board, the Corporations Act 2001 or the ASX Listing Rules, the Company may grant shares or options for the benefit of the executive as a long term incentive.
Termination:	Three months by either party.

The Agreement otherwise contains provisions standard for an agreement of employment including in relation to annual, long service and personal leave, confidentiality and other general provisions.

### NON-EXECUTIVE DIRECTOR APPOINTMENT LETTERS

The Company has entered into letters of appointment with each of the Non-Executive Directors. Ongoing appointment as a non-executive director is subject to the provisions of the Constitution of the Company relating to retirement by rotation and re-election of directors and the Corporations Act. The letter summarises the Board policies and terms, including remuneration, relevant to the office of director.



## REMUNERATION REPORT

### REMUNERATION OF KEY MANAGEMENT PERSONNEL

Remuneration for the year ended 30 June 2021

2021	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total	Performance related
	Cash salary and fees	Bonus	Other benefits	Superannuation	Long service leave	Options <sup>5</sup>		
	\$	\$	\$	\$	\$	\$	\$	%
<b>Non-Executive Directors<sup>1</sup></b>								
Mr S Abolakian	27,000	-	-	-	-	-	27,000	N/A
Mr R Blau <sup>2</sup>	27,000	-	-	-	-	-	27,000	N/A
Mr A Bunter	27,000	-	-	-	-	-	27,000	N/A
Mr T Hunter <sup>3</sup>	27,000	-	-	-	-	-	27,000	N/A
Ms M Vanzella	27,000	-	-	-	-	-	27,000	N/A
Mr K Wundram <sup>4</sup>	-	-	-	-	-	-	-	N/A
<b>Total Non-Executive Directors</b>	<b>135,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>135,000</b>	
<b>Executive Director</b>								
Mr C Noone	225,000	46,875	-	21,375	-	69,145	362,395	32%
<b>Total Directors</b>	<b>360,000</b>	<b>46,875</b>	<b>-</b>	<b>21,375</b>	<b>-</b>	<b>69,145</b>	<b>497,395</b>	

Remuneration for the year ended 30 June 2020

2020	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total	Performance related
	Cash salary and fees	Bonus	Other benefits	Superannuation	Long service leave	Options		
	\$	\$	\$	\$	\$	\$	\$	%
<b>Non-Executive Directors<sup>1</sup></b>								
Mr S Abolakian	27,000	-	-	-	-	-	27,000	N/A
Mr R Blau <sup>2</sup>	13,667	-	-	-	-	-	13,667	N/A
Mr A Bunter	27,000	-	-	-	-	-	27,000	N/A
Mr T Hunter <sup>3</sup>	19,500	-	-	-	-	-	19,500	N/A
Ms M Vanzella	27,000	-	-	-	-	-	27,000	N/A
Mr K Wundram <sup>4</sup>	-	-	-	-	-	-	-	N/A
<b>Total Non-Executive Directors</b>	<b>114,167</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>114,167</b>	
<b>Executive Director</b>								
Mr C Noone	215,596	-	8,017	20,482	-	-	244,095	0%
<b>Total Directors</b>	<b>329,763</b>	<b>-</b>	<b>8,017</b>	<b>20,482</b>	<b>-</b>	<b>-</b>	<b>358,262</b>	

Notes to the tables of remuneration of key management personnel:

1. Non-Executive Directors' fees were decreased to \$18,000 from \$30,000 per annum (40% reduction) with effect from 1 April 2020 in response to the economic impact of the COVID-19 pandemic. The level of Non-Executive Directors' fees was reinstated to normal levels from 1 October 2020.
2. Mr Blau does not receive a fee for his appointment as a director of Carly Holdings as that appointment is in the context of his employment by SG Fleet. SG Fleet receives these fees as remuneration for Mr Blau's services.
3. Mr Hunter does not receive a fee for his appointment as a director of Carly Holdings as that appointment is in the context of his employment by Turners Automotive Group. Turners Automotive Group receives these fees as remuneration for Mr Hunter's services.
4. Mr Wundram is an Alternate Director to Mr Blau.
5. Options are expensed over the vesting period from the date of grant.

## REMUNERATION REPORT

### KEY MANAGEMENT PERSONNEL EQUITY HOLDINGS

#### (i) Fully paid ordinary shares

Director	Held at 1 July 2020	Held at date of appointment	Purchases/ (Sales)	Granted as remuneration	Other changes/ Consolidation <sup>4</sup>	Held at date of resignation	Held at 30 June 2021
Mr Noone	4,192,123	N/A	7,901,208	-	(11,189,456)	N/A	903,875
Mr Abolakian <sup>1</sup>	241,142,533	N/A	119,425,594	-	(336,063,499)	N/A	24,504,628
Mr Blau <sup>2</sup>	-	N/A	-	-	-	N/A	-
Mr Bunter	9,200,000	N/A	3,489,583	-	(12,032,000)	N/A	657,583
Mr Hunter <sup>3</sup>	-	N/A	-	-	-	N/A	-
Ms Vanzella	-	N/A	-	-	-	N/A	-
Mr Wundram <sup>2</sup>	-	N/A	-	-	-	N/A	-

Director	Held at 1 July 2019	Held at date of appointment	Purchases/ (Sales)	Granted as remuneration	Other changes/ Options conversions	Held at date of resignation	Held at 30 June 2020
Mr Noone	2,016,667	N/A	2,175,456	-	-	N/A	4,192,123
Mr Abolakian	-	N/A	241,142,533	-	-	N/A	241,142,533
Mr Blau	N/A	-	-	-	-	N/A	-
Mr Bunter	7,200,000	N/A	2,000,000	-	-	N/A	9,200,000
Mr Hunter	N/A	-	-	-	-	N/A	-
Ms Vanzella	-	N/A	-	-	-	N/A	-
Mr Wundram	N/A	-	-	-	-	N/A	-

#### (ii) Share options

Director	Held at 1 July 2020	Held at date of appointment	Purchases/ (Sales)	Granted as remuneration	Exercised/ Lapsed/ Consolidation <sup>4</sup>	Held at date of resignation	Held at 30 June 2021
Mr Noone	12,602,776	N/A	795,791	40,500,000	(52,122,776)	N/A	1,775,791
Mr Abolakian <sup>1</sup>	75,791,667	N/A	25,285,383	-	(96,705,001)	N/A	4,372,049
Mr Blau <sup>2</sup>	-	N/A	-	-	-	N/A	-
Mr Bunter	4,333,333	N/A	718,749	-	(4,973,333)	N/A	78,749
Mr Hunter <sup>3</sup>	-	N/A	-	-	-	N/A	-
Ms Vanzella	-	N/A	-	-	-	N/A	-
Mr Wundram <sup>2</sup>	-	N/A	-	-	-	N/A	-

Director	Held at 1 July 2019	Held at date of appointment	Purchases/ (Sales)	Granted as remuneration	Exercised/ Lapsed of resignation	Held at date of resignation	Held at 30 June 2020
Mr Noone	14,033,332	N/A	336,110	-	(1,766,666)	N/A	12,602,776
Mr Abolakian	-	N/A	75,791,667	-	-	N/A	75,791,667
Mr Blau	N/A	-	-	-	-	N/A	-
Mr Bunter	3,000,000	N/A	1,333,333	-	-	N/A	4,333,333
Mr Hunter	N/A	-	-	-	-	N/A	-
Ms Vanzella	-	N/A	-	-	-	N/A	-
Mr Wundram	N/A	-	-	-	-	N/A	-

Notes in relation to the tables of key management personnel equity holdings:

- As at balance date, MNA Family Holdings Pty Ltd as trustee for Hishenk Pty Ltd Superannuation Fund held 612,500 Shares, 87,500 Quoted CL8OB Options and 17,500 Unquoted Options in Carly Holdings. Mr Abolakian's parents are directors and shareholders of trustee and are beneficiaries of the superannuation fund.
- As at balance date, SG Fleet Management Pty Limited, a subsidiary of SG Fleet Group Limited, held 2,772,858 Quoted CL8OB Options and 888,888 Unquoted Options in Carly Holdings. Mr Blau is a director, shareholder and Chief Executive Officer of SG Fleet. Mr Wundram, Alternate Director for Mr Blau, is a director, shareholder and Chief Financial Officer of SG Fleet.
- As at balance date, Turners Automotive Group Limited held 5,000,000 Shares in Carly Holdings. Mr Hunter is the CEO and a shareholder of Turners.
- Includes the impact of the consolidation of capital.

For Directors' interests in shares and options, as at date of this report, refer to page 5 of this Annual Report.





## REMUNERATION REPORT

### OTHER KEY MANAGEMENT PERSONNEL TRANSACTIONS

#### *Related party transactions*

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities.

The following entities transacted with the Company during the year. The terms and conditions of those transactions were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to unrelated entities on an arm's length basis.

The aggregate amounts recognised during the year relating to key management personnel and their related parties were as follows:

Director	Transaction	Transactions value for the year		Balance outstanding at 30 June	
		2021 \$	2020 \$	2021 \$	2020 \$
Mr A Bunter	Taxation services <sup>1</sup>	2,040	1,998	-	1,998
Mr S Abolakian	Financing Facility <sup>2</sup>	-	-	-	850,000
	Interest payable <sup>2</sup>	25,779	83,137	-	100,003

Notes in relation to the table of other key management personnel transactions:

1. A company associated with the spouse of Mr Bunter provided taxation services to the Company. The terms for such services were based on market rates, and amounts were payable on normal commercial terms.
2. An entity associated with Mr Abolakian agreed to provide a Financing Facility of up to \$850,000 to the Company. On 30 October 2020, the Company offset the Financing Facility of \$850,000 and accrued interest of \$125,782 against Willoughby Capital's subscription under the 2020 Entitlement Issue. Refer to Note 14 for further details of the Financing Facility.

#### *Other key management personnel transactions*

An entity associated with Mr Blau and Mr Wundram supplies vehicles to the Group's fleet. The Group acts as agent to administer the rental of or subscription for the use of cars and enforces contracts for the mutual benefit of owners, renters and subscribers. The terms for such services were based on market rates and terms and conditions similar to all fleet supply agreements, and amounts were payable by the renters and subscribers for use of the vehicles.

A company associated with Mr Hunter was provided platform development and platform licensing services by the Group. The Group provided services relating to the development and set up of a platform to offer car subscription services in New Zealand and subsequently platform licensing and customer service assistance. The terms of such services were based on market rates, and amounts were payable on normal commercial terms.

There were no other key management personnel transactions during the 2021 or 2020 financial years.

### SHARE-BASED COMPENSATION

The table below discloses the number of options issued to Chris Noone, CEO and Executive Director as LTI-based remuneration during the 2021 financial year (2020: nil). The options were granted following shareholder approval at the Company's 2020 Annual General Meeting.

Grant year	Executive Options Tranche	Granted Number <sup>1</sup>	Exercised/ Lapsed/ Consolidation <sup>2</sup>	Number Vested <sup>3</sup>	Vested %	Number yet to vest <sup>3</sup>	Year in which expire	Lapsed Number	Lapsed %
FY21	Tranche 1	13,500,000	(12,960,000)	135,000	25%	405,000	FY26	-	
FY21	Tranche 2	13,500,000	(12,960,000)	135,000	25%	405,000	FY26	-	
FY21	Tranche 3	13,500,000	(12,960,000)	135,000	25%	405,000	FY26	-	



## REMUNERATION REPORT

Each Executive Option entitles the holder to subscribe for one share as follows (on a post-consolidation basis):<sup>3</sup>

Executive Options Tranche	Exercise Price	Vesting Date	Expiry Date	Number of Executive Options
Tranche 1	\$0.3750	19 November 2020	19 November 2025	135,000
Tranche 1	\$0.3750	19 November 2021	19 November 2025	135,000
Tranche 1	\$0.3750	19 November 2022	19 November 2025	135,000
Tranche 1	\$0.3750	19 November 2023	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2020	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2021	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2022	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2023	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2020	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2021	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2022	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2023	19 November 2025	135,000

The Executive Options have a cashless exercise mechanism and will be able to be converted into Shares upon achievement of performance conditions linked to growth in the market price of CL8 shares as follows (on a post-consolidation basis):<sup>3</sup>

Executive Options Tranche	Number of Executive Options	Performance condition
Tranche 1	540,000	None
Tranche 2	540,000	Volume weighted average market price (VWAP) of \$0.625 for CL8 Shares as traded on ASX for a continuous 20-day period
Tranche 3	540,000	VWAP of \$0.75 for CL8 Shares as traded on ASX for a continuous 20-day period

The table below discloses the value of options issued to Chris Noone, CEO and Executive Director as LTI-based remuneration during the 2021 financial year (2020: nil). Refer to Note 18 for details supporting grant date valuations in the table below.

Grant year	Executive Option Tranche	Number Granted <sup>1</sup>	Grant date value per option <sup>1</sup>	Value per Tranche \$	Number Performance condition met	Number Lapsed	Year in which expire
FY21	Tranche 1	13,500,000	\$0.0034	45,900	540,000	-	FY26
FY21	Tranche 2	13,500,000	\$0.0033	44,550	-	-	FY26
FY21	Tranche 3	13,500,000	\$0.0032	43,200	-	-	FY26

The fair value of options awarded to key management personnel in the 2021 financial year was \$133,650 (2020: nil). The options are expensed over the vesting period from the date of grant.

Notes to the share-based compensation tables:

1. These details are on a pre-consolidation basis.
2. This shows the impact of the consolidation of capital.
3. These details are on a post-consolidation basis.

### *Modification of equity-settled share-based payment transactions*

No terms of equity-settled share-based payment transactions (including options and rights granted as compensation to a key management person) have been altered or modified by the Company during the financial year or the prior financial year.

