# 2020 Appendix 4E

# **Preliminary Final Report**

# Based on accounts that are in the process of being audited

Entity Name: Real Estate Investar Group Limited

ACN: 141 276 959

Under ASX Listing Rule 4.3A

Reporting period ("Current Period")

Year ended 30 June 2020

Previous corresponding period

Year ended 30 June 2019

# Results for announcement to the market

	(All comparisons to year ended 30 June 2019)			Ş	
<i></i>	Revenue from ordinary activities	Down	13.7 %	to	1,038,681
	(Loca) from ardinary activities after toy attributable to members	Down	4.0.0/	to	(1 102 020)

(Loss) from ordinary activities after tax attributable to members

Down
4.0 % to (1,102,030)

Net (Loss) for the period attributable to members

Down
4.0 % to (1,102,030)

Income statement with notes to the statement

Refer Financial Statements for year ended 30 June 2020 attached:

Consolidated statement of profit and loss

Notes to the consolidated financial statements

Balance sheet with notes to the statement

Refer Financial Statements for year ended 30 June 2020 attached:

Consolidated balance sheet

Notes to the consolidated financial statements

Cash flows statement with notes to the statement

Refer Financial Statements for year ended 30 June 2020 attached:

Consolidated statement of cash flows

Notes to the consolidated financial statements

Commentary on results for the year

# Review of operations

During the financial year, the Real Estate Investar Group's ("Group" or "Company") key strategies included:

- 1) stabilising the business by reducing net churn, growing the subscriber base, and increasing the ARPU (Average Revenue Per User) and;
- 2) identifying and finalising a potential transformational transaction within the PropTech industry that can leverage the Group's core assets.

During FY 2020, and particularly in the second half of the financial year, the growth of the business was impacted by COVID-19 and the fragile Australian property market.

Even with these challenges, the Company was cash flow positive for the full year and delivered \$1,038,681 in revenue from continuing operations. This was similar to FY 2019 when revenue from continuing operations was \$1,070,795.

In addition to delivering solid financial results, the Company also:

- continued to operate the SaaS business unit profitably on a stand-alone basis;
- entered key partnerships with complementary businesses which has allowed members to get access to an enhanced suite of property investor tools; and

• entered into a transformational transaction that positions the Company to be a leader in the Australian / New Zealand PropTech industry ("Proposed Transaction").

#### **Proposed Transaction**

In FY 2019, the Group identified the need to diversify its operations and commenced discussions with a number of acquisition or merger targets. On 3 March 2020, the Group entered into an implementation deed with Real Estate CRM Pty Ltd (RECRM), a special purpose vehicle that had acquired 100% of shares outstanding in Commerce Australia Pty Ltd (MyDesktop) from Domain Holdings Group, and 100% of shares outstanding in Vault Group Pty Limited. RECRM provides Customer Relationship Management (CRM) tools to real estate agents in Australia, New Zealand, United Kingdom and Indonesia.

As a part of this process the group is required to issue a Notice of Meeting ("NoM") to its shareholders and call an extraordinary general meeting ("EGM"), where the shareholders will be required to vote on the proposed transaction and other resolutions which can be found in the NoM.

The NoM and other details about the EGM (including how to vote) has been released and can be found here.

Net tangible assets backing per ordinary share

		2020	2015
Net tangible assets backing per ordinary share	Cents	(0.51)	(0.13)

# Dividends

No dividends have been paid, recommended or declared during the year or since the end of the year.

There were no dividends paid, recommended or declared during the previous financial period.

Dividend reinvestment plans

No dividend reinvestment plan is in place.

Statement of changes in equity

Refer Financial Report for year ended 30 June 2020:

Consolidated statement of changes in equity

Note 13 to the consolidated financial statements

Intities over which control has been gained or lost during the period

0953117 B.C. Ltd was deregistered on 1 February 2020 as this entity had not traded and was not required based on future growth plans. The effect of the deregistration of the company is not material to the financial report.

Any other significant information needed by an investor to make an informed assessment of the Group's financial performance and financial position

All-significant information has been included elsewhere in this document or in the attached financial statements for the year ended 30 June 20.

