APPENDIX 4E

PRELIMINARY FINAL REPORT

Name of Entity:	MOQ LIMITED
ABN:	94 050 240 330
Reporting period:	Financial year ended 30 June 2021
Previous corresponding period:	Financial year ended 30 June 2020

APPENDIX 4E

Results for Announcement to the Market

Set out below are the results for MOQ Ltd ("MOQ" or the "Company") and its controlled entities for the year ended 30 June 2021 based on the audited accounts in the attached annual report.

	FY 2021	FY 2020	Movement %
Revenue from ordinary activities	71,134,102	65,185,592	9%
EBITDA (before impairment)	3,388,567	2,880,865	18%
Net (loss) from ordinary activities after tax attributable to members	(1,010,648)	(14,490,519)	93%
Net (loss) after tax attributable to members	(1,010,648)	(14,490,519)	93%
Interim dividend per share	n/a	n/a	-
Final dividend per share	n/a	n/a	-
Basic Earnings/(Loss) per share (cents per share)			
- Continuing operations	(0.57)	(8.30)	96%
- Discontinuing operations	-	-	-
Diluted Earnings/(Loss) per share (cents per share)			
- Continuing operations	(0.57)	(8.30)	96%
- Discontinuing operations	-	-	-
Net Tangible Asset Backing per share (cents per share)	1.39	(0.77)	278%

Dividend information

	Amount (cents per share)	Record Date	Payment Date
Interim dividend	n/a	n/a	n/a
Final dividend	n/a	n/a	n/a

The company does not have a dividend reinvestment plan.

Additional information

Additional Appendix 4E disclosures can be found in the Notes accompanying the Statement of Profit or Loss and other comprehensive income and Statement of Financial Position.

This Appendix 4E is based on the 30 June 2021 financial report, which has been audited by Stantons International Audit and Consulting Pty Ltd (Stantons International).

Annual Report 2021

FOR THE YEAR ENDED 30 JUNE 2021

MOQ LIMITED
AND ITS CONTROLLED ENTITIES
ABN: 94 050 240 330

CONTENTS

CORPORATE DIRECTORY

Board of Directors

Mr David Shein	Non Executive Chairman
Mr Joe D'Addio	Executive Director and Chief Executive Officer
Mr Scott McPherson	Non Executive Director
Mr Joey Fridman	Non Executive Director
Ms Karen Bell	Non Executive Director
Mr Alexander White	Non Executive Director

Company Secretary
Mr (Danny) Wan Yee Loh

Auditors
Stantons International Audit and Consulting Pty Ltd
Level 36, Gateway 1
Macquarie Place
Sydney NSW 2000

Solicitors
Thomson Geer
Level 25, 1 O'Connell Street
Sydney NSW 2000

Bankers
Westpac Banking Corporation
94 Church Street
Middle Brighton VIC 3186

St George Bank
Locked Bag 1
Kogarah NSW 1485

Registered Office
Suite 1, Ground Floor
3-5 West Street
North Sydney NSW 2060

Share Registry
Automic Pty Limited
Level 5, 126 Phillip Street
SYDNEY NSW 2000
Investor Enquiries: 1300 288 664
Email: hello@automic.com.au

Stock Exchange Listing
Securities of MOQ Limited are listed on the Australian Securities Exchange (ASX).
ASX Code: MOQ

Website
www.MOQ.com.au

Your directors present their report on the consolidated entity (referred to herein as the "**Group**" or "**Company**") consisting of MOQ Limited and its controlled entities for the financial year ended 30 June 2021. The information in the proceeding operating and financial review forms part of this directors' report for the financial year ended 30 June 2021 and is to be read in conjunction with the following information.

General Information

Officers and Directors

The names and particulars of the Directors during or since the end of the financial year are:

Name	Particulars
Mr David Shein	Non Executive Chairman
Mr Joe D'Addio	Executive Director and Chief Executive Officer
Mr Scott McPherson	Non Executive Director
Mr Joey Fridman	Non Executive Director
Mr Michael Pollak	Non Executive Director and Joint Company Secretary (resigned 31 March 2021)
Mr Alexander White	Non Executive Director
Ms Karen Bell	Non Executive Director (appointed 1 April 2021)
Mr Danny Loh	Company Secretary and Chief Financial Officer

The above named Directors held office during and since the financial year, except as otherwise indicated.

Particulars of each director's experience and qualifications are set out later in this report.

Meetings of Directors

During the financial year, 15 meetings of directors (including committees of directors) were held:

Director	Board Member Since	Eligible Board Meetings	Attended	Eligible Audit and Risk Committee Meetings	Attended	Eligible Remuneration Committee Meetings	Attended
Mr David Shein	17 February 2014	12	11				
Mr Joe D'Addio	29 May 2015	12	12	2	2	1	1
Mr Scott McPherson	29 May 2015	12	12				
Mr Joey Fridman	17 February 2014	12	12	2	2	1	1
Mr Michael Pollak (resigned 31 March 2021)	17 February 2014	9	9	2	2	1	1
Mr Alexander White	1 June 2019	12	11	-	-		
Ms Karen Bell	1 April 2021	3	3				

Information Relating to Directors and Company Secretary

David Shein (Non-Executive Chairman)

In June 1987, David, having recently migrated from South Africa, founded Com Tech Communications as a specialist supplier of networking and communications products. 14 years later, Com Tech was sold to Dimension Data at an enterprise value of over $1billion. At the time of sale, Com Tech employed over 1,400 people, had offices Australia wide and achieved revenues of $700 million with no external debt. David prides himself on the recognition Com Tech achieved being regularly recognised as one of the leading companies to work for in Australia. Since then, David has been actively involved in mentoring young management teams. David firmly believes while products and technologies come and go, what remains constant is the requirement for any company to build a company that is fanatical about providing legendary customer service and creating an environment that enables an organisation to attract and retain the best team of people. David has been an investor and mentor to a number of start-ups, many of which have been successfully exited. These include Zipmoney, CalReply, Latam Autos, RangeMe, Pocketbook, Centric Wealth, MacromatiX and Holly Connects. David is also Co-Founder of Our Innovation Fund, a $50 million early stage venture capital fund that invests in exciting Australian start-ups as well as a founding partner in the Israeli venture capital enterprise, OurCrowd, the first Global Equity Based Crowd Funding Platform.

Interests in shares and options:	4,083,335 fully paid ordinary shares
Other current directorships:	None
Former Directorships in last three years:	None
Special responsibilities:	None

Joey Fridman (Non-Executive Director)

Joey is the co-founder and Chief Executive Officer of Monash Private Capital Pty Limited. Prior to establishing Monash Private Capital, Joey was Chief Financial Officer of Investec Bank (Australia) Limited, and prior to his role as CFO, Joey was one of the founding members of the Bank's investment banking division. Joey is a Chartered Accountant and has an M.B.A. from the Australian Graduate School of Management.

Interests in shares and options:	18,328,334 fully paid ordinary shares*
Other current directorships:	None
Former Directorships in last three years:	None
Special responsibilities:	Chair of Audit and Risk Committee and Member of Remuneration Committee

*includes shares owned by Monash Private Capital Pty Ltd in which Mr Fridman is a shareholder and a director.

Alexander White (Non-Executive Director)

Alex is a Director of Richmond Hill Capital ("RH Capital") and is jointly responsible for managing the RH High Conviction Fund. Alex has over fourteen years of corporate and investment management experience and prior to co-founding RH Capital, he was jointly responsible for the portfolio management of the VF High Conviction Fund at Viburnum Funds for six years (now the RH High Conviction Fund). Alex joined Viburnum following over three years with Cooper Investors, a privately owned specialist investment manager, where he focused on investment research for the successful CI Australian Equities Fund and CI Brunswick Fund. Alex previously gained industry experience working for Fletcher Building (ASX: FBU) as a Strategy Analyst, while also working as a Credit Analyst for ratings agency Standard and Poor's.

Alex is also a current director of HRL Holdings (ASX:HRL).

Interests in shares and options:	21,571,214 fully paid ordinary shares*
Other current directorships:	None
Former Directorships in last three years:	None
Special responsibilities:	Chair of Remuneration Committee

*Shares owned by Richmond Hill Capital for which Mr White has an indirect interest as a director.

Karen Bell (Non-Executive Director)

Karen has worked in the financial markets for 30 years. In January 2021 she took on the role of Chief Operating Officer for Privatus Capital Partners and since May 2017, she has been the Executive Chairperson of Bell Partners. Prior to these roles, Karen spent 20 years at Deutsche Bank in Sydney, Singapore and London across a number of areas including the Business, Technology, Operations, Real Estate, Physical Security and Procurement where her primary focus was driving technology led transformation. Before Deutsche Bank Karen was at KPMG for 5 years in their Banking and Finance division and at Security Pacific Investment Bank for 2 years in their Financial Markets Group. Karen is a member of the Young Global Leaders Forum established by the World Economic Forum.

Interests in shares and options:	None
Other current directorships:	None
Former Directorships in last three years:	None
Special responsibilities:	Member of Audit and Risk Committee

Joe D'Addio (Executive Director and Chief Executive Officer)

Joe was a co-founder and Director of Technology Effect, MOQ Limited's first acquisition. Joe has over 40 years' experience in the Information Technology services industry. Over the last 25 years, he has held a number of key management and director positions, starting, building and leading businesses focused on providing specialist services for leading and emerging technology solutions into the Australian market.

Interests in shares and options:	17,655,978 fully paid ordinary shares
Other current directorships:	None
Former Directorships in last three years:	None
Special responsibilities:	Chief Executive Officer, Member of Audit and Risk Committee

Scott McPherson (Non-Executive Director)

Scott was a co-founder and Director of Technology Effect, MOQ Limited's first acquisition. Since forming the company in 2005, Tech Effect grew from providing Infrastructure related Integration Services, to offering Consulting and Managed Services to assist their clients to overcome both business and technical ICT related challenges.

Scott previously held the position of Solutions Director drawing upon more than two and a half decades of industry experience where he has worked for iconic market leaders Com Tech Communications and Dimension Data. During this time, Scott has honed his engineering, management and people skills to create a customer-centric organisation that develops solutions that solve real business problems. These traits contributed to building Tech Effect into the successful, highly respected organisation. As the business grew, Scott's responsibilities evolved to focus on managing the Integration Services Practice, along with setting the vision and go to market strategy for the 'Cloud World'. Scott's technology career started at Queensland University of Technology where he studied for his Bachelor of Business degree in Information Management. Scott held the position as Chief Operating Officer within MOQdigital and worked closely with the CEO to ensure that efficient operations of the business. Scott's experience was tapped to help ensure that the business is in a position of predictability, scalability and profitability, while making sure of the quality of the services delivered.

In September 2020, Scott resigned from his operational role within MOQdigital to take on the Managing Director's role of his family's business. As the MD of SGESCO-MAX, Scott is responsible for working with his team to develop market-leading safety solutions for commercial heavy vehicles and ensuring that they deliver great customer service. Scott is driving a new wave of innovation within the company combining his experience in the IT industry with advancements in sensor technologies to deliver new solutions.

Interests in shares and options:	17,943,478 fully paid ordinary shares
Other current directorships:	None
Former Directorships in last three years:	None
Special responsibilities:	None

Danny Loh (Company Secretary)

Danny joined MOQ in 2015 after starting his career in the IT industry with Com Tech Communications. He gained valuable experience within Com Tech and Dimension Data, culminating in some senior financial roles in Dimension Data subsidiaries such as Express Data, DDLS and Dimension Data Cloud Solutions. Danny holds a Bachelor of Commerce from University of New South Wales and is a Certified Practising Accountant. His experience in service providers and product-oriented IT organisations is being utilised to provide disciplines around reporting, risk management and assessment, and efficient operations at MOQ.

CEO Update

Review and Highlights for FY21

Overview

MOQ Limited's strategy is to develop, build and acquire Cloud centric complementary technology businesses and capitalise on the accelerating market opportunity presented by Digital Transformation. The Directors of the Company have extensive experience and a proven track record in building and acquiring businesses, as well as providing strategic direction, in order to generate long term sustainable returns for shareholders. The Company is actively pursuing suitable growth opportunities by either organic investment or through synergistic acquisitions in the technology sector.

FY21 has been a significant period in our history, dominated by our determination to ensure MOQ Limited meets its goals and is well positioned for what is now the dominant trend for Information Technology in business – Digital Transformation. The Key Highlights have been:

1. The key initiative to pivot the business to Digital Transformation and the Microsoft Partnership.
2. The acquisition of Dienst Consulting (which was completed on 30 July 2021) to complement our Western Australian regional business

Here are some details on each of these highlights:

1. Business Pivot

In July 2019, MOQ Limited embarked on a major strategic initiative to pivot the MOQdigital business, with the specific objective of capitalising on the accelerating market opportunity presented by Digital Transformation and specifically Microsoft's Azure public cloud stack. This multi-year initiative has involved significant re-engineering of parts of the business, as well as strategic acquisitions.

It is satisfying to report that as of July 2021, we have attained our initial goal of ensuring MOQdigital is now well-positioned and we enter FY22 as a very competitive entity in this market – offering a range of high demand services and solutions to our customers who are in various stages of planning, building, or operating their Digital Transformation or Optimisation strategies.

It is important to note that this initiative has been achieved despite the substantial challenges posed by the COVID- 19 Pandemic, and the Directors would like to extend their thanks to all the staff at MOQ who have made substantial contributions during this difficult period.