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

Signed in accordance with a resolution of the Directors:

A handwritten signature in black ink, appearing to read 'Chris Noone', with a long horizontal flourish extending to the right.

Chris Noone  
*Chief Executive Officer/ Executive Director*

Dated at Sydney, New South Wales this 26<sup>th</sup> day of August 2021

## AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Carly Holdings Limited for the year ended 30 June 2021, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Perth, Western Australia  
26 August 2021



**M R Ohm**  
Partner

**h**l**b.com.au**

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

**T:** +61 (0)8 9227 7500 **E:** mailbox@h**l**bwa.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.



**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
for the year ended 30 June 2021

	Notes	Consolidated Group	
		2021 \$	2020 \$
Revenue from continuing operations	2	996,836	1,196,203
Cost of sales		(533,828)	(703,657)
<b>Gross profit</b>		<b>463,008</b>	<b>492,546</b>
Other income	3	197,015	124,506
Corporate and administrative expenses	3	(2,845,791)	(2,969,691)
Research and development expenses		(1,146,327)	(939,882)
Impairment expense	11	(5,169)	(2,079,699)
<b>Results from continuing activities</b>		<b>(3,800,272)</b>	<b>(5,372,220)</b>
Finance income		6,704	12,408
Finance costs		(26,020)	(84,515)
<b>Net financing costs</b>		<b>(19,316)</b>	<b>(72,107)</b>
<b>Loss before income tax</b>		<b>(3,356,580)</b>	<b>(5,444,327)</b>
Income tax benefit	4	-	74,042
<b>Loss from continuing operations</b>		<b>(3,356,580)</b>	<b>(5,370,285)</b>
<b>Total comprehensive loss for the period</b>		<b>(3,356,580)</b>	<b>(5,370,285)</b>
Basic and diluted loss per share (cents) (restated)	5	(5.69)	(12.85)

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



**STATEMENT OF FINANCIAL POSITION**  
as at 30 June 2021

Consolidated Group			
	Notes	2021 \$	2020 \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	6	3,734,729	1,433,953
Trade and other receivables	7	44,098	62,653
Other current assets	8	72,629	72,305
<b>Total Current Assets</b>		<b>3,851,456</b>	<b>1,568,911</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant & equipment	9	70,540	21,854
Right of use asset (Office lease)	10(a)	367,791	52,382
Intangible assets	11	7,967	13,136
<b>Total Non-Current Assets</b>		<b>446,298</b>	<b>87,372</b>
<b>TOTAL ASSETS</b>		<b>4,297,754</b>	<b>1,656,283</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	12	886,269	702,863
Lease liability	10(b)	149,613	56,622
Other liabilities	13	206,316	132,997
Related party advance and borrowings	14	-	850,000
<b>Total Current Liabilities</b>		<b>1,242,198</b>	<b>1,742,482</b>
<b>NON-CURRENT LIABILITIES</b>			
Lease liability	10(b)	233,199	-
Other non-current liabilities	13	23,512	41,231
<b>Total Non-Current Liabilities</b>		<b>256,711</b>	<b>41,231</b>
<b>TOTAL LIABILITIES</b>		<b>1,498,909</b>	<b>1,783,713</b>
<b>NET ASSETS/(LIABILITIES)</b>		<b>2,798,845</b>	<b>(127,430)</b>
<b>EQUITY</b>			
Issued capital	15	22,912,551	16,751,048
Reserves	16	838,571	989,426
Accumulated losses	17	(20,952,277)	(17,867,904)
<b>TOTAL EQUITY</b>		<b>2,798,845</b>	<b>(127,430)</b>

*The above consolidated statement of financial position should be read in conjunction with the accompanying notes.*



**STATEMENT OF CHANGES IN EQUITY**  
for the year ended 30 June 2021

Consolidated Group	Notes	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total \$
<b>Balance as at 1 July 2019</b>		33,694,524	1,018,029	(33,209,032)	1,503,521
Loss for the period		-	-	(5,370,285)	(5,370,285)
<b>Total comprehensive loss for the period</b>		-	-	(5,370,285)	(5,370,285)
Issue of share capital	15, 17	3,915,219	-	-	3,915,219
Share issue costs	15	(269,396)	-	29,644	(239,752)
Share-based payments	16	-	63,867	-	63,867
Transfer from reserves on conversion/lapse	15, 16, 17	23,373	(92,470)	69,097	-
Capital adjustment under s258F	15, 17	(20,612,672)	-	20,612,672	-
<b>Balance as at 30 June 2020</b>		<b>16,751,048</b>	<b>989,426</b>	<b>(17,867,904)</b>	<b>(127,430)</b>
Balance as at 1 July 2020		16,751,048	989,426	(17,867,904)	(127,430)
Loss for the period		-	-	(3,356,580)	(3,356,580)
<b>Total comprehensive loss for the period</b>		-	-	(3,356,580)	(3,356,580)
Issue of share capital	15, 17	6,546,840	-	-	6,546,840
Share issue costs	15	(385,337)	-	-	(385,337)
Share-based payments	16	-	121,352	-	121,352
Transfer from reserves on conversion/lapse	15, 16, 17	-	(272,207)	272,207	-
<b>Balance as at 30 June 2021</b>		<b>22,912,551</b>	<b>838,571</b>	<b>(20,952,277)</b>	<b>2,798,845</b>

*The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.*



**STATEMENT OF CASH FLOWS**  
for the year ended 30 June 2021

		<b>Consolidated Group</b>	
		<b>2021</b>	<b>2020</b>
		<b>\$</b>	<b>\$</b>
<b>Cash flows from operating activities</b>	<b>Notes</b>		
Receipts from customers		3,006,044	3,052,338
Payments to suppliers and employees		(5,871,815)	(6,220,040)
Interest received		5,973	9,308
Interest paid on lease liability	10	(22,876)	(9,793)
Payments for short term leases	3	(64,926)	(64,489)
Finance costs		-	(1,901)
Government grants received	3	192,500	102,500
Research and development income tax incentive		-	74,055
<b>Net cash used in operating activities</b>	<b>22</b>	<b>(2,755,100)</b>	<b>(3,058,022)</b>
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment	9	(51,900)	-
Payments for intellectual property		-	(4,401)
<b>Net cash used in investing activities</b>		<b>(51,900)</b>	<b>(4,401)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issues of shares		5,571,058	3,699,231
Payment of share issue costs		(316,598)	(271,827)
Payment of transaction costs for borrowings		-	(12,611)
Payment of principal amounts on lease liability	10	(146,684)	(165,007)
<b>Net cash from/(used in) financing activities</b>		<b>5,107,776</b>	<b>3,249,786</b>
<b>NET INCREASE/(DECREASE) IN CASH HELD</b>		<b>2,300,776</b>	<b>187,363</b>
<b>Cash and cash equivalents at the beginning of the financial year</b>		<b>1,433,953</b>	<b>1,246,590</b>
<b>Cash and cash equivalents at the end of the financial year</b>	<b>6</b>	<b>3,734,729</b>	<b>1,433,953</b>

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





## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

---

### NOTE 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### ***(a) Reporting entity***

These consolidated financial statements of Carly Holdings Limited for the year ended 30 June 2021 were authorised for issue in accordance with a resolution of the Directors on 26 August 2021.

Carly Holdings Limited (**Parent Entity**) is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The consolidated financial statements of the Company for the year ended 30 June 2021 comprise the Company and its subsidiaries (**Consolidated Entity or Group**).

The nature of the operations and principal activities of the Group are described in the Directors' Report.

#### ***(b) Basis of preparation***

##### Statement of compliance

These financial statements are general purpose financial statements, which have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards (**AASBs**) and other authoritative pronouncements of the Australian Accounting Standards Board (**AASB**). The financial statements of the consolidated entity also comply with International Financial Reporting Standards (**IFRSs**) as issued by the International Accounting Standards Board.

##### Basis of measurement

The financial statements have been prepared on the accruals and the historical cost bases.

The financial statements are presented in Australian dollars and all values are rounded to the nearest dollar unless otherwise stated.

##### Going concern

These financial statements have been prepared on a going concern basis which assumes the Group realising its assets and extinguishing its liabilities in the normal course of business. The Directors acknowledge that stakeholders may be concerned regarding the ability of the Group to continue as a going concern due to the Group having incurred a net loss during the financial year of \$3,356,580 (2020: \$5,370,285).

The Directors believe there are reasonable grounds to believe that the Group will be able to continue as a going concern after consideration of the following factors:

- The Group held cash and cash equivalents of \$3,734,729 as at 30 June 2021;
- The Directors remain committed to the long-term business plan, including ongoing review of current products and the potential introduction of new products that are anticipated to contribute to improved results as the business units progress;
- The budgets and forecasts reviewed by the Directors for the next twelve months anticipate the business will continue to produce improved results;
- The Group has demonstrated the ability to access various capital raising mechanisms as and when required. These capital funding mechanisms are available via existing shareholders of the Group as well as potential new shareholders. For example, the Company raised:
  - (a) \$4,846,925 before costs through a renounceable rights issue and placement in May 2021, which was supported by a lead manager and corporate adviser;
  - (b) \$2,354,725 before costs (including offset of the \$850,000 Financing Facility and accrued interest) through a non-renounceable entitlement issue in October 2020, which was partly underwritten by existing shareholders and officers of the Company;
  - (c) \$2,205,730 via an investment from a strategic investor in November 2019;
  - (d) \$507,875 from the exercise of employee and unquoted options in November 2019 and January 2020;
  - (e) \$1,598,491 before costs (including offset of a \$150,000 advance) through a non-renounceable entitlement issue in August 2019, which was partly underwritten by existing shareholders and officers of the Company.

The Directors believe that the above indicators demonstrate that the Group will be able to pay its debts as and when they become due and payable and to continue as a going concern. Accordingly, the Directors also believe

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

---

that it is appropriate to adopt the going concern basis in the preparation of the financial statements. Should the Group not be successful in generating sufficient funds from the above initiatives, there will exist a material uncertainty that may cast significant doubt on the ability of the Group to continue as a going concern and, therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should it not continue as a going concern.

### Significant accounting policies

Below are the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the periods presented, unless otherwise stated. The financial statements are for the Group consisting of Carly Holdings Limited and its subsidiaries.

### **(c) Significant accounting judgements, estimates and assumptions**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are outlined below:

### Estimation of useful lives of assets

The estimation of the useful lives of assets has been based on historical experience. The condition of the assets is assessed at least once per year and considered against the remaining useful life. Depreciation charges are included in Note 9.

### Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees and executives by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black-Scholes model, using the assumptions detailed in Note 18.

### Revenue from contracts with customers

The Group applied the following judgements that affect the determination of the amount and timing of revenue from contracts with customers:

- *Principal versus agent considerations*

The Group acts as agent to administer the rental of cars ([www.drivemycar.com.au](http://www.drivemycar.com.au)) and subscription of cars ([www.carly.co](http://www.carly.co)). The Group's car subscription service ([www.carly.co](http://www.carly.co)) provides subscribers access to the use of cars including a choice of options which may suit them in exchange for a subscription fee. These contracts are enforced for the mutual benefit of owners, renters, subscribers and the Group in creating a safe and trusted peer to peer community. The following factors indicate that the Group does not control the goods before they are transferred to customers and that it acts as agent in these contracts: (i) it does not assume inventory risk before or after the rental/subscription arrangement; (ii) does not have significant latitude in determining price of rental or subscription fees (the consideration to the Group is based on the difference between the quoted rental /subscription fee based on market rates of cars for rent, their model and make and agreed prices negotiated by the Group with the owner of cars, vehicles or assets). All cars offered under the subscription options are based on agreed terms with owners.

- *Identifying performance obligations as a distinct service*



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

---

The Group's rendering of services according to terms of rental and subscription contracts form one distinct service. The provision of service arrangements for subscribers with varying options according to subscription tiers together form a distinct service within the terms of subscription agreements because subscribers are not able to benefit from the use of cars separately from these service options on their own.

- *Determining the timing of satisfaction of revenue from rental and car subscription services*

The Group concluded that revenue from arranging rental services and car subscription services is performed over-time because the customer benefits from the service over the period of the rental or subscription arrangement. Performance obligation of the Group is satisfied over-time because renters/subscribers simultaneously receive the benefits from their rental/subscription during the rental/subscription period.

Provision for expected credit losses of trade receivables

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation. The Group uses a provision matrix to calculate expected credit loss for trade receivables. The provision rates are based on a matrix which approximates expected credit loss based on management's assessment of probable default rates based on aging categories. The information about the expected credit loss on the Group's trade receivables is disclosed in Note 23(c) (ii).

Leases (renewal of lease term)

The Group entered into a non-cancellable 3-year lease for its office premises on 1 November 2020. The Group measures the right-of-use asset and lease liability for its office premises lease using a 6.47% discount rate (based on commercial borrowing rate at the time of renewal of the office lease).

Coronavirus (COVID-19) pandemic

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

**(d) Basis of consolidation**

The consolidated financial statements comprise the financial statements of the companies in the Group (as outlined in Note 25).

Subsidiaries are all those entities over which the Group has the power to govern the financial and operating policies to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether a Group controls another entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Entity, using consistent accounting policies. In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Investments in subsidiaries held by Carly Holdings are accounted for at cost in the separate financial statements of the Parent Entity less any impairment charges. Dividends received from subsidiaries are recorded as a component of other revenues in the separate statement of profit or loss and other comprehensive income of the Parent Entity, and do not impact the recorded cost of the investment. Upon receipt of dividend payments from subsidiaries, the Parent Entity will assess whether any indicators of impairment of the carrying value of the investment in the subsidiary exist. Where such indicators exist, to the extent that the carrying value of the investment exceeds its recoverable amount, an impairment loss is recognised.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves recognising at acquisition date, separately from goodwill, the identifiable assets



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

---

acquired, the liabilities assumed and any non-controlling interest in the acquiree. The identifiable assets acquired and the liabilities assumed are measured at their acquisition date fair values.

