

ANNUAL REPORT 2024

THORNEY OPPORTUNITIES LTD
ABN: 41 080 167 264

THORNEY

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Financial highlights 2024

Final dividend
(per share fully franked)

1.50 cents

NPAT

\$35.03m

Total dividends for FY24
(per share fully franked)

2.55 cents

NTA (per share before tax)

93.5 cents

Increase on FY23

2.0% 

Increase from FY23

32.1% 

Total Investment Income

\$57.5m

NTA (per share after tax)

87.1 cents

Increase on FY23

24.4% 



Chairman's Letter

Dear fellow TOP shareholder,

During FY2024, the TOP portfolio delivered after-tax NTA growth in excess of 24%, representing an outperformance over the S&P Small Ordinaries Accumulation Index by over 15%. This performance was delivered in an environment with prevalent geopolitical risks, high interest rates compared to recent years and softer consumer sentiment.



Reflecting the confidence in the TOP portfolio, Directors have declared a fully franked final dividend of 1.50 cents per share, an increase of 3.4% over the prior year. In addition to the interim dividend of 1.05 cents per share, total dividends for FY2024 are 2.55 cents per share, fully franked, versus 2.50 cents per share in FY2023. The higher dividend payout represents a fully franked dividend yield of around 4%.

TOP's performance amid challenging and unpredictable market conditions was, in large part, due to strong M&A activity in the infrastructure and resource services sector. During the period, there were two notable transactions involving key positions in the TOP portfolio: MMA Offshore Limited (ASX.MRM) and Decmil Group Limited (ASX.DCG). Both MRM and DCG have been long term positions in TOP's portfolio and during this time TOP has been active and influential in the success enjoyed by these companies, including in the establishment of the appropriate capital structure as well as the composition of the Board and management. From the investments in MRM and DCG, up until the date of this report, TOP realised proceeds in excess of \$60 million, strongly positioning TOP with substantial capital for future investments.

TOP's active involvement with MRM and DCG is typical of the approach adopted by it across all key portfolio positions. Within the infrastructure, engineering and resource sector, at various times, TOP has played an active role with a number of other key portfolio positions, all of which have been positive contributors to performance in FY2024, including:

- Southern Cross Electrical Engineering Limited (ASX.SXE) enjoyed a period of strong operational and share price performance in FY2024 with the

company maintaining a robust order book and opportunity pipeline leading into FY2025. TOP retains a substantial shareholding in SXE and an optimism in the outlook for the company;

- Austin Engineering Limited (ASX.ANG) also performed well from an operational and share price perspective in FY2024. During the period, TOP took the opportunity to realise some profits and currently remains the company's largest shareholder. TOP retains its positive sentiment towards ANG and believes that it is well positioned to deliver strong earnings performance in FY2025 and FY2026;
- Service Stream Limited (ASX.SSM) has been a significant contributor to TOP shareholders, including in FY2024.

Other activity across the broader listed investment portfolio included the Thorney Group, including TOP, recently playing a crucial role in AMA Group Limited (ASX.AMA), where it actively effected change at the leadership of the company and acted as an anchor participant in the recapitalisation plan successfully executed during June/ July. Whilst AMA was a drag on the performance of TOP during FY2024, under refreshed and motivated leadership and a strong balance sheet, we are cautiously optimistic about