

ANNUAL REPORT 2023

THORNEY TECHNOLOGIES LTD
ABN: 66 096 782 188

THORNEY

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TEK seeks to identify listed and unlisted companies with new and disruptive technology and business models and invests in a broad range of areas of technology, such as fintech, e-commerce, education, agriculture, medical, telecommunication, robotics and AI.

Chairman's Letter



Dear fellow shareholder,

During the past 12 months many small and mid-cap publicly listed technology stocks suffered as investors reduced risk due to rising interest rates, a weaker macroeconomic outlook, and a global rush into a small number of US mega stocks exposed to the AI phenomenon.

This environment saw the TEK investment portfolio finish the year ended 30 June 2023 down 15.9% on an after-tax basis.

Investing in a Listed Investment Company like TEK with its diverse listed and unlisted holdings, deep international connections and access to deal flow remains one of the best ways investors can gain exposure to the potential tech leaders of the future.

Despite this disappointing result, I remain optimistic about the outlook for the technology sector and the diverse exposure contained within the TEK portfolio. Indeed, cheaper valuations present many good buying opportunities for investors. These opportunities include TEK itself and during the year we maintained our on-market buyback of TEK shares to improve shareholder value and help address the continuing discount to NTA at which the company has been trading.

The TEK portfolio has been designed with a medium to long term view and to contain a mix of early stage, developing and positive cash generating companies to deliver superior returns to shareholders over time.

As an example, we are optimistic that our largest listed holding Calix Limited (ASX.CXL) can continue to deliver on its strategic ambitions thanks to its quality and well-credentialed management team, solid agreement pipeline, promising technology, and a capital-lite business model. CXL continued to accelerate its technology across FY23, securing a joint venture agreement with Pilbara Minerals Limited (PLS.ASX) for the development of a demonstration plant to produce lithium salts via an innovative "value added" refining process utilising CXL's patented calcination technology. The Company also announced it was working with global materials company CEMEX towards the decarbonisation of the construction value chain and advanced plans for zero emissions shipping via its subsidiary, Leilac.

Our regenerative medicine holding, Avita Medical Inc. (ASX.AVH), is another stock we are positive about – we believe AVH will achieve both revenue growth and a broadening of its product offering over the years ahead. The Company achieved a number of milestones in FY23 for its innovative spray-on skin cell repair device, the RECELL System including FDA approval for its premarket approval (PMA) supplement for the use of RECELL treat full-thickness

skin defects and PMA approval to use RECELL for the treatment of vitiligo. Its pivotal trial using RECELL to treat soft tissue injuries has also shown statistically superior donor sparing and comparable healing rates.

Clarity Pharmaceuticals Limited (ASX.CU6), Imugene Limited (IMU.ASX) and Microba Life Sciences Limited (MAP.ASX) are three additional life sciences holdings that are showing promising developments with their technology or products.

CU6 operates in the exciting radiopharmaceuticals space and has six products under the FDA's Investigational New Drug program for US clinical trials. Whilst commercialisation remains some years away, we believe the Company is sufficiently well capitalised to achieve its objectives.

IMU has several clinical trials underway, with the Company recently announcing the acquisition of an off-the-shelf cell therapy drug which targets blood cancer along with a \$65m capital raise which should provide it with the necessary funding to achieve its ambitious objectives. Meanwhile, MAP's diversity of markets to distribute its Microbiome Testing Services combined with its data analysis for therapeutic candidates, presents multiple future opportunities.

What was previously TEK's largest unlisted holding, Updater Inc., conducted a dilutive capital raise in May resulting in TEK taking a material write-down to the carrying value of its investment. Despite our extreme disappointment in the management and board, we remain a believer in Updater's potential, particularly as it is part of the winning consortium for a substantial US military-related contract. As a result, TEK participated in the raising.

There are a number of other early stage, unlisted portfolio positions which we believe have great potential to deliver value accretion to the TEK portfolio.

The TEK investment team will continually monitor the progress of Updater and all other companies in the TEK portfolio. This includes a number of other early stage, unlisted portfolio positions which we believe have great potential to deliver value accretion to the TEK portfolio.

In the case of unlisted positions, we will continue to take a risk adjusted approach to assessing valuations.

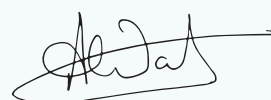
Outlook

Despite the current under performance of many small cap technology shares, we have been encouraged by some M&A activity in the sector. One example is Nitro which, following it being acquired, delivered TEK shareholders with a good return. The recent bounce back by global, large-cap technology stocks we believe will eventually flow through to the small-cap and mid-cap sector where TEK is well positioned to be a beneficiary.

The technology revolution is still in its infancy, and we are committed to remain involved.

Investing in a Listed Investment Company like TEK with its diverse listed and unlisted holdings, deep international connections and access to deal flow remains one of the best ways investors can gain exposure to the potential tech leaders of the future.

My sincere thanks go to my fellow TEK Directors, the outstanding Thorney investment management team and to all TEK shareholders for your continued support.



Alex Waislitz, Chairman
29 August 2023

Director's Report

The directors present their report, together with the financial statements of Thorney Technologies Ltd (TEK or Company), for the year ended 30 June 2023 and the auditor's report thereon.

1. Directors

The directors of TEK in office at the date of this report or at any time during the financial year are as follows:

NAME	APPOINTED	POSITION
Alex Waislitz	9 December 2016	Chairman
Jeremy Leibler	9 December 2016	Non-executive director
Alan Fisher	29 August 2014	Non-executive director
Martin Casey	22 June 2016	Non-executive director
Tim Birch	8 November 2021	Non-executive director

Information on directors

ALEX WAISLITZ OAM B.EC, LLB,
NON-EXECUTIVE CHAIRMAN



Alex Waislitz was appointed Chairman of the Company on 9 December 2016.

Mr Waislitz is Chairman of Thorney Technologies Ltd and is the founder and Chairman of the private Thorney Investment Group (TIG), one of Australia's most successful private investment groups. He has extensive business and capital markets experience and has been a member of several public company boards.

Mr Waislitz was the Vice President of the Collingwood Football Club Limited where he served as director between 1998-2021.

He also served on the boards of Zoos Victoria Foundation Board and the Victorian State Government Zoological Parks and Gardens between 2010 and 2012. He joined the International Advisory Board of Maccabi World Union in 2012 and is a former member of the International Advisory Board for the MBA program at Ben Gurion University School of Management.

Mr Waislitz has established registered charities; the Waislitz Foundation and the Waislitz Family Foundation. These charities focus on community projects, education, health, indigenous programs and the arts. In June 2023 Mr Waislitz was appointed as a Member of the Order of Australia.

Mr Waislitz is a graduate of Monash University in Law and Commerce and a Graduate of the Harvard Business School OPM Program.

**JEREMY LEIBLER BComm, LLB (HONS),
NON-EXECUTIVE DIRECTOR**



Jeremy Leibler was appointed a Director of Thorney Technologies Ltd on 9 December 2016.

Mr Leibler is a partner at Arnold Bloch Leibler specialising in commercial and corporate law with a particular focus on mergers and acquisitions, public and private capital raisings and shareholder activism and board disputes.

Mr Leibler was recently re-appointed as a member of the Australian Takeovers Panel for his third term. He is also a member of the Corporations Committee of the Business Law Section of the Law Council of Australia and a Governor of the Hebrew University of Jerusalem.

**ALAN FISHER BCom, FCA, MAICD,
NON-EXECUTIVE DIRECTOR**



Alan Fisher was appointed a Director on 29 August 2014 and served as Chairman until 9 December 2016. He was appointed Chairman of the Audit and Risk Committee on 9 December 2016.

Mr Fisher is an experienced corporate advisor and public company director. He has a proven track record of implementing strategies that enhance shareholder value. His main areas of expertise include mergers, acquisitions, public and private equity raisings, business restructurings and strategic advice.

Mr Fisher is currently non-executive director and chair of Bionomics Limited and is a non-executive director on Centrepont Alliance Limited. Mr Fisher has previously been a non-executive director of IDT Australia Limited and Simavita Limited.

Mr Fisher holds a Bachelor of Commerce from Melbourne University, is a Fellow of the Institute of Chartered Accountants and a member of the Australian Institute of Company Directors.

**MARTIN CASEY BEc, LLB (MONASH),
NON-EXECUTIVE DIRECTOR**



Martin Casey was appointed a Director of the Company on 22 June 2016.

Martin has been a long term adviser to Thorney Investment Group and assumed the role of Chief of Staff for the Waislitz Family Office in early 2022. Martin is also a partner in Rampersand, a technology focussed Venture Capital firm, and a director of a number of companies including Fortlake Asset Management Pty Ltd, Anaeco Ltd and ADG Global Ltd.

Martin has previously been a partner in an international law firm and an investment banker at Credit Suisse.

Director's Report

1. Directors continued

TIM BIRCH
NON-EXECUTIVE DIRECTOR



Tim Birch was appointed a Director of the Company on 8 November 2021. Tim is a seasoned executive in the technology sector, with considerable experience across ANZ and Southeast Asia in the areas of strategy, operations, sales, business development, distribution and partnerships.

Having held positions of APAC Regional Vice President at Salesforce and Vietnam Country Manager at Apple Inc, and most recently managing Partnerships at Stripe, Tim has an intimate understanding of the requirements of building and scaling businesses in complex markets across various technology categories.

In the last three years to 30 June 2023, Tim has not held any positions as a Company Director.

2. Company Secretary

**CRAIG SMITH B.BUS (ACCT), GIA(CERT),
SECRETARY**



Craig Smith was appointed a Secretary of the Company on 22 June 2016.

Mr Smith has been company secretary of the private Thorney Investment Group since 2009 and the ASX Listed Investment Company, Thorney Opportunities Ltd, since 2013.