Leveraging off the improved profitability of H1FY21, and aware of the need to move at pace to meet growing market demand for Digital Transformation services, the MOQ executive team decided to accelerate the Pivot program during H2FY21. This acceleration was fundamentally driven by the need to ensure MOQdigital can more immediately capitalise on this market opportunity and in turn, be better positioned for the next 2 to 3 years. This initiative has resulted in investment to grow and adjust our capability and capacity in all key business functions including Business Sales, Go To Market, Services Delivery and Partner Management functions.

This necessary investment has had a significant impact on both one-off expenditure and the cash position of the business. The key components of the initiatives are:

- The acquisition in late 2019 and recently completed integration of Wardy IT Solutions, resulting in MOQ becoming a significant player in the Microsoft Data and AI market space.
- The more recent acquisition of Dienst Consulting*, a Perth based provider of technology services geared to modern 'cloud first' platforms.
- A major re-engineering effort of the traditional MOQ infrastructure integration business – Foundational Services, into a modern, "cloud-first" solution provider
- The establishment of a Western Australian regional presence which culminated in the Dienst acquisition and has emerged as another source of growth for MOQ
- The establishment and investment in the Microsoft relationship and the qualification process for specialisation partner and Azure Expert status
- The break-out and establishment of a specialist **Cyber Security** Line of Business
- The build out of the Executive Team and Industry leading technical capabilities to enable MOQ's potential for growth in the modern Digital Transformation market
- The ongoing qualification of multiple additional M&A opportunities

The Board is pleased that, given the extensive and potentially distracting nature of this business pivot throughout FY21, our revenues continue to grow by 9% year on year, to just over $71M, with good growth in Recurring Services and Digital Services – the two areas of the business that underpin our current business value and indeed potential.

*Dienst Consulting Pty Ltd was acquired on 30 July 2021, and its results have not been included in the MOQ annual report for FY21.

Review and Highlights for FY21 (cont)

2. Dienst Consulting Acquisition

Dienst Consulting brings the following direct benefits to the MOQ business:

- An excellent platform to accelerate our presence in the Western Australian market.
- A services offering which directly fits into our re-engineered and modernised Foundational Services Line of Business, with strong skills in Microsoft and Citrix solutions. This will assist the Line of Business to improve its growth and profitability in FY22
- A strong financial base with FY21 revenues of approximately $8.4M and Gross Profit of $1.7M. (unaudited FY21 results)*
- A high-quality, long-term customer base in the Western Australian market, opening up the opportunity to cross-sell MOQ's Digital and Cyber services to existing Dienst customers.

*Dienst Consulting Pty Ltd was acquired on 30 July 2021, and its results have not been included in the MOQ annual report for FY21.

General Items of Note for FY21

- An examination of MOQ's FY21 Gross Profit, compared to FY20 and FY19, highlights both the growth opportunity and investment path impacts:
  - **Overall, the growth in Gross Profit** was limited to **4.1%,** being impacted by increased cost of sale investments due to the re-engineering effort in the Foundational Services Line of Business.
  - **During the same period Digital Services Gross Profit** has increased by **22.8%** and now represents 59% of the MOQ business, indicative of the market and MOQ's focus in this space.
  - **Recurring Services** now contributes over 54% of the total Gross Profit of the MOQ business, as MOQ continues to focus on building recurring services into all its market offerings.

Business Outlook

The Covid-19 Pandemic has, through the last eighteen months, provided both a range of positive and negative impacts for the MOQ Limited business.

On the plus side, the early part of FY21 saw high demand for a range of services and solutions to assist organisations with coping with changed working conditions, such as "work from home". This was coupled with an acceleration by customers of their Digital Transformation initiatives, mainly in strategy, planning and supplier market review.

Since late 2020, we have also experienced the challenge of a very tight labour market, particularly for skills in emerging technologies. Attracting and retaining staff has rarely been this challenging and supply levels have led to not only higher salaries, but also higher costs in terms of resources and fees for recruitment. Our view is that this will be an ongoing issue for the next 2 to 3 years, and the executive team has put in place a comprehensive plan to address this challenge – short and long term.

There are a range of high demand services and solutions being mainly driven by Digital Transformation. MOQ's re-engineering and acquisition initiatives over the last 2 years have been geared to address this market demand and we are confident that we are well positioned to capitalise through FY22 and beyond.

Significant Changes in State of Affairs

There are no significant changes in the state of affairs of the group other than discussed above.

Dividends Paid or Recommended

In respect of the current year, no dividends have been declared or paid and none are recommended (2020: $nil).

Significant Events after the Reporting Period

On 2 July 2021, the Company announced the strategic acquisition of Dienst Consulting Pty Ltd, a Perth-based IT consulting services and solutions provider to mid-to-large Western Australian enterprises in a range of industries including mineral resources, not-for-profits and government. It was further announced that the acquisition of Dienst had been completed on 30 July 2021 for a total consideration of $3.78M comprising of $2.646M in cash plus the issue of 5.04M in MOQ shares at 22.5 cents per shares. $945,000 of the cash consideration has been retained by MOQ for up to 18 months in accordance with the Share Purchase Deed.

Likely developments and expected results

Disclosure of information regarding likely developments in the operations of the Group in future financial years and the expected results of those operations is likely to result in unreasonable prejudice to the Group. Accordingly, this information has not been disclosed in this report.

Business Outlook (cont)

Environmental Issues

There are no applicable environmental regulations that would have an effect on the Company.

Indemnifying Officers or Auditor

During the year, the Company paid a premium to insure officers of the Group. The officers of the Group covered by the insurance policy include all directors. The liabilities insured are legal costs that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Group, and any other payments arising from liabilities incurred by the officers in connection with such proceedings, other than where such liabilities arise out of conduct involving a wilful breach of duty by the officers or the improper use by the officers of their position or of information to gain advantage for themselves or someone else to cause detriment to the Group.

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

The Group has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify any current or former officer or auditor of the Group against a liability incurred as such by an officer or auditor.

Proceeding on Behalf of Company

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

Auditor

Stantons International Audit and Consulting Pty Limited are the appointed auditors of the Company. The auditor has not been indemnified under any circumstance.

Non-audit Services

There have been no non-audit services provided during the year.

The Board of Directors considers that there have been no independence issues imposed by the *Corporations Act 2001*.

Auditor's Independence Declaration

The lead auditor's independence declaration for the year ended 30 June 2021 can be found on page 48 of the financial report.

Options

At the date of this report, the unissued ordinary shares of MOQ Limited under option are as follows:

Grant Date	Balance at the date of this report	Exercise price	Expiry
01/01/2021	10,272,717	$0.181	01/01/2025
02/03/2021	1,909,089	$0.209	01/01/2025
09/07/2021	363,636	$0.217	09/07/2025
TOTAL	**12,545,442**		

All options listed above were granted to employees under the Company's Employee Option Plan as approved at the Company's Extraordinary General Meeting on 22 September 2020.

Option holders do not have any rights to participate in any issues of shares or other interests of the company or any other entity. For details of options issued to directors and executives as remuneration, refer to the remuneration report.

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

Remuneration Policy

The remuneration policy of MOQ Limited has been designed to align key management personnel (KMP) objectives with shareholder and business objectives by providing a fixed remuneration component and offering performance incentives based on key performance areas affecting the consolidated group's financial results. The Board of MOQ Limited believes the remuneration policy to be appropriate and effective in its ability to attract and retain high-quality KMP to run and manage the consolidated group, as well as create goal congruence between directors, executives and shareholders.

The Board's policy for determining the nature and amount of remuneration for KMP of the consolidated group is to have the remuneration policy developed by the Board after professional advice is sought where appropriate from independent external consultants. No external advice was sought to prepare remuneration policies for the current financial year.

- All KMP receive a base salary (which is based on factors such as length of service and experience), superannuation, fringe benefits and performance incentives.
- Performance incentives are generally only paid once predetermined key performance indicators (KPIs) have been met.
- The Board reviews KMP packages annually by reference to the consolidated group's performance, executive performance and comparable information from industry sectors.
- Incentives paid in the form of options or rights are intended to align the interests of the KMP and the Group with those of the shareholders. In this regard, KMP are prohibited from limiting risk attached to those instruments by use of derivatives or other means.

The performance of KMP is measured against criteria agreed biannually with each executive and is based predominantly on the forecast growth of the consolidated group's profits and shareholders' value. All bonuses and incentives must be linked to predetermined performance criteria. The Board may, however, exercise its discretion in relation to approving incentives, bonuses and options.

KMP receive at a minimum, a superannuation guarantee contribution required by the government, which for the year ending 30 June 2021 was 9.50% (2019: 9.5%) of the individual's average weekly ordinary time earnings. KMP do not receive any retirement benefits. All remuneration paid to KMP is valued at the cost to the company and expensed.

The Board's policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities. The Board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. No external remuneration consultants were hired for the year ending 30 June 2021. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders. Currently, the maximum aggregate remuneration of non-executive directors is $500,000.

REMUNERATION REPORT (AUDITED)

Remuneration Expense Details:

The following table of benefits and payments represents the components of the current year and comparative year remuneration expenses for each member of KMP of the consolidated group:

		Short-term benefits			Post-employment benefits			
Personnel	Year	Salary & fees	Cash Bonus	Other payments	Superannuation	Share based payments	Total	Performance based percentage of remuneration
Executive Directors								
Mr Joe D'Addio	2021	180,000	-	-	17,100	-	197,100	-
	2020	186,667	-	-	17,733	-	204,400	-
Non-executive Directors and Company Secretary								
Mr David Shein	2021	51,596	-	-	3,904	-	55,500	-
	2020	51,662	-	-	4,338	-	56,000	-
Mr Joey Fridman	2021	42,397		-	2,603	-	45,000	-
	2020	50,000		-	-	-	50,000	-
Mr Michael Pollak*	2021	56,988	-	16,438	6,074	-	79,500	-
	2020	51,662	-	20,000	4,338	-	76,000	-
Mr Alexander White	2021	43,265			1,735	-	45,000	-
	2020	45,662			4,338	-	50,000	-
Mr Scott McPherson**	2021	136,252	-	-	5,424	-	141,676	-
	2020	273,333	6,000	-	21,003	-	300,336	2%
Ms Karen Bell (appointed 1st April 2021)	2021	13,699	-	-	1,301	-	15,000	-
	2020	-	-	-	-	-	-	-
Key Management								
Mr Matthew Goggin (Chief Sales Officer)	2021	335,333	-	-	21,694	-	357,028	-
	2020	270,667	-	-	21,003	-	291,670	-
Mr Chad Lurie (NSW State Manager)	2021	196,667	47,806	-	20,704	-	265,177	20%
	2020	193,333	-	-	18,367	-	211,700	-
Mr (Danny) Wan Yee Loh (Chief Financial Officer)	2021	251,500	-	-	20,926	39,668	312,094	13%
	2020	199,500	-	-	18,953	3,168	221,621	1%
Mr Peter Ward (Chief Solutions Officer)	2021	276,923	-	-	21,955	-	298,878	-
	2020	189,231	-	-	17,977	-	207,208	-
Mr Glenn Scown (Chief Operating Officer)***	2021	330,667	-	-	21,694	39,668	392,029	-
	2020	-	-	-	-	-	-	-
2021 Total		**1,915,286**	**47,806**	**16,438**	**145,113**	**79,336**	2,203,980	**-**
2020 Total		**1,753,050**	**16,000**	**20,000**	**149,051**	**3,168**	1,941,269	**-**

* Other payments for Michael Pollak are related to his role as joint Company Secretary. Mr Pollak resigned effective 31st March 2021.

** Scott McPherson resigned from position of Chief Operating Officer effective 30th September 2020. He continues to serve as a non-executive director.

*** Glenn Scown appointed Chief Operating Officer effective 1st October 2020, and became KMP effective at this date. His remuneration is included in the above table for the period from 1 July 2020 to 30 June 2021.

The relative proportions of remuneration that are linked to performance and those that are fixed are as follows:

Personnel	Fixed Remuneration	At Risk – Short Term Incentives	At Risk - Options
Executive Directors			
Mr Joe D'Addio	100%	-	-
Other Key Management Personnel			
Mr Matthew Goggin	100%	-	-
Mr Chad Lurie	80%	20%	-
Mr (Danny) Wan Yee Loh	87%	-	13%
Mr Peter Ward	100%	-	-
Mr Glenn Scown	90%	-	10%

Service agreements (audited):

The directors serve until they resign, are removed, cease to be a director or are prohibited from being a director under the provisions of the Corporations Act 2001, or are not re-elected to office.