#### Status of audit

This preliminary final report is based on the attached consolidated financial statements for the year ended 30 June 2020 which are in the process of being audited by the Company's auditors, RSM Australia Partners.

The Company expects that the independent audit report will be unmodified but with a material uncertainty related to going concern (on a similar basis as the audited annual June 2019 accounts and the December 2019 interim accounts).

#### Other disclosure requirements

Additional ASX Appendix 4E (Listing Rule 4.3A) disclosures can be found in the preliminary 2020 financial statements and accompanying notes attached to this document. This document should be read in conjunction with the attached 2020 financial statements.

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2019

# **Unaudited Accounts**

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2020

		Consolidat	ed
	Note	2020	2019
		\$	\$
Revenue and income			
Revenue		1,038,681	1,070,795
Other income		150,513	250,955
Total revenue and other income	3	1,189,194	1,321,750
<i>-</i>			
Expenses		(22.222)	(45.704)
Commissions		(20,900)	(15,724)
Costs of website and data	_	(209,408)	(212,618)
Employment expense	6	(607,276)	(902,161)
Depreciation and amortization		(229,613)	(498,902)
Occupancy		(40,473)	(98,853)
Marketing		(69,510)	(99,245)
IT and legal		(200,071)	(121,786)
Professional and consulting expenses		(663,333)	(171,106)
Bad debts and provision for doubtful debts		(604)	(381)
Other expenses		(226,003)	(171,816)
		(2,267,191)	(2,292,592)
Finance costs		(13,819)	(40,351)
Finance income		132	548
Net finance costs		(13,687)	(39,803)
)		(20,001)	(00)000)
Loss before income tax expense from continuing operations		(1,091,684)	(1,010,645)
Income tax expense	4	-	-
Loss after income tax expense from continuing operations		(1,091,684)	(1,010,645)
Loss after income tax expense from discontinued operations	5	(10,346)	(137,454)
Loss after income tax expense for the year		(1,102,030)	(1,148,099)
Other comprehensive income / (loss)			
Items that will be reclassified to profit or loss in future periods:			
Foreign currency translation differences		10,102	(18,730)
is regardenes, translation affectines		10,102	(10,750)
Total comprehensive loss for the year		(1,091,928)	(1,166,829)
/		"	-
Earnings per share		Cents	Cents
Basic and diluted loss per share (cents per share)	17	(0.47)	(0.67)
4			

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 2020** 

		Consolida	ated
	Note	2020	2019
Assets Current			
assets			
Cash and cash equivalents	8	369,419	251,974
Receivables	9	304,802	727,845
Prepayments	9	40,533	45,917
Total current assets		714,754	1,025,736
Non-current assets	-	7 = 1,7 0 1	_,
Plant and equipment	10		
Intangible assets	11	3,037	15,439
Total non-current assets		277,970	454,971
Total fion current assets		281,007	470,410
Total assets	-	201,007	170,120
		995,761	1,496,146
Liabilities Current		222,722	
liabilities			
Trade and other payables	12		
Provision for employee entitlements	7	1,852,929	1,203,111
Total current liabilities			
No. 1 Control Park 1992		64,268	60,022
Non-current liabilities	12	1,917,197	1,263,133
Trade and other payables	12		
Total non-current liabilities			71,925
Total liabilities	_	-	
		-	71,925
Net (liabilities) / assets		1 017 107	4 225 050
	_	1,917,197	1,335,058
Equity	42	(921,436)	161,088
Contributed equity Accumulated losses	13		
Reserves	15		
Total equity	15	13,842,150	13,842,150
		(15,148,795)	(14,046,765)
		385,209	365,703
	-	(921,436)	161,088
		(321,430)	101,088