He is a director and company secretary of Anaeco Limited and was formerly CFO / Company Secretary of Baxter Group Limited and Tolhurst Noall Limited and was a director of TEK during its 2016 recapitalisation.

3. Principal activities

Thorney Technologies Ltd is an investment company listed on the Australian Securities Exchange (ASX: TEK). Its principal activity is investing in global, listed and unlisted, technology investments at all phases of the investment lifecycle.

4. Result

The Group's net loss after tax for the 2023 financial year was \$25,521,973 (2022: \$45,154,845 loss).

The net tangible asset backing (NTA) at 30 June 2023 was 30.7 cents per share (cps) (2022: 36.4 cps).

5. Review of operations

Over the course of the financial year ended 30 June 2023 the Group's net tangible assets decreased to \$128,183,412 (2022: \$154,860,891). Year on year, TEK's NTA after tax has decreased by 15.7% from 36.4 cps to 30.7 cps reflecting mark to market decreases in the Company's portfolio for the twelve-month period.

During the year, the Group purchased trading investments and long term investments for a total cash cost of \$24,988,988 (2022: \$58,907,648).

TEK's five largest portfolio holdings at 30 June 2023 (CXL, AVH, CU6, CCR, DUG), represent circa 25% of TEK's investment portfolio.

A number of the investments have been co-investments with Thorney Investment Group (TIG). Under Australian corporations law, TIG, TEK and Thorney Opportunities Ltd (TOP) are deemed associates which means their holdings are combined when determining the percentage of voting shares owned for substantial holding purposes.

During the year, the Group became a substantial holder of SPT, ceased to be a substantial holder for NTO, and lodged change of interests of substantial holder notices for 5GG, CCR, CLU, DOC, DUB, JAY, MAP, RFA, SPA, TNY, and VTI.

No dividends have been paid or declared since the start of the financial year.

6. Financial position

The Group's net tangible assets can be summarised as follows:

Net tangible asset backing per share	2023	2022
Net tangible assets	\$128,183,412	\$154,860,891
Shares on issue	418,095,951	425,041,104
Net tangible assets after tax per share	30.7 cents	36.4 cents

7. Prospects

The Board is optimistic that technology focused investment opportunities, which may be attractive to the Group, will continue to emerge over the coming period.

8. Material business risks

The material business risks that have been identified for the Company are investment risk and operational risk. With an investment mandate that has exposures to small and medium size capitalisation companies, TEK will always bear market risk as it invests its capital in assets that are not risk free. Investment risk covers investment strategy, leverage, investment manager, market price, collateral, credit, counterparties, liquidity, unlisted early stage and small cap businesses, portfolio turnover, derivatives, diversification, foreign currency, outsourcing, interest rates and the regulatory environment. Operational risks include key person risk, regulatory risk and cyber security risk.

Our risk management framework, which is overseen by our Audit & Risk Committee, has been designed to monitor, review, and continually improve risk management at the Company.

9. Events subsequent to balance date

There were no events subsequent to balance date.

Director's Report

10. 2023 Remuneration report (Audited)

This report outlines the Key Management Personnel remuneration arrangements of the Group in accordance with the requirements of the *Corporation Act 2001* and its Regulations.

10.1 Key management personnel (KMP)

For the purposes of the report KMP are defined as those persons and corporate entities having authority and responsibility for planning, directing, and controlling activities of the Group.

For TEK the continuing KMP are the non-executive directors and the Investment Manager.

The KMP during or since the end of the financial year are:

DIRECTORS

- Alex Waislitz (Chairman)
- Alan Fisher (Non-executive director)
- Jeremy Leibler (Non-executive director)
- Martin Casey (Non-executive director)
- Tim Birch (Non-executive director)

INVESTMENT MANAGER

- Thorney Management Services Pty Ltd (TMS)

10.2 Remuneration of KMP

(a) Remuneration of Directors

Non-executive directors are remunerated by the Company. It is the policy of the Board to remunerate those external Directors at market rates commensurate with the responsibilities undertaken by Non-executive Directors.

NON-EXECUTIVE DIRECTORS' FEES

The external Non-executive Directors' base remuneration is reviewed annually. During the period there was an adjustment, commensurate with the Superannuation Guarantee rate increase. The amount of base remuneration is not dependent on the satisfaction of a performance condition, or on the performance of the Group, TEK's share price, or dividends paid by TEK.

NON-EXECUTIVE CHAIRMAN'S FEES

For his role as Chairman and director of TEK, the Non-executive Chairman, Alex Waislitz, receives no director's fees and no retirement benefits.

RETIREMENT BENEFITS FOR DIRECTORS

TEK does not provide retirement benefits (other than superannuation) to the Non-executive Directors. The Investment Manager does not provide retirement benefits (other than superannuation) to the Non-executive Chairman.

OTHER BENEFITS (INCLUDING TERMINATION) AND INCENTIVES

TEK does not pay other benefits and incentives to the Non-executive Directors. TEK and the Investment Manager do not pay other benefits and incentives to the Non-executive Chairman.

10. 2023 Remuneration report (Audited) continued

(b) KMP remuneration tables

Key Management Personnel received the following remuneration amounts:

2023 KMP Remuneration	Short term benefits		Post-employment benefits	Total \$
	Fees \$	Other \$	Superannuation \$	
Alex Waislitz	-	-	-	-
Alan Fisher	50,000	-	5,250	55,250
Jeremy Leibler ¹	55,250	-	-	55,250
Martin Casey	50,000	-	5,250	55,250
Tim Birch	50,000	-	5,250	55,250
Total KMP remuneration	205,250	-	15,750	221,000

¹ Mr Leibler's fees are paid or payable to Arnold Bloch Leibler and exclude GST. Arnold Bloch Leibler is a legal firm of which Mr Leibler is a partner.

2022 KMP Remuneration	Short term benefits		Post-employment benefits	Total \$
	Salary and Fees \$	Other \$	Superannuation \$	
Alex Waislitz	-	-	-	-
Alan Fisher	50,000	-	5,000	55,000
Jeremy Leibler	55,000	-	-	55,000
Martin Casey	50,000	-	5,000	55,000
Tim Birch	32,337	-	3,234	35,571
Total KMP remuneration	187,337	-	13,234	200,571

There were no short-term cash profit sharing and other bonuses, non-monetary benefits, other post-employment benefits, termination benefits or share based payments to KMP for the current or the prior year.

Director's Report

10. 2023 Remuneration report (Audited) continued

(c) Employment agreement

The Chairman has an employment agreement with Tiga Trading Pty Ltd, a related body corporate of the Investment Manager, not the Group.

- Commenced as Director on 9 December 2016
- No term of agreement has been set unless the Director is not re-elected by shareholders of TEK
- No base salary or other compensation was received from the Group
- The Director is employed under an employment agreement with Tiga Trading Pty Ltd which will continue indefinitely until terminated

(d) Remuneration of the Investment Manager

The Investment Manager is a corporate entity controlled by Mr Waislitz that has specified authority and responsibility in regard to the management of the Group's investment portfolio and is remunerated by the Group in accordance with the Investment Management Agreement (IMA) between the Group and the Investment Manager.

Remuneration of the Investment Manager has two key components, a Base Fee and a Performance Fee.

A **Base Fee** equal to 0.75% per each half year of the gross asset value of the Group, payable half-yearly in arrears, calculated as at the last business day of the relevant half-year; and

A **Performance Fee**, the greater of zero and the amount calculated as 20% of the *Increase Amount* for the relevant period. The *Increase Amount* is the movement in the *Measurable Portfolio* value from the previous period plus or minus any applicable adjustments. The Increase Amount is reduced by the amount of Base Fee applicable to the relevant period. *Measurable Portfolio* includes measurable financial assets, including cash and excluding deferred tax assets. If there is no Increase Amount for a financial period, the shortfall is not carried forward and not deducted from any increase in future financial period(s) for the purposes of calculating future Performance Fees.

In respect of the year ended 30 June 2023, the Investment Manager was entitled to fees as follows:

Half Year Period Ended:	Remuneration under IMA paid or payable to TMS	2023 \$	2022 \$
31 December	Base Fee	1,120,772	1,673,924
30 June	Base Fee	983,206	1,179,907
	Total Base Fees	2,103,978	2,853,831
31 December	Performance Fee	-	1,877,605
30 June	Performance Fee	-	-
	Total Performance Fees¹	-	1,877,605
	Total Remuneration²	2,103,978	4,731,436

¹ As at 30 June 2023 the Investment Manager was entitled to a 2H23 Performance fee of nil. At 31 December 2022 the Investment Manager was entitled to a 1H23 Performance fee of \$Nil (1H22: \$1,877,605, 2H22: \$Nil).

² Amounts shown here are GST exclusive

10. 2023 Remuneration report (Audited) continued

(e) History of TEK performance

The table below summarises TEK's key financial performance indicators.

As at 30 June	Earnings \$	EPS (cents per share)	Share price (cents per share)	NTA (cents per share)
2023	(25,521,973)	(6.0)	17.5	30.7
2022	(45,154,845)	(10.7)	21.0	36.4
2021	52,849,000	16.7	43.0	48.5
2020	199,866	0.1	25.0	33.8
2019	22,541,888	8.8	24.5	33.7
2018	5,564,438	2.3	24.5	25.0

11. KMP relevant interests

The number of TEK ordinary shares held by directors and other KMP (or their associates) is as follows:¹

Directors and other key management personnel (KMP)	Balance at 30 June 2021 Number	Acquired during FY22 Number	Balance at 30 June 2022 Number	Acquired during FY23 Number	Balance at 30 June 2023 Number
Directors					
Alex Waislitz	76,192,720	11,922,419	88,115,139	13,758,315	101,873,454
Alan Fisher	78,572	31,428	110,000	-	110,000
Jeremy Leibler	672,963	205,000	877,963	-	877,963
Martin Casey	100,000	100,000	200,000	-	200,000
Tim Birch	-	-	-	-	-
Other KMP	-	-	-	-	-
Thorney Management Services Pty Ltd (TMS) ²	76,192,720	11,922,419	88,115,139	13,758,315	101,873,454

¹ The table above includes relevant interests held directly, indirectly or by an associate.