The directors entered into service agreements on the following terms:

- Mr Shein, Mr Fridman, Mr Pollak (until his resignation on 31 March 2021), Mr White and Ms Bell - Base salary (including director's fees) of $60,000 per annum (including superannuation or similar contributions). They may receive additional payments as approved by the Board.
  - As part of MOQ's response to the COVID-19 pandemic, as announced to the ASX on 21 April 2020, all non-executive director remuneration were waived from 1 May 2020 for 5 months.
- Mr D'Addio - Base salary (including director's fees) of $200,000 per annum (plus superannuation or similar contributions).
- Mr McPherson – Base salary (including director's fees) of $300,000 per annum (plus superannuation or similar contributions) up to 30th September 2020.
  - Annual incentive payment of up to $81,217 each based on pre-determined key metrics.
  - The Company may also, in its absolute discretion, provide a bonus, the value of which, the conditions attached to and the frequency of such a bonus, remain matters over which the Company exercises sole discretion.
  - If the Company terminates the agreement with reason (such as gross misconduct conviction of a major criminal offence or misuse of price sensitive information), the Company will provide the Director with no notice and will be summarily dismissed. If the Company terminates the agreement without reason (notwithstanding any other provision of the agreement), the Company will provide the Director with 3 months' written notice or make a payment of 3 months' salary in lieu of the notice period.
  - The Director may terminate the agreement at his or her sole discretion and at any time, and in doing so is entitled to payment of a fee equivalent to 3 months of their base fees.
  - After the termination of their employment with the Company and MOQdigital, the Director will be subject to a contractual restraint which may apply for 6 months after the termination and cover up to all of Australia.
  - As part of MOQ's response to the COVID-19 pandemic, as announced to the ASX on 21 April 2020, Mr McPherson's salary was temporarily reduced by 20% effective from 1 May 2020, for 3 months. Mr D'Addio's salary was temporarily reduced by 40% effective from 1 May 2020, for 6 months.

Key Management Personnel entered into service agreements on the following terms:

- Mr Goggin - Base salary of $360,000 per annum (plus superannuation or similar contributions).
- Mr Loh -Base salary of $270,000 per annum (plus superannuation or similar contributions).
- Mr Scown – Base salary of $360,000 per annum (plus superannuation or similar contributions).
  - The Company may also, in its absolute discretion, provide a bonus, the value of which, the conditions attached to and the frequency of such a bonus, remain matters over which the Company exercises sole discretion.
  - If the Company terminates the agreement with reason (such as gross misconduct, conviction of a major criminal offence or misuse of price sensitive information), the Company will provide the KMP with no notice and will be summarily dismissed. If the Company terminates the agreement without reason (notwithstanding any other provision of the agreement), the Company will provide the KMP with up to 3 months' written notice or make a payment of up to 3 months' salary in lieu of the notice period.
  - As part of MOQ's response to the COVID-19 pandemic, as announced to the ASX on 21 April 2020, all KMP salaries were temporarily reduced by 20% effective from 1 May 2020, for 3 months.

Service agreements (audited) (cont):

- o The KMP may terminate the agreement at his or her sole discretion and at any time, and in doing so is entitled to payment of a fee equivalent to 3 months of their base fees.
- o After the termination of their employment with the Company and MOQdigital, the KMP will be subject to a contractual restraint which may apply for 6 months after the termination and cover up to all of Australia.

- Mr Ward – Base salary of $360,000 per annum (plus superannuation or similar contributions).
  - o The Company may also, in its absolute discretion, provide a bonus, the value of which, the conditions attached to and the frequency of such a bonus, remain matters over which the Company exercises sole discretion.
  - o If the Company terminates the agreement with reason (such as gross misconduct, conviction of a major criminal offence or misuse of price sensitive information), the Company will provide the KMP with no notice or compensation and will be summarily dismissed. If the Company terminates the agreement without reason (notwithstanding any other provision of the agreement), the Company will provide the KMP with up to 2 months' written notice or make a payment of up to 2 months' salary in lieu of the notice period.
  - o The KMP may terminate the agreement at his or her sole discretion and at any time, and in doing so is entitled to payment of a fee equivalent to 2 months of their base fees.
  - o After the termination of their employment with the Company, the KMP will be subject to a contractual restraint which may apply for 36 months after the termination and cover up to all of Australia.
  - o As part of MOQ's response to the COVID-19 pandemic, as announced to the ASX on 21 April 2020, all KMP salaries were temporarily reduced by 20% effective from 1 May 2020, for 3 months.
- • Mr Lurie – Base salary of $200,000 per annum (plus superannuation or similar contributions).
  - o Mr Lurie was provided with a commission plan during the year which allowed him to earn up to $100,000 if he achieved particular targets.
  - o If the Company terminates the agreement with reason (such as gross misconduct, conviction of a major criminal offence or misuse of price sensitive information), the Company will provide the Director with no notice and will be summarily dismissed. If the Company terminates the agreement without reason (notwithstanding any other provision of the agreement) within 12 months of commencement, the Company will provide the Director with 6 months' written notice, and thereafter with 2 months' written notice.
  - o As part of MOQ's response to the COVID-19 pandemic, as announced to the ASX on 21 April 2020, all KMP salaries were temporarily reduced by 20% effective from 1 May 2020, for 3 months.

Shareholding and option holding of directors and other key management personnel (audited)

Options held by Directors and Key Management Personnel

The number of options in the Company during the 2021 reporting period held by each of the Group's Directors and Key Management Personnel, including their related parties, is set out below:

	Year ended 30 June 2021				
Personnel	Balance at the start of the year	Options acquired	Received as part of remuneration	Options exercised / disposed	Held at the end of the year
Mr Joe D'Addio	-	-	-	-	-
Mr Scott McPherson	-	-	-	-	-
Mr David Shein	-	-	-	-	-
Mr Joey Fridman	-	-	-	-	-
Mr Michael Pollak	-	-	-	-	-
Mr Alexander White	-	-	-	-	-
Mr Matthew Goggin	-	-	-	-	-
Mr Chad Lurie	-	-	-	-	-
Mr Danny Loh	363,636	-	1,363,635	(363,636)	1,363,635
Mr Peter Ward	-	-	-	-	-
Mr Glenn Scown	-	-	1,363,635	-	1,363,635

Shareholding and option holding of directors and other key management personnel (audited) (cont)

Year ended 30 June 2020					
Personnel	Balance at the start of the year	Options acquired	Received as part of remuneration	Options exercised / disposed	Held at the end of the year
Mr Joe D'Addio	-	-	-	-	-
Mr Scott McPherson	-	-	-	-	-
Mr David Shein	-	-	-	-	-
Mr Joey Fridman	-	-	-	-	-
Mr Michael Pollak	-	-	-	-	-
Mr Alexander White	-	-	-	-	-
Mr Matthew Goggin	-	-	-	-	-
Mr Chad Lurie	-	-	-	-	-
Mr Danny Loh	363,636	-	-	-	363,636
Mr Peter Ward	-	-	-	-	-
Mr Glenn Scown	-	-	-	-	-

Additional Information

The factors that are considered to affect total shareholders return (TSR) are summarised below:

	2021	2020	2019	2018	2017
Share Price at financial year end	0.200	0.165	0.195	0.24	0.24
Basic earnings per share (cents per share)	(0.57)	(8.30)	1.42	0.70	0.06
Diluted earnings per share (cents per share)	(0.57)	(8.30)	1.35	0.68	0.06

Name	Grant Date	Held at 1 July 2020	Granted as remuneration	Net change other	Held at 30 June 2021	Vested during the year and as at 30 June 2021	Total unvested at 30 June 2021	Vesting Date	Expiry Date	Value per option at grant date	Total value of options at grant date	Exercise price per option
Wan Yee (Danny) Loh	05-Sep-2016	90,909	-	(90,909)	-	-	-	01-Sep-2018	01-Sep-2020	$0.1045	$9,500.00	$0.275
	05-Sep-2016	90,909	-	(90,909)	-	-	-	01-Sep-2019	01-Sep-2020	$0.1045	$9,500.00	$0.275
	01-Jul-2018	90,909	-	(90,909)	-	-	-	01-July-2020	01-July-2022	$0.0697	$6,336.36	$0.255
	01-Jul-2018	90,909	-	(90,909)	-	-	-	01-July-2021	01-July-2022	$0.0697	$6,336.36	$0.255
	01-Jan-2021	-	409,090		409,090	-	409,090	01-Jan-2023	01-Jan-2025	$0.0955	$39,068.10	$0.181
	2-Mar-2021	-	272,727		272,727	-	272,727	01-Jan-2024	01-Jan-2025	$0.1294	$35,290.87	$0.209
	01-Jan-2021	-	409,091		409,091	-	409,091	01-Jan-2023	01-Jan-2025	$0.0955	$39,068.19	$0.181
	2-Mar-2021	-	272,727		272,727	-	272,727	01-Jan-2024	01-Jan-2025	$0.1294	$35,290.87	$0.209
Glenn Scown	01-Jan-2021	-	409,090		409,090	-	409,090	01-Jan-2023	01-Jan-2025	$0.0955	$39,068.10	$0.181
	2-Mar-2021	-	272,727		272,727	-	272,727	01-Jan-2024	01-Jan-2025	$0.1294	$35,290.87	$0.209
	01-Jan-2021	-	409,091		409,091		409,091	01-Jan-2023	01-Jan-2025	$0.0955	$39,068.19	$0.181
	2-Mar-2021	-	272,727		272,727	-	272,727	01-Jan-2024	01-Jan-2025	$0.1294	$35,290.87	$0.209

*No other Key Management Personnel were granted remuneration options during the year.

Shares held by Directors and Key Management Personnel

The number of ordinary shares in the Company during the 2021 reporting period held by each of the Group's Key Management Personnel, including their related parties, is set out below:

Year ended 30 June 2021						
Personnel	Balance at the start of the year	Received as part of remuneration	Other changes	Acquired	Disposal	Held at the end of reporting period
Mr Joe D'Addio	17,655,978	-	-	-	-	17,655,978
Mr Scott McPherson	17,943,478	-	-	-	-	17,943,478
Mr David Shein	4,083,335	-	-	-	-	4,083,335
Mr Joey Fridman	18,328,334	-	-	-	-	18,328,334
Mr Michael Pollak	2,130,000	-	(2,130,000)	-	-	-
Mr Alexander White	21,571,214	-	-	-	-	21,571,214
Mr Matthew Goggin	8,827,989	-	-	-	-	8,827,989
Mr Chad Lurie	3,025,000	-	-	-	-	3,025,000
Mr Danny Loh	-	-	-	-	-	-
Mr Peter Ward	14,188,072	-	-	7,046,177	-	21,234,249
Mr Glenn Scown	-	-	-	-	-	-

Year ended 30 June 2020						
Personnel	Balance at the start of the year	Received as part of remuneration	Other changes	Acquired	Disposal	Held at the end of reporting period
Mr Joe D'Addio	17,655,978	-	-	-	-	17,655,978
Mr Scott McPherson	17,943,478	-	-	-	-	17,943,478
Mr David Shein	4,083,335	-	-	-	-	4,083,335
Mr Joey Fridman	18,328,334	-	-	-	-	18,328,334
Mr Michael Pollak	2,130,000	-	-	-	-	2,130,000
Mr Alexander White	21,571,214	-	-	-	-	21,571,214
Mr Matthew Goggin	8,827,989	-	-	-	-	8,827,989
Mr Chad Lurie	4,110,457	-	-	-	1,085,457	3,025,000
Mr Danny Loh	-	-	-	-	-	-
Mr Peter Ward	-	-	63,000	14,125,072	-	14,188,072
Mr Glenn Scown	-	-	-	-	-	-

Other Equity-related KMP Transactions

There were no other equity equity-related KMP transactions during the year.

Loans to KMP

No loans have been made to KMP during, or since, the year ended 30 June 2021 (2020: $Nil).

Other transactions with KMP or their related parties

During the year PWJAW Holdings Pty Ltd, a company of which Peter Ward is a director, was engaged to supply HR services. Fees of $20,213 were paid to PWJAW Holdings Ltd. No amounts were outstanding as at 30 June 2021.

On 16 June 2021, settlement of an earn-out related to the acquisition of Wardy IT Solutions was finalised. This involved the issue of 7,046,177 shares in MOQ Limited, as well as a cash payment of $968,849, to PWJAW Pty Ltd, a company of which Peter Ward is a director.

During the year, Monash Private Capital, a company of which Joey Fridman is a director, was engaged at an arm's length basis to consult on various acquisition opportunities. Consulting fees were paid to Monash of $99,464. No amounts related to these services were outstanding as at 30 June 2021.

During the year MOQdigital provided products and services of $193,416 to SGESCO-MAX, a company of which Scott McPherson is a director. At 30 June 2021, $55,950 relating to these services was outstanding.

This directors' report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

David Shein
Non-Executive Chairman
30 August 2021

STATEMENT OF CORPORATE GOVERNANCE

The Board is committed to achieving and demonstrating the highest standards of corporate governance. As such, MOQ Limited and its Group have adopted the fourth edition of the Corporate Governance Principles and Recommendations which was released by the ASX Corporate Governance Council on 27 February 2019 and became effective for financial years beginning on or after 1 July 2020.