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 2020

	Note	Contributed equity	Accumulated losses	payment reserve	translation reserve	Total equity
		\$	\$	\$	\$	\$
Balance at 1 July 2018		12,469,579	(12,422,022)	342,663	(1,534)	388,686
Adjustment for change in accounting policy			(476,644)		3,547	(473,097)
Balance at 1 July 2018 - restated  Loss after income tax expense for the year <i>Other</i>		12,469,579	(12,898,666)	342,663	2,013	(84,411)
comprehensive income for the year Exchange difference on translation of foreign operations			(1,148,099)			(1,148,099)
Total comprehensive loss for the year		-	-	_	(18,730)	(18,730)
Transaction with owners in their capacity as owners:		-	(1,148,099)	-	(18,730)	(1,166,829)
Share-based payments	14					
Shares issued, net of transaction costs	13					
(1) Stance at 20 tons 2040		-	-	39,757	-	39,757
Balance at 30 June 2019		1,372,571	-	-	-	1,372,571
Balance at 1 July 2019		13,842,150	(14,046,765)	382,420	(16,717)	161,088
loss after income tax expense for the year Other				•	, , ,	·
comprehensive income for the year Exchange						
difference on translation of foreign operations		13,842,150	(14,046,765)	382,420	(16,717)	161,088
Total comprehensive loss for the year		-	(1,102,030)	-	-	(1,102,030)
Transaction with owners in their capacity as owners:						
Share-based payments	14	_	_	_	10,102	10,102
Shares issued, net of transaction costs		-	(1,102,030)	-	10,102	(1,091,928)
Balance at 30 June 2020				0.404		0.404
		-	-	9,404	-	9,404
		13,842,150	(15,148,795)	391,824	(6,615)	(921,436)
20					1	
The above Consolidated Statement of Chang	aes in Faui	itu shauld he read in	conjunction with the o	ıccomnanyin	ia notes	
The above consolidated statement of chang	ges III Equi	ty snould be read in	conjunction with the a	ccompanym	y notes.	

Note

Share

based

Foreign currency

#### **CONSOLIDATED STATEMENT OF CASH FLOWS**

	FOR THE YEAR ENDED 30 JUNE 2020		Consolidate	ed
		Note	2020	2019
			\$	\$
	Cash flows from operating activities Receipts			
	from customers (inclusive of GST)  Payments to suppliers and employees (inclusive of GST) Receipt		1,471,567	1,444,076
	of government grants and tax incentives		(1,428,764)	(2,490,108)
	Interest paid		40,940	-
	Interest received		(16,301)	(51,587)
	Net cash flow from / (used in) operating activities	16	132	548
	•		67,574	(1,097,071)
	Cash flows from investing activities Payment			
	for website development			
(15)	Receipt of research and development claim Payment		(51,376)	(123,491)
	for property, plant and equipment		100,140	159,098
46	Proceeds from disposal of property, plant and equipment		-	-
((//))	Payment for acquisition of business		1,107	1,006
	Net cash flow from investing activities		-	-
	Cash flows from financing activities		49,871	36,613
	Proceeds from borrowings Proceeds			
	from issue of shares Payments for equity			
	raising costs		_	550,000
M	Net cash flow from financing activities		_	681,648
60			_	(26,660)
			_	1,204,988
	Net increase in cash and cash equivalents			1,204,300
	Cash and cash equivalents at the beginning of the financial year	Cash and		
(( ))	cash equivalents at the end of the financial year	8	117,445	144,530
(C/)			251,974	107,444
			369,419	251,974
	The above Consolidated Statement of Cash Flows should be read in conjuncti cash flows from discontinued operations, refer to Note 5 (c).	on with the accompanyir	g notes, and is inclusive	of the
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#### Notes to the accounts

#### Accounting standards

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

Accounting policies, estimation methods and measurement bases used in this Appendix 4E are the same as those used in the last annual financial statements and the last half-year financial statements.

#### Segment reporting

Due to the discontinued operations of the segment known as the Property Transaction Business Unit in FY 2019, the Group no longer has any significant operating segments to report other than the Subscriptions Business Unit.

#### Revenue and other income

Revenue from contracts with customers

Rendering of services

**Total revenue** 

Debt forgiveness

Government grants and tax incentives

Other revenue1

**Total other income** 

Total revenue and other income

2020	2019
\$	\$
1,038,681	1,070,795
1,038,681	1,070,795
-	234,955
40,940	-
109,573	16,000
150,513	250,955
1,189,194	1,321,750

From March 2020 the group entered into an agreement with Real Estate CRM Pty Ltd ("RECRM") and its subsidiaries to offer consulting and corporate services in relation to assisting RECRM during the transition and preparation for the relisting process. These services were provided by the executive and senior team of the group. These services were charged at cost.