² Pursuant to the Corporations Act 2001 (Cth), Alex Waislitz has a deemed relevant interest in the ordinary shares of TEK held by Thorney Holdings Pty Ltd, Tiga Trading Pty Ltd, Jasforce Pty Ltd, Two Towers Pty Ltd and Waislitz Charitable Corporation Pty Ltd. TMS is an associate of Alex Waislitz and each of the foregoing entities, so has been listed in the above table for completeness.

All Directors have duly notified the Australian Securities Exchange in accordance with the Corporations Act 2001 (Cth) of any further changes in their relevant interests during the year

[End of the remuneration report]

Director's Report

12. Board and committee meetings

The number of Board meetings, including meetings of Board Committees, held during the year ended 30 June 2023 and the number of those meetings attended by each Director is set out below:

Name of Director	Directors' Meetings		Audit & Risk Committee	
	Eligible	Attended	Eligible	Attended
Alex Waislitz	5	5	5	4
Alan Fisher	5	5	5	5
Jeremy Leibler	5	4	5	5
Martin Casey	5	5	5	5
Tim Birch	5	4	5	5

13. Subsequent events

There were no events subsequent to balance date.

14. Environmental regulations

The operations of TEK are not subject to any particular or significant environmental regulations under a Commonwealth, State or Territory law.

15. Dividends

No dividends have been paid or declared since the start of the financial year.

16. Indemnification and insurance of officers and auditor

TEK has paid insurance premiums in respect of directors' and officers' liability for current and former directors and officers of the Group.

The insurance policies prohibit disclosure of the nature of the liabilities insured against and the amount of the premiums.

To the extent permitted by law, the Group has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from any non-audit services (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year end.

17. Non-audit services

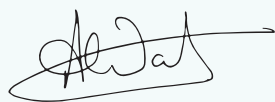
Details of amounts paid or payable to Ernst & Young for audit services provided during the year are set out in Note 15 of this report.

There were no non-audit services performed by TEK's auditor, Ernst & Young, during the 2023 financial year.

18. Auditor's independence declaration

The auditor's independence declaration, as required under section 307C of the Corporations Act 2001, is set out on page 14.

On behalf of the Board

A handwritten signature in black ink, appearing to read 'Alex Waislitz', with a long horizontal stroke extending to the right.

Alex Waislitz
Chairman

29 August 2023

Auditor's Independence Declaration to the Directors of Thorney Technologies Ltd

As lead auditor for the audit of the financial report of Thorney Technologies Ltd for the financial year ended 30 June 2023, I declare to the best of my knowledge and belief, there have been:

- a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;
- b. No contraventions of any applicable code of professional conduct in relation to the audit; and
- c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Thorney Technologies Ltd and the entities it controlled during the financial year.



Ernst & Young



Tony Morse
Partner
29 August 2023

Corporate Governance Statement

Thorney Technologies Ltd (Group or **TEK**) is committed to developing and maintaining an effective system of corporate governance which is commensurate with the size and nature of TEK, its Board and the scope of its operations.

In the *2021 Corporate governance statement*, which is available on the Company's website [here](#), we detail how the Group adheres to the ASX Corporate Governance Principles and Recommendations 4th Edition. Where there is non-adherence we disclose why TEK considers that it is necessary to take a different approach.

The updated 2023 statement was approved by the Board on 29 August 2023.

Statement of comprehensive income

For the year ended 30 June 2023

	Note	June 2023 \$	June 2022 \$
Income			
Net changes in fair value of trading investments	3	(23,542,062)	(60,476,915)
Interest income	3	688,412	465,003
Dividend income	3	302,198	108,452
Other income	3	-	5,328
Total investment (loss)	3	(22,551,452)	(59,898,132)
Expenses			
Management fees		(2,156,578)	(2,925,177)
Performance fees		-	(1,924,545)
Directors' fees		(231,485)	(206,071)
Finance costs		(150)	(1,739)
Fund administration and operational costs		(112,257)	(188,107)
Legal and professional fees		(367,914)	(440,604)
Other administrative expenses		(102,137)	(98,493)
Total expenses		(2,970,521)	(5,784,736)
(Loss) before income tax benefit		(25,521,973)	(65,682,868)
Income tax benefit	5	-	20,528,023
Total comprehensive (loss) for the year		(25,521,973)	(45,154,845)
Basic and diluted (loss) per share	12	(6.0)	(10.7)

The consolidated statement of comprehensive income should be read in conjunction with the notes to the financial statements.

Statement of financial position

As at 30 June 2023

	Note	June 2023 \$	June 2022 \$
ASSETS			
Current assets			
Cash and cash equivalents	4	12,829,522	9,331,642
Financial assets	7	66,598,409	85,318,089
Receivables	8	1,997,769	1,065,982
Prepayments		36,481	40,793
Total current assets		81,462,181	95,756,506
Non-current assets			
Financial assets	7	29,806,456	41,534,657
Receivables	8	-	59,228
Deferred tax assets	5	19,101,351	19,101,351
Total non-current assets		48,907,807	60,695,236
TOTAL ASSETS		130,369,988	156,451,742
LIABILITIES			
Current liabilities			
Payables and accruals	9	2,186,576	1,590,851
Total current liabilities		2,186,576	1,590,851
Non-current liabilities			
Deferred tax liabilities	5	-	-
TOTAL LIABILITIES		2,186,576	1,590,851
NET ASSETS		128,183,412	154,860,891
EQUITY			
Issued capital	10	115,015,392	116,170,898
Reserve	11	186,492,439	173,871,891
Accumulated losses		(173,324,419)	(135,181,898)
TOTAL EQUITY		128,183,412	154,860,891

The consolidated statement of financial position should be read in conjunction with the notes to the financial statements.

Statement of changes in equity

For the year ended 30 June 2023

	Issued capital \$	Profits reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2022	116,170,898	173,871,891	(135,181,898)	154,860,891
Loss for the year	-	-	(25,521,973)	(25,521,973)
Total comprehensive loss for the year	-	-	(25,521,973)	(25,521,973)
Transfer to Profits Reserve	-	12,620,548	(12,620,548)	-
<u>Transactions with shareholders:</u>				
Share buy-back	(1,155,506)	-	-	(1,155,506)
Cost of share buy-back	-	-	-	-
Total transactions with shareholders	(1,155,506)	-	-	(1,155,506)
Balance as at 30 June 2023	115,015,392	186,492,439	(173,324,419)	128,183,412

For the year ended 30 June 2022

	Issued capital \$	Profits Reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2021	91,703,984	144,539,343	(60,694,505)	175,548,822
Loss for the year	-	-	(45,154,845)	(45,154,845)
Total comprehensive income for the year	-	-	(45,154,845)	(45,154,845)
Transfer to Profits reserve	-	29,332,548	(29,332,548)	-
<u>Transactions with shareholders:</u>				
Issue of shares	25,299,200	-	-	25,299,200
Cost of shares issued	(832,286)	-	-	(832,286)
Total transactions with shareholders	24,466,914	-	-	24,466,914
Balance at 30 June 2022	116,170,898	173,871,891	(135,181,898)	154,860,891

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

Statement of cash flows

For the year ended 30 June 2023

	Note	June 2023 \$	June 2022 \$
Cash from operating activities:			
Interest received		688,412	465,003
Dividends received		302,198	108,452
Proceeds from sale of trading investments		31,138,792	51,662,360
Payments for trading investments		(18,597,416)	(49,762,394)
Payments to suppliers and employees		(2,489,670)	(14,986,915)
Finance costs		(150)	(1,739)
Other income received		-	5,328
Net cash from / (used in) operating activities	4	11,042,166	(12,509,905)
Cash flows from investing activities:			
Payments for long-term investments		(6,391,572)	(9,145,254)
Net cash used in investing activity		(6,391,572)	(9,145,254)
Cash flows from financing activities:			
Payment for capital raising costs		-	(832,286)
Proceeds from issuance of shares		-	25,299,200
Payment for share buy-back		(1,155,506)	-
(Repayment) of related party loans		-	(234)
Net cash (used in) / provided by financing activities		(1,155,506)	24,466,680
Net increase in cash held		3,495,088	2,811,521
Cash at the beginning of the year		9,331,642	6,517,324
Effect of movement in exchange rates on cash balances		2,792	2,797
Cash at the end of the year	4	12,829,522	9,331,642

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

Notes to the Financial Statements

1. Corporate information

The consolidated financial statements of Thorney Technologies Ltd and its subsidiaries (collectively, the Group) for the year ended 30 June 2023 were for issue in accordance with a resolution of the directors on 29 August 2023. Thorney Technologies Ltd (TEK, the Group or the Parent) is a Group limited by shares, incorporated and domiciled in Australia. The nature of the operations and principal activities of the Group are described in the director's report.

The Group's investment activities are managed by Thorney Management Services Pty Ltd (TMS or Investment Manager) pursuant to an Investment Management Agreement approved by shareholders.

2.1 Summary of accounting policies

(a) Basis of preparation

The financial statements are general purpose financial statements that have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Accounting Standards Board. The financial statements are presented in Australian Dollars and the Group is a for-profit entity for the purpose of preparing financial statements.

The annual report has also been prepared on a historical cost basis, except for financial assets and financial liabilities held at fair value through profit or loss, that have been measured at fair value.

Statement of compliance

The financial statements have been prepared in accordance with the Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board.