The Group's current Corporate Governance Statement for this reporting period is available on MOQ Limited's website at www.moq.com.au/corporate-governance/

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2021

	Notes	2021 $	2020 $
Revenue	6	**71,134,102**	**65,185,592**
Cost of Sales	7	**(55,995,555)**	**(50,637,538)**
Gross Profit		**15,138,547**	**14,548,054**
Other Income	6	**2,403,373**	**1,711,541**
Expenses			
Share based payments		(364,948)	6,381
Depreciation expenses	7	(1,271,681)	(1,196,773)
Amortisation expenses	7	(3,426,734)	(2,910,233)
Employee costs	7	(9,486,101)	(8,279,438)
Legal costs	7	(109,589)	(356,006)
ASX and registry related expenses		(61,674)	(65,758)
Marketing expense		(487,840)	(644,355)
Occupancy expenses		(444,123)	(798,505)
Professional fees	7	(999,973)	(701,215)
Telecommunication carrier expenses		(278,240)	(310,233)
Finance Costs		(144,608)	(103,588)
Other expenses		(1,910,729)	(2,237,138)
Total expenses		**(18,986,240)**	**(17,596,861)**
(Loss) before impairment		**(1,444,320)**	**(1,337,266)**
Impairment Expense		-	(13,281,938)
(Loss) after impairment		**(1,444,320)**	**(14,619,204)**
(Loss) before income tax benefit		**(1,444,320)**	**(14,619,204)**
Income tax benefit	8	433,672	128,685
(Loss) after income tax		**(1,010,648)**	**(14,490,519)**
Other comprehensive (loss) for the year			
Exchange differences on translating foreign subsidiaries		(281,131)	(9,215)
Total comprehensive (loss) for the year		**(1,291,779)**	**(14,499,734)**
(Loss) is attributable to			
MOQ Limited		(1,010,648)	(14,490,519)
		(1,010,648)	**(14,490,519)**
Total comprehensive (loss) is attributable to			
MOQ Limited		(1,291,779)	(14,499,734)
		(1,291,779)	**(14,99,734)**
Earnings per share attributable to equity holders of the parent entity			
Basic (loss) / earnings per share (cents per share)	27	(0.57)	(8.30)
Diluted (loss) / earnings per share (cents per share)	27	(0.57)	(8.30)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2021

	Notes	2021 $	2020 $
Current Assets			
Cash and cash equivalents	9	1,966,646	4,976,105
Trade and other receivables	10	12,627,259	7,455,073
Contract Assets	11	902,887	135,486
Tax Receivable	8	334,337	5,659
Other assets	12	1,319,286	891,060
		17,150,415	13,463,383
Non Current Assets			
Other Assets	12	776,811	937,087
Right of use asset	26	1,915,895	2,274,763
Deferred tax assets	8	2,815,757	2,897,193
Property plant and equipment	13	1,144,289	619,562
Intangibles	14	9,741,398	11,879,765
		16,394,150	18,608,370
Total assets		**33,544,565**	**32,071,753**
Current Liabilities			
Trade and other payables	15	9,487,011	8,902,545
Contract liabilities	16	4,467,715	4,170,625
Provisions	17	3,170,477	2,760,795
Lease liability	26	622,084	620,692
Current tax payable	8	2,207	21,592
		17,749,494	16,476,249
Non - Current Liabilities			
Lease liability	26	1,466,734	1,737,893
Deferred tax liability	8	2,153,909	2,943,363
Provisions	17	364,145	391,645
		3,984,788	5,072,901
Total Liabilities		**21,734,282**	**21,549,150**
Net Assets		**11,810,283**	**10,522,603**
Equity			
Issued capital	18	55,704,569	53,490,057
Reserves	19	353,498	269,681
Accumulated losses	20	(44,247,784)	(43,237,135)
Total Equity		**11,810,283**	**10,522,603**

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2021

	Issued Capital $	Reserves $	Accumulated Losses $	Equity $
Balance as at 1 July 2020	**53,490,057**	**269,681**	**(43,237,136)**	**10,522,602**
Net loss for the year	-	-	(1,010,648)	(1,010,648)
Other comprehensive loss	-	(281,131)	-	(281,131)
Total comprehensive loss for the year	**-**	**(281,131)**	**(1,010,648)**	**(1,291,779)**
Transactions with owners in their capacity as owners	**-**	**-**	**-**	
Issue of share capital	2,214,512	-	-	2,214,512
Option Premium Reserve	-	364,948	-	364,948
Balance as at 30 June 2021	**55,704,569**	**353,498**	**(44,247,784)**	**11,810,283**

	Issued Capital $	Reserves $	Accumulated Losses $	Equity $
Balance as at 1 July 2019	**49,615,752**	**285,277**	**(28,608,079)**	**21,292,950**
Adjustment for adoption of AASB16 (note1)			(138,538)	**(138,538)**
Restated balance as at 1 July 2019	49,615,752	**285,277**	**(28,746,617)**	**21,154,412**
Net loss for the year	-	-	(14,490,519)	(14,490,519)
Other comprehensive loss	-	(9,215)	-	(9,215)
Total comprehensive loss for the year	**-**	**(9,215)**	**(14,490,519)**	**(14,499,734))**
Transactions with owners in their capacity as owners	-	-	-	
Issue of share capital	3,874,305	-	-	3,874,305
Option Premium Reserve	-	(6,381)	-	(6,381)
Balance as at 30 June 2020	**53,490,057**	**269,681**	**(43,237,136)**	**10,522,602**

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

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2021

	Notes	2021 $	2020 $
Cash flow from operating activities			
Receipts from customers		71,454,247	75,197,872
Receipts from other income		2,918,237	1,124,138
Payments to suppliers and employees		(73,008,737)	(72,447,237)
Interest received		10,136	12,403
Interest paid		-	(19,940)
Income taxes received / paid		(604,014)	(311,057)
Net cash provided by operating activities	**28**	769,869	3,556,179
Cash flow from investing activities			
Payment for property plant and equipment	**13**	(894,049)	(109,705)
Payments for intellectual property	**14**	(1,008,724)	(1,002,976)
Payment for deposits		56,454	(37,752)
Acquisition of subsidiaries		(1,107,256)	(1,921,550)
Net cash (used in) investing activities		(2,953,575)	(3,071,983)
Cash flow from financing activities			
Lease payments for right of use assets		(825,754)	(738,697)
Net cash (used in) financing activities		(825,754)	(738,697)
Net decrease in cash and cash equivalents		(3,009,459)	(254,501)
Cash and cash equivalents at beginning of year		4,976,105	5,230,606
Cash and cash equivalents at end of year	**9**	1,966,646	4,976,105

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

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements cover MOQ Limited ("Company or "parent entity") and its controlled entity as a consolidated entity (also referred to as "the Group"). MOQ Limited is a company limited by shares, incorporated and domiciled in Australia. The Group is a for-profit entity and is primarily involved in the information technology industry being the field of software and services.

The separate financial statements of the parent entity, MOQ Limited, have not been presented within this financial report as permitted by the *Corporations Act 2001*.

The consolidated financial statements were authorised for issue by the Board of Directors on 30 August 2021.

The following is a summary of the material accounting policies adopted by the consolidated entity in the preparation and presentation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

(a) Basis of preparation of the financial report

Going concern basis of preparation

The financial statements have been prepared on the basis of going concern which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. Management continually maintains sufficient cash and realisable assets to cover all anticipated entity operating costs and liabilities in the normal course of business, for a period of 12 months or more. This will ensure the entity's ability to continue as a going concern. The Company has access to a working capital debt facility of $2.5M with ANZ bank. The Company has the ability to raise capital as a publicly listed entity.

Statement of Compliance

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

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Company comply with International Financial Reporting Standards ('IFRS'). It is recommended that this financial report be read in conjunction with the public announcements made by MOQ Limited during the year in accordance with the continuous disclosure requirements arising under the *Corporations Act 2001*.

The financial report has been prepared on the historical cost basis.

When required by accounting standards, comparative figures have been adjusted to conform to changes in presentation for the current year. When the Company applies an accounting policy retrospectively, makes a retrospective restatement or reclassifies items in its financial statements, a statement of financial position as at the beginning of the earliest comparative period will be disclosed.

(b) Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations, other than those associated with the issue of a financial instrument, are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

(c) Goodwill

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

- the consideration transferred;
- any non-controlling interest (determined under either the full goodwill or proportionate interest method); and
- the acquisition date fair value of any previously held equity interest over the acquisition date fair value of net identifiable assets acquired.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

(c) Goodwill (cont)

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Fair value re-measurements in any pre-existing equity holdings are recognised in profit or loss in the period in which they arise. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

Goodwill on acquisition of subsidiaries is included in intangible assets.

Goodwill is tested for impairment annually and is allocated to the Group's cash-generating units or groups of cash-generating units, representing the lowest level at which goodwill is monitored being not larger than an operating segment. Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. Further details can be found in Note 14.

(d) Critical accounting estimates

The preparation of the financial statements in conformity with IFRS requires the use of accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2.

(e) Principles of consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (MOQ Limited) and all of the subsidiaries. Subsidiaries are entities that the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in in Note 31.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

(f) Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard. Fair value is the price the Group would receive to sell an asset or would have to pay pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

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

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

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

These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

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

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

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

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

(g) Income tax

The income tax expense/(income) for the year comprises current income tax expense/(income) and deferred tax expense/(income).

Current income tax expense or revenue for the year is the tax payable on the current period's taxable income based on the notional income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

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

Deferred tax assets and liabilities offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax asset and tax liabilities are offset where the entity has a legally enforceable right to offset and intends to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

(h) Tax Consolidation Legislation

The Company and its Australian wholly owned subsidiaries have formed an income tax consolidated group under the tax consolidation legislation for the whole of the financial year. Each entity in the Group recognises its own current and deferred tax liabilities, except for any deferred tax liabilities resulting from unused tax losses and tax credits, which are immediately assumed by the parent entity. The Group notified the Australian tax Office it had formed an income tax consolidated group to apply from 1 June 2015. The tax consolidated group has entered a tax sharing agreement whereby each company in the Group contributes to the income tax payable in proportion to their contribution to the net profit before tax of the tax consolidated group.

(i) Plant and equipment

Each class of plant and equipment is carried at cost less any applicable accumulated depreciation and any accumulated impairment losses. Plant and equipment is measured on the cost basis. The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from those assets.

The recoverable amount is assessed on the basis of the expected net cash flows which will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to present values in determining recoverable amounts.

The depreciated amount of all fixed assets including capitalised leased assets is depreciated on a straight line basis over their useful lives commencing from the time the asset is held ready for use.

The expected useful life of plant and equipment ranges from 3 to 15 years.

The assets' residual values and useful life are reviewed at the balances date. The asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater that its estimated recoverable amount.

Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included net in profit or loss.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised lease assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the consolidated group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Leasehold improvements	Term of lease
Plant and Equipment	33.33- 66.67%

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

(i) Plant and equipment (cont)

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to accumulated losses.

(j) Financial instruments

The Group initially recognises financial assets on the trade date at which the Group becomes a party to a contractual provision of the instrument.

Financial assets are initially measured at cost. If the financial asset is not subsequently measured at fair value through profit or less, the initial measurement includes transaction costs that are directly attributed to the asset's acquisition. The Group subsequently measures financial assets at either amortised costs or fair value.

A financial asset is subsequently measured at amortised cost using the effective interest method and net of any impairment loss, if:

- The asset is held with an objective to collect cash flows; and
- The contractual terms give rise to cash flows that are solely payments of principal and interest.

Financial assets other than those classified as financial assets measured at amortised costs are subsequently measured at fair value with all changes in fair value recognised in profit or loss.

All financial liabilities are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument. Non derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payment and amortisation.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expire. Financial assets and financial liabilities are offset when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the assets and settle the liability simultaneously.

(k) Impairment of financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have occurred after the initial recognition of the asset and that the loss event has a negative effect on the estimated future cash flows of that assets which can be estimated reliably.

The Group considers evidence of impairment for receivables at both a specific and collective level. All individually significant receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified.

(l) Impairment of non-financial assets

Intangible assets are tested annually for impairment or more frequently if changes in circumstances indicate that they might be impaired.

At each reporting date the Group assesses whether there is any indication that individual assets are impaired. Where impairment indicators exist, recoverable amount is determined and impairment losses are recognised in profit or loss where the asset's carrying value 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 purpose of assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current marked assessment of the time value of money and the risks specific to the asset.

(m) Intangible assets

Customer contracts acquired as part of a business combination are recognised separately from goodwill. The customer contracts are carried at fair value at the date of acquisition less accumulated amortisation and impairment losses. Fair value is assessed based on the income streams generated from customer contracts after allowing for cost specific to the generation of those income streams. In the assessment of the carrying value of the intangible assets costs not related to the generation of the contract related income streams were excluded. These intangibles are separate from the business to which they relate and have been assessed on this basis. Amortisation is calculated based on the timing of projected cash flows of the contracts over their estimated useful lives, which at present are 3 years to 8 years.

Software acquired as part of a business combination is recognised separately from goodwill. The software is carried at fair value at the date of acquisition less accumulated amortisation and impairment losses. Amortisation is calculated based on the timing of projected cash flows of the contracts over their estimated useful lives, which at present are 3 years.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

(m) Intangible assets (cont)

Software created internally is carried at fair value less accumulated amortisation and impairment losses. Amortisation is calculated based on the timing of projected cash flows over their estimated useful lives, which at present are 5 years.

(n) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax.

If the entity reacquires its own equity instruments, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable costs net of any taxes is recognised directly in equity.

(o) Foreign currency transactions and balances

The functional currency of each entity in the consolidated entity is measured using the currency of the primary economic environment in which that consolidated entity operates. The consolidated financial statements are presented in Australian dollars which is the consolidated entity's functional and presentation currency.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated using the spot rate at the end of the financial year. Non monetary items measured at historical cost continue to be carried at the date of the transaction. Non monetary items measured at fair value are reported at the exchange rate at the date when the fair values were determined. Material exchange differences arising on the translation of monetary items are recognised in profit or loss except where deferred in equity as a qualifying cash flow or net investment hedge. Material exchange differences arising on the translation of non monetary items are recognised in equity to the extent that the gain or loss is directly recognised in equity otherwise the exchange is recognised in profit or loss.

(p) Employee benefits

Wages and salaries and annual leave

Liabilities for wages and salaries, and annual leave, including non monetary benefits, expected to be settled within 12 months of the reporting date are recognised in other payables, in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled, on an undiscounted basis.