The difference between the above items and the fair value of the consideration (including the fair value of any pre-existing investment in the acquiree) is goodwill or a bargain purchase.

A change in the ownership interest of a subsidiary that does not result in a loss of control is accounted for as an equity transaction.

Non-controlling interests are allocated their share of net profit after tax in the statement of profit or loss and other comprehensive income and are presented within equity in the statement of financial position, separately from the equity of the owners of the parent.

Losses are attributed to the non-controlling interest even if that results in a deficit balance.

If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary;
- Derecognises the carrying amount of any non-controlling interest;
- Derecognises the cumulative translation differences, recorded in equity;
- Recognises the fair value of the consideration received;
- Recognises the fair value of any investment retained;
- Recognises any surplus or deficit in profit or loss; and
- Reclassifies the Parent Entity's share of components previously recognised in other comprehensive income to profit or loss.

### ***(e) Operating segments***

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments and has been identified as the Board of Directors of Carly Holdings.

### ***(f) Foreign currency translation***

#### *Functional and presentation currency*

Both the functional and presentation currency of Carly Holdings and its Australian subsidiaries is Australian Dollars (\$).

### ***(g) Cash and cash equivalents***

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

### ***(h) Trade and other receivables***

Trade receivables are generally on 30-day terms. It represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Collectability of trade receivables is reviewed on an ongoing basis. Individual debts that are known to be uncollectible are written off when identified. The Group's policies on impairment of trade and other receivables can be found in (w) below. Further disclosures relating to credit risk are in Note 23.

### ***(i) Plant and equipment***

Plant and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement only if it is eligible for capitalisation. All other repairs and



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

---

maintenance are recognised in profit or loss as incurred. Depreciation is calculated on a straight-line basis over the estimated useful life of the specific assets as follows:

Property and equipment	over 2 to 5 years
Motor vehicles	over 7 years

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

### *Derecognition*

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

### ***(j) Impairment of non-financial assets other than goodwill***

Non-financial assets other than goodwill are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The Group conducts an annual internal review of asset values, which is used as a source of information to assess for any indicators of impairment. External factors, such as changes in expected future processes, technology and economic conditions, are also monitored to assess for indicators of impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. 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 that 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 an impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

### ***(k) Goodwill and intangible assets***

#### Goodwill

Goodwill acquired in a business combination is initially measured at cost of the business combination being the excess of the consideration transferred over the fair value of the Group's net identifiable assets acquired and liabilities assumed. If this consideration transferred is lower than the fair value of the net identifiable assets of the subsidiary acquired, the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes and is not larger than an operating segment determined in accordance with AASB 8.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units), to which the goodwill relates.

Carly Holdings performs annual impairment testing using the value-in-use methodology for the cash generating units to which goodwill has been allocated. Further details on the methodology and assumptions used are outlined in Note 11.

When the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised. When goodwill forms part of a cash-generating unit (group of cash-generating units) and an operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this manner is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Impairment losses recognised for goodwill are not subsequently reversed.

**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

Intangibles – acquired separately or in a business combination

Intangible assets acquired separately or in a business combination are initially measured at cost. The cost of an intangible asset acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is recognised in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over their useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for prospectively by changing the amortisation period or method, as appropriate, which is a change in accounting estimate. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

Research and development costs

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. The amount recognized for internally intangibles is the sum of the expenses incurred from the date when the intangible first meets the recognition criteria.

Following the initial recognition of the development expenditure, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. The carrying value of an intangible asset arising from development expenditure is tested for impairment annually when the asset is not yet available for use, or more frequently when an indication of impairment arises during the reporting period.

A summary of the policies applied to the Group’s intangible assets is as follows:

<b>Policy</b>	<b>Domain names and trademarks</b>	<b>Development costs</b>
Useful lives	Indefinite	Finite
Amortisation method used	No amortisation	Amortised over the period of expected future benefit from the related project on a straight-line basis
Internally generated or acquired	Acquired	Internally generated/Acquired
Impairment testing	Annually and more frequently when an indication of impairment exists	Annually for assets not yet available for use and more frequently when an indication of impairment exists. The amortisation method is reviewed at each financial year end.

Domain names and trademarks can be renewed for nominal value to maintain ownership, therefore domain names and trademarks are assumed to have an indefinite life. Domains acquired for a material sum are capitalised and tested for impairments as part of normal impairment testing. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

Expenditures on advertising and promotional expenses are recognised as a component of marketing expense in the statement of profit or loss and other comprehensive income when the Group has either the right to access the goods or has received the services.

**(I) Trade and other payables**





## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

---

Trade and other payables are carried at amortised cost and due to their short-term nature, they are not discounted. They represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and are usually paid within 60 days of recognition.

### ***(m) Provisions and employee benefits***

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

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

#### Employee leave benefits

- *Wages, salaries, annual leave and sick leave*

Liabilities for wages and salaries, including annual leave expected to be settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Expenses for sick leave are recognised when the leave is taken and are measured at the rates paid or payable.

- *Long service leave*

The liability for long service leave is recognised and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures, and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currencies that match, as closely as possible, the estimated future cash outflows.

### ***(n) Issued capital***

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

### ***(o) Share-based payments***

The Company measures the cost of equity-settled transactions with employees or executives by reference to the fair value of the equity instruments at the date at which they were issued.

### ***(p) Revenue from contracts with customers***

#### Revenue from rendering services

The Group's primary source of revenue is derived from providing online car rental and subscription services. Entities in the group operate websites ([www.drivemycar.com.au](http://www.drivemycar.com.au) and [www.carly.co](http://www.carly.co)) which allow customers to rent vehicles or assets from owners who want to supply them. Based on the substance of the contracts, according to AASB 15, entities in the Group act as agents for owners, to provide customers with choice of vehicles for rent. Entities in the Group are appointed by owners to arrange and administer the rental of vehicles or assets over the rental period. The Group recognises revenue from amounts received from renters less amounts paid to owners. The performance obligation of the Group is satisfied over-time over the duration of the agreed rental period as renters receive the benefits from rental of vehicles. Revenue is recognised rateably over rental periods, billed at confirmation and at subsequent intervals.

Similarly, the Group's car subscription service ([www.carly.co](http://www.carly.co)) provides customers with access to cars with varying options which could suit them. The subscription service includes varying free km allowance options, damage liability and eligible car 'switch' options packaged into a single monthly recurring payment. Subscribers may start and stop their subscription as their needs change. The Group concludes that it is acting as agent in these arrangements, because it administers the cars under subscription and provides service options according to pre-determined price and conditions negotiated with owners involved in these arrangements. The Group recognises revenue from amounts received from subscribers less amounts paid to owners. The performance obligation of the Group is satisfied over-time over the duration of the subscription period as subscribers receive



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

---

the benefits from use of cars. Revenue is recognised rateably over subscription periods, billed at inception of subscription and subsequently thereafter every 15 days for 2 weeks subscription each time.

For disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers see Note 1 (c).

### Deposits from customers

Renters are required to pay a deposit upon confirmation of rental. These deposits are refunded to renters at the end of the rental period when cars and assets are returned in accordance with rental agreements. No deposits are collected for car subscription services. 'Deposits held' are reflected in trade and other payables on the statement of financial position (see Note 12).

### Deferred revenue

Deferred revenue consists of rental and subscription fees received in advance at confirmation which relate to future rental periods. The Group recognises these amounts as other liabilities on the statement of financial position (see Note 13).

### **(q) Other revenue**

Interest income is recognised using the effective interest method.

### **(r) Income tax**

Income tax benefit comprises current and deferred tax. Current and deferred income tax expense/(benefit) is charged or credited directly to equity instead of profit or loss when the tax relates to items that are credited or charged directly to equity.

Current income tax expense charged to profit or loss is the tax payable on the taxable income for the year, calculated using applicable income tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable/(receivable) in respect of previous years.

Deferred income tax expense reflects movements in deferred tax assets and deferred tax liability balances during the year.

Deferred income tax assets and liabilities are recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences in the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they probably will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the tax rates that have been enacted or substantively enacted by the reporting date.

A deferred tax asset and unused tax losses are recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

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

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





## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

---

Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend is recognised.

### Tax Consolidation

The Parent Entity and its wholly-owned Australian resident entities have formed a tax-consolidated Group with effect from 1 July 2003 and are therefore taxed as a single entity from that date. The head entity within the tax-consolidated Group is Carly Holdings Limited.

Current tax expense/benefit, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated Group are recognised in the separate financial statements of the members of the tax-consolidated Group using the 'separate taxpayer within Group' approach by reference to the carrying amounts of assets and liabilities in the separate financial statements of each entity and the tax values applying under tax consolidation.

Any current tax liabilities (or assets) and deferred tax assets arising from unused tax losses of the subsidiaries is assumed by the head entity in the tax-consolidated Group and are recognised by the Parent Entity as amounts payable (receivable) to/(from) other entities in the tax-consolidated Group in conjunction with any tax funding arrangement amounts (refer below). Any difference between these amounts is recognised by the Parent Entity as an equity contribution or distribution.

The Parent Entity recognises deferred tax assets arising from unused tax losses of the tax-consolidated Group to the extent that it is probable that future taxable profits of the tax-consolidated Group will be available against which the asset can be utilised.

Any subsequent period adjustments to deferred tax assets arising from unused tax losses as a result of revised assessments of the probability of recoverability is recognised by the head entity only.

### **(s) Goods and Services Tax**

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

### **(t) Earnings per share**

The consolidated Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Parent Entity by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributed to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

### **(u) Leases – right of use asset and lease liability**

A lease arrangement established by a contract conveys to the user (lessee) the right to control the use of the underlying asset for a period of time in exchange for consideration. For leases with terms not exceeding twelve months the Group has exercised the optional application exemptions. The lease payments under these contracts are recognised on a straight-line basis over the lease term as other operating expenses. The lessee is required to apply another systematic basis if that basis is more representative of the pattern of the lessee's benefit. In all other leases which the Group acts as lessee, the present value of future lease payments is recognised as a lease liability. Lease payments are segregated into principal and interest portions, using the effective interest method. Correspondingly, the right-to-use asset is recognised at the present value of liability including any directly attributable costs at the commencement date of the lease. Payments made before commencement date and incentives received from the lessor are included in the carrying amount of the right-of-use asset. The right-of-



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

---

use asset is depreciated on a straight-line basis over the lease term, or if shorter, over the useful life of the leased asset.

A lessee shall remeasure lease liabilities to reflect any reassessment or lease modifications. Reassessment of lease liabilities is required to reflect any changes to lease payments. A lessee recognises the amount of the remeasurement as an adjustment to the right-of-use asset. However, if the carrying amount of the right-of-use asset is reduced to zero and a further reduction in the measurement of lease liabilities, a lessee recognises any remaining amount of the remeasurement in profit and loss. For lease modifications, a lessee shall account for it as a separate lease if the modification increases both the scope of the lease (by adding the right to use) and the consideration increase commensurate with the stand-alone price for the scope increase. If lease modification is not accounted for as a separate lease, remeasurement of lease liabilities is done at the effective date of the lease modification.

### **(v) Borrowing costs**

Borrowing costs are expensed in the period they occur and consist of interest and other costs that the entity incurs in connection with the borrowing of funds

### **(w) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Group recognises financial assets or liabilities when it becomes party to the contractual provisions of the financial instrument.

#### Financial assets

Financial assets of the Group are classified according to the Group's business model for managing financial assets and their contractual cash flow characteristics. Financial assets are measured at amortised costs if the business holds assets to collect contractual cash flows and contractual terms represent cash flows which are payments of principal and interest and not designated as fair value through profit and loss.

The Group initially recognises financial assets at its fair value plus, transaction costs (where applicable). For the purpose of subsequent measurement (other than those designated and effective as hedging instruments) financial assets are subsequently measured at amortised cost, fair value through profit or loss (FVPL), or fair value through other comprehensive income (FVOCI).

The new classification and measurement of the Group's financial assets which are held within a business model of 'hold to collect' contractual cash flows relate to the Group's trade and other receivables. Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. A financial asset is derecognised when the rights to receive cash flows from the asset have expired or the Group has transferred its right to receive cash flows from the asset. The Group considers if transfer of substantially all the risks and rewards of the asset has occurred or if transfer of control of the asset has occurred. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

- *Impairment of Financial Asset*

The Group applied AASB 9 'Financial Instruments' impairment model in its assessment of allowance for impairment loss on trade receivables. The Group applies an expected credit loss methodology and uses a provisions matrix to estimate expected credit loss. The provision matrix is based on management's assessment of probable default rates based on ageing categories.

#### Financial liability

The Group's financial liabilities include trade and other payables and borrowings. All financial liabilities are initially recognised at fair value less any transaction costs directly attributable to its issue. After initial recognition, financial liabilities are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when liabilities are derecognised.



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

### **(x) Comparative figures**

Where required by Accounting Standards, comparative figures have been adjusted to conform with changes in presentation for the current financial year and impact, due to adoption of accounting standards described in (y) below.

### **(y) Changes in accounting policies on initial application of Accounting Standards**

#### Standards and Interpretations applicable to 30 June 2021

Directors have reviewed and determined that there is no material impact of other new and revised Standards and Interpretations that apply for the first time for financial year ended 30 June 2021 on the consolidated financial statements of the Group.

#### Standards and Interpretations issued but not yet adopted

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

### **(z) Change in accounting policy**

#### Expected credit loss

As described in Note 23(c) and (w) above, the Group applies a simplified approach to measuring expected credit losses in accordance with AASB 9. The Group uses a provision matrix to calculate expected credit loss for trade receivables. The provision rates are based on a matrix which approximates expected credit loss based on management's assessment of probable default rates based on ageing categories. However, where there is no reasonable expectation of recovery, trade receivables are written off.