Changes in Accounting Standards

The Company has adopted a number of new and amended Australian Accounting Standards and AASB interpretations for the reporting period, included in the following list. There is no significant impact in the application of these standards for the reporting period ended June 2023.

Reference	Title	Application date	Application for TEK
AASB 2020-3 Amendment to AASB 1	Subsidiary as a First-time Adopter (Part of Annual Improvements 2018–2020 Cycle)	1 January 2022	1 July 2022
AASB 2020-3 Amendment to AASB 141	Taxation in Fair Value Measurements	1 January 2022	1 July 2022
AASB 2020-3 Amendment to AASB 9	Fees in the '10 per cent' Test for Derecognition of Financial Liabilities (Part of Annual Improvements 2018-2020 Cycle)	1 January 2022	1 July 2022

Standards issued that might have an impact but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective and have not been adopted by TEK for the annual reporting period ended 30 June 2023, are outlined in the table below:

Reference	Title	Application date	Application for TEK	Note
AASB 2021-5 Amendment to AAS's	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023	1 July 2023	A
AASB 2021-2 Amendments to AASB 7, AASB 101, AASB 134	Interim Financial Reporting and AASB Practice Statement 2 Making Materiality Judgements ⁹ – Disclosure of Accounting Policies	1 January 2023	1 July 2023	A
AASB 2021-6 Amendments to AASs	Disclosure of Accounting Policies: Tier 2 and Other Australian Accounting Standards	1 January 2023	1 July 2023	A
AASB 2021-2 Amendments to AASB 108	Definition of Accounting Estimates	1 January 2023	1 July 2023	A
AASB 2023-3 Amendments to AAS's	Disclosure of Non- current Liabilities with Covenants: Tier 2	1 January 2024	1 July 2023	A

^A The Company expects no significant impacts when applying the standards

2.1 Summary of accounting policies *continued*

(b) Basis of consolidation

The Parent meets the definition of an Investment Entity under AASB 10 *Consolidated Financial Statements*, as it meets the following criteria:

- TEK obtains funds from shareholders for the purpose of providing them with investment management services;
- TEK's business purpose, which it communicated directly to shareholders, is investing solely for returns from capital appreciation and investment income; and
- the performance of investments made by TEK are measured and evaluated on a fair value basis.

TEK meets all the typical requirements of an investment entity.

The Parent has determined that for any entities it controls or has significant influence over, that do not provide investment related services to the Parent, consolidated financial statements are not required. The Parent's investments in these entities are measured at fair value through profit and loss in accordance with AASB 9.

2.2 Accounting judgements and estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the amounts recognised in the financial statements. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

The significant accounting policies have been consistently applied in the current financial year and the comparative period, unless otherwise stated. Where necessary, comparative information has been re-presented to be consistent with current period disclosures.

Fair value of financial instruments

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

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies. Further details are provided in note 5.

Notes to the Financial Statements

2.3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

a) Financial instruments

(i) Classification

The Group classifies its financial assets and financial liabilities into the categories below in accordance with AASB 9.

Financial assets and liabilities at fair value through profit or loss

The Group has two discrete portfolios of securities, the long-term portfolio and the trading portfolio.

The long-term portfolio relates to holdings of securities which the Directors intend to retain on a long-term basis. The long-term portfolio is recognised as a non-current asset in the statement of financial position.

The trading portfolio comprises securities acquired principally for the purpose of generating a profit from short-term fluctuation in price. The trading portfolio is recognised as a current asset in the statement of financial position. All derivatives are classified as held for trading.

Other financial liabilities

This category includes all financial liabilities, other than those classified as at fair value through profit or loss. Other financial liabilities are measured at their nominal amounts. Amounts are generally settled within 30 days of being recognised as other financial liabilities. Given the short-term nature of other financial liabilities, the nominal amount approximates fair value.

(ii) Recognition

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the marketplace are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The Group includes in this category equity instruments. Equity instruments include investments in subsidiaries and associates. The following is noted:

- Investment in subsidiaries: in accordance with the exemption under AASB 10, investments in subsidiaries are not consolidated, unless the subsidiary does not meet this exemption because it performs services that relate to the investment activity of the Group. Otherwise, the Group measures unconsolidated subsidiaries at fair value through profit or loss.
- Investment in associates: in accordance with the exemption in AASB 128 *Investment in Associates and Joint Ventures*, the Group does not account for its investments in associates using the equity method. Instead, the Group measures its investments in associates through fair value through profit or loss.

(iii) Derecognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised where:

- i. The rights to receive cash flows from the asset have expired, or
- ii. The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and
- iii. Either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The Group derecognises a financial liability when the obligation under the liability is discharged, cancelled or expires.

2.3 Summary of significant accounting policies *continued*

a) Financial instruments *continued*

(iv) Initial measurement

Both the long-term and trading portfolios are classified at initial recognition as financial assets at fair value through profit or loss. All transaction costs for such instruments are recognised directly in profit or loss.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value presented in the statement of profit or loss.

Dividend income earned on investments held at fair value through profit or loss is recognised in the statement of comprehensive income.

Loans and receivables and financial liabilities (other than those classified as at fair value through profit or loss) are measured initially at their fair value plus directly attributable transaction costs, in the case of loans and receivables, and net of directly attributable transaction costs for financial liabilities.

Promissory notes receivable and contingent consideration receivable are both measured initially at fair value by discounting the future cash flows with the appropriate discount rates, which reflects the duration and the credit risk of the issuer. Promissory notes are presented at amortized cost using the effective rate method at each reporting date. Contingent consideration continues to be measured by discounting expected future cash flows, taking into consideration the probability of receiving the contingent consideration.

The Company recognise an allowance for expected credit losses (ECL) for all debt instruments not held at fair value through profit or loss. ECL are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition. ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL)

(v) Subsequent measurement

After initial measurement, the Group remeasures financial instruments which are classified as at fair value through profit or loss at fair value (see Note 6). Subsequent changes in the fair value of those financial instruments are recorded in 'Change in fair value of financial assets and liabilities at fair value through profit or loss'. Interest earned is recorded in 'Interest income' according to the terms of the contract. Dividend revenue is recorded in 'Dividend income'.

b) Fair value measurement

The Group measures financial assets and liabilities at fair value through profit or loss, such as equity securities and debt instruments, at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Notes to the Financial Statements

2.3 Summary of significant accounting policies *continued*

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

Level 1	Quoted (unadjusted) market prices in active markets for identical assets or liabilities
Level 2	Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3	Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

c) **Functional and presentation currency**

The Group's functional and presentation currency is the Australian Dollar, which is the currency of the primary economic environment in which it operates. The Group's performance is evaluated, and its liquidity is managed in Australian Dollars. Therefore, the Australian Dollar is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events, and conditions.

d) **Interest income and expense**

Interest earned on financial assets classified as 'at fair value through the profit or loss' is recorded in 'Interest income' according to the terms of the contract.

e) **Dividend income**

Dividend income is recognised when the Group's right to receive the payment is established. Dividend income is presented gross of any non-recoverable withholding taxes, which are disclosed separately as tax expense in the Consolidated statement of comprehensive income.

f) **Fees, commissions and other expenses**

Except where included in the effective interest calculation (for financial instruments carried at amortised cost), fees and commissions are recognised on an accrual basis. Legal and audit fees are included within 'Legal and professional fees' and are recorded on an accrual basis.

g) **Cash and cash equivalents**

Cash and cash equivalents in the Consolidated statement of financial position comprise cash on hand, demand deposits, short term deposits in banks with original maturities of three months or less and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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

h) **Taxes**

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- i. When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- ii. In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

2.3 Summary of significant accounting policies continued

i) Due to and due from brokers

Amounts due to brokers (refer to Note 9) are payables for securities purchased (in a regular way transaction) that have been contracted for but not yet delivered on the reporting date. Refer to the accounting policy for 'other financial liabilities' for recognition and measurement of these amounts.

Amounts due from brokers (refer to Note 8) include margin accounts and receivables for securities sold (in a regular way transaction) that have been contracted for but not yet delivered on the reporting date. Refer to accounting policy for 'loans and receivables' for recognition and measurement of these amounts.

j) Profits reserve

The profits reserve is made up of amounts transferred from current and retained earnings that are preserved for future dividend payments.

k) Goods and services tax (GST)

Income, expenses and assets are recognised net of the amount of GST except:

- i. When the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- ii. Receivables and payables are stated with the amount of GST included.

Reduced input tax credits (RITC) recoverable by the Group from the ATO are recognised as a receivable in the Statement of financial position.

Cash flows are included in the Statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as part of operating cash flows.

l) Performance Fee

The Performance Fee is calculated in accordance with the Investment Management Agreement and accrued at each half year end. If the Increase Amount in any six-month period is positive, then a Performance Fee of 20% of the adjusted Increase Amount is accrued and paid to the Investment Manager within 60 days on production of a tax invoice. If there is no increase amount the shortfall is not carried forward or deducted in future periods when calculating future performance fees.

Notes to the Financial Statements

3. Total investment income

The major components of investment income in the consolidated statement of comprehensive income are:

	2023 \$	2022 \$
Net realised (loss) gain of trading investments	(3,456,802)	23,623,132
Unrealised (loss) for change in fair value of trading investments	(20,085,260)	(84,100,047)
Net changes in fair value of trading investments	(23,542,062)	(60,476,915)
Interest income	688,412	465,003
Dividend income	302,198	108,452
Other income	-	5,328
Total investment (loss)	(22,551,452)	(59,898,132)

4. Cash and cash equivalents

	2023 \$	2022 \$
Cash at bank	12,829,522	9,331,642
Total and cash equivalents	12,829,522	9,331,642

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between 1 day and 90 days, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates. The carrying value of cash and short-term deposits approximates fair value.