Long service leave

The liability for long service leave and annual leave which is not expected to be settled within 12 months of the reporting date are recognised in the provision for employee benefits and measured as the present value of expected future payments to be made for 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 currency that match as closely as possible the estimated future cash outflows.

Termination benefits

Termination benefits are payable when employments are terminated before the normal retirement date, or when the employee accepts voluntary redundancy in exchange for these benefits.

The Group recognises termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal or providing termination benefits as a result of an offer made to encourage voluntary redundancy. Benefits falling due more than 12 months after reporting date are discounted to present value.

(q) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the Statement of Financial Position date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

(r) Cash and cash equivalents

Cash and cash equivalents include cash on hand and at banks, deposits held on call with banks, other short term highly liquid investments with an original maturity date of three months or less held and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in Statement of Financial Position.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

(s) Revenue

Revenue is measured at the fair value of the consideration received or receivable.

The group has identified the following main categories by segment:

- Technology – sale of ICT hardware, software and licensing
- Professional Services – Infrastructure, Cloud, Data & Analytics, Consulting Professional Services and SkoolBag application set up, web hosting and online marketing services.
- Recurring Services – Managed Services, SkoolBag Mobile App services.

(i) Rendering of Recurring Services – Recurring Services – Managed Services

Managed Services & Mobile App revenues primarily derives from provision of IT infrastructure, cloud, data and analytics service desk and outsourced IT services. Where consideration is received in advance of performance, it is initially recorded as deferred revenue. Revenue is recognised as the performance obligations are satisfied which is considered to be evenly over the contracted term.

(ii) Rendering of Services – Professional Services

Revenue from professional services for Infrastructure, Cloud, Data & Analytics and Consulting are recognised over time either by reference to the stage of completion of the contracts, or by the labour hours incurred to date if provided for contractually. Stage of completion is measured by reference to labour hours incurred to date as a percentage of total estimated labour hours for each contract. Where the outcome cannot be reasonably measured, revenue is only recognised to the extent of the recoverable costs incurred to date of the performance obligation.

(iii) Rendering of Services – SkoolBag application set up

Application set up revenues consist of fees charged for the setting up of the mobile application for customers. Where the Group has an enforceable right to payment for performance completed and no alternative use for the asset, it recognises revenue at the point of completion of the set up when the performance obligations have been satisfied, as per AASB 15.

(iv) Rendering of Services – SkoolBag web hosting

Hosting revenue primarily derives from website hosting services. Where consideration is received in advance of performance, it is initially recorded as deferred revenue. Revenue is recognised as the performance obligations are satisfied which is considered to be evenly over the contracted term.

(v) Rendering of Services – SkoolBag Online marketing

Online marketing revenue consists of rebates received from advertisers for successful customer sign-ups to advertiser services. Revenue is recognised at the point where advertisers confirm the rebates have been earned.

(vi) Technology Sales and Transaction prices

The Group's customer contracts may include multiple performance obligations. In these cases the Group allocates the transaction price to each performance obligation based on the relative standalone selling prices of each distinct service. Standalone selling prices are determined based on prices charged to customers for individual products and services taking into consideration the size and length of contracts, service rate cards and the Group's overall go to market strategy.

(vii) Principal versus agent considerations

The Group acts as an agent for vendors of Cloud Services and recommends such services to customers where appropriate. Where consumption of such services meet certain criteria set by the vendor, the Group may be entitled to rebates. Such rebates are recognised in arrears upon confirmation by the vendors of the rebates earned.

(viii) Customer acquisition costs

Incremental costs of obtaining a contract with a customer are capitalised when expected to be recovered under the contract.

Where costs are incurred in transitioning a Managed Services contract, such costs are capitalised and amortised over the expected period of benefit. AASB 15 allows entities to immediately expense costs which would have been amortised within a year or less and for such situations the Group recognises the incremental costs of obtaining contracts as an expense when incurred.

All revenue is stated net of the amount of goods and services tax (GST).

(t) New amended standards adoped by the Group (or Company)

The Group (or the Company) has considered the implications of new and amended Accounting Standards which have become applicable for the current financial reporting period.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

(t) New amended standards adoped by the Group (or Company) (cont)

Initial adoption of AASB 2020-04: COVID-19-Related Rent Concessions

AASB 2020-4: Amendments to Australian Accounting Standards – COVID-19-Related Rent Concessions amends AASB 16 by providing a practical expedient that permits lessees to assess whether rent concessions that occur as a direct consequence of the COVID-19 pandemic and, if certain conditions are met, account for those rent concessions as if they were not lease modifications.

Initial adoption of AASB 2018-6: Amendments to Australian Accounting Standards – Definition of a Business

AASB 2018-6 amends and narrows the definition of a business specified in AASB 3: Business Combinations, simplifying the determination of whether a transaction should be accounted for as a business combination or an asset acquisition. Entities may also perform a calculation and elect to treat certain acquisitions as acquisitions of assets.

Initial adoption of AASB 2018-7: Amendments to Australian Accounting Standards – Definition of Material

This amendment principally amends AASB 101 and AASB 108 by refining the definition of material by improving the wording and aligning the definition across the standards issued by the AASB.

Initial adoption of AASB 2019-3: Amendments to Australian Accounting Standards – Interest Rate Benchmark

This amendment amends specific hedge accounting requirements to provide relief from the potential effects of the uncertainty caused by interest rate benchmark reform.

Initial adoption of AASB 2019-1: Amendments to Australian Accounting Standards – References to the Conceptual Framework

This amendment amends Australian Accounting Standards, Interpretations and other pronouncements to reflect the issuance of Conceptual Framework for Financial Reporting by the AASB.

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

(u) Leases

Right of use assets

A right of use asset is recognised at the commencement date of the lease. The right of use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right of use assets are depreciated on a straight line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over the estimated useful life. Right of use assets are subject to impairment or adjusted remeasurement of lease liabilities.

Lease liabilities

A lease liability is recognised at the commencement date of the lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if the rate cannot be readily determined, the Group's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentive receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual guarantees, exercise price of a purchase option where the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or rate used; residual; guarantee; lease term; certainty of a purchase option and termination penalties. When a lease lability is remeasured, an adjustment is made to the corresponding right of use asset, or the profit or loss if the carrying amount of the right of use asset is fully written down.

Short term leases and leases of low value

The Group applies the low-value assets recognition exemption to leases of office equipment that are considered of low value ($10,000 or less). Lease payments on short term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term).

The Group currently has a number of short-term leases which are being expensed directly to the profit and loss, on a straight line basis over the lease term.

(v) Finance costs

Finance costs are expenses in the period in which they are incurred and reported in the profit and loss.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

(w) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares. Potential ordinary shares are anti-dilutive when their conversion to ordinary shares would increase earnings per share or decrease loss per share from continuing operations.

(x) Trade and other receivables

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

The Group assess impairment of trade receivables on a collective basis as they possess credit risk characteristics based on the days past due. The Group writes off fully any amounts that are more than 90 days past due.

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

(y) Contract Assets

Contract assets is stated as the aggregate of costs incurred to date plus recognised profits less recognised losses and progress billings. Cost includes all costs directly related to specific contracts, and an allocation of overhead costs attributable to contract activity in general.

Project revenue has been recognised on the basis of the terms of the contract adjusted for any variations or claims allowable under the contract. Any credit balance in contract assets is reclassified as contract liabilities. Where losses are anticipated they are provided for in full.

When the outcome of the project cannot be estimated reliably, revenue is only recognised to the extent that the costs incurred are recoverable.

(z) Trade and other payables

Trade and other payables represent the principal amounts outstanding at balance date, plus, where applicable, any accrued interest. These amounts are unsecured and are usually settled within 30 days of recognition.

(aa) Operating segments

The Company has identified its operating segments based on internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) to make financial and operational decisions and to allocate resources. We attribute sales to an operating segment based on the type of product or service provided to the customer.

We have identified three reportable segments, as follows:

- Technology Sales – provision of vendor hardware, software and associated licenses and maintenance contracts;
- Professional Services – provision of a range of specialist services including consulting, project management, infrastructure, cloud and data analytics services to assist clients with strategy, architecture, design, development and implementation of ICT solutions; and
- Recurring Services – a combination of managed services including operations, support and ICT management, as well as a range of in-house developed commercialised IP and Cloud (SAAS) based solutions.
- Unallocated/Corporate – this segment captures general miscellaneous income, operating expenses and corporate costs that have not been otherwise allocated to the other reportable segments.

The consolidated entity primarily services clients in one geographical segment being Australia, with support from Australia, Sri Lanka and New Zealand. However, there are no material revenues generated outside of Australia, and as a result no additional geographical segment information has been provided.

(bb) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont)

(bb) Goods and Services Tax (GST) (cont)

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

(cc) New Accounting Standards for Application in Future Periods

The Group will assess the Accounting Standards and Interpretations issued by the AASB that are not yet mandatorily applicable to the Group, together with an assessment of the potential impact of such pronouncements on the Group when adopted in future periods. For the FY21 year there are no new accounting standards to assess.

At the date of authorisation of the financial statements, the Standards and Interpretations listed below were in issue but not yet effective. The impact of some of these standards has not been assessed yet.

Standard / Implementation	Effective for annual reporting period beginning on or after	Expected to be initially applied in the financial year ending
AASB 17 Insurance Contracts	1 January 2023	30 June 2024
AASB 1060 General Purpose Financial Statements – Simplified Disclosures for For-Profit and Not-for-Profit Tier 2 Entities	1 July 2021	30 June 2022
AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	1 January 2022	30 June 2023
AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as current or Non-current	1 January 2022	30 June 2023
AASB 2020-2 Amendments to Australian Accounting Standards – Removal of Special Purpose Financial Statements for Certain For-Profit Private Sector Entities	1 July 2021	30 June 2022
AASB 2020-3 Amendments to Australian Accounting Standards – Annual Improvements 2018–2020 and Other Amendments	1 January 2022	30 June 2023
AASB 2020-5 Amendments to Australian Accounting Standards – Insurance Contracts	1 January 2021	30 June 2022
AASB 2020-7 Amendments to Australian Accounting Standards – Covid-19-Related Rent Concessions: Tier 2 Disclosures	1 July 2021	30 June 2022
AASB 2020-8 Amendments to Australian Accounting Standards – Interest Rate Benchmark Reform – Phase 2 - September 2020	1 January 2021	30 June 2022
AASB 2020-9 Amendments to Australian Accounting Standards – Tier 2 Disclosures: Interest Rate Benchmark Reform (Phase 2) and Other Amendments - December 2020	1 July 2021	30 June 2022
AASB 2021-1 Amendments to Australian Accounting Standards – Transition to Tier 2: Simplified Disclosures for Not-for-Profit Entities - March 2021	1 July 2021	30 June 2022
AASB 2021-2 Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates	1 January 2023	30 June 2024

(dd) Government Grants

Government grants are recognised when there is reasonable certainty that the grant will be received and all grant conditions are met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating.

Government grants include amounts received or receivables under the Federal Governments' Jobkeeper Payment Scheme and Cash Flow Boost Scheme, which provide temporary subsidies to eligible businesses significantly affected by COVID 19. The company has booked these payments in Other Income (see Note 31).

The Directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assumed a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

NOTE 2: CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Key Estimates

Impairment of Non-Current Assets
The Company assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to an impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Expected Credit Losses
The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, historical collection rates and specific knowledge of the individual debtors' financial position.

Impairment of goodwill
Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise.

Taxation
The Group's accounting policy for taxation requires management's judgment in assessing whether deferred tax assets and deferred tax liabilities are recognized in the Statement of Financial Position. Deferred tax assets, including those arising from un-recouped tax losses and temporary differences are recognized only where it is considered more likely than not that they will be recovered, which is dependent upon the generation of sufficient future taxable profits.

Assumptions about the generation of future profits depend upon management's estimates of future profitability and cash flows. These depend upon estimates of future income, operating costs, capital expenditure, dividends and other capital management transactions. Judgments and assumptions are also required in relation to the application of income tax legislation. These judgments and assumptions are subject to risk and uncertainty. Therefore there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets and deferred tax liabilities recognized in the Statement of Financial Position and the amount of tax losses and temporary differences not yet recognized. In such circumstances, some or all of the carrying amounts of recognized deferred tax assets and liabilities may require adjustment, resulting in a correction to the Statement of Profit or Loss and Comprehensive Income.

Share-based payments
The fair value of options issued under the MOQ Limited Employee Incentive Plan is measured by reference to the fair value of options granted. The fair value estimate is based on the Black Scholes option-pricing model. The contractual life of the options is used as an input into the model. Further information regarding assumptions is included in Note 18.

Provision for Wardy IT Solutions earn-out
Determining the provision for earn-out requires management's judgement, supplemented by experience of similar transactions and advice from experts. The best estimate provision has been arrived at by applying these principles and with the available information at hand. The earn out for the acquisition of Wardy IT Solutions was fully settled by 30 June 2021.

NOTE 3: FINANCIAL RISK MANAGEMENT

Recoverability of Contract Assets
The Company assesses contract assets on a monthly basis to determine whether the amounts accrued are recoverable to the Group when billed to customers. At the reporting date, the directors believe that the carrying value of contract assets is recoverable in full.

Valuation of Provisions
The Company has assessed the value of provisions at the reporting date in line with the accounting policy at Note 1(q).