Previously, the Group recognised impairment losses on receivables from customers in corporate and administrative expenses. With effect from 1 July 2020, the Group recognises the impairment losses for the period in cost of sales. Refer to Note 23(c) for information relating to the impairment loss on trade receivables for the current period. The information presented for 30 June 2020 has been restated. There is no impact to profit and loss or opening accumulated losses on the adoption of this change in accounting policy in the current or comparative years.

## **NOTE 2: REVENUE FROM CONTRACTS WITH CUSTOMERS**

The Group derives its revenue from the provision of services over time in the following major category. This is consistent with the revenue information that is disclosed for the reportable segment under AASB 8 (see Note 21).

	Consolidated Group	
	2021	2020
<i>Over time</i>	\$	\$
Revenue from vehicle subscription and rental services	996,836	1,196,203
Total Revenue	<b>996,836</b>	<b>1,196,203</b>

**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

	Consolidated Group	
	2021 \$	2020 \$
<b>NOTE 3: MATERIAL PROFIT AND LOSS ITEMS</b>		
<b>(a) Other income</b>		
Government grants (COVID-19 subsidies)	192,500	102,500
Sundry income	4,515	22,006
	<b>197,015</b>	<b>124,506</b>
<b>(b) Corporate and administrative expenses</b>		
Depreciation	10,181	10,611
Depreciation (ROU asset)	157,464	157,144
Amortisation	-	57,990
Short term lease payments	46,041	70,207
Share-based payments	89,780	63,867
Salaries and wages	1,942,295	1,358,748
Superannuation costs	176,556	128,450
Employee leave entitlements	46,790	48,260
Audit fees	42,004	40,428
Interest expense (lease liability)	22,876	9,793
Other corporate and administrative expenses	311,804	1,024,193
	<b>2,845,791</b>	<b>2,969,691</b>
<b>NOTE 4: INCOME TAX</b>		
<b>(a) Income tax benefit</b>		
<i>The major components of income tax benefit are:</i>		
Current income tax		
Current R&D Tax offset	-	-
Under/(over) provision in prior year	-	74,042
Income tax benefit/(expense)	-	<b>74,042</b>
<b>(b) The prima facie income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:</b>		
Accounting loss before income tax	(3,356,580)	(5,444,327)
Income tax expense calculated at 27.5% (2020: 27.5%)	(872,711)	(1,497,190)
<i>Tax effect of amounts which are not deductible/(taxable) in calculating taxable income:</i>		
Non-deductible expenses	325,973	305,243
Share-based payments	23,343	17,563
Impairment of intangible assets	1,344	571,918
Other deferred tax assets and tax liabilities not recognised	522,051	602,466
(Under)/over provision in prior year	-	(74,042)
Total Income tax (benefit)/expense for the year	-	<b>(74,042)</b>

**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

	<b>Consolidated Group</b>	
	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
<b>NOTE 4: INCOME TAX</b>		
<b>(c) Unrecognised deferred tax balances</b>		
<i>The following deferred tax assets have not been brought to account:</i>		
Losses available for offset against future taxable income	3,745,756	3,223,705
Accrued expenses and liabilities	110,591	80,853
Unrecognised deferred tax assets	<b>3,856,347</b>	<b>3,304,558</b>

Deferred tax assets arising from tax losses are, to the extent noted above, not recognised at reporting date as realisation of the benefit is not regarded as probable. This deferred income tax benefit will only be obtained if:

- future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised;
- the conditions for deductibility imposed by tax legislation is complied with, including Continuity of Ownership and/or Same Business Tests; and
- no changes in tax legislation adversely affect the Group in realising the benefit.

**(d) Tax rates**

The potential tax benefit at 30 June 2021 in respect of tax losses not brought to account has been calculated at 26.0% for Australian entities (2020: 27.5%).

**NOTE 5: LOSS PER SHARE**

**Basic loss per share**

The calculation of basic loss per share at 30 June 2021 was based on the loss attributable to ordinary shareholders of \$3,356,580 (2020: \$5,370,285) and a weighted average number of ordinary shares have been retrospectively adjusted as if the consolidation of capital took place at the earliest period presented of 58,985,087 (2020: 41,795,775) calculated as follows:

	<b>Consolidated Group</b>	
	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
<b>Loss attributable to ordinary shareholders (basic)</b>		
Loss attributable to the ordinary shareholders	(3,356,580)	(5,370,285)
	<b>2021</b>	<b>2020</b>
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares for the purpose of basic earnings per share	58,985,087	41,795,775
Weighted average number of ordinary shares for the purpose of diluted earnings per share	58,985,087	41,795,775
	<b>2021</b>	<b>2020</b>
Basic and diluted loss per share from continuing operations (cents per share) (restated)	(5.69)	(12.85)



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

<b>NOTE 6: CASH AND CASH EQUIVALENTS</b>	<b>Consolidated Group</b>	
	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Cash at bank and on hand	3,734,729	1,433,953
	<b>3,734,729</b>	<b>1,433,953</b>

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods up to three months, depending on the immediate cash requirements of the Group and earn interest at the respective short-term deposit rates.

The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in Note 23.

**NOTE 7: TRADE AND OTHER RECEIVABLES**

<b>Current</b>		
Trade receivables (net)	38,981	62,646
Other receivables	5,117	7
	<b>44,098</b>	<b>62,653</b>

The Group's exposure to credit risk and impairment losses relating to trade and other receivables is disclosed in Note 23.

**NOTE 8: OTHER ASSETS**

<b>Current</b>		
Prepayments	2,041	2,448
Rental Deposit	52,838	52,107
Other deposits	17,750	17,750
	<b>72,629</b>	<b>72,305</b>

<b>NOTE 9: PROPERTY, PLANT AND EQUIPMENT</b>	<b>Consolidated Group</b>			
	<b>Motor Vehicles</b>	<b>Furniture and Fittings</b>	<b>Leasehold Improvements</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cost	49,909	70,957	41,874	162,740
Accumulated depreciation	(287)	(59,794)	(32,119)	(92,200)
<b>Net book value at 30 June 2021</b>	<b>49,622</b>	<b>11,163</b>	<b>9,755</b>	<b>70,540</b>
Cost	-	61,999	41,874	103,873
Accumulated depreciation	-	(53,152)	(28,867)	(82,019)
<b>Net book value at 30 June 2020</b>	<b>-</b>	<b>8,847</b>	<b>13,007</b>	<b>21,854</b>



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 9: PROPERTY, PLANT AND EQUIPMENT (continued)**

The reconciliation of the carrying amounts of each class of property, plant and equipment and leasehold improvements at the beginning and the end of the reporting period:

	Consolidated Group			Total \$
	Motor Vehicles \$	Furniture and Fittings \$	Leasehold Improvements \$	
<b>2021</b>				
Opening net book value at 1 July	-	8,847	13,007	21,854
Additions during the year	49,909	8,958	-	58,867
Depreciation expense	(287)	(6,642)	(3,252)	(10,181)
<b>Closing net book value at 30 June</b>	<b>49,622</b>	<b>11,163</b>	<b>9,755</b>	<b>70,540</b>
<b>2020</b>				
Opening net book value at 1 July	-	8,788	17,342	26,130
Additions during the year	-	6,335	-	6,335
Depreciation expense	-	(6,276)	(4,335)	(10,611)
<b>Closing net book value at 30 June</b>	<b>-</b>	<b>8,847</b>	<b>13,007</b>	<b>21,854</b>

There was no impairment loss relating to property, plant and equipment during the 2021 financial year (2020: nil).

**NOTE 10: LEASES**

	Consolidated Group		
	2021 \$	2020 \$	
<b>(a) Right of use asset – office lease</b>			
Balance at 1 July	52,382	209,526	
Additions to right-of-use assets	472,874	-	
Depreciation charge for the year	(157,465)	(157,144)	
<b>Balance at 30 June</b>	<b>367,791</b>	<b>52,382</b>	
<b>(b) Lease liability – office lease</b>			
Current	149,613	56,622	
Non-Current	233,199	-	
	<b>382,812</b>	<b>56,622</b>	
<b>(c) Amounts recognised in profit or loss – office lease</b>			
Interest on lease liabilities	22,876	9,792	
Depreciation on right-of-use assets	157,465	157,144	
<b>(d) Lease Liability (contractual maturity)</b>	<b>Carrying amount \$</b>	<b>&lt; 12 months \$</b>	<b>&gt; 12 months \$</b>
Lease liability at 30 June 2021	382,812	149,613	233,199
Lease liability at 30 June 2020	56,622	56,622	-



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 10: LEASES (continued)**

**New Office Lease – from 1 November 2020**

The Group measures the right-of-use asset and lease liability for the lease on office premises using a 6.47% discount rate (based on commercial borrowing rate at the time of renewal of the office lease) over a 3-year lease term commencing 1 November 2020.

**Previous Office Lease – to 31 October 2020**

The Group measured the right-of-use asset and lease liability for the lease on office premises using a 4% discount rate (based on contractual rental increase rate) over a 3-year lease term to 31 October 2020.

**Warehouse Lease**

The Group applies the practical expedient in AASB 16 Appendix C, C10 which allows the Group to account for the warehouse lease in the same way as short-term leases. The Group recognised \$64,926 of leasing expense in the current period in relation to the warehouse premises (2020: \$64,427).

**NOTE 11: GOODWILL AND INTANGIBLE ASSETS**

The reconciliation of the carrying amounts of goodwill and each class of intangibles at the beginning and the end of the reporting period:

	Consolidated Group			
	Software Development and Domain costs \$	Trademarks \$	Goodwill \$	Total \$
Cost	728,849	13,136	2,079,699	2,821,684
Accumulated amortisation	(728,849)	-	-	(728,849)
Accumulated impairment losses	-	(5,169)	(2,079,699)	(2,084,868)
<b>Carrying value at 30 June 2021</b>	-	<b>7,967</b>	-	<b>7,967</b>
Cost	728,849	13,136	2,079,699	2,821,684
Accumulated amortisation	(728,849)	-	-	(728,849)
Accumulated impairment losses	-	-	(2,079,699)	(2,079,699)
<b>Carrying value at 30 June 2020</b>	-	<b>13,136</b>	-	<b>13,136</b>
<b>2021</b>				
Carrying value at 1 July 2020	-	13,136	-	13,136
Amortisation charge	-	-	-	-
Impairment loss	-	(5,169)	-	(5,169)
<b>Carrying value at 30 June 2021</b>	-	<b>7,967</b>	-	<b>7,967</b>
<b>2020</b>				
Carrying value at 1 July 2019	57,990	7,259	2,079,699	2,144,948
Additions	-	5,877	-	5,877
Amortisation charge	(57,990)	-	-	(57,990)
Impairment loss	-	-	(2,079,699)	(2,079,699)
<b>Carrying value at 30 June 2020</b>	-	<b>13,136</b>	-	<b>13,136</b>





**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 11: GOODWILL AND INTANGIBLE ASSETS (continued)**

**(a) Description of the Group's intangible assets and goodwill**

*(i) Trademarks*

Trademarks were acquired through acquisition and are carried at cost less accumulated impairment losses. This intangible asset has been assessed as having an infinite life and therefore is not amortised however is subject to impairment testing on an annual basis or whenever there is an indication of impairment. If an impairment indication arises, the recoverable amount is estimated and an impairment loss is recognised to the extent that the recoverable amount is lower than the carrying amount.

*(ii) Goodwill*

After initial recognition, goodwill acquired in a business combination is measured at cost less any accumulated impairment losses. Goodwill is not amortised but is subject to impairment testing on an annual basis or whenever there is an indication of impairment (refer to section (b) of this Note 11).

**(b) Impairment tests for trademarks**

During the year, the Company changed its name from Collaborate Corporation Limited to Carly Holdings Limited to better reflect the links between the core operations of the business and the parent entity's identity and increase the awareness of the Carly brand. As a result, an impairment loss of \$5,169 was recognised in the 2021 financial year in relation to the value of trademarks associated with the Collaborate brand.

**(c) Impairment test for goodwill**

Goodwill acquired through business combinations and patents and licences had been allocated to a single cash generating unit (CGU) for impairment testing.

The Directors assessed the carrying value of goodwill as of 30 June 2020. Although the Directors are of the opinion that the intangible assets associated with the DriveMyCar business continue to have value and provide the online marketplace for operations under both DriveMyCar and Carly Car Subscription notwithstanding ongoing losses being incurred, the ongoing uncertain economic environment makes it difficult to reasonably forecast revenues associated with the platform, particularly in the long term.

As a result, an impairment loss of \$2,079,699 was recognised in the 2020 financial year in relation to the carrying value of goodwill acquired on the acquisition of the DriveMyCar business.

**NOTE 12: TRADE AND OTHER PAYABLES**

Trade creditors <sup>1</sup>  
Deposits held <sup>2</sup>  
Other creditors and accruals <sup>3</sup>  
Interest payable <sup>4</sup>

<b>Consolidated Group</b>	
<b>2021</b>	<b>2020</b>
<b>\$</b>	<b>\$</b>
264,940	190,620
50,296	69,439
571,033	342,801
-	100,003
<b>886,269</b>	<b>702,863</b>

Notes:

1. Trade creditors are non-interest bearing and are normally settled on 60-day terms.
2. Deposits held being amounts owing to renters.
3. Accruals include amounts owing to directors for fees.
4. Interest is payable on the Financing Facility from a related party (refer Note 14 and Note 19).