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

	2023 \$	2022 \$
(Loss) for the year	(25,521,973)	(45,154,845)
Adjustments for non-cash items:		
Unrealised loss on component of change in fair value of investments	22,187,188	85,411,937
FX revaluation	(2,101,928)	(1,311,890)
Changes in Assets & Liabilities:		
(Increase) in receivables	(178,937)	(211,076)
Increase (decrease) in creditors & accrued expenses	595,725	(9,173,259)
Decrease (increase) in financial assets	16,057,779	(21,538,450)
Decrease (Increase) in other assets	4,312	(4,299)
(Increase) in deferred tax assets	-	(20,528,023)
Net cash from / (used in) operating activities	11,042,166	(12,509,905)

5. Income tax

The income tax expense attributable to the year differs from the prima facie amount payable on the profit before tax. The difference is reconciled as follows:

	June 2023	June 2022
Current tax		
Current income tax (benefit)	(1,548,659)	(6,241,156)
Deferred tax		
Origination and reversal of temporary differences	1,548,659	(14,286,867)
Income tax (benefit) recognised in the statement of comprehensive income	-	(20,528,023)
(Loss) before income tax benefit	(25,521,973)	(65,682,868)
Prima facie tax benefit on (loss) from ordinary activities before income tax at 25% (2022: 25%)	6,380,493	16,420,717
Deferred income tax benefit		
- Unrealised (loss) in relation to financial assets	(5,004,679)	(10,179,561)
- Non-deductible expenses for tax purposes	172,845	-
- Tax losses not recognised in current year	(1,548,659)	-
- Tax losses recognised in relation to prior years were previously not recognised	-	14,286,867
Income tax benefit recognised in the consolidated statement of comprehensive income	-	20,528,023
	June 2023	June 2022
Deferred tax recognised		
Trading Stock	(5,411,782)	(6,669,515)
Long term financial assets	2,609,305	(1,295,659)
Business establishment costs	408,511	398,168
Other	8,030	37,208
Tax losses recognised	21,487,287	26,631,149
Total net deferred tax asset recognised	19,101,351	19,101,351
Tax losses not recognised	11,174,632	4,323,898

At 30 June 2023 the Group has estimated unused gross revenue tax losses of \$130,647,677 (2022: \$124,453,042) that are available to offset against future taxable capital and revenue profits, subject to continuing to meet relevant statutory tests.

In assessing the probability of the future realisation of carry forward tax losses and the extent to which a deferred tax asset for carry forward losses is to be recognised, the Group has considered market conditions existing at 30 June 2023 and has considered future economic uncertainties in the Company's forecast.

Notes to the Financial Statements

6. Fair value measurements

To reflect the source of valuation inputs used when determining the fair value of its financial assets and financial liabilities, the Group uses the fair value hierarchy prescribed in AASB 13 *Fair value measurement*:

Level 1:	quoted (unadjusted) prices in active markets for identical assets or liabilities
Level 2:	valuation techniques using market observable inputs, either directly or indirectly
Level 3:	valuation techniques using non-market observable data

The Group invests in both listed and unlisted investments, in order to execute its investment mandate and maximise total returns to shareholders. Unlisted investments include seed, start-up and early-stage businesses and private equity businesses. For these unlisted investments, the Group invests in financial instruments, such as loan notes, derivatives and unlisted equities that are not quoted in an active market.

Unlisted financial assets are valued at fair value in accordance with AASB 13 *Fair value measurement*, applying the principles in *'International Private Equity and Venture Capital Valuation Guidelines'*.

The fair value of financial instruments traded in active markets is based on quoted market prices at each balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

The Group classifies the fair value of listed equities that are actively trading in an active market at 30 June 2023 as Level 1.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available. If the Group can determine the fair value of the investment by utilising observable market data as significant inputs, then the fair value of the instrument is classified as Level 2.

If this is not the case, the Group uses a market-based valuation technique to determine fair value. The fair value of these investments are classified as Level 3.

	June 2023	June 2022
Assets measured at fair value		
Level 1: Listed equities	59,773,497	76,689,810
Level 2: Unlisted financial instruments	-	-
Level 3: Unlisted financial instruments: (unlisted equity, loan notes, fixed income securities)	36,631,368	50,162,936
Total financial assets	96,404,865	126,852,746
Total current	66,598,409	85,318,089
Total non-current	29,806,456	41,534,657
Liabilities measured at fair value		
Level 1: -	-	-
Level 2: -	-	-
Level 3: -	-	-
Total financial liabilities	-	-

Valuation of Level 3 financial instruments

The responsibility for the valuation of unlisted equity and debt instruments is delegated by the Board of Directors of the Group to the investment sub-committee. Review of investment valuations are performed on a regular basis and reviewed by the investment sub-committee.

Investments with a recent transaction: Recent investment

Where an arm's length transaction for an investment has occurred within twelve months to balance sheet date, this transaction is adopted as fair value for the particular investment which is adjusted to reflect market development between the time of acquisition and balance sheet date.

Pre-revenue investments: Milestone approach

When a recent transaction has not occurred, and the investment is considered to be in the early stages of their business and are not yet generating sufficient revenues, earnings and/or cash flows, a *Milestone Approach* is used to determine the investment's fair value. Under this method, the investment's progress is regularly assessed against achieving certain strategic milestones set by the company. The investment's fair value determination takes into account the best information available, such as company and shareholder updates, as well as readily-available market participant data and assumptions. The value of loan notes and unlisted equities classified as Level 3 may increase if or decrease depending on the success of start-up operations and capital raisings.

6. Fair value measurements continued

Revenue/earnings investments: Market comparable companies method

For investments which are considered to be generating sufficient revenue/earnings/cash flows, when determining the fair value of the investment the Group applies the *Market Comparable Companies- Enterprise Value (EV)/Sales* method. Under this method, the Group identifies comparable public companies as peers based on their industry, size, leverage and strategy. The appropriate trading multiple for each identified peer is then calculated. If the multiple of the investee company is within the relevant range of its peers, then it is considered to be measured at fair value.

For investee companies located overseas, who have announced to the market they have entered into a merger arrangement with a Special Purpose Acquisition Company ('SPAC') and have transaction details publicly available to market participants; the fair value of unlisted equity in such investments is determined through a fair value model. This model takes into consideration publicly available information, adjusted for market comparable EV/Sales ratios and is discounted at an appropriate rate, taking into consideration additional risk surrounding the completion of the SPAC merger measured at their transaction price.

Unlisted options

Where the Group holds unlisted options, these are valued using the *Black Scholes* options pricing model.

Promissory notes receivable and contingent consideration receivable

Promissory notes receivable (upon initial recognition) and contingent consideration receivable are classified as Level 3 as the fair value is not determined on observable inputs. They are measured using a discounted cash flow analysis of expected cash flows in future periods.

Key inputs to Level 3 valuations

At reporting date, the key unobservable inputs used, together with a quantitative sensitivity analysis as at 30 June 2023 is summarised below:

Industry group	Valuation technique	Unobservable input	2023		2022	
			Weighted average input	Fair value	Weighted average input	Fair value
Information technology and services	Market Comparable Companies- EV/Sales	Multiple of peers	24.0x 80%	687,500	5.0x 3%	9,736,900
		Discount to multiple				
	Recent Transactions	Price applicable to recent capital raising or share sale	n/a	2,394,547	n/a	7,025,114
	Milestone approach	Progress against company specific strategic objectives	n/a	15,045,429	n/a	10,090,215
FinTech and e-commerce	Market Comparable Companies- EV/Sales	Multiple of peers	n/a n/a	-	8.9x 8%	686,117
		Discount to multiple				
	Recent Transactions	Price applicable to recent capital raising or share sale	n/a	935,404	n/a	1,498,720
	Milestone approach	Progress against company specific strategic objectives	n/a	5,136,737	n/a	5,619,310
Entertainment and media	Market Comparable Companies- EV/Sales	Multiple of peers	n/a	-	6.5x 20%	1,882,194
		Discount to multiple	n/a			-
	Recent Transactions	Price applicable to recent capital raising or share sale	n/a	150,000	n/a	547,091
Health care technology	Recent Transactions	Price applicable to recent capital raising or share sale	n/a	805,059	n/a	4,593,456
		Progress against company specific strategic objectives				
	Milestone approach	Progress against company specific strategic objectives	n/a	3,388,700	n/a	1,811,573
Consumer and industrial products	Recent Transactions	Price applicable to recent capital raising or share sale	n/a	4,454,366	n/a	4,628,227
	Milestone approach	Progress against company specific strategic objectives	n/a	978,705	n/a	1,838,061

Notes to the Financial Statements

6. Fair value measurements continued

Sensitivity analysis to significant changes in unobservable inputs within Level 3 valuations

The quantitative sensitivity analysis of the significant unobservable inputs used in the fair value measurement categorised within Level 3 are as shown below. The expected sensitivities of +/-15% of the remaining Level 3 investments have not been disclosed, as they are not material:

Industry group	Input	Sensitivity applied 2023	Effect on fair value 2023	Sensitivity applied 2022	Effect on fair value 2022
Information technology and services	Milestone Approach	15% increase/ (decrease)	\$2.3 million/ (\$2.3 million)	15% increase/ (decrease)	\$1.5 million/ (\$1.5 million)
	Average multiple of peers	15% increase/ (decrease)	\$0.1 million/ (\$0.1 million)	15% increase/ (decrease)	\$1.4 million/ (\$1.4 million)
	Discount to multiple	10% increase/ (decrease)	Immaterial/ (Immaterial)	10% increase/ (decrease)	\$0.9 million/ (\$0.9 million)
FinTech and e-commerce	Milestone Approach	15% increase/ (decrease)	\$0.8 million/ (\$0.8 million)	15% increase/ (decrease)	\$0.8 million/ (\$0.8 million)
Healthcare technology	Milestone Approach	15% increase/ (decrease)	\$0.5 million/ (\$0.5 million)	15% increase/ (decrease)	\$0.3 million/ (\$0.3 million)
Entertainment and media	Milestone Approach	15% increase/ (decrease)	\$0.4 million/ (\$0.4 million)	15% increase/ (decrease)	Immaterial Immaterial
Consumer and industrial products	Milestone Approach	15% increase/ (decrease)	\$0.1 million/ (\$0.1 million)	15% increase/ (decrease)	\$0.3 million/ (\$0.3 million)