The Group derives its revenue from the transfer of services over time and at a point in time. The following table provides a breakdown of revenue by the timing of when performance obligations are satisfied and by major service line.

Disaggregation of revenue

Subscriptions

Transaction services

Total revenue from contracts with customers

Geographical sources of revenue

Australia

New Zealand

Total revenue

2020	2019
\$	\$
930,478	1,032,981
108,203	37,814
1,038,681	1,070,795
921,786	989,215
116,895	81,580
1,038,681	1,070,795

#### 4. Income tax

Income tax

Total income tax expense in profit or loss

The prima facie tax on loss before income tax is reconciled to the income tax expense as follows:

Profit/(loss) from continuing operations before income tax expense

Profit/(loss) from discontinued operations before income tax expense

Add back other adjustments

Income tax benefit at the Australian tax rate of 27.5% (2019: 27.5%)

Non-deductible expenses:

- Share based expense

- Other

Non-assessable income R & D rebate

Other non-assessable income COVID-19 related government grants

Tax effect of deferred tax assets not brought to account

Income tax expense at effective tax rate of 27.5% (2019: 27.5%)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in the statement of financial position for the following items:

Unused tax losses

Deductible temporary differences

Potential benefit at 27.5% (2019: 27.5%)

2020	2019
\$	\$
-	-
(1,091,684)	(1,010,645)
(10,346)	(137,454)
-	(483,252)
(1,102,030)	(1,631,351)
303,058	448,621
(2,586)	(10,933)
(12,174)	(430)
39,193	39,193
11,259	
338,750	476,451
-	-

2020	2019
\$	\$
10,963,545	9,989,472
699,052	716,171
11,662,597	10,705,643
3,207,214	2,944,052

The deferred tax asset has not been brought to account on the basis that it is not expected that sufficient taxable income will be generated within the next twelve months to utilise the losses or to offset the temporary differences. At the point where it is more probable that sufficient taxable income will be generated to utilise the losses and to offset the temporary differences, the deferred tax asset will be recognised as an asset. There is no expiry date on the future deductibility of the unused tax losses.

### Discontinued operations

a) During FY 2019 the board decided to discontinue the operations of the property transaction business unit. The decision was made due to its unsatisfactory performance and future growth opportunities in a difficult market. Further investment and large amounts of working capital would have been required which was not seen viable from an operational and overall business position.

(b) Result of discontinued operations

Financial performance information

Revenue

Property

Total revenue

Commissions
Employment expense

Depreciation and amortisation

Occupancy

Marketing

Professional and consulting expenses

Bad debts and allowance for expected credit losses

Other Expenses

**Total expenses** 

Loss before income tax expense

Income tax

Loss after income tax from discontinued operations

2020	2019
\$	\$
-	132,959
-	132,959
-	17,430
-	(150,324)
(348)	(9,689)
(66)	(10,146)
-	(10,986)
-	(49,177)
(331)	(34,263)
(9,601)	(23,258)
(10,346)	(270,413)
(10,346)	(137,454)
-	-
(10,346)	(137,454)

#### 5. Discontinued operations (continued)

#### (c) Cash flow information

Net cash from operating activities Net cash from investing activities

Net increase in cash and cash equivalents from discontinued operations

2020	2019
\$	\$
119,446	72,331
1,107	-
120,553	72,331

#### **Employment** expense

Employee	benefits	expense
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Short-term employee benefits

Post employment benefits

Other long term benefits

Termination benefits

Equity-settled share-based payments

Capitalised salaries & oncosts to website

Total employee benefits expense

Other employment related costs

**Total employment expense** 

2020	2019	
\$	\$	
119,446	72,331	
1,107	-	
120,553	72,331	

#### 2020 2019 Ś Ś 569,466 843,090 43,808 69,744 39,907 6,871 12,000 9,404 29,983 (39,927) (101,152) 589,622 893,572 17,654 8,589 607,276 902,161

# Provision for employee entitlements

#### **Employee liabilities**

Current

Provision for employee entitlements

Total current employee benefits

2020	2019	
\$	\$	
64,268	60,022	
64.268	60.022	

The current portion of these liabilities represents the Group's obligations to its current and former employees that are expected to be settled during the next 12 months and its accrued annual leave liabilities and current accrued long service leave.