Risk management is the role and responsibility of the Board. The Group's current activities expose it to minimal risk. However, as activities increase there may be exposure to credit, liquidity, foreign currency and interest rate risks.

Determination of Intangible Property Acquired
The company has assessed the value of intangible property acquired from the acquisition of Skoolbag and Wardy IT Solutions using management's judgement in determining the fair values of the property acquired.

(a) Credit Risk

The Group has five large debtor amounts of $5.8M (46% of total debtors) as at 30 June 2021. As at the date of the report, $2.5M has been received. There are no other significant concentrations of credit risk. As there are no other major concentration of debtors, no sensitivity analysis has been prepared by the Group. The ageing of the Group's trade and other receivables net of expected credit losses of $736,360 at the reporting date is:

NOTE 3: FINANCIAL RISK MANAGEMENT (cont)

(a) Credit Risk (cont)

	2021 $	2020 $
Current	10,363,457	6,106,602
30 - 60 days	1,123,037	667,815
60 - 90 days	938,471	269,222
More than 90 days	202,294	411,434
	12,627,259	7,455,073

The directors believe that the above stated balances are fully recoverable.

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The loss allowance provision as at 30 June 2021 is determined as follows; the expected credit losses also incorporate forward-looking information.

(b) Liquidity

Prudent liquidity risk management implies maintaining sufficient cash to meet commitments as and when they fall due. The Group manages liquidity risk by preparing forecasts and monitoring actual cash flows and requirements for future capital raisings. The Group has a committed credit line available of $2.5M with ANZ Bank, which is appropriate given the nature of its operations. Surplus funds are invested in a cash management account with Westpac Banking Corporation and St George which is available as required.

The material liquidity risk for the Group is the ability to raise equity or access debt finance as required in the future.

(c) Interest rate risk

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is:

	Floating Interest Rate $	1 year or less Fixed Interest Rate $	Non Interest Bearing $	Over 1 to 5 years Non Interest Bearing $	Total $
30 June 2021					
Financial assets					
Cash and deposits	1	-	1,966,645	-	1,966,646
Current receivables	-	-	12,627,259	-	12,627,259
Right of use asset	-	-	1,915,895	-	1,915,895
Contract assets	-	-	902,887	-	902,887
Other assets	-	-	-	593,902	593,901
	1	-	17,412,686	593,902	18,006,588
Weighted average interest rate	0%				
Financial liabilities					
Trade and other payables	-	-	(9,487,012)	-	(9,487,011)
Lease liability	-	(622,084)	-	(1,466,734)	(2,088,818)
Contract liabilities	-	-	(4,467,715)	-	(4,467,715)
Tax Payable	-	-	(2,207)	-	(2,207)
	-	(622,084)	(13,956,933)	(1,466,734)	(16,045,751)
Weighted average interest rate	0%				
Net financial assets / (liabilities)	1	(622,084)	3,455,753	(872,832)	1,960,837

The directors do not consider the results of the Group to be subject to significant sensitivity arising from interest rate risks.

NOTE 3: FINANCIAL RISK MANAGEMENT (cont)

(c) **Interest rate risk (cont)**

	Floating Interest Rate $	1 year or less Fixed Interest Rate $	Non Interest Bearing $	Over 1 to 5 years Non Interest Bearing $	Total $
30 June 2020					
Financial assets					
Cash and deposits	1,290,188	-	3,685,917	-	4,976,105
Current receivables	-	-	7,455,073	-	7,455,073
Right of use asset	-	-	2,274,763	-	2,274,763
Other assets	-	-	35,816	583,866	619,682
	1,290,188	-	13,451,569	583,866	15,325,623
Weighted average interest rate	0%				
Financial liabilities					
Trade and other payables	-	-	(8,902,545)	-	(8,902,545)
Lease liability	-	-	(620,692)	(1,737,893)	(2,358,585)
Tax Payable	-	-	(21,592)	-	(21,592)
	-	-	(9,544,829)	(1,737,893)	(11,282,722)
Weighted average interest rate	Nil				
Net financial assets	1,290,188	-	3,906,740	(1,154,027)	4,042,901

(d) **Foreign currency risk**

The Group has subsidiaries in Sri Lanka and New Zealand, which serves primarily as service and support centres. As all intercompany loans are repayable in AUD$, the group is not materially exposed to foreign currency risk and as such, no sensitivity analysis has been made by the Group.

(e) **Fair value hierarchy**

The Group has not disclosed the fair values for financial instruments such as short-term trade receivables and payables because their carrying amounts are a reasonable approximation of their fair values.

NOTE 4: SEGMENT INFORMATION

The segment information provided to the Board of directors, for the reportable segments* is as follows:

30 June 2021	Recurring Services $	Professional Services $	Technology Sales $	Unallocated / Corporate $	Total $
Revenue from external customers	**21,872,942**	**24,361,872**	**24,899,288**	**-**	**71,134,102**
Other income	-	-	-	**2,403,373**	**2,403,373**
Total Reportable Segment results	**8,188,635**	**3,105,542**	**3,844,370**	**(16,582,867)**	**(1,444,320)**
Total segment assets	-	-	-	33,544,565	**33,544,565**
Total segment liabilities	-	-	-	21,734,282	**21,734,282**
30 June 2020					
Revenue from external customers	**20,094,559**	**21,442,198**	**23,648,835**	**-**	**65,185,592**
Other income	-	-	-	**1,711,541**	**1,711,541**
Total Reportable Segment results	**7,214,930**	**3,408,049**	**3,925,075**	**(29,167,258)**	**(14,619,204)**
Total segment assets	-	-	-	32,071,753	**32,071,753**
Total segment liabilities	-	-	-	21,549,150	**21,549,150**

*please refer to Note 1(aa) for a description of each of the Reportable Segments.

NOTE 5: PARENT ENTITY DETAILS

Summarised presentation of the parent entity, MOQ Limited:

(a) Summarised statement of financial position

	2021 $	2020 $
Assets		
Current assets	533,714	201,741
Non current assets	8,979,290	10,703,252
Total assets	9,513,004	10,904,993
Liabilities		
Current liabilities	(60,878)	(2,824,537)
Non current liabilities	(3,457,007)	(1,381,295)
Total liabilities	(3,517,885)	(4,205,832)
Net assets	**5,995,119**	**6,699,160**
Equity		
Share Capital	55,704,569	53,490,057
Reserves	837,178	472,230
Accumulated losses	(50,546,628)	(47,263,127)
Total equity	5,995,119	6,699,160

(b) Summarised statement of comprehensive income

	2021 $	2020 $
(Loss) for the year after tax	(3,283,501)	(15,923,690)
Total comprehensive (loss) for the year	(3,283,501)	(15,923,690)

(c) Guarantees entered into by the parent

The parent has provided a guarantee for the ANZ working capital loan facility.

(d) Contingent liabilities of the parent

The parent does not have any contingent liabilities other than disclosed in this report.

(e) Commitments of the parent

The parent does not have any commitments other than disclosed in this report.

NOTE 6: REVENUE AND OTHER INCOME

	2021 $	2020 $
(a) Revenue from operations	71,134,102	65,185,592
(b) Other income		
Interest received	10,136	12,403
Other income	396,237	(2,362)
Government Grants[1]	1,997,000	1,701,500
	2,403,373	1,711,541
Total revenue and other income	73,537,475	66,897,133

[1] Government grants include $1,947,000 for Jobkeeper and $50,000 for Cashflow Boost (2020: Jobkeeper of $1,839,000 and Cashflow Boost of $158,000).

NOTE 7: OPERATING (LOSS)

(Loss) /profit before income tax includes the following expenses:

		2021 $	2020 $
(a)	Cost of sales		
	Technology	21,054,918	19,723,760
	Recurring services	13,684,307	12,879,629
	Professional services	21,256,330	18,034,149
		55,995,555	50,637,538
(b)	Depreciation – office equipment, software and right of use asset	1,271,681	1,196,773
	Amortisation – intangible assets	3,426,734	2,910,233
		4,698,415	4,107,006
(c)	Employee benefits, other labour and related expenses		
	Wages and salaries	7,225,489	6,363,534
	Superannuation	652,019	591,532
	Other employee benefits expenses	1,608,593	1,324,372
		9,486,101	8,279,438
(d)	Legal costs	109,589	356,006
(e)	Professional fees		
	Consultants fees	757, 453	468,821
	Compliance fees	236,309	223,526
	Other Fees	6,211	8,868
		999,973	701,215

NOTE 8: INCOME TAX

		2021 $	2020 $
(a)	**The components of tax benefit / (expense) comprise:**		
	Current tax	340,657	(165,447)
	Deferred tax	(774,329)	294,132
		433,672	128,685
(b)	**Numerical Reconciliation of Income Tax Expense to Prima Facie Tax Payable**		
	(Loss) before income tax expense	(1,444,320)	(14,619,204)
	Income tax calculated at 30% (2020 : 30%)	(433,296)	4,385,761
	Tax rate differential	(119,295)	(30,465)
	Other expenditure not allowed for income tax purposes	55,354	(4,151,580)
	Over Provision in respect of prior years	39,187	(18,722)
	Other income for income tax purposes	-	(16)
	Temporary income tax differences	24,377	(389,334)
	Tax effect of tax losses able to be utilised due to private tax ruling	-	333,041
	Income tax (expense) / benefit	(433,672)	(128,685)
	The applicable weighted average effective tax rates are as follows:	30.02 %	0.88%

NOTE 8: INCOME TAX (continued)

	2021 $	2020 $
(c) Tax effects relating to other comprehensive income		
There is no tax effect relating to components of other comprehensive income.		
(d) Unrecognised Tax losses		
Potential tax benefit at 30% (2020: 30%)	-	-

(e) Current tax payable / recoverable

Current tax payable is $2,207, relating to income tax for MOQdigital NZ Limited

Current tax receivable for the group is $334,337 for MOQ Limited. All calculations are subject to review by the Australian Tax office upon filing of the financial year 2021 tax return.

(f) Recognised deferred tax assets and liabilities

Deferred income tax balances at 30 June 2021 relate to the following:

	2021 $	2020 $
(i) Deferred tax liabilities		
Right of use asset	(462,056)	(604,826)
Contract assets	(270,866)	(64,927)
Acquired customer contracts	(1,420,988)	(2,273,610)
Deferred Tax Liabilities	(2,153,909)	(2,943,363)
(ii) Deferred tax assets		
Provisions	855,706	610,356
M&A costs	286,463	245,304
Contract liabilities	389,104	675,245
Employee obligations	862,939	757,150
Lease liabilities	421,545	609,138
Deferred Tax Assets	2,815,757	2,897,193

(g) Tax consolidation

For the purposes of income taxation MOQ Limited and its 100% Australian owned subsidiaries form a tax consolidated group. The head entity of the consolidated group is MOQ Limited.

The head entity is responsible for the liabilities of the group. Intra group transactions are ignored for tax purposes and there is a single return lodged on behalf of the Australian entities in the Group.

NOTE 9: CASH AND CASH EQUIVALENTS

	2021 $	2020 $
Cash at bank*	1,966,646	4,976,105
	1,966,646	4,976,105

*The Group has a working capital loan facility of $2.5M with ANZ Bank, which was unutilised as at 30 June 2021.

NOTE 10: TRADE AND OTHER RECEIVABLES

	2021 $	2020 $
Trade receivables	13,350,802	7,496,498
Expected credit losses	(736,360)	(596,525)
Other receivables	12,817	555,100
	12,627,259	7,455,073

Management believes that any debts that have not provided for and are past due by more than 30 days are still collectible in full based on historic payment behaviour. The amounts that are past due but not impaired are $3,723,705 at 30 June 2021. Please refer to Note 3(a) for a further breakdown of the ageing of receivable amounts.

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The loss allowance provision at the 30th June 2021 is determined as follows; the expected credit losses also incorporate forward-looking information.

2021	Current $'000	> 30 days past due $'000	> 60 days past due $'000	> 90 days past due $'000	Total $'000
Gross Carrying amount	10,363,457	1,123,037	938,471	925,838	13,350,802
Loss allowing provision	-	-	$391,443	$344,917	$736,360

NOTE 11: CONTRACT ASSETS

	2021 $	2020 $
Contract assets	902,887	135,486
	902,887	135,486

A contract asset is recognised for work previously performed. When invoicing takes place, any amount that has previously been classified as a contract asset will be reclassified to trade receivables.

NOTE 12: OTHER ASSETS

	2021 $	2020 $
(a) OTHER ASSETS - CURRENT		
Deposits	23,928	39,401
Prepayments	1,161,389	681,347
Other	133,969	170,312
	1,319,286	891,060
(a) OTHER ASSETS – NON-CURRENT		
Deposits	556,862	583,159
Other	219,949	353,928
	776,811	937,087

NOTE 13: PROPERTY, PLANT AND EQUIPMENT

	Leasehold Improvements $	Office Equipment & Software $	Total $
At 30 June 2021			
Cost	1,293,132	1,633,930	2,927,062
Accumulated depreciation	(773,276)	(1,009,497)	(1,782,773)
	519,856	624,433	1,144,289
At 30 June 2020			
Cost	862,984	1,213,100	2,076,084
Accumulated depreciation	(602,450)	(854,072)	(1,456,522)
	260,534	359,028	619,562

Reconciliation of carrying amounts at the beginning and end of the year:

	Leasehold Improvements $	Plant and Equipment $	Total $
At 1 July 2020	260,534	359,028	619,562
Additions	441,747	541,074	982,821
Disposals	-	(24,384)	(24,384)
Depreciation	(175,533)	(232,557)	(408,091)
Foreign currency translation differences	(6,891)	(18,729)	(25,620)
At 30 June 2021	519,856	624,433	1,144,289
At 1 July 2019	444,818	438,536	883,354
Additions[1]	-	203,902	203,902
Disposals	-	(14,539)	(14,539)
Depreciation	(182,337)	(263,870)	(446,207)
Foreign currency translation differences	(1,947)	(5,001)	(6,947)
At 30 June 2020	260,534	359,028	619,563

[1]$94,197 plant and equipment asset were acquired on 1st September 2019 as part of the acquisition of Wardy IT Solutions.