The Company's exposure to liquidity risk relating to trade and other payables are disclosed in Note 23.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

	Consolidated Group	
	2021	2020
	\$	\$
<b>NOTE 13: OTHER LIABILITIES</b>		
<b>Current</b>		
Provision for annual leave	130,520	105,263
Provision for long service leave <sup>1</sup>	60,481	21,228
Deferred revenue	15,315	6,506
	<b>206,316</b>	<b>132,997</b>
<b>Non-Current</b>		
Provision for long service leave <sup>1</sup>	23,512	41,231
	<b>23,512</b>	<b>41,231</b>

Note:

1. A provision has been recognised for employee entitlements relating to long service leave. In calculating the present value of future cash flows in respect of the provision, the probability of long service leave being taken is based on managements' expectations of employee retention.

**NOTE 14: RELATED PARTY ADVANCE AND BORROWINGS**

<b>Current</b>		
Financing Facility	-	850,000
	-	<b>850,000</b>

The Financing Facility was provided by Hishenk Pty. Ltd. (**Hishenk**). Hishenk is a related party of the Company by virtue of Mr Abolakian's father being sole director and both his parents being shareholders of Hishenk.

On 16 July 2019, the Financing Facility was novated from Hishenk to Willoughby Capital Pty Ltd as trustee for the Willoughby Capital Trust (**Willoughby Capital**) following an internal restructure of the Abolakian family assets. Willoughby Capital is also a related party of the Company by virtue of Mr Abolakian being a potential beneficiary of the trust.

The Financing Facility was unsecured and provided at a simple commercial interest rate of 12% per annum calculated based on amount drawn. With effect from 1 October 2019, the simple interest payable was agreed to be reduced to 9% per annum. Refer to Note 12 for details of the interest payable on the Financing Facility. The Financing Facility was not subject to any covenants.

During the term of the Financing Facility, the Company negotiated to extend the repayment date of the Financing Facility as follows:

- on 16 July 2019, from 30 September 2019 to 31 March 2020;
- on 31 March 2020, from 31 March 2020 to 1 July 2020;
- on 30 June 2020, from 1 July 2020 to 1 October 2020; and
- on 14 September 2020, from 1 October 2020 to 13 November 2020.

On 31 August 2020, the parties agreed the Financing Facility would be used to offset a portion of Willoughby Capital's underwriting commitments of \$1,000,000 under the non-renounceable entitlement issue of shares and free-attaching options to raise up to \$3,455,257 (**2020 Entitlement Issue**). On 14 September 2020, Willoughby Capital agreed to also offset accrued interest of \$125,782 to 30 October 2020 under the 2020 Entitlement Issue. The 2020 Entitlement Issue completed on 30 October 2020 raising \$2,354,725 before costs, including offset of a total of \$975,782 (comprising the Financing Facility and accrued interest).

The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in Note 23.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

<b>NOTE 15: ISSUED CAPITAL</b>	<b>Consolidated Group</b>	
	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
108,936,853 (2020: 1,151,752,495) fully paid ordinary shares	<b>22,912,551</b>	<b>16,751,048</b>

**(a) Ordinary shares**

Ordinary shares entitle the holder to participate in dividends and the proceeds from winding up of the Parent Entity in proportion to the number and amounts paid on the shares held.

On a show of hands every holder of ordinary securities presents at a shareholder meeting in person or by proxy is, entitled to one vote, and upon a poll each share is entitled to one vote.

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

The following movements in issued capital occurred during the year:

	<b>Year to 30 June 2021</b>		<b>Year to 30 June 2020</b>	
	<b>Number of Shares</b>	<b>\$</b>	<b>Number of Shares</b>	<b>\$</b>
Balance at beginning of financial period	1,151,752,495	16,751,048	824,543,303	33,694,524
Issue of shares at \$0.009 each: 2020	261,636,111	2,354,725		
Entitlement Issue, including offset of Financing Facility and accrued interest			-	-
Consolidation of capital (25 to 1)	(1,356,853,192)	-	-	-
Issue of shares at \$0.08 each: 2021	42,401,439	3,392,115		
Entitlement Issue			-	-
Issue of shares at \$0.08 each: Tranche 1 of Follow-on Placement	10,000,000	800,000	-	-
Issue of shares at \$0.01 each: 2019 Entitlement issue, including offset of Advance of \$150,000	-	-	159,849,080	1,598,491
Issue of shares at \$0.008 each in lieu of cash payment for fees	-	-	3,196,982	25,576
Issue of shares at \$0.01 each: shortfall from 2019 Entitlement Issue	-	-	46,286,518	462,865
Issue of shares at \$0.016 each: placement	-	-	80,000,000	1,280,000
Issue of shares at \$0.016 each in lieu of cash payment for fees	-	-	2,525,730	40,412
Issue of shares at \$0.015 each: conversion of Unquoted Options	-	-	30,873,246	463,099
Issue of shares at \$0.01 each: conversion of employee options	-	-	4,477,636	44,776
Transfer from share-based payment reserve on conversion of employee options	-	-	-	23,373
Less: capital reduction under s258F <sup>1</sup>	-	-	-	(20,612,672)
Less: transaction costs arising from share issues	-	(385,337)	-	(269,396)
<b>Balance at end of financial period</b>	<b>108,936,853</b>	<b>22,912,551</b>	<b>1,151,752,495</b>	<b>16,751,048</b>

Note:

- The Company reduced the balance of issued capital and accumulated losses by an equal amount pursuant to section 258F of the Corporations Act effective on 30 June 2020. The capital reduction is not inconsistent with the accounting standards and did not impact the net assets, financial results, cash flow, funding of the Group, available tax losses or the number of shares issued. Refer to Note 17 for further details.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 15: ISSUED CAPITAL (continued)**

**(a) Ordinary shares (continued)**

Subject to receipt of shareholder approval at the AGM to be held in November 2021, the Company intends to:

- (a) complete Tranche 2 of the Follow-on Placement and issue a further 8,185,125 Shares and 3,055,779 Quoted CL8OB Options. Refer to Note 20(b) for further details
- (b) buy-back and cancel 800,000 Shares (on a post-consolidation basis) issued as collateral shares under the controlled placement deed with Acuity Capital dated 10 January 2019. Refer to Note 28 for further information on the expiry of the controlled placement deed and proposed buy-back and cancellation of the collateral shares.

**(b) Options**

In December 2020, the Company completed a 25 to 1 consolidation of capital. The number and exercise prices of the options set out below are as at the relevant date of issue, expiry or lapse.

The following options were issued during the year:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options <sup>1</sup>	1 September 2023	\$0.010	5,437,961
Tranche 2 Unquoted Options <sup>1 3</sup>	31 October 2022	\$0.0150	52,327,203
Executive Options <sup>1</sup>	19 November 2025	\$0.0150	40,500,000
Quoted CL8OB Options <sup>2 4</sup>	31 May 2023	\$0.1600	19,563,203
Employee Options <sup>2</sup>	1 January 2024	\$0.2438	43,720

The following options expired during the financial year:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options <sup>1</sup>	1 September 2020	\$0.0386	2,081,796
Executive A Options <sup>1</sup>	28 November 2020	\$0.0198	883,333
Executive B Options <sup>1</sup>	28 November 2020	\$0.0298	883,333
Officer A Options <sup>1</sup>	23 November 2020	\$0.0494	7,000,000
Officer B Options <sup>1</sup>	23 November 2020	\$0.0792	10,500,000
Unquoted Options <sup>2</sup>	18 December 2020	\$0.3750	6,928,629

The following options lapsed in accordance with the terms of the Company's Incentive Option Plan during the financial year:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options <sup>2</sup>	3 September 2021	\$0.5275	23,672

There were no options exercised during the period.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 15: ISSUED CAPITAL (continued)**

**(b) Options (continued)**

At 30 June 2021, unissued ordinary shares of the Company under option were as follows (on a post-consolidation basis):<sup>2</sup>

Class	Expiry Date	Exercise Price	Number of Options
Employee Options <sup>5</sup>	3 September 2021	\$0.5215	53,931
Employee Options	1 February 2022	\$0.4075	10,401
Employee Options	7 May 2022	\$0.3125	40,000
Employee Options	7 May 2022	\$0.3750	40,000
Employee Options	2 September 2022	\$0.2500	70,021
Unquoted Options <sup>3</sup>	31 October 2022	\$0.3750	2,093,063
Employee Options	1 January 2023	\$0.5000	13,980
Employee Options	16 March 2023	\$0.2500	60,000
Employee Options	11 May 2023	\$0.2500	120,000
Quoted CL8OB Options <sup>4</sup>	31 May 2023	\$0.1600	19,563,203
Employee Options	1 September 2023	\$0.2500	217,516
Executive Options	19 November 2025	\$0.3750	1,620,000
Employee Options	1 January 2024	\$0.2438	43,720
<b>Total number of options</b>			<b>23,945,835</b>

Notes to the tables of options:

1. These details are on a pre-consolidation basis.
2. These details are on a post-consolidation basis.
3. Subscribers under the 2020 Entitlement Issue received free-attaching Unquoted Options on a 1-for-5 basis
4. Subscribers under the 2021 Rights Issue and Follow-on Placement received free-attaching Quoted CL8OB Options on a 1-for-3 basis.
5. The exercise price of these options was adjusted in accordance with the ASX Listing Rules following completion of the 2021 Rights Issue.

Except for the Quoted CL8OB Options, none of these options are quoted. There are no voting or dividend rights attaching to the options.

Subject to receipt of shareholder approval by 30 November 2021 and completion of Tranche 2 of the Follow-on Placement, a further 8,185,125 Shares and 3,055,779 Quoted CL8OB Options are due to be issued. Refer to Note 20(b) for further details.

**(c) Capital management**

The Group's objectives when managing capital are disclosed in Note 24.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

	Consolidated Group	
	2021	2020
<b>NOTE 16: SHARE-BASED PAYMENT RESERVES</b>	\$	\$
Balance at beginning of the year	989,426	1,018,029
Options issued	121,352	63,867
Transfer to accumulated losses (options lapsed and expired)	(272,207)	(69,097)
Transfer to issued capital (options exercised)	-	(23,373)
Balance at the end of the year	<b>838,571</b>	<b>989,426</b>

**Nature and purpose of reserves**

*Share-based payment reserve*

This reserve records the value of options issued including the value of equity benefits provided to employees and Directors as part of their remuneration. Refer to Note 18 for further details of these grants.

	Consolidated Group	
	2021	2020
<b>NOTE 17: ACCUMULATED LOSSES</b>	\$	\$
Reconciliation of movements in accumulated losses:		
Accumulated losses at beginning of the year	(17,867,904)	(33,209,032)
Capital reduction under s258F <sup>1</sup>	-	20,612,672
	<b>(17,867,904)</b>	<b>(12,596,360)</b>
Transfer from reserves	272,207	69,097
Transfer to share issue costs	-	29,644
Loss for the period	(3,356,580)	(5,370,285)
Accumulated losses at end of the year	<b>(20,952,277)</b>	<b>(17,867,904)</b>

Note:

- The balance of accumulated losses as at 30 June 2020 included issued capital that had been lost or is not represented by available assets. In accordance with section 258F of the Corporations Act, the Company reduced its paid up issued capital balance by \$20,612,672 with an equal reduction of the accumulated losses balance. There was no impact on shareholders from the capital reduction as no shares were cancelled or rights varied. Similarly, creditors were not affected as there was no change in available assets. There was also no impact on the availability of the Company's tax losses from the capital reduction.

**NOTE 18: SHARE-BASED PAYMENTS**

The following share-based payment arrangements were entered into during the year:

Class of Option	Grant date	Expiry date	Exercise Price	Balance at the start of the year	Granted	Exercised/ Lapsed/ Consolidation <sup>2</sup>	Vested during the year <sup>3</sup>	Balance at the end of the year <sup>3</sup>
Employee <sup>1</sup>	4 Sep 2020	1 Sep 2023	\$0.0100	-	5,437,961	(5,220,445)	217,516	217,516
Executive <sup>1</sup>	19 Nov 2020	19 Nov 2025	\$0.0150	-	40,500,000	(38,880,000)	405,000	1,620,000
Employee <sup>3</sup>	1 Jan 2021	1 Jan 2024	\$0.2438	-	43,720	-	43,720	43,720
Quoted CL8OB <sup>3</sup>	14 May 2021	31 May 2023	\$0.1600	-	2,096,057	-	2,096,057	2,096,057



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 18: SHARE-BASED PAYMENTS (continued)**

The valuation model inputs used to determine the fair value at grant dates are outlined below:

Item	Employee Options <sup>1</sup>	Executive Options – Tranche 1 <sup>1</sup>	Executive Options – Tranche 2 <sup>1</sup>	Executive Options – Tranche 3 <sup>1</sup>	Employee Options <sup>3</sup>
Grant date	4 September 2020	19 November 2020	19 November 2020	19 November 2020	1 Jan 2021
Share price at grant date	\$0.0080	\$0.0080	\$0.0080	\$0.0080	\$0.1950
Expiry date	1 September 2023	19 November 2025	19 November 2025	19 November 2025	1 January 2024
Exercise price	\$0.0100	\$0.0150	\$0.0150	\$0.0150	\$0.2438
Valuation methodology	Black Scholes option pricing model (internal)	Black Scholes option pricing model	Hybrid barrier up and in trinomial option pricing model	Hybrid barrier up and in trinomial option pricing model	Black Scholes option pricing model (internal)
VWAP Barrier	Nil	Nil	\$0.025	\$0.030	Nil
Performance period (years)	Not applicable	5	5	5	Not applicable
Expected volatility <sup>4</sup>	70%	70%	70%	70%	70%
Risk-free rate	0.27%	0.355%	0.355%	0.355%	0.10%
Dividend yield	Nil	Nil	Nil	Nil	Nil
Number of options	5,437,961	13,500,000	13,500,000	13,500,000	43,720
Valuation per option	\$0.00317	\$0.0034	\$0.0033	\$0.0032	\$0.0772
Valuation of options	\$17,259	\$45,900	\$44,500	\$43,200	\$3,376

Notes to the share-based payments tables:

1. These details are on a pre-consolidation basis.
2. This shows the impact of the consolidation of capital.
3. These details are on a post-consolidation basis.
4. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

**Employee Options**

During the year, the Company granted options to employees under the Incentive Option Plan approved by shareholders on 19 November 2018 (**Employee Options**) as set out in the tables above. The fair value of the Employee Options was calculated internally using a Black-Scholes valuation model and fully expensed in the reporting period. All Employee Options vested immediately.