Level 3 transfers

For assets and liabilities that are recognised at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Reconciliation of recurring fair value measurements categorised within Level 3 is as follows:

Financial assets:	Loan notes	Unlisted equities	Contingent consideration	Total
Balance at 1 July 2022	11,639,633	38,523,303	-	50,162,936
Unrealised (loss)/gain recognised in Consolidated statement of comprehensive income	1,490,012	(17,327,100)	-	(15,837,088)
Transfers to Level 1 – ASX listing	(630,475)	-	-	(630,475)
Conversion of Loan Notes to unlisted equities	(2,713,475)	2,713,475	-	-
Net Purchases of financial assets	812,039	2,123,956	-	2,935,995
Reclassification of loan notes	(715,560)	715,560	-	-
Balance at 30 June 2023	9,882,174	26,749,194	-	36,631,368
Balance at 1 July 2021	8,379,951	32,225,730	314,352	40,920,033
Unrealised (loss)/gain recognised in Consolidated statement of comprehensive income	(1,356,952)	2,347,134	(314,352)	675,830
Reclassification between categories	(226,520)	(2,920,377)	-	(3,146,897)
Transfers to Level 1 – ASX listing	(400,000)	400,000	-	-
Net Purchases of financial assets	5,243,154	6,470,816	-	11,713,970
Balance at 30 June 2022	11,639,633	38,523,303	-	50,162,936

7. Financial assets

	2023	2022
	\$	\$
Financial assets at fair value through profit and loss		
Listed equities ¹	59,773,497	76,689,810
Unlisted financial instruments (unlisted equity, loan notes and derivatives) ²	36,631,368	50,162,936
Total financial assets	96,404,865	126,852,746
Total current	66,598,409	85,318,089
Total non-current	29,806,456	41,534,657

¹ Measured at fair value using quoted market prices which are deemed a Level 1 input under the Fair Value hierarchy as prescribed in AASB 13.

² Measured at fair value, calculated with inputs deemed to be Level 3 under the Fair Value hierarchy as prescribed in AASB 13.

8. Receivables

	2023	2022
	\$	\$
Unsettled trades ¹	139,159	311,246
Promissory Note – secured ²	752,850	59,228
GST and other	1,105,760	754,736
Total receivables	1,997,769	1,125,210
Total current	1,997,769	1,065,982
Total non-current²	-	59,228

¹ Unsettled trades include amounts due from brokers for settlement of securities sold and are settled within 2 days of the transaction.

² The promissory note-secured was issued by Bobsbox LLC (trading as InfraSiteR) and paid in full early July 2023.

The carrying value of receivables approximates fair value.

9. Payables

	2023	2022
	\$	\$
Management fee payable	1,007,787	1,209,405
Performance fee payable	-	-
Outstanding settlements	346,448	233,962
Sundry creditors and accruals	832,341	147,484
Total trade and other payables	2,186,576	1,590,851

Payables are non-interest bearing and unsecured.

The Management Fee and Performance Fee are paid within 60 days of receiving an invoice from the Investment Manager. The accrual includes GST after deduction of the reduced input tax credit. Outstanding settlements include amounts due to brokers for settlement of security purchases and are settled within 2 days of the transaction. Sundry creditors are generally paid in accordance with the terms negotiated with each individual creditor.

The carrying value of payables approximates fair value.

Notes to the Financial Statements

10. Issued capital

	June 2023 Number of shares	June 2022 Number of shares	June 2023 \$	June 2022 \$
(a) Ordinary shares				
Balance at 1 July	425,041,104	361,793,104	116,170,898	91,703,984
Ordinary shares issued	-	63,248,000	-	25,299,200
Cost of issue	-	-	-	(832,286)
Share buy-back	(6,945,153)	-	(1,155,506)	-
Cost of share buy-back	-	-	-	-
Total issued and authorised capital	418,095,951	425,041,104	115,015,392	116,170,898

Ordinary shares

Ordinary shares entitle the holder to receive dividends as declared and the proceeds on winding up of the Group in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person, or by proxy, at a meeting of the Group.

Share buy-back

On 10 Feb 2023, the Company announced a share buy-back scheme with approval by the Board to buy back a maximum of 42,504,110 shares. At 30 June 2023 the total number of shares bought back was 6,945,153 at a total cost of \$1,155,506.

Capital Management

The Board manages and regularly reviews the Group's capital, ensuring that it is deployed in the most efficient manner in order to maximise shareholder value. This involves the Board making decisions in relation to the level of distributions, share buy-backs and other capital management initiatives. The Group is not currently subject to any capital requirements imposed by an external party.

11. Reserves

	2023 \$	2022 \$
Profits reserve	186,492,439	173,871,891
<u>Movement in profits reserve:</u>		
Balance at 1 July	173,871,891	144,539,343
Transfers from retained earnings	12,620,548	29,332,548
Balance at 30 June	186,492,439	173,871,891

The profits reserve details an amount preserved for future dividend payments.

12. Earnings per share

	June 2023	June 2022
Earnings attributable to owners of Thorney Technologies Ltd	(25,521,973)	(45,154,845)
Weighted average number of shares		
- Basic and diluted	424,692,651	421,855,657
Basic and diluted earnings/(loss) per share (cents)	(6.0)	(10.7)

13. Financial reporting by segments

The Group is managed as a whole and is considered to have a single operating segment. There is no further division of the Group or internal segment reporting used by the Directors when making strategic, investment or resource allocation decisions.

14. Key management personnel compensation

Key management is defined as Directors, other key management personnel as referred to in the remuneration report.

The aggregate compensation made to key management personnel of the Group is set out below:

	2023 \$	2022 \$
Short-term employee benefits	205,250	187,337
Post-employment benefits - superannuation	15,750	13,234
Total key management personnel compensation	221,000	200,571
FY 2022 director fees paid in FY 2023 (2022: FY 2021 director fees paid in FY 2022)	-	-
Reconciliation to KMP Remuneration tables in Directors' report	221,000	200,571
Base fees	2,103,978	2,853,831
Performance fees	-	1,877,605
Total remuneration of Investment Manager¹	2,103,978	4,731,436

¹ Amounts are excluding GST and RITC

15. Auditor's remuneration

	2023 \$	2022 \$
Remuneration of the auditor for:		
Audit and review of financial reports	120,890	111,925

Notes to the Financial Statements

16. Related party transactions

	2023 \$	2022 \$
<i>Entities with significant influence over the Group:</i>		
Thorney Management Services Pty Ltd ¹	2,103,978	4,731,436
TIGA Trading Pty Ltd ²	52,000	52,000
<i>Related parties of key management personnel of the Group:</i>		
Arnold Bloch Leibler ³	64,730	100,381

All related party transactions shown are exclusive of GST.

¹ The Group has entered into an Investment Management Agreement (IMA) with Thorney Management Services Pty Ltd (TMS) for a period of 10 years and expiring on 16 December 2026. Under the IMA, TMS is entitled to a base fee and a performance fee which is calculated for each six-month period.

For FY 2023 a base fee was paid to TMS for 1H23 of \$1,120,772 (1H 2022: \$1,673,924) and payable to TMS for 2H23 of \$983,206 (2H22: \$1,179,907).

At 31 December 2022 the Investment Manager was entitled to a 1H23 Performance fee of Nil (excl. GST), based upon an Increase Amount of Nil (1H22 \$1,877,605). At 30 June 2023 the Investment Manager was entitled to a 2H23 Performance fee of nil. (2H22 Nil)

² Tiga Trading Pty Ltd (TTPL), a related body corporate of TMS, employs personnel to provide Group secretarial and financial accounts preparation services to Thorney Technologies Ltd. These services are provided on commercial terms.

Certain investments are held in trust on behalf of TEK by the following related parties; TTPL, Thorney Omega Pty Ltd (THYO), and Thistle Custodians Pty Ltd (THSC).

TMS, TTPL, THYO, THSC, Thorney Holdings Proprietary Limited and Thorney Investment Group Australia Pty Ltd are related bodies corporate controlled by Alex Waislitz by virtue of 608(1) of the *Corporations Act (2001)* (the Act).

TEK frequently co-invests in financial assets alongside Thorney Investment Group, some other private entities controlled by Alex Waislitz and Thorney Opportunities Ltd (TOP). All these entities are 'associates' in respect of the Company pursuant to section 12(2)(a)(iii) of the Act by virtue of them being commonly controlled by Mr Alex Waislitz who, pursuant to section 50AA of the Act, has the capacity to determine the outcome of decisions about the financial and operating policies of each of these entities. Where the combined shareholding of the associates exceeds 5% of the voting shares of a listed investee entity, TEK lodges its own substantial shareholder notice with the ASX pursuant to section 671B of the Act.

While the Investment Manager maintains a primary buy/hold/sell strategy for each managed investee company, from time to time an investee company may, for commercial reasons such as cash flow or tax management, execute a trade with a divergent view. To mitigate any actual, perceived or potential conflicts of interest, the Investment Manager maintains a register which is regularly presented to the Board via compliance reports.

³ During the year, the Group engaged Arnold Bloch Leibler, a legal firm of which Jeremy Leibler is a partner, to provide legal advice totalling \$9,730 (2022: \$45,381).