### Cash and cash equivalents

### Cash and cash equivalents

Cash at bank and in hand

Call deposits

2020	2019	
\$	\$	
208,121	125,907	
161,298	126,067	
369,419	251,974	

Cash at bank and in hand are non-interest bearing. Deposits at call bear floating interest rates between 0.05% and 0.25% (2019: 0.25% and 0.50%).

#### Trade and other receivables

# Current

Trade and other receivables

Trade receivables

Allowance for expected credit losses

Other debtors

#### Accrued income

Research and development claim

Subscriptions

**Property transactions** 

Allowance for expected credit losses

#### **Total current receivables**

Prepayments

**Total current prepayments** 

2020	2019
\$	\$
204,028	185,686
(149,349)	(151,795)
4,217	11,649
58,896	45,540
-	100,140
7,258	14,973
301,135	674,035
(62,487)	(106,843)
245,906	682,305
304,802	727,845

45,917

45,917

40,533

40,533

# 10. Plant & equipment

Plant and equipment

Office equipment

Less: Accumulated depreciation

Total plant and equipment

2020	2019	
\$	\$	
48,905	78,604	
(45,868)	(63,165)	
3,037	15,439	

11)

Intangible assets

Intangible assets

Website at cost

Less: Accumulated amortisation

**Total intangible assets** 

2020	2019	
\$	\$	
2,699,255	2,647,879	
(2,421,285)	(2,192,908)	
277,970	454,971	

))

Trade and other payables

Current

Trade creditors

Accruals

Income in advance

Other payables

**Total current payables** 

Non-current

Trade creditors

**Total non-current payables** 

2020	2019	
\$	\$	
676,001	542,064	
975,806	453,942	
201,122	154,623	
-	52,482	
1,852,929	1,203,111	
-	71,925	
-	71,925	

Trade creditors are unsecured and are normally settled within 30 to 60 days.

# 13. Contributed equity

#### Contributed equity

Ordinary shares - fully paid

**Equity raising costs** 

2020	2019	
\$	\$	
14,644,130	14,644,130	
(801,980)	(801,980)	
13,842,150	13,842,150	

The share capital of the consolidated group consists only of fully paid ordinary shares, the shares do not have a par value. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of Real Estate Investar Group Ltd.

#### Movement in ordinary share capital:

Balance at 1 July

Issue of shares rights issue (2019: 7 Jan 19)
Capital raising costs

Total contributed equity at 30 June

2020	2020 2019 2020		2019
Shares	Shares	\$	\$
233,205,108	116,602,554	13,842,150	12,469,579
-	116,602,554	-	1,399,231
-	-	-	(26,660)
233,205,108	233,205,108	13,842,150	13,842,150

14. Share based payments

#### Director options

Options granted in prior periods

On 29 November 2018, at the Annual General Meeting, shareholders' approved the granting of 4 million share options to Joe Hanna. The option holder is entitled to acquire 1 newly issued share for each option held. These options have been granted for nil consideration and have an exercise price \$0.015 per option. The options vested on the date of issue and will lapse on 30 November 2023.

In conjunction with the appointment of the director, on 29 January 2019, the Company granted 4 million share options to Sam Plowman. The option holder is entitled to acquire 1 newly issued share for each option held. These options have been granted for nil consideration and have an exercise price \$0.012 per option. The options are exercisable after 29 January 2021, subject to Sam Plowman being a director of the Company at that time, and will lapse on 27 January 2023.

On 31 January 2019, the Company granted 4 million share options to an independent contractor in lieu of cash consideration for the provision of accounting and corporate advisory services for the Company throughout FY2019. The option holder is entitled to acquire 1 newly issued share for each option held. These options have been granted for nil consideration and have an exercise price \$0.015 per option. The options vested on the date of issue and will lapse on 30 January 2021.