**Executive Options**

Following receipt of shareholder approval at the annual general meeting held on 19 November 2020, the Company issued to Mr Chris Noone, CEO and Executive Director, 40,500,000 Executive Options (1,620,000 on a post-consolidation basis) as set out in the tables above. The fair value of the Executive Options was calculated by an independent expert using the valuation methodologies and inputs described above. The options are expensed over the vesting period from the date of grant.

Refer to the Share-based Compensation section of the Remuneration Report for details of performance conditions attaching to the Executive Options as well as the number of Executive Options that vested during the year.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 18: SHARE-BASED PAYMENTS (continued)**

**Lead Manager Options**

On 31 March 2021, the Company entered into a mandate with Mahe Capital Pty Ltd (**Mahe Capital**) to act as lead manager of the 2021 Rights Issue (**Lead Manager Mandate**). Pursuant to the Lead Manager Mandate and upon completion of the 2021 Rights Issue and Tranche 1 of the Follow-on Placement, the Company issued 2,096,057 Quoted CL8OB Options to Mahe Capital (**Lead Manager Options**).

**Expenses arising from share-based payment transactions**

Total expenses arising from share-based payment transactions recognised during the year as part of corporate and administrative expenses were as follows:

	<b>Consolidated Group</b>	
	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
Employee Options	20,635	63,867
Executive Options	69,145	-
	<b>89,780</b>	<b>63,867</b>

**Share-based payment transactions recognised in share issue costs**

Total share-based payment transactions recognised during the year as part of share issue costs were as follows:

Lead Manager Options	31,572	-
	<b>31,572</b>	-

**Movements during the year**

The following options granted to executives and employees expired and lapsed during the financial year:

<b>Options</b>	<b>Grant Date</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Number Expired</b>	<b>Number Lapsed</b>
			<b>\$</b>		
Employee Options <sup>1</sup>	1 Sep 17	1 Sep 20	\$0.0386	(2,081,796)	-
Executive A Options <sup>1</sup>	28 Nov 14	28 Nov 20	\$0.0198	(883,333)	-
Executive B Options <sup>1</sup>	28 Nov 14	28 Nov 20	\$0.0298	(883,333)	-
Officer A Options <sup>1</sup>	23 Nov 17	23 Nov 20	\$0.0494	(7,000,000)	-
Officer B Options <sup>1</sup>	23 Nov 17	23 Nov 20	\$0.0792	(10,500,000)	-
Employee Options <sup>2</sup>	3 Sep 21	3 Sep 18	\$0.5275	-	(23,672)





**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 18: SHARE-BASED PAYMENTS (continued)**

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

	2021		2020	
	Number <sup>2,3</sup>	WAEP \$ <sup>2,3</sup>	Number <sup>3</sup>	WAEP \$ <sup>3</sup>
Outstanding at the beginning of year	1,285,943	1.1227	1,255,040	1.1328
Options granted				
Employee Options	217,516	0.2500	-	-
Executive Options	1,620,000	0.3750	-	-
Employee Options	43,720	0.2438	-	-
Employee Options	-	-	294,384	0.2500
Employee Options	-	-	24,461	0.5000
Employee Options	-	-	13,980	0.4700
Employee Options	-	-	60,000	0.2500
Employee Options	-	-	120,000	0.2500
Options exercised				
Employee Options			(179,105)	0.2500
Forfeited/Lapsed during the year				
Employee Options	(23,672)	0.5275	-	-
Employee Options	-	-	(13,060)	0.9650
Employee Options	-	-	(12,982)	0.5275
Employee Options	-	-	(5,603)	0.2500
Employee Options	-	-	(45,257)	0.2500
Employee Options	-	-	(12,731)	0.4700
Employee Options	-	-	(24,461)	0.4700
Expired during the year				
Employee Options	(83,272)	0.9650	-	-
Officer A Options	(280,000)	1.2350	-	-
Officer B Options	(420,000)	1.9800	-	-
Employee Options	-	-	(65,392)	0.5575
Employee Options	-	-	(12,665)	0.6200
Management Options	-	-	(40,000)	0.8950
Executive A Options	(35,333)	0.5000	(35,333)	0.4950
Executive B Options	(35,333)	0.7500	(35,333)	0.7450
Outstanding at the end of year	<b>2,289,569</b>	<b>0.3504</b>	<b>1,285,943</b>	<b>1.1227</b>
Exercisable at the end of year	804,569	0.3049	1,285,943	1.1227

Notes to the option movement tables:

1. These details are on a pre-consolidation basis.
2. These details are on a post-consolidation basis.
3. These details have been adjusted retrospectively for the 25-to-1 consolidation of capital as if the consolidation of capital took place at the earliest period presented.

The weighted average remaining contractual life of options outstanding at the end of the financial year was 3.59 years (2020: 0.99 years).

**Modifications of equity-settled share-based payment transactions**

No terms of equity-settled share-based payment transactions have been altered or modified by the Company during the 2021 financial year or 2020 financial year.

**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 19: RELATED PARTY DISCLOSURES**

	<b>Consolidated Group</b>	
	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Key management personnel compensation</b>		
Short-term benefits	406,875	337,780
Post-employment benefits	21,375	20,482
Share-based payment	69,145	-
<b>Total compensation</b>	<b>497,395</b>	<b>358,262</b>

Note:

Non-Executive Directors' fees were decreased to \$18,000 from \$30,000 per annum (40% reduction) with effect from 15 April 2020 in response to the economic impact of the COVID-19 pandemic. The level of Non-Executive Directors' fees was reinstated to normal levels from 1 October 2020.

Detailed remuneration disclosures are provided in the Remuneration Report on pages 18 to 25.

**(b) Other key management personnel transactions**

*Related party transactions*

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities.

The following entities transacted with the Company during the year. The terms and conditions of those transactions were no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to unrelated entities on an arm's length basis.

The aggregate amounts recognised during the year relating to key management personnel and their related parties were as follows:

Director	Transaction	<b>Transactions value</b>		<b>Balance outstanding</b>	
		<b>for the year</b>		<b>at 30 June</b>	
		<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
		<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Mr A Bunter	Taxation services <sup>1</sup>	2,040	1,998	-	1,998
Mr S Abolakian	Financing Facility <sup>2</sup>		-	-	850,000
	Interest payable <sup>2</sup>	25,779	83,137	-	100,003

*Notes in relation to the table of other key management personnel transactions*

1. A company associated with the spouse of Mr Bunter provided taxation services to the Company. The terms for such services were based on market rates, and amounts were payable on normal commercial terms.
2. An entity associated with Mr Abolakian agreed to provide a Financing Facility of up to \$850,000 to the Company. On 30 October 2020, the Company offset the Financing Facility of \$850,000 and accrued interest of \$125,782 against Willoughby Capital's subscription under the 2020 Entitlement Issue. Refer to Note 14 for further details of the Financing Facility.

*Other key management personnel transactions*

An entity associated with Mr Blau and Mr Wundram supplies vehicles to the Group's fleet. The Group acts as agent to administer the rental of or subscription for the use of cars and enforces contracts for the mutual benefit of owners, renters and subscribers. The terms for such services were based on market rates and terms and conditions similar to all fleet supply agreements, and amounts were payable by the renters and subscribers for use of the vehicles.

**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 19: RELATED PARTY DISCLOSURES (continued)**

**(b) Other key management personnel transactions (continued)**

*Other key management personnel transactions (continued)*

A company associated with Mr Hunter was provided platform development and platform licensing services by the Group. The Group provided services relating to the development and set up of a platform to offer car subscription services in New Zealand and subsequently platform licensing and customer service assistance. The terms of such services were based on market rates, and amounts were payable on normal commercial terms.

There are no other key management personnel transactions during the 2021 or 2020 financial years.

**(c) Transactions with subsidiaries**

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation. Details of transactions between the Group and other related entities are disclosed below:

*Loans to related parties*

Loans are made by the Parent Entity, Carly Holdings Limited, to its wholly owned subsidiaries for capital purchases and working capital purposes. The loans outstanding between the Parent Entity and its subsidiaries have no fixed date of repayment and are non-interest bearing. Details of the Parent Entity's interest in its subsidiaries are set out in Note 25.

	Parent Entity	
	2021	2020
	\$	\$
<b>Non-Current</b>		
Loans to subsidiaries	9,619,309	7,419,154
Impairment losses	(9,318,665)	(7,419,154)
Carrying value of loans to subsidiaries	<b>300,644</b>	-

The Parent Entity has recognised impairment losses in relation to loans to subsidiaries. Refer to Note 26 for further information.

No dividends were received from the subsidiaries in the 2021 or 2020 financial years.

**NOTE 20: COMMITMENTS AND CONTINGENCIES**

**(a) Commitments**

In June 2021, consistent with the shift in vehicle supply strategy, a number of new and used vehicles were ordered, some of which were delivered in June 2021 (refer to Note 9). As at balance date, the Group had not yet accepted delivery of vehicles of value totalling \$242,537.

**(b) Contingencies**

On 14 May 2021, the Company completed capital raising totalling \$4,846,925 before costs comprising:

- (a) a renounceable rights issue on a 3-for-4 basis to shareholders of the Company at an offer price of \$0.08 per Share raising \$3,392,115 (**2021 Rights Issue**); and
- (b) a placement to existing and new institutional and professional investors on the same terms as the rights issue raising \$1,454,810 (**Follow-on Placement**), of which \$654,810 relates to subscriptions under Tranche 2 of the Follow-on Placement by SG Fleet and Willoughby Capital, the completion of which is subject to shareholder approval by 30 November 2021.

Subscribers under the 2021 Rights Issue and Follow-on Placement received free-attaching Quoted CL8OB Options on a 1-for-3 basis.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 20: COMMITMENTS AND CONTINGENCIES (continued)**

*Subscription Agreements*

On 11 May 2021, the Company entered into subscription agreements with SG Fleet and Willoughby Capital to raise \$654,810 on the same terms as the 2021 Rights Issue under Tranche 2 of the Follow-on Placement (**Subscription Agreements**). Pursuant to the Subscription Agreements, a total of 8,185,125 Shares and 2,728,374 Quoted CL8OB Options will be issued upon receipt of all necessary regulatory and shareholder approvals by 30 November 2021 as the entities are associated with directors of the Company, Messrs Blau and Abolokian, respectively.

*Lead Manager Mandate*

On 31 March 2021, the Company entered into a mandate with Mahe Capital Pty Ltd (**Mahe Capital**) to act as lead manager of the 2021 Rights Issue (**Lead Manager Mandate**). Pursuant to the Lead Manager Mandate and subject to completion of Tranche 2 of the Follow-on Placement, the Company will pay/issue to Mahe Capital:

- (a) 327,405 Quoted CL8OB Options, being one option for every \$2 raised;
- (b) \$39,289 of management and placement fees.

The Group does not have any other commitments or contingent liabilities at reporting date.

**NOTE 21: SEGMENT INFORMATION**

The Group had one reportable segment at the end of the period being the vehicle rental/ subscription business segment. The Group has identified its segment based on the internal reports that are reviewed on a monthly basis and used by the executive management team (the chief operating decision maker) in assessing performance and in determining the allocation of resources.

Accordingly, the Group operates predominantly in one business segment being the vehicle rental/ subscription business. Under the management approach outlined above only one operating segment has been identified and no further disclosure is required in the financial statements.

**NOTE 22: CASH FLOW STATEMENT RECONCILIATION**

	<b>Consolidated Group</b>	
	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Reconciliation of net loss after tax to net cash flow from operating activities</b>		
Net loss after income tax	(3,356,580)	(5,370,285)
Adjustments for:		
Depreciation	10,181	10,611
Depreciation (ROU)	157,464	157,144
Amortisation	-	57,990
Provision for expected credit loss	93,939	92,918
Impairment loss (trademark/ goodwill)	5,169	2,079,699
Other non-cash items (including share-based payments)	89,780	63,867
Changes in operating assets and liabilities:		
Change in trade and other receivables	18,555	(14,056)
Change in prepayments and other assets	(324)	(2,534)
Change in trade and other payables	183,406	(271,199)
Change in other liability	(24,236)	137,823
<b>Net cash flows from operating activities</b>	<b>(2,822,646)</b>	<b>(3,058,022)</b>

**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 22: CASH FLOW STATEMENT RECONCILIATION (continued)**

**(b) Non-cash operating, investing and financing activities**

During the year, the Company granted options to employees to assist the recruitment, reward, retention and motivation of employees of the Group (refer Note 18).

On 19 November 2020, the Company granted 40,500,000 options (1,620,000 options on a post-consolidation basis) to provide a performance linked long-term incentive component in Chris Noone's remuneration package to motivate and reward his performance in his role as CEO and Executive Director (refer Note 18).

On 30 October 2020, Willoughby Capital offset a portion of its underwriting commitments of \$1,000,000 against the Financing Facility of \$850,000 and accrued interest of \$125,782 to 30 October 2020 under the 2020 Entitlement Issue (refer Notes 14 and 15).

On 14 May 2021, 2,096,057 Quoted CL8OB Options were issued to Mahe Capital under the terms of the Lead Manager Mandate (refer Note 20(b)).

These transactions are not reflected in the statement of cash flows.

**(c) Changes in liabilities arising from financing activities**

<b>Consolidated</b>	<b>Financing Facility \$</b>	<b>Lease Liabilities \$</b>
Balance at 1 July 2019	1,000,000	221,629
Net cash from/(used in) financing activities	100,003	(165,007)
Take up of \$150,000 of entitlements under 2019 Entitlement Issue by offset of the Advance (refer to Note 15)	(150,000)	-
<b>Balance at 30 June 2020</b>	<b>950,003</b>	<b>56,622</b>
Net cash from/(used in) financing activities	25,779	(146,684)
Settlement of underwriting commitments and entitlements under 2020 Entitlement Issue by offset of Financing Facility and accrued interest (refer to Notes 14 and 15)	(975,782)	-
Acquisition of leases	-	472,874
<b>Balance at 30 June 2021</b>	<b>-</b>	<b>221,630</b>

**NOTE 23: FINANCIAL INSTRUMENTS DISCLOSURE**

**(a) Overview**

The Group's principal financial assets and liabilities include trade and other receivables, cash and short-term deposits and trade payables derived directly from its operations.

The Group is exposed to credit risk, liquidity risk and market risk. This note presents information about the Group's exposure to each of these risks, their objectives, policies and processes for measuring and managing risk, and the management of capital.

The Group's risk management framework is supported by the Board, management and the Audit and Risk Committee. The Board is responsible for approving and reviewing the Company's and consolidated entity's risk management strategy and policy. Management are responsible for monitoring that appropriate processes and controls are in place to effectively and efficiently manage risk. The Audit and Risk Committee is responsible for identifying, monitoring and managing significant business risks faced by the Company and consolidated entity and considering the effectiveness of its internal control system. Management and the Audit and Risk Committee report to the Board.

The Board has established an overall Risk Management Policy which sets out the Group's system of risk oversight, management of material business risks and internal control.



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

### (b) Financial risk management objectives

The overall financial risk management strategy focuses on the unpredictability of the finance markets and seeks to minimise the potential adverse effects on financial performance and protect future financial security.

### (c) Credit risk

Credit risk is the risk of financial loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's cash and cash equivalents and trade and other receivables. For the Parent Entity it arises from receivables due from subsidiaries.

The Group does not hold any credit derivatives to offset its credit exposure.

#### (i) Trade and other receivables

It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures including an assessment of their independent credit rating, financial position, past experience and industry reputation.

Purchase limits may be established where appropriate for individual customers in accordance with parameters set by management.

### NOTE 23: FINANCIAL INSTRUMENTS DISCLOSURE (continued)

#### (c) Credit risk (continued)

In addition, receivable balances are regularly monitored and acted upon where necessary to ensure the minimisation of bad debts.

The Group trades only with recognised, creditworthy third parties, and as such collateral is generally not requested nor is it the Group's policy to securitise its trade and other receivables. Rental contracts entered into via the DriveMyCar platform result in the renter paying a deposit to provide security towards the vehicle and possible claims and payments.

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

#### *Exposure to credit risk*

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at the reporting date was:

	Consolidated Group Carrying Amount	
	2021	2020
	\$	\$
Cash and cash equivalents	3,734,729	1,433,953
Trade and other receivables and deposits - current	44,098	132,510
	<b>3,778,827</b>	<b>1,566,463</b>



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 23: FINANCIAL INSTRUMENTS DISCLOSURE (continued)**

**(c) Credit risk (continued)**

The credit quality is assessed and monitored as follows:

	Equivalent S&P rating <sup>1</sup>		Internally rated <sup>2</sup>		Total
	A+ and above	New customers	Closely monitored customers	No default customers	
	\$	\$	\$	\$	\$
<b>30 June 2021</b>					
Cash and cash equivalents	3,734,729	-	-	-	3,734,729
Trade receivables - current	-	5,248	32,078	1,655	38,981
Other receivables and deposits	5,117	-	-	-	5,117
	<b>3,739,846</b>	<b>5,248</b>	<b>32,078</b>	<b>1,655</b>	<b>3,778,827</b>
<b>30 June 2020</b>					
Cash and cash equivalents	1,433,953	-	-	-	1,433,952
Trade receivables - current	-	1,193	42,848	18,605	62,646
Other receivables and deposits	7	69,857	-	-	69,864
	<b>1,433,960</b>	<b>71,050</b>	<b>42,848</b>	<b>18,605</b>	<b>1,566,462</b>

Notes:

1. The equivalent S&P rating of the financial assets represents that rating of the counterparty with whom the financial asset is held rather than the rating of the financial asset itself.
2. New customers are counterparties with whom the Group has traded for less than one year. No default customers are customers with whom the Group has traded for greater than one year and have no history of default, late payments, renegotiated terms or breach of their credit terms within the past two years. Closely monitored customers are customers with whom the Group has traded for greater than one year and do not qualify as no default customers.

*(ii) Expected credit loss*

The Group applies the AASB 9 simplified approach to measuring expected credit losses. The Group uses a provision matrix to calculate expected credit loss for trade receivables. The provision rates are based on a matrix which approximates expected credit loss based on management's assessment of probable default rates based on aging categories. However, where there is no reasonable expectation of recovery, trade receivables are written off.

In the current period, the Group recognised an impairment loss on receivables from customers in cost of sales in the consolidated statement of profit or loss and other comprehensive income, amounting to \$93,939 (2020: \$92,918) using the provision matrix and it is set out below:

	Probable default rates	Gross carrying amount	Expected credit loss
	%	\$	\$
0-30 days (not due)	0-20%	32,076	4,710
31-90 days	60-90%	22,781	16,981
91-180 days	80%	29,053	23,242
More than 180 days	100%	103,904	103,900
		<b>187,814</b>	<b>148,833</b>

**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 23: FINANCIAL INSTRUMENTS DISCLOSURE (continued)**

**(d) Liquidity risk**

Liquidity risk arises from the financial liabilities of the Group and the Group's subsequent ability to meet their obligations to repay their financial liabilities as and when they fall due.

Ultimate responsibility for liquidity risk management rests with the Board of Directors. The Board has determined an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, redeemable convertible notes and unsecured interest-free loans.

The Group manages liquidity risk by maintaining adequate reserves, monitoring the total expected and actual cash inflows and outflows on a monthly basis and matching the maturity profiles of financial assets, expenditure commitments and liabilities.

The following are the contractual maturities of financial liabilities, including estimated interest payments. Cash flows for liabilities without fixed amount or timing are based on conditions existing at year end.

	Carrying amount \$	Contractual cash flows \$	≤ 6 months \$	6-12 months \$	Total \$
<b>At 30 June 2021</b>					
Trade creditors	264,940	(264,940)	(264,940)	-	(264,940)
Other creditors	621,329	(621,329)	(621,329)	-	(621,329)
Lease liability	382,812	(382,812)	(74,807)	(308,005)	(382,812)
	<b>1,269,081</b>	<b>(1,269,081)</b>	<b>(961,076)</b>	<b>(308,005)</b>	<b>(1,269,081)</b>
<b>At 30 June 2020</b>					
Trade creditors	190,620	(190,620)	(190,620)	-	(190,620)
Other creditors	512,245	(512,245)	(512,245)	-	(512,245)
Lease liability	59,102	(59,102)	(59,102)	-	(59,102)
Financing Facility	850,000	(850,000)	(850,000)	-	(850,000)
	<b>1,611,967</b>	<b>(1,611,967)</b>	<b>(1,611,961)</b>	<b>-</b>	<b>(1,611,967)</b>

**(e) Market risk**

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

*Exposure to foreign currency risk*

The Board does not consider the Group is materially exposed to changes in foreign exchange rates. As a result, the Group does not currently seek to mitigate its foreign currency exposures. The Group had no exposure to foreign currency risk at balance date.

*Interest rate risk*

The Group's exposure to interest rates primarily relates to the Group's cash holdings. Interest rate risk is minimal. The Group has no debt at year end and is therefore not exposed to risks on interest borrowings.

The Board manages these risks by monitoring levels of exposure to interest rate risk and assessing market forecasts for interest rates. The Group does not hedge against these risks.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 23: FINANCIAL INSTRUMENTS DISCLOSURE (continued)**

**(e) Market risk (continued)**

*Profile*

The Group had the following exposure to interest rate risk at reporting date:

	<b>Consolidated Group</b>	
	<b>2021</b>	<b>2020</b>
	<b>\$</b>	<b>\$</b>
<i>Variable rate instruments</i>		
<b>Financial assets</b>		
Cash and cash equivalents	3,734,729	1,433,953
<b>Net exposure</b>	<b>3,734,729</b>	<b>1,433,953</b>

*Sensitivity analysis for fixed rate instruments*

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

*Sensitivity analysis for variable rate instruments*

A change of 25 basis points in interest rates at reporting date (2020: 25 basis points) would have increased/(decreased) equity and profit or loss by the amounts shown below. The reasonable change has been calculated on the basis of historical changes in interest rates. This analysis assumes that all other variables remain constant.

	<b>Profit or loss</b>	
	<b>25 bp increase</b>	<b>25 bp decrease</b>
<b>30 June 2021</b>		
Variable rate instruments	9,337	(9,337)
<b>30 June 2020</b>		
Variable rate instruments	3,585	(3,585)

**(f) Fair value of financial instruments**

The fair values of financial assets and liabilities are determined in accordance with generally accepted pricing models based on estimated future cash flows. The Directors consider that the carrying amounts of financial assets and financial liabilities recorded in the financial statements approximate their fair values.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- (b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).



## NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 June 2021

### NOTE 24: CAPITAL MANAGEMENT

When managing capital, the Board's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. The Board also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity.

The Board adjusts the capital structure to take advantage of favourable costs of capital or high return on assets. Capital structure is predominantly driven by the capital requirements of the Group.

The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position although there is no formal policy regarding gearing levels.

The Group has no formal financing and gearing policy or criteria during the year. This position has not changed from the previous year.

There were no changes in the Group's approach to capital management during the year.

The Group is not subject to any externally imposed capital requirements.

### NOTE 25: INTEREST IN SUBSIDIARIES

#### (a) Subsidiaries

The consolidated financial statements include the financial statements of Carly Holdings Limited and its subsidiaries listed in the following table:

Name	Country of Incorporation	Date of Incorporation	Equity Interest	Equity Interest
			2021 %	2020 %
Carly Car Subscription Pty Ltd (formerly Drive My Car Rentals Pty Ltd)	Australia	5 September 2009	100	100
Drive My Fleet Pty Ltd	Australia	15 December 2010	100	100
ElevenX Operations Pty Ltd	Australia	28 May 2021	100	N/A
Mobilise Global Pty Ltd	Australia	28 April 2014	100	100
My Caravan Pty Ltd	Australia	3 September 2014	100	100

#### (b) Ultimate parent

Carly Holdings is the ultimate parent entity, incorporated in Australia on 20 September 1994.

**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

**NOTE 26: PARENT ENTITY INFORMATION**

The following details information related to the Parent Entity at 30 June 2021. The information presented has been prepared using accounting policies disclosed in Note 1.

**(a) Statement of financial position**

	Parent Entity	
	2021 \$	2020 \$
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	3,363,969	1,295,688
Trade and other receivables	-	-
Other current assets	54,880	54,557
<b>Total Current Assets</b>	<b>3,418,849</b>	<b>1,350,245</b>
<b>NON-CURRENT ASSETS</b>		
Investments in subsidiaries	2,380,644	2,080,000
Intangible assets	-	5,169
Right of use asset (office lease)	367,791	52,382
<b>Total Non-Current Assets</b>	<b>2,748,435</b>	<b>2,137,551</b>
<b>TOTAL ASSETS</b>	<b>6,167,284</b>	<b>3,487,796</b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	262,566	260,634
Related party borrowings	-	850,000
Lease liability	149,613	56,622
<b>Total Current Liabilities</b>	<b>412,179</b>	<b>1,167,256</b>
<b>NON-CURRENT LIABILITIES</b>		
Lease liability	233,199	-
<b>Total Non-Current Liabilities</b>	<b>233,199</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>645,378</b>	<b>1,167,256</b>
<b>NET ASSETS</b>	<b>5,521,906</b>	<b>2,320,540</b>
<b>EQUITY</b>		
Issued capital	22,912,551	16,751,048
Reserves	838,572	989,426
Accumulated losses	(18,229,217)	(15,419,934)
<b>TOTAL EQUITY</b>	<b>5,521,906</b>	<b>2,320,540</b>

**(b) Statement of profit or loss and other comprehensive income**

Net loss for the year <sup>1 2</sup>	(3,081,490)	(3,298,676)
<b>Total comprehensive loss for the year</b>	<b>(3,081,490)</b>	<b>(3,298,676)</b>

- During the year, impairment losses of \$1,899,510 were recognised in relation to loans receivable from subsidiaries as at 30 June 2021 (2020: \$1,947,403).
- During the 2020 financial year, investment of \$1 in subsidiary, Mobilise, and loans receivable from subsidiaries, Mobilise and MyCaravan, totalling \$432,085 were written off as those businesses ceased operations on 30 January 2020 and 30 July 2020, respectively.

**(c) Commitments and contingencies**

The Parent Entity did not have any commitments or contingencies at reporting date.



**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 30 June 2021

---

**NOTE 27: AUDITORS' REMUNERATION**

Audit and half year review of financial reports (HLB Mann Judd (WA) Partnership)

Consolidated Group	
2021	2020
\$	\$
40,500	40,428

**NOTE 28: EVENTS SUBSEQUENT TO REPORTING DATE**

Subsequent to balance date, the controlled placement deed with Acuity Capital dated 10 January 2019 for up to \$3,000,000 of equity (**Facility**) over a 30-month period expired on 31 July 2021. On 6 August 2021, the Company entered into an agreement with Acuity Capital to buy-back and cancel 800,000 collateral shares (on a post-consolidation basis) issued under the Facility for nil consideration. The Company will seek shareholder approval of the buy-back and cancellation at the annual general meeting to be held in November 2021.