In accordance with the terms of Mr Leibler's appointment, a payment of \$55,250 (2022: \$55,000) was paid or payable to Arnold Bloch Leibler as remuneration for his role as a Director of TEK up until 30 June 2023.

17. Financial risk management

The Group's objective in managing risk is the creation and protection of shareholder value. Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The process of risk management is critical to the Group's continuing profitability. The Group is exposed to credit risk, liquidity risk and market risk (which includes interest rate risk and equity price risk) arising from the financial instruments it holds.

(a) Credit risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Group by failing to discharge an obligation.

The Group is exposed to the risk of credit-related losses that can occur as a result of a counterparty or issuer being unable or unwilling to honour its contractual obligations. These credit exposures exist within financing relationships, derivatives, and other transactions. Credit risk relating to unsettled transactions is considered small, due to the short settlement period and the high credit quality of brokers used. Credit loss in relation to the Promissory Note and Contingent Consideration has been considered within the fair value assessment taking into consideration expected recoverability of the note and consideration, remaining exposure of these positions at 30 June 2023 are insignificant.

Where the Group has counterparty exposure the Investment Manager monitors the counterparty in order to assess its ability to meet its interest and principal obligations.

It is the Group's policy to enter into financial instruments with reputable counterparties. The Investment Manager closely monitors the creditworthiness of the Group's counterparties (e.g. brokers, custodian, banks etc.) by reviewing their credit ratings, financial statements and press releases on a regular basis.

(b) Liquidity risk

Liquidity risk is defined as the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities. Liquidity risk arises because of the possibility that the Group could be required to pay its liabilities earlier than expected.

The Company invests primarily in marketable securities and other financial instruments, which under normal market conditions are readily convertible to cash. This is except for unlisted investments, which represent 38% (2022: 39%) of total investments where the lead time for large transactions to take place may be significant.

In addition, the Group has no borrowings and has a daily policy to monitor and maintain sufficient cash and cash equivalents to meet normal operating requirements.

(c) Currency risk

The Group has exposure to foreign currency denominated cash and borrowings and also other financial assets and liabilities denominated in foreign currencies as it invests in listed and unlisted international and Australian companies.

Therefore, the Group is exposed to movements in the exchange rate of the Australian dollar relative to foreign currencies.

The Group's total net exposure to fluctuations in foreign currency exchange rates at the Consolidated statement of financial position date is:

	2023	2022
<i>All amounts stated in AUD equivalents</i>	\$	\$
Assets		
US Dollars	22,735,423	33,129,962
CA Dollars	1,453,019	2,007,989
Total	24,188,442	35,137,951

At balance date, had the Australian dollar declined by 10% against the foreign currencies in which the Group holds foreign currency denominated monetary assets and liabilities (receivables and investments), with all other variables held constant, the impact of monetary assets and liabilities on the Group's equity and net profit after tax would have been:

	2023	2022
Australian dollar weakens by 10%	\$	\$
US Dollars	2,273,542	3,312,996
CA Dollars	145,302	200,799
Total	2,418,844	3,513,795

A 10% increase in the Australian dollar against the foreign currencies above would have an equal and opposite impact on the Group's equity and net profit. Currency movements may not be correlated.

Notes to the Financial Statements

17. Financial risk management continued

Assets and liabilities in the Consolidated statement of financial position exposed to foreign currencies:

	2023	2022
	\$	\$
<i>All amounts stated in AUD equivalents</i>		
Assets exposed to foreign currencies	24,188,442	35,137,951
Assets not exposed to foreign currencies	106,181,546	121,313,791
Assets as per Consolidated statement of financial position	130,369,988	156,451,742
Liabilities exposed to foreign currencies	-	-
Liabilities not exposed to foreign currencies	2,186,576	1,590,851
Liabilities as per Consolidated statement of financial position	2,186,576	1,590,851
Net assets exposed to foreign currencies	24,188,442	35,137,951
Net assets not exposed to foreign currencies	103,994,970	119,722,940
Net assets as per Consolidated statement of financial position	128,183,412	154,860,891

(d) Market risk

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rates and equity prices. As TEK is a listed investment company with a flexible investment mandate, the TEK will always be subject to market risks as the prices of its investment fluctuates with the market.

The Group's listed equity securities are susceptible to market price risk arising from uncertainties about future values of the investments. The Group manages the equity price risk through adherence to its investment policy and objectives.

At the reporting date, the exposure to listed and unlisted equity securities at fair value was \$96,404,865 (2022: \$126,852,746). A decrease of 10% in share value of securities held could have an impact of approximately \$9,640,487 (2022: \$12,685,275) on the income or equity attributable to the Group. An increase in 10% in share value of securities held would have a similar favourable impact on income and equity.

(e) Interest rate risk

The Group is not materially exposed to interest rate risk as all of its cash investments (including short term payables) are short term for fixed and variable interest rates.

18. Contingent liabilities and commitments

The Company has no contingent liabilities or commitments as at 30 June 2023. (2022: Nil)

19. Subsidiaries

The parent entity of the Group is Thorney Technologies Ltd, which has the subsidiaries detailed in the following table.

Name of entity	Controller (as at 30 June)	Country of Incorporation	Ownership	
			2023 %	2022 %
Parent entity Thorney Technologies Ltd	Directors	Australia		
Subsidiaries				
AR Fuels US LLC	Directors	USA	100	100
58 Jarque Pty Ltd	Directors	Australia	100	100

All 100% owned Australian entities are part of the tax consolidated group. Entities under control of the Directors are continuing operations.

Thorney Technologies Ltd and its wholly owned Australian controlled entities implemented the tax consolidation legislation as of 1 July 2005. The head entity, Thorney Technologies Ltd and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the Group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

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

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the Group.

AR Fuels US LLC remains a dormant subsidiary.

58 Jarque Pty Ltd is 100% consolidated as it is not an investment entity in its own right and its main purpose and activities are providing services that relate to the Group's investment activities.

The Group has no significant restrictions on its ability to access or use the assets and settle the liabilities of the Group.

20. Parent entity information

The Consolidated statement of financial position presented in the 2023 Annual report materially approximates that of the parent entity TEK.

No further disclosures are deemed material to this financial report. Refer to Note 19.

21. Events subsequent to balance date

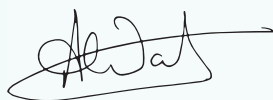
There were no events subsequent to balance date.

Director's declaration

In accordance with a resolution of directors of Thorney Technologies Ltd, I state that:

1. In the opinion of the Directors:
 - (a) the financial statements and notes of Thorney Technologies Ltd for the financial year ended 30 June 2023 are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the entity's financial position as at 30 June 2023 and of its performance for the year ended on that date;
 - (ii) complying with Accounting Standards and the *Corporations Regulations 2001*;
 - (b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2.1; and
 - (c) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2023.

On behalf of the Board,



Alex Waislitz
Chairman

Melbourne, 29 August 2023

Independent Auditor's Report to the Members of Thorney Technologies Ltd

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Thorney Technologies Ltd (the Company) and its controlled entities (collectively the Group), which comprises the statement of financial position as at 30 June 2023, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- (a) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year ended on that date; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial report of the current year. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial report. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Financial Report.

Fair value measurement and existence of investments and related disclosures

Why significant

The Group invests in listed and unlisted financial assets which are carried at fair value in the statement of financial position.

The investment portfolio at year end was comprised of \$59.8 million in listed equity investments and \$36.6 million in unlisted investments in start-up and early stage companies.

For listed equities, fair value is assessed based on quoted prices in active markets at reporting date.

For unlisted investments, the fair value of pre-revenue investments is determined using the price of recent transactions, adjusted based on the investment's progress towards achieving strategic milestones. The fair value of investments which have established revenues, earnings or positive cash flows are valued using a Market Comparable Companies-Enterprise Value (EV)/Sales method. The value of unlisted investments may increase or decrease depending on the success of start-up operations and revenue growth.

Refer to note 6 and Note 7 of the financial report for the Financial Assets disclosure, including valuation techniques used.

The fair value measurement and existence of the investments is a key audit matter due to the size of the investment portfolio and the significant judgement involved in valuing the unlisted investments.

How this matter was addressed in the audit

Our audit procedures included the following:

Listed investments

- Obtained and considered the latest independent assurance report that describes the effectiveness of the operational processes and controls of the Group's asset custodian.
- Agreed the quantity of listed equity investments to the custodial statement.
- Agreed the fair value of all equity investments to market closing prices at reporting date.

Unlisted investments

- For a sample of unlisted investments, obtained confirmations of the Group's investments directly from the investees and agreed the confirmed quantities and amounts to the Group's unlisted investment schedule.
- Agreed the number of securities held to custodial records and independent sources, where applicable.
- Assessed the valuation methodology used to calculate the fair value of unlisted investments, and agreed inputs to underlying support, including recent capital raisings.
- Considered whether there were any indicators to suggest fair values were not appropriate based on updates from the investee companies, discussions with management and independent company and industry research.

Assessed the adequacy of the disclosures included in Note 6 Fair value measurements and Note 7 Financial assets.

Investment management and performance fees

Why significant

The Group pays its Investment Manager, Thorney Management Services Pty Ltd (TMS), a related party fee as stipulated in the Investment Management Agreement (IMA). There is a base management fee of 0.75% of gross assets and a performance fee of 20% of the increase in net asset value for the applicable period. The base management fee and performance fee is calculated on a half yearly basis.

For the year ended 30 June 2023, the base management fee of \$2.2 million was recognised. For the year ended 30 June 2023, the target for performance fee was not met hence no performance fee was recognised.

Investment management and performance fees is a key audit matter because the fees are of interest to key stakeholders as they represent significant expenses and are paid to a related party.

Refer to Note 16 of the financial statements for related party disclosures.