NOTE 14: INTANGIBLE ASSETS

	2021 $	2020 $
Goodwill on acquisition of Wardy IT Solutions	1,840,440	1,500,798
Intangible Property Acquired Skoolbag	250,678	339,153
	2,091,118	1,839,951
Intangible Property – Skoolbag software development -cost	3,453,575	2,444,851
Intangible Property – Skoolbag software development – accumulated depreciation	(919,917)	(484,465)
	2,533,658	1,960,386
Intangible Property - Wardy IT Solutions acquired customers	9,946,906	9,946,906
Intangible Property - Wardy IT Solutions acquired customers – accumulated depreciation	(5,210,284)	(2,368,311)
Intangible Property - Wardy IT Solutions acquired website	-	5,000
Intangible Property - Wardy IT Solutions acquired website – accumulated depreciation	-	(4,167)
Intangible Property - Wardy IT Solutions acquired intangible	600,000	600,000
Intangible Property - Wardy IT Solutions acquired intangible – accumulated depreciation	(220,000)	(100,000)
	5,116,622	8,079,428
	9,741,398	11,879,765

Reconciliation of carrying amounts at the beginning and end of the year:

	Skoolbag software development $	Wardy IT Solutions Intangible $
At 1 July 2020	1,960,386	8,079,428
Additions	1,008,724	-
Disposals	-	(833)
Amortisation	(435,452)	(2,961,973)
At 30 June 2021	2,533,658	5,116,622
At 1 July 2019	1,246,121	-
Additions	1,002,976	10,551,906
Disposals	-	-
Amortisation	(288,711)	(2,472,478)
At 30 June 2020	1,960,386	8,079,428

Impairment Testing:

Goodwill arising from a business combination is allocated to CGUs (cash generating units) or groups that are expected to benefit from the synergies of the combination. During FY21, Wardy IT Solutions' operations were integrated into MOQdigital. Therefore, for the purposes of impairment testing, goodwill and acquired customer relationships (which is being amortised over 3.5 years) has been allocated to MOQ's CGUs as follows. The goodwill amount for Wardy IT Solutions is $1,840,440 which is being split evenly across Professional Services and Managed Services:

	2021 $	2020 $
Skoolbag*	2,784,335	2,299,539
MOQdigital – Professional Services	3,478,531	4,039,714
MOQdigital – Managed Services	3,478,531	4,039,714
	9,741,397	10,378,967

* The Skoolbag 2021 CGU amount is entirely related to the software development and the acquired customer relationships.

NOTE 14: INTANGIBLE ASSETS (cont)

The recoverable amounts were based on fair values estimated using discounted cash flows.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represents management's assessment of future trends in the ICT industry and have been based on data from both external and internal sources.

Skoolbag	2021
Discount rate	11%
Terminal Value Growth Rate	2.5%
MOQdigital	**2021**
Discount rate	11%
Terminal Value Growth Rate	2.5%

The discount rate was a post-tax measure estimated based on a conservative mix of historical weighted average cost of capital and debt.

The cashflow projections included specific estimates for 3 years for MOQDigital and 3 years for Skoolbag. The basis of estimation of the three-year cash flows uses the following key operating assumptions:

- Three year budgeted EBITDA is based on management's forecasts of revenue from its operating segments. Revenue forecasts take into account historical revenue and consider external factors such as market sector.
- Costs are calculated taking into account historical margins, known increases and estimated inflation rates over the period.

The estimated recoverable amount of the CGUs exceeded their carrying amounts by $20.7M for MOQdigital – Professional Services, $15.5M for MOQdigital – Managed Services and $23.3M for Skoolbag. Management recognises that actual results (EBITDA) may vary to what has been estimated. Management has identified that a possible change in either of two key assumptions could cause the carrying amount to exceed the recoverable amount. The following table shows the amount by which these two assumptions would need to change individually for the estimated recoverable amount to be equal to the carrying amount.

	MOQdigital - Managed Services 2021	MOQdigital - Professional Services 2021	Skoolbag 2021
Discount Rate	36%	36%	57%
Average Budgeted EBITDA growth rate	16%	20%	41%

NOTE 15: TRADE AND OTHER PAYABLES

	2021 $	2020 $
Trade creditors	6,872,668	3,680,400
Other payables and accrued expenses*	2,614,343	5,222,145
	9,487,011	8,902,545

* Included in other payables at 30 June 2020 is an amount of $2,612,306 provided for in respect of the Wardy earn-out. The balance was settled at 16 June 2021 and no balance was owing at 30 June 2021.

There are no trade and other payables that are considered past due.

NOTE 16: CONTRACT LIABILITIES

	2021 $	2020 $
CURRENT		
Contract liabilities – subscription, consulting and licenses	4,467,715	4,170,625
	4,467,715	4,170,625

A contract liability is recognised in relation to revenue associated with services billed in advance as per contract milestones.

There were no significant changes in the contract liability balances during the 2021 year.

NOTE 17: PROVISIONS

	2021 $	2020 $
CURRENT		
Employee entitlements		
- Provision for Annual Leave	2,063,385	1,643,389
- Provision for Long Service Leave	1,107,092	1,117,406
	3,170,477	2,760,795
NON-CURRENT		
Employee entitlements		
- Provision for Long Service Leave	244,145	221,645
- Provision for Makegood	120,000	170,000
	364,145	391,645

Employee provisions includes the total amount accrued for annual leave entitlements and the amounts accrued for long service leave entitlements that have vested due to employees having completed the required period of service. Based on past experience, the company does not expect the full amount of annual leave or long service leave balances classified as current liabilities to be settled within the next 12 months. However, these amounts must be classified as current liabilities since the company does not have an unconditional right to defer the settlement of these amounts in the event employees wish to use their leave entitlement.

NOTE 18: SHARE CAPITAL

(a) Details of share issues

	2021		2020	
	No. Of Shares	Share Value $	No. Of Shares	Share Value $
Balance at the beginning of the year	177,463,641	53,490,057	161,320,702	49,615,752
Acquisition of Wardy IT Solutions	8,052,774	2,214,512	16,142,939	3,874,305
Balance at the end of the year	185,516,415	55,704,569	177,463,641	53,490,057

For the 2021 financial year:

Holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at shareholder meetings, otherwise each member present at a meeting or by proxy has one vote on a show of hands. In the event of the winding up of the Company, ordinary shareholders rank after creditors and share in any proceeds on winding up in proportion to the number of shares held.

NOTE 18: SHARE CAPITAL (cont)

(b) Options

	Balance at 30/06/2021	Balance at 30/06/2020	Exercise price	Expiry
Unlisted	10,636,353	-	$0.181	01/01/2025
Unlisted	1,909,089	-	$0.209	01/01/2025
Unlisted	-	2,436,358	$0.275	01/09/2020
Unlisted	-	2,109,088	$0.255	01/07/2022
Total	12,545,442	4,545,446		

(c) Share based payments

The Company has the following share option scheme in place:

Employee share option scheme

The Group established the Employee Share Option Plan (ESOP) on 16th May 2016 as a long-term incentive scheme to recognise talent and motivate employees to strive for Group performance. Employees are granted options which vest over 3 years, subject to meeting the criteria set out in the ESOP. The options are issued for no consideration and carry no entitlements to voting rights or dividends of the group.

On 22 September 2020, 3,854,540 unlisted employee share options were cancelled. On 1 January 2021, 9,545,445 share options were granted to employees of the Group at an exercise price of $0.181. On 4th February 2021, 1,090,908 share options were issued at an exercise price of $0.181. A further 1,909,089 share options were granted on 2 March 2021 at an exercise price of $0.209. The options are exercisable on or before 1 January 2025. The options hold no voting or dividend rights and are not transferrable.

The fair value of options issued is calculated by using a Black Scholes option pricing model. Historical volatility has been the basis for determining expecting share price volatility as it assumed that this is indicative of potential future movements, which may not eventuate. This method includes the inputs set out in the table below.

Expiry Date	1 Jan 2025	01 Jan 2025
Share price of the asset at the grant date	$0.170	$0.215
Exercise price ($)	$0.181	$0.209
Risk free rate	0.36%	0.36%
Annualised time to expiry (years)	3.51	3.51
Volatility of asset	136%	136%

Included under share option expense in the statement of profit or loss and other comprehensive income is an expense of $364,948 (2020: ($6,381)).

Options granted to key management personnel are disclosed in the Remuneration Report at page 14.

A summary of the movements of all company options issues is as follows:

	No. of Options	Weighted Average Exercise Price
Options outstanding at 30 June 2020	**4,545,446**	**$0.266**
Granted	12,545,442	$0.1853
Forfeited	4,545,446	$0.266
Exercised	-	-
Expired	-	-
Options outstanding at 30 June 2021	**12,545,442**	**$0.1853**
Options exercisable as at 30 June 2021	-	-

The weighted average life of the outstanding share options at 30 June 2020 is 3.51 years.

NOTE 18: SHARE CAPITAL (cont)

(c) Share based payments (cont)

	No. of Options	Weighted Average Exercise Price
Options outstanding at 30 June 2019	**7,727,259**	**$0.265**
Granted	-	-
Forfeited	3,181,813	$0.263
Exercised	-	-
Expired	-	-
Options outstanding at 30 June 2020	**4,545,446**	**$0.266**
Options exercisable as at 30 June 2020	2,436,358	$0.275

The weighted average life of the outstanding share options at 30 June 2020 is 1.13 years.

(d) Capital management

Management controls the capital of the Group in order to generate long-term shareholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's capital includes ordinary share capital supported by financial assets.

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

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

NOTE 19: RESERVES

	2021 $	2020 $
Reserves at the beginning of financial year	269,681	285,277
Option Premium Reserve[1]	364,948	(6,381)
Foreign Exchange Translation Reserve	(281,131)	(9,215)
Reserves at end of financial year	353,498	269,681

[1]Refer to note 18(b) for details of options outstanding at 30 June 2021

NOTE 20: ACCUMULATED LOSSES

	2021 $	2020 $
Accumulated losses at beginning of financial year	(43,237,135)	(28,608,078)
Net (loss) for the year after income tax	(1,010,648)	(14,490,519)
Change in accounting policy AASB16	-	(138,538)
Accumulated losses at end of financial year	(44,247,783)	(43,237,135)

NOTE 21: FRANKING CREDITS

	2021 $	2020 $
Franking credits available for subsequent financial years based on a tax rate of 30%	1,681,766	1,130,447

NOTE 22: KEY MANAGEMENT PERSONNEL DISCLOSURE

	2021 $	2020 $
Compensation received by key management personnel of the consolidated entity*:		
Short term employee benefits	1,571,090	1,511,717
Cash bonus and other payments	47,806	26,000
Other long-term employee benefits	79,336	3,168
Post employment benefits	145,113	128,048
	2,203,980	1,668,933

*Glenn Scown became a KMP effective 1 October 2020 when he was appointed as Chief Operating Officer. His remuneration is included above for the period 1 July 2020 to 30 June 2021.

NOTE 22: KEY MANAGEMENT PERSONNEL DISCLOSURE (cont)

Short-term employee benefits

These amounts include fees and benefits paid to the non-executive Chair and non-executive directors as well as all salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other KMP.

Other payments

These amounts represent cash bonus and commissions payments awarded to KMP.

Other long-term benefits

These amounts represent long service leave benefits accruing during the year, long-term disability benefits, deferred bonus and share based payments.

Post-employment benefits

These amounts are the current-year's estimated cost of providing for the Group's superannuation contributions made during the year

Further information in relation to KMP remuneration can be found in the directors' report.

NOTE 23: RELATED PARTY TRANSACTIONS

(a) The Group's main related parties are as follows:

(i) Key management personnel:

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

For details of disclosures relating to key management personnel, refer to Note 22.

(ii) Other related parties:

Other related parties include entities over which key management personnel have joint control.

(b) Transactions with related parties:

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

During the year PWJAW Holdings Pty Ltd, a company of which Peter Ward is a director, was engaged to supply HR services. Fees of $20,213 were paid to PWJAW Holdings Ltd. No amounts were outstanding as at 30 June 2021.

On 16 June 2021, settlement of an earn-out related to the acquisition of Wardy IT Solutions was finalised. This involved the issue of 7,046,177 shares in MOQ Limited, as well as a cash payment of $968,849, to PWJAW Pty Ltd, a company of which Peter Ward is a director.

During the year, Monash Private Capital, a company of which Joey Fridman is a director, was engaged at an arm's length basis to consult on various acquisition opportunities. Consulting fees were paid to Monash of $99,464. No amounts related to these services were outstanding as at 30 June 2021.

During the year MOQdigital provided products and services of $193,416 to SGESCO-MAX, a company of which Scott McPherson is a director. At 30 June 202, $55,950 relating to these services was outstanding.