The impact of the Coronavirus (COVID-19) pandemic is ongoing and has caused significant disruption to global automotive supply chains which has resulted in a deficit of new cars in Australia and a substantial increase in the demand for and prices of used cars. The limited supply of vehicles is being experienced by automotive dealers, corporate fleets and Carly alike. It is not practicable to estimate the potential impact of the COVID-19 pandemic, positive or negative, on the consolidated entity after the reporting date. The situation is ongoing and is also dependent on the efficacy and long term performance of COVID-19 vaccines and measures imposed by the Australian Government and other countries, such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided. Subsequent to reporting date a number of geographical lockdowns have been implemented to limit mobility and these may impact the level of demand and access to vehicles.

Other than the matters described above, there has not arisen in the interval between the end of the year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.



## DIRECTORS' DECLARATION

---

In accordance with a resolution of the Directors of Carly Holdings Limited, I state that:

1. In the opinion of the Directors of Carly Holdings Limited:
  - (a) the accompanying financial statements and notes for the financial year ended 30 June 2021 are in accordance with the Corporations Act 2001 including:
    - (i) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its performance for the year ended on that date; and
    - (ii) complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements;
  - (b) the financial report complies with International Financial Reporting Standards issued by the International Accounting Standards Board; and
  - (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. This declaration has been made after receiving the declaration required to be made to the Directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2021.

On behalf of the Board:

A handwritten signature in black ink, appearing to read 'Chris Noone', written in a cursive style.

Chris Noone  
*Chief Executive Officer/ Executive Director*

Dated at Sydney, New South Wales this 26<sup>th</sup> of August 2021.

## INDEPENDENT AUDITOR'S REPORT

To the members of Carly Holdings Limited

### Report on the Audit of the Financial Report

#### *Opinion*

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

In our opinion, 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 2021 and of its financial performance for the year then ended; 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* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

#### *Material uncertainty related to going concern*

We draw attention to Note 1(b) in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### *Key audit matters*

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

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

**[hlb.com.au](http://hlb.com.au)**

**HLB Mann Judd (WA Partnership) ABN 22 193 232 714**

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

**T:** +61 (0)8 9227 7500 **E:** [mailbox@hlbwa.com.au](mailto:mailbox@hlbwa.com.au)

Liability limited by a scheme approved under Professional Standards Legislation.

Key Audit Matter	How our audit addressed the key audit matter
<p><b>Revenue from contracts with customers</b> Refer to Note 1(c) and Note 2</p>	
<p>Revenue is comprised of fees received from rendering of services within the peer-to-peer sharing industry.</p> <p>We determined this to be a key area of focus for the audit due to the high volume of transactions, the level of inherent risk and considerations of principal versus agent.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> <li>- evaluating management's processes and key controls regarding accounting for sales revenues;</li> <li>- testing a sample of fee calculations, including reperformance;</li> <li>- conducting analytical review procedures over revenue;</li> <li>- consideration of whether the Group is acting as principal or agent;</li> <li>- testing the completeness of revenue; and</li> <li>- ensuring that revenue was recognised in accordance with the Group's accounting policies.</li> </ul>

*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 2021, but does not include the financial report and our auditor's report thereon.

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

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

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

*Responsibilities of the directors for the financial report*

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

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

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

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

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

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

## **Report on the Remuneration Report**

### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of Carly Holdings Limited for the year ended 30 June 2021 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

*HLB Mann Judd*

**HLB Mann Judd**  
**Chartered Accountants**

**Perth, Western Australia**  
**26 August 2021**



**M R Ohm**  
**Partner**



## SHAREHOLDER INFORMATION

### Details of securities as at 31 July 2021

#### Capital structure

Securities	Number
Fully paid ordinary shares	108,836,953
Employee Options exercisable at \$0.5215 each and expiring on 3 September 2021	53,931
Employee Options exercisable at \$0.4075 each and expiring on 1 February 2022	10,401
Employee Options exercisable at \$0.3125 each and expiring on 7 May 2022	40,000
Employee Options exercisable at \$0.3750 each and expiring on 7 May 2022	40,000
Employee Options exercisable at \$0.2500 each and expiring on 2 September 2022	70,021
Employee Options exercisable at \$0.5000 each and expiring on 1 January 2023	13,980
Employee Options exercisable at \$0.2500 each and expiring on 16 March 2023	60,000
Employee Options exercisable at \$0.2500 each and expiring on 11 May 2023	120,000
Employee Options exercisable at \$0.2500 each and expiring on 1 September 2023	217,516
Unquoted Options exercisable at \$0.3750 each and expiring on 31 October 2022	2,093,063
Executive Options exercisable at \$0.3750 each and expiring on 19 November 2025	1,620,000
Employee Options exercisable at \$0.2438 each and expiring on 1 January 2024	43,720
Quoted Options exercisable at \$0.1600 each and expiring on 31 May 2023	19,563,203

#### Top holders

The 20 largest registered holders of each class of quoted security were:

<i>Fully paid ordinary shares</i>		Number	%
	Name		
1.	WILLOUGHBY CAPITAL PTY LTD <WILLOUGHBY CAPITAL A/C>	24,504,628	22.49%
2.	SG FLEET MANAGEMENT PTY LIMITED	19,410,007	17.82%
3.	TURNERS AUTOMOTIVE GROUP LIMITED	5,000,000	4.59%
4.	ALTOR CAPITAL MANAGEMENT PTY LTD <ALTOR ALPHA FUND A/C>	3,250,120	2.98%
5.	MR BIN LIU	3,250,000	2.98%
6.	ROOKHARP CAPITAL PTY LIMITED	2,500,000	2.29%
7.	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	2,194,925	2.01%
8.	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	2,081,027	1.91%
9.	ASB NOMINEES LIMITED <513640 - ML A/C>	1,800,998	1.65%
10.	RACV INVESTMENT HOLDINGS PTY LTD	1,499,999	1.38%
11.	BNP PARIBAS NOMS(NZ) LTD <DRP>	1,435,000	1.32%
12.	MR JOEL DAVID WEBB	1,400,000	1.29%
13.	MR BRADLEY PARTRIDGE	1,279,361	1.17%
14.	MRS YAN WANG <AUST WEST COAST TRAVEL A/C>	1,250,000	1.15%
15.	MRS ZI JUAN QI <CHEN FAMILY A/C>	1,250,000	1.15%
16.	MR ABUSAD AHMAD	1,017,362	0.93%
17.	LUNAIR PTY LTD	1,009,104	0.93%
18.	MR RYAN JAMES ROWE	1,000,000	0.92%
19.	NOONE HOLDINGS PTY LTD <C AND K NOONE FAMILY A/C>	903,875	0.83%
20.	ACUITY CAPITAL INVESTMENT MANAGEMENT PTY LTD <ACUITY CAPITAL HOLDINGS A/C>	800,000	0.73%
		<b>76,836,406</b>	<b>70.52%</b>



## SHAREHOLDER INFORMATION

The 20 largest registered holders of Quoted Options were:

*Quoted Options exercisable at \$0.1600 each and expiring on 31 May 2023*

	<b>Name</b>	<b>Number</b>	<b>%</b>
1.	WILLOUGHBY CAPITAL PTY LTD <WILLOUGHBY CAPITAL A/C>	3,500,661	17.89%
2.	SG FLEET MANAGEMENT PTY LIMITED	2,772,858	14.17%
3.	MR BILAL AHMAD	1,476,320	7.55%
4.	MR WAFI MUHAMMAD IQBAL	1,315,000	6.72%
5.	MR BIN LIU	1,083,334	5.54%
6.	ALTOR CAPITAL MANAGEMENT PTY LTD <ALTOR ALPHA FUND A/C>	833,334	4.26%
7.	ROOKHARP CAPITAL PTY LIMITED	833,334	4.26%
8.	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	543,522	2.78%
9.	MR JOEL DAVID WEBB	467,942	2.39%
10.	MRS YAN WANG <AUST WEST COAST TRAVEL A/C>	416,667	2.13%
11.	MRS ZI JUAN QI <CHEN FAMILY A/C>	416,667	2.13%
12.	ASB NOMINEES LIMITED <513640 - ML A/C>	333,665	1.71%
13.	MR RYAN JAMES ROWE	333,334	1.70%
14.	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	312,500	1.60%
15.	ARDROY SECURITIES PTY LTD <CAMERON INVESTMENT UNIT A/C>	250,000	1.28%
16.	MR ABUSAD AHMAD	234,213	1.20%
17.	THREEBEE INVESTMENT GROUP PTY LTD	208,334	1.06%
18.	BNP PARIBAS NOMS(NZ) LTD <DRP>	205,000	1.05%
19.	CHALEYER HOLDINGS PTY LTD <RUBBEN FAMILY A/C>	133,334	0.68%
20.	NOONE HOLDINGS PTY LTD <C AND K NOONE FAMILY A/C>	129,125	0.66%
		<b>15,799,144</b>	<b>80.76%</b>

The 20 largest registered holders of Unquoted Options were:

*Unquoted Options exercisable at \$0.3750 each and expiring on 31 October 2022*

	<b>Name</b>	<b>Number</b>	<b>%</b>
1.	SG FLEET MANAGEMENT PTY LTD	888,888	42.47%
2.	WILLOUGHBY CAPITAL PTY LTD <WILLOUGHBY CAPITAL A/C>	871,388	41.63%
3.	ASB NOMINEES LIMITED <513640 - ML A/C>	79,999	3.82%
4.	BNP PARIBAS NOMS(NZ) LTD <DRP>	44,000	2.10%
5.	LUNAIR PTY LTD	40,704	1.94%
6.	MR ADRIAN MAXWELL BUNTER	26,666	1.27%
7.	NOONE HOLDINGS PTY LTD <C AND K NOONE FAMILY A/C>	26,666	1.27%
8.	BENJAMIN HERSHMAN	17,777	0.85%
9.	MNA FAMILY HOLDINGS PTY LTD <HISHENK PTY LTD SUPER A/C>	17,500	0.84%
10.	MR ABUSAD AHMAD	10,962	0.52%
11.	MISS KAREN TERESA LOGAN	10,717	0.51%
12.	MYOLA (WA) PTY LTD <BRENT MEZGER FAMILY A/C>	8,000	0.38%
13.	MR HAYDEN PHILIP STEINEMANN	8,000	0.38%
14.	MR DUNCAN JINKS & MS ZOE ROGERS	6,430	0.31%
15.	HWR INVESTMENTS PTY LTD <CD SUPER FUND A/C>	5,320	0.25%
16.	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	4,956	0.24%
17.	MR CAMERON BUTLER WOOD	2,550	0.12%
18.	MR PETER O'HEHIR & MR BRADLEY SHIELL <JERVIS BLUE SF1 A/C>	2,430	0.12%
19.	MR ROBERT BRUCE TOMS	2,319	0.11%
20.	MR HARBHAGWAN DASS & MRS NEERU BALA	1,926	0.09%
		<b>2,077,198</b>	<b>99.22%</b>



## SHAREHOLDER INFORMATION

### Distribution schedules

A distribution schedule of each class of equity security:

#### Fully paid ordinary shares

Range	Holders	Units	%
1 - 1,000	58	17,630	0.02%
1,001 - 5,000	207	689,611	0.63%
5,001 - 10,000	132	967,184	0.89%
10,001 - 100,000	243	7,852,260	7.21%
100,001 - Over	101	99,410,168	91.25%
<b>Total</b>	<b>741</b>	<b>108,936,853</b>	<b>100.00%</b>

#### Quoted Options exercisable at \$0.1600 each and expiring on 31 May 2023

Range	Holders	Units	%
1 -1,000	33	16,027	0.08%
1,001 -5,000	27	60,894	0.31%
5,001 -10,000	10	79,291	0.41%
10,001 -100,000	48	2,184,890	11.17%
100,001 -Over	33	17,222,101	88.03%
<b>Total</b>	<b>151</b>	<b>19,563,203</b>	<b>100.00%</b>

### Unquoted securities

Class	Expiry Date	Exercise Price	Number of Options	Number of Holders
Employee Options	3 September 2021	\$0.5215	53,931	3
Employee Options	1 February 2022	\$0.4075	10,401	1
Employee Option	7 May 2022	\$0.3125	40,000	1
Employee Options	7 May 2022	\$0.3750	40,000	1
Employee Option	2 September 2022	\$0.2500	70,021	2
Employee Options	1 January 2023	\$0.5000	13,980	1
Employee Options	16 March 2023	\$0.2500	60,000	1
Employee Options	11 May 2023	\$0.2500	120,000	1
Unquoted Options	31 October 2022	\$0.3750	2,093,063	59
Employee Options	1 September 2023	\$0.2500	217,516	5
Executive Options	19 November 2025	\$0.3750	1,620,000	1
Employee Options	1 January 2024	\$0.2438	43,720	1

### Substantial shareholders

The names of substantial shareholders and the number of shares to which each substantial shareholder and their associates have a relevant interest, as disclosed in substantial shareholding notices given to the Company, are set out below:

Substantial shareholder	Number of Shares
Willoughby Capital Pty Ltd <Willoughby Capital A/C>	25,117,127
SG Fleet Group Limited (ASX:SGF)	19,410,007

### Unmarketable parcels

Holdings less than a marketable parcel of ordinary shares (being 7,462 as of 31 July 2021):

Holders	Units
331	1,108,090

### Voting Rights

The voting rights attaching to ordinary shares are:

On a show of hands, every member present in person or by proxy shall have one vote, and upon a poll, each share shall have one vote.

Options do not carry any voting rights.

### On-Market Buy Back

There is no current on-market buy-back.