How this matter was addressed in the audit

Our audit procedures included the following:

- ▶ Determined whether the calculation of the base management fee and performance fee expenses were determined in accordance with the IMA.
- ▶ Agreed key inputs used in the base management fee and performance fee calculations, including gross assets in the case of base management fees and the net asset increase in the case of performance fees to the statement of financial position.
- ▶ Recalculated the base management fee and performance fee and compared the recalculated amounts to the expenses recognised in the statement of comprehensive income.

We also assessed the adequacy of the disclosures included in Note 16 Related party transactions.

Carry forward tax losses

Why significant

For the year ended 30 June 2023, the Group recognised a net deferred tax asset of \$19.1 million, in respect of tax losses. The recognition was based on management's assessment that the tax losses and resulting net deferred tax asset were probable of recoupment.

Carry forward tax losses is a key audit matter as the recognition of the deferred tax benefit was significant to the Group's financial position for the year ended 30 June 2023 and there is judgement involved in determining whether they are probable of recoupment.

How this matter was addressed in the audit

Our audit procedures included the following:

- ▶ Assessed the availability of the carry forward tax losses.
- ▶ Assessed the recoverability of tax losses recognised as a deferred tax asset in the statement of financial position by reference to the forecast taxable income of the Group.

We also assessed the adequacy of the disclosures included in Note 5 Income tax

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's Annual Report for the year ended 30 June 2023 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the Remuneration Report and our related assurance opinion.

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on the Audit of the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 8 to 11 of the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Thorney Technologies Ltd for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.



Responsibilities

The directors of the Group 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.

A stylized, handwritten signature of 'Ernst & Young' in black ink.

Ernst & Young

A stylized, handwritten signature of 'Tony Morse' in black ink.

Tony Morse
Partner

Melbourne
29 August 2023

Shareholder information

As at 21 August 2023

Voting rights

All ordinary shares carry one vote per share without restriction.

Distribution of shareholders

Category	Ordinary Shareholders
1 – 1,000 shares	142
1001 – 5,000 shares	203
5001 – 10,000 shares	177
10,001 – 100,000 shares	898
100,001 or more shares	472
Total number of holders	1,892
Number of shareholders holding less than a marketable parcel	246

20 largest shareholders of ordinary shares

	Name	Number of shares	Issued Capital %
1	THORNEY HOLDINGS PROPRIETARY LIMITED	83,097,158	19.98
2	RUBI HOLDINGS PTY LTD <JOHN RUBINO S/F A/C>	40,532,667	9.75
3	MUTUAL TRUST PTY LTD	34,539,775	8.31
4	TIGA TRADING PTY LTD	11,720,494	2.82
5	CITICORP NOMINEES PTY LIMITED	11,626,174	2.80
6	HALCYCON PTY LTD	10,009,042	2.41
7	VENN MILNER SUPERANNUATION P/L	10,000,000	2.40
8	CRATHRE PTY LTD	6,879,000	1.65
9	TAMIT NOMINEES PTY LTD <ITESCU FAMILY A/C>	4,545,455	1.09
10	THORNEY HOLDINGS PROPRIETARY LIMITED <TH HOLDINGS A/C>	4,484,374	1.08
11	ACE PROPERTY HOLDINGS PTY LTD	3,700,000	0.89
12	JP MORGAN NOMINEES AUSTRALIA LIMITED	3,431,089	0.83
13	MR ROBERT VELLETRI + MRS FRANCINE VELLETRI <ROBERT VELLETRI S/F A/C>	2,719,784	0.65
14	MR SILVIO SALOM + MRS METTE SALOM <SALOM SUPER FUND A/C>	2,700,532	0.65
14	INCUBATOR HOLDINGS PTY LTD <INCUBATOR HOLDINGS A/C>	2,598,571	0.62
16	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	2,269,625	0.55
17	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	2,226,460	0.54
18	MABRA PTY LTD <MABRA INVESTMENTS A/C>	2,173,571	0.52
19	PERPETUAL CORPORATE TRUST LTD <AFFLUENCE LIC FUND>	2,161,724	0.52
20	ICE COLD INVESTMENTS PTY LTD	2,000,000	0.48

Substantial shareholders

Name	Number of shares	Voting Power %
THORNEY HOLDINGS PROPRIETARY LIMITED (and associates)	101,873,454	24.50
RUBI HOLDINGS PTY LTD	40,532,667	9.75
MUTUAL TRUST PTY LTD	34,539,775	8.31

Shareholder information

List of investments at 30 June 2023

Code	Company name	Fair value	% of
		\$	Gross Assets
CXL	Calix Ltd	12,876,593	9.9%
AVH	Avita Medical Ltd	7,162,200	5.5%
CU6	Clarity Pharmaceuticals Ltd	2,450,000	1.9%
CCR	Credit Clear Ltd	2,328,983	1.8%
DUG	DUG Technology Ltd	2,317,353	1.8%
IMU	Imugene Ltd	2,241,296	1.7%
360	Life360, Inc.	2,198,285	1.7%
n/a	Updater Inc.	2,144,547	1.6%
n/a	Mosh	1,999,072	1.5%
MAP	Microba Life Sciences Limited	1,891,157	1.5%
n/a	360 Capital Fibreconx Trust	1,875,002	1.4%
n/a	Enlitic, Inc	1,701,997	1.3%
TLX	Telix Pharmaceuticals Ltd	1,680,868	1.3%
n/a	FinClear Holdings Pty Ltd	1,585,815	1.2%
n/a	WSC Technologies	1,553,724	1.2%
n/a	Elenium Automation Ltd 7.5% c/note mature 30 Jun 2023	1,500,000	1.2%
JAY	Jayride Group Ltd	1,476,883	1.1%
n/a	Cargomatic Inc	1,456,468	1.1%
BNXA	Banxa Holdings Inc.	1,453,019	1.1%
BKG	Booktopia Group Ltd	1,297,340	1.0%
MSB	Mesoblast Ltd	1,135,000	0.9%
n/a	Canopy Tools Group Pty Ltd	1,063,212	0.8%
n/a	Lettuce Grow SAFE 15 Nov 2024 (USD 1.4836)	978,705	0.8%
BRN	Brainchip Holdings Ltd	949,000	0.7%
MX1	Micro-X Ltd	946,261	0.7%
n/a	Aglive Group Ltd	936,342	0.7%
TVL	Touch Ventures Ltd	920,967	0.7%
n/a	Theator Inc. Pref A Series	915,661	0.7%
n/a	Nexdius Pty Ltd 15% conv notes exp 30 Sep 2023	900,000	0.7%
FLX	Felix Group Holdings Ltd	873,612	0.7%
n/a	Red Earth Storage Ltd conv note exp 31 Dec 2023	850,000	0.7%
SPT	Splitit Payments Ltd	848,256	0.7%
n/a	Carbon Growth Opportunities Fund	815,487	0.6%
SKF	SkyFii Ltd	811,558	0.6%
n/a	eToro	809,299	0.6%
n/a	Structure Capital Annex A, LLC (Honk Technologies Inc.)	752,850	0.6%
DUB	Dubber Corporation Ltd	746,105	0.6%
NXS	Next Science Ltd	740,183	0.6%
DOC	Doctor Care Anywhere Group Ltd	693,008	0.5%
n/a	ConsenSys	690,797	0.5%
n/a	Firmus Grid Pty Ltd 12% c.note exp 23 Nov 23	687,500	0.5%
EVS	Envirosuite Ltd	665,531	0.5%
ST1	Spirit Telecom Ltd	650,000	0.5%
VTI	Visioneering Technologies, Inc.	614,498	0.5%
n/a	Vitrafy Life Sciences Pty Ltd 8% conv note exp 31 Dec 2023	600,000	0.5%
W2V	Way2Vat Ltd	578,004	0.4%
PLT	Plenti Group Ltd	573,558	0.4%
	Other listed investments	8,759,037	6.7%
	Other unlisted investments	12,709,830	9.7%
	Cash and Cash equivalents	12,829,522	9.8%
	Other Assets	21,135,601	16.2%
	Gross Assets	130,369,988	100.0%

Corporate Directory

Thorney Technologies Ltd is a disclosing entity under the *Corporations Act 2001* and currently considered an investment entity pursuant to ASX Listing Rules. The Company is an investor in listed equities on the Australian and overseas securities markets, as well as unlisted equities in Australia and abroad.

ASX Code: TEK

Security: Thorney Technologies Ltd fully paid ordinary shares

Directors: Alex Waislitz, Chairman

Jeremy Leibler

Alan Fisher

Martin Casey

Tim Birch

Secretary: Craig Smith

Country of incorporation: Australia

Registered office: Level 39, 55 Collins Street

Melbourne Vic 3000

Contact details: Level 39, 55 Collins Street

Melbourne Vic 3000

T: + 613 9921 7116

F: + 613 9921 7100

E: contact@thorney.com.au

W: www.thorney.com.au/thorney-technologies/

Investment Manager: Thorney Management Services Pty Ltd

Level 39, 55 Collins Street

Melbourne Vic 3000

AFSL: 444369

Auditor: Ernst & Young

8 Exhibition Street

Melbourne Vic 3000

Solicitors: Arnold Bloch Leibler

333 Collins Street

Melbourne Vic 3000

Share Registry: Computershare

Yarra Falls, 452 Johnston Street,

Abbotsford VIC 3067

T: + 613 9415 5000

F: + 613 9473 2500

W: www.computershare.com/au

For all shareholder related enquiries please contact the share registry.

Annual When: Tuesday 14 November 2023¹

General Where: TEK is planning to hold a Virtual 2023 Annual General Meeting¹

Meeting (AGM): ¹ The Company will advise full meeting details to all shareholders in early October 2023.



THORNEY
TECHNOLOGIES
TEK