(c) Loans to/from related parties:

There are no amounts outstanding or payable to related parties as at 30 June 2021 (2020: $Nil).

NOTE 24: AUDITOR'S REMUNERATION

	2021 $	2020 $
Amounts paid / payable to Stantons International for audit and review work undertaken under the *Corporation Act 2001*	130,318	104,371
Amounts paid / payable to Ernst and Young for audit and review work undertaken in Sri Lanka	3,142	5,066
	133,460	109,437

NOTE 25: CONTINGENT LIABILITIES AND CONTINGENT ASSETS

There are no contingent assets or liabilities.

NOTE 26: CAPITAL AND LEASING COMMITMENTS

(a) Operating lease commitments

	2021 $	2020 $
Payable - minimum lease payments		
- not later than 1 year	688,091	667,529
- later than 1 year and not later than 5 years	1,584,833	1,800,576
	2,272,924	2,468,105

(b) Right of use assets and lease liabilities

Right of use asset

	2021 $	2020 $
Cost	3,720,641	3,581,875
Accumulated depreciation	(1,804,746)	(1,307,112)
	1,915,895	2,274,763

Reconciliation of carrying amounts at the beginning and end of the year:

	2021 $	2020 $
Opening balance	2,274,763	-
Adjustment of changes in accounting policy	-	2,728,335
Additions	466,409	287,648
Amortisation	(802,250)	(741,220)
Foreign currency translation differences	(23,027)	-
Closing balance	1,915,895	2,274,763

Lease liabilities

	2021 $	2020 $
Current	(622,084)	(620,692)
Non Current	(1,466,734)	(1,737,893)
	(2,088,818)	(2,385,585)

NOTE 27: (LOSS) / EARNINGS PER SHARE

	2021 $	2020 $
(a) Basic (loss) earnings per share (cents per share)		
From continuing operations	(0.57)	(8.30)
(b) Diluted (loss) / earnings per share (cents per share)		
From continuing operations	(0.57)	(8.30)
(c) Reconciliation of (loss) / earnings in calculating earnings per share		
Basic and diluted profit per share		
Profit from continuing operations attributable to ordinary equity holders	(1,010,648)	(14,490,519)
(d) Total shares		
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic earnings per share	177,772,515	174,640,832
Weighted average number of ordinary shares outstanding during the year used in the calculation of diluted earnings per share	177,772,515	174,640,832

NOTE 28: CASH FLOW INFORMATION

Reconciliation of net cash provided by operating activities to net profit after tax

	2021 $	2020 $
(Loss) /profit for the period after tax	(1,010,648)	(14,490,519)
Add back: Income tax (benefit) / expense	(433,672)	(128,685)
Profit for the period before tax	(1,444,320)	(14,619,204)
Non cashflows and non-operating cashflows in profit:		
Depreciation / Amortisation	4,698,415	4,107,006
Share option expense	364,948	(6,381)
Impairment of investments	-	13,281,938
Change in assets and liabilities:		
Decrease / (Increase) in trade debtors	(5,500,864)	2,885,108
Decrease / (Increase) in contract assets	(767,401)	273,764
Decrease / (Increase) in other current assets	(847,937)	(46,723)
Increase / (Decrease) in payables	3,537,763	(3,170,838)
Increase / (Decrease) in contract liabilities	297,090	334,848
Increase / (Decrease) in provision for employee entitlements	432,182	516,660
Cash flow from operations	769,870	3,556,178

NOTE 29: CONTROLLED ENTITIES

			Equity holding	
Name of entity	Country of Incorporation	Class of Shares	2021	2020
iimage Technical Services Pty Ltd	Australia	Ordinary	100%	100%
TETRAN Pty Ltd	Australia	Ordinary	100%	100%
MOQdigital NZ Limited	New Zealand	Ordinary	100%	100%
MOQdigital Asia Pacific (PVT) Limited	Sri Lanka	Ordinary	100%	100%
MOQdigital Pty Ltd	Australia	Ordinary	100%	100%
Coral Communities Pty Ltd	Australia	Ordinary	100%	100%
Wardy IT Solutions Pty Ltd	Australia	Ordinary	100%	100%

** Wardy IT Solutions was acquired on 1 September 2019

NOTE 30: EVENTS SUBSEQUENT TO REPORTING DATE

On 2 July 2021, the Company announced the strategic acquisition of Dienst ("Dienst") Consulting Pty Ltd, a Perth-based IT consulting services and solutions provider to mid-to-large Western Australian enterprises in a range of industries including mineral resources, not-for-profits and government. It was further announced that the acquisition of Dienst had been completed on 30 July 2021 for a total consideration of $3.78M comprising of $2.646M in cash plus the issue of 5.04M in MOQ shares at 22.5 cents per shares. $945,000 of the cash consideration has been retained by MOQ for up to 18 months in accordance with the Share Purchase Deed.

NOTE 31: COVID-19

The group has benefitted from the following significant government packages as a result of COVID-19 during the period:

JobKeeper Scheme

Due to the impact of COVID-19 on the Group's turnover, government subsidies of $1,947,000 (2020: $1,651,500) were received under the Australian Federal Government's JobKeeper scheme. The Group became eligible for the Scheme from its inception in March 2020 up to September 2020. The amounts were paid to employees in line with government's objectives of helping businesses to continue paying employees to keep them in their jobs so that businesses can re-start when business conditions improve. The Group has booked receipts for JobKeeper in other income.

Cash Flow Boost Scheme

Due to the impact of COVID-19 Group received government subsidies of $50,000 (2020: $50,000) were received under the Australian Federal Government's Cash Flow Boost scheme. The Group has booked receipts for Cash Flow Boost scheme in other income.

END OF AUDITED STATEMENTS

DIRECTORS' DECLARATION

In accordance with a resolution of the directors of MOQ Limited (the "Company"), the directors of the company declare that:

1. In the opinion of the directors of the Company, the financial statements and notes, as set out on pages 17 to 46 are in accordance with the *Corporations Act 2001* and
    i. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and
    ii. give a true and fair view of the financial position as at 30 June 2021 and of the performance for the year ended on that date of the consolidated group;
2. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;
3. the audited remuneration disclosures set out on pages 10 to 16 of the directors' report comply with accounting standard AASB 124 *Related Party Disclosures* and the Corporation Regulations 2001; and
4. the directors have been given the declarations required by s 295A of the *Corporations Act 2001* from the Chief Executive Officer.

On behalf of the Directors

David Shein
Non Executive Chairman
30 August 2021

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West Perth WA 6872
Australia

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30 August 2021

Board of Directors
MOQ Limited
Suite 1, Ground Floor
3-5 West Street
North Sydney NSW 2060

Dear Directors

RE: MOQ LIMITED

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of MOQ Limited.

As Audit Director for the audit of the financial statements of MOQ 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:

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

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

Yours sincerely

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(Trading as Stantons International)
(An Authorised Audit Company)

Samir Tirodkar
Director

Stantons

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
MOQ LIMITED

Report on the Audit of the Financial Report

Opinion

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

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2021 and of its financial performance for the year then ended; and

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

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Company 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.

Key Audit Matters

We have determined the matter described below to be Key Audit Matter to be communicated in our report.

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

Key Audit Matters	How the matter was addressed in the audit

Carrying Value of Intangible Assets

As at 30 June 2021, Intangible Assets totalled $9,741,398 (refer to Note 14 of the financial report).

The carrying value of Intangible Assets is a key audit matter due to:

- The significance of the Intangible Assets representing 29% of total assets;
- The necessity to assess management's application of the requirements of the accounting standards, in light of any indicators of impairment that may be present; and
- The assessment of significant judgements made by management in relation to the internally generated assets.

Inter alia, our audit procedures included the following:

i. We evaluated the Group's accounting policy and compliance with AASB 138 (Intangible Assets);

ii. Vouched a sample of the expenses capitalised to supporting documentation and ensured appropriate to capitalise;

iii. Requested the Group complete an impairment review in line with AASB 138 and Impairment of Assets (AASB 136), reviewed their assumptions for reasonableness and satisfied ourselves that no impairment was necessary; and

iv. Reviewed the disclosures included in the annual report.

Key Audit Matters	How the matter was addressed in the audit
Revenue Recognition Revenue recognition is a key audit matter due to the material amounts and significant audit effort required by us. These included, to address the unique circumstances of the individualised contract arrangements the Group enters into and the complexities associated with unbundling single service contracts with a customer for multiple services, and to consider the significance of the Group's judgements relating to the point in time at which revenue is recorded, in particular those relating to the satisfaction of performance obligations and transfer of control of assets. We focused on these sales as a key audit matter due to these conditions leading to increased risk of incorrect revenue recognition.	Inter alia, our audit procedures included the following: i. We assessed the Group's revenue recognition policies against the requirements of AASB 15 (Revenue from Contracts with Customers); ii. We tested a sample of significant customer contracts and read the terms and conditions of sale to understand the features distinguishing the revenue elements vis. performance obligations and revenue recognition, iii. We obtained management's written assessments and discussed with management the compliance with the performance obligations and revenue recognition within these significant contracts, including the accounting for contract assets and contract liabilities.

Other Information

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

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance opinion 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 has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view 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 entity's internal control.

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.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

We 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.

We 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 obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

The Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements. 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 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.

Stantons

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 10 to 16 of the directors' report for the year ended 30 June 2021.

In our opinion, the Remuneration Report of MOQ 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.

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(Trading as Stantons International)
(An Authorised Audit Company)

Stantons International Audit and Consulting Pty Ltd
Samir

Samir Tirodkar
Director
West Perth, Western Australia
30 August 2021

The following information is current as at 24 August 2021

ORDINARY SHARES

190,556,415 fully paid ordinary shares held by 721 individual shareholders. All ordinary shares carry one vote per share.

UNQUOTED OPTIONS

The Company has on issue:

- 10,272,717 options exercisable at 18.1 cents expiring on 1 January 2025 amongst MOQ employees.
- 1,909,089 options exercisable at 20.9 cents expiring on 1 January 2025 amongst MOQ employees.
- 363,636 options exercisable at 21.7 cents expiring on 9 July 2025 amongst MOQ employees.

Options do not carry any votes

DISTRIBUTION OF HOLDERS FULLY PAID ORDINARY SHARES

Category	Number of holders	Number held	% of issued shares
100,001 and Over	109	178,261,534	93.54
10,001 to 100,000	251	11,689,138	6.13
5,001 to 10,000	53	430,798	0.23
1,001 to 5,000	50	146,890	0.08
1 to 1,000	258	28,055	0.02
Total	**721**	**190,556,415**	**100.00**

The number of holders who held less than a marketable parcel of shares was nil.

SUBSTANTIAL SHAREHOLDERS

The names of substantial shareholders who have notified the Company in accordance with Section 671B of the Corporations Act are:

Holder	A/C designation	No. of ordinary shares	% of issued shares
VIBURNUM FUNDS PTY LTD		21,571,214	11.32
PWJAW PTY LTD	THE WARD DEARNESS FAMILY	21,171,249	11.11
MONASH PRIVATE CAPITAL PTY LTD		18,228,334	9.57
MR SCOTT MCPHERSON		17,943,478	9.42
MR JOE D'ADDIO		17,655,978	9.27

TOP 20 HOLDERS OF EQUITY SECURITIES

Rank	Name	24 Aug 2021	%IC
1	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	24,087,546	12.64
2	PWJAW PTY LTD <THE WARD DEARNESS FAMILY A/C>	21,171,249	11.11
3	MONASH PRIVATE CAPITAL PTY LTD	18,228,334	9.57
4	MR SCOTT MCPHERSON <SCOTT MACPHERSON FAMILY A/C>	17,655,978	9.27
5	MS KATHY LOUISE EDWARDS <JOKAT INVESTMENT A/C>	16,158,652	8.48
6	MATTHEW CHARLES GOGGIN & ROMILY JANE GOGGIN <GOGGIN FAMILY A/C>	8,827,989	4.63
7	RAPTOR RACING PTY LTD	5,969,549	3.13
8	HODSON INVESTMENTS PTY LTD <A AND K HODSON FAMILY A/C>	5,040,000	2.64
9	MOAT INVESTMENTS PTY LTD <MOAT INVESTMENT A/C>	4,500,000	2.36
10	ANACACIA PTY LIMITED <WATTLE FUND A/C>	4,174,883	2.19
11	MR DON AMAL NANAYAKKARA	3,362,452	1.76
12	KOMATIE PTY LTD <CHADNIK FAMILY A/C>	3,025,000	1.59
13	ICON PACIFIC SERVICES PTY LTD	3,024,464	1.59
14	DAVCOL NOMINEES PTY LTD <DAVCOL SUPERFUND A/C>	2,500,001	1.31
15	UNITED EQUITY PARTNERS PTY LTD <POLYCORP FAMILY A/C>	2,130,000	1.12
16	NATIONAL NOMINEES LIMITED	2,100,001	1.10
17	HOLLOWAY COVE PTY LTD <HOLLOWAY COVE S/F A/C>	2,050,000	1.08
18	MAST FINANCIAL PTY LTD <A TO Z INVESTMENT A/C>	1,650,000	0.87
19	JARREN INVESTMENTS PTY LTD	1,583,334	0.83
20	J & K SUPER PTY LTD <JOKAT SUPER FUND A/C>	1,497,326	0.79
	Total	**148,736,758**	**78.05**
	Grand total	**190,556,415**	**100.00**

MOQ