The Company granted 3 million share options to the directors upon the ASX listing on 10 December 2015. These options vested 31 December 2017. The options have been issued on the following terms. Each holder is entitled to acquire 1 newly issued share for each option held. The options have been granted for nil consideration and have an exercise price \$0.20 per option. The options are exercisable after 31 December 2017 and lapse on 31 December 2020.

No options have been exercised in the reporting period. The options do not carry any dividend or voting rights.

#### Employee share option plan

The Real Estate Investar Group Limited employee share option Plan (ESOP) was approved on 13 November 2015 and gives all staff the opportunity to participate in the plan. Options vest 2 years after grant date if the staff member is still employed by Real Estate Investar Group Limited. The company granted 1,450,000 share options to employees under the ESOP to eligible employees, of which 450,000 options are outstanding as at 30 June 2020 (30 June 2019: 475,000).

The options have been issued on the following terms. Each holder is entitled to acquire 1 newly issued share for each option held. The options have been granted for nil consideration and have an exercise price \$0.20 per option. The options are exercisable after 27 April 2018 and lapse on 27 April 2021.

No options have been exercised in the reporting period. The options do not carry any dividend or voting rights.

# 14. Share based payments (continued)

#### Share based payment expense for options

Share-based payment expense recognised during the financial year:

Vesting of options issued to directors

Issue of options to director

Vesting of options issued to contractor

2020	2019
\$	\$
-	26,065
9,404	3,918
-	9,774
9,404	39,757

# 15.

#### Reserves

The share based payment reserve is used to recognise the value of equity settled share-based payments provided to employees, including key management personnel and consultants, as part of their remuneration

The foreign currency translation reserve arises as a result of translating financial statement items from the functional currency into the presentational currency using the exchange rate at the balance sheet date, which differs from the rate in effect rate at the last measurement date.

#### Movements in reserves:

Balance at 1 July 2019

Amounts restated (calculated under AASB9) at 1 July 2018

Recognition of director share options
Recognition of employee share options

Recognition of contractor share options

Recognition of exchange differences

Balance at 30 June 2020

Share based paym	Share based payment reserve		Foreign currency translation reserve		tal
2020	2019	2020	2019	2020	2019
\$	\$	\$	\$	\$	\$
382,420	342,663	(16,717)	(1,534)	365,703	341,129
-	-	-	3,547	-	3,547
9,404	29,983	-	-	9,404	29,983
-	-	-	-	-	-
-	9,774	-	-	-	9,774
-	-	10,102	(18,730)	10,102	(18,730)
391,824	382,420	(6,615)	(16,717)	385,209	365,703

#### 16.

#### Reconciliation of cash flows from operating activities to operating results

# Reconciliation of cashflows from operating activities

Loss for the period

Non cash flows in operating result:

Depreciation

Loss on disposal of equipment

Share based payment expense

Doubtful debts expense

Debt forgiveness

Movements in operating assets and liabilities:

Decrease in trade and other receivables

Decrease in prepayments

Increase / (decrease) in trade and other payables

Increase / (decrease) in income in advance

Increase / (decrease) in foreign translation reserve

Net cash inflows / (outflows) from operating activities

2020	2019
\$	\$
(1,102,030)	(1,148,099)
229,755	508,191
9,807	3
9,404	107,340
(45,315)	34,644
-	(234,955)
368,218	195,790
5,384	50,489
535,639	(497,047)
46,499	(97,478)
10,213	(15,949)
67,574	(1,097,071)

# 17. Earnings per share

# Earnings per share

Profit/(Loss) attributable to ordinary shareholders

Weighted average number of ordinary shares used in basic and diluted earnings per share  $^{\rm 1}$ 

Earnings per share

Diluted earnings per share

(Cents)

2020	2019
\$	\$
(1,102,030)	(1,148,099)
233,205,108	172,507,888
(0.47)	(0.67)
(0.47)	(0.67)

The weighted average number of ordinary shares for FY2019 was updated to reflect new issues of shares in January 2019.

Signed

Simon Baker Chairman

Date: 31 August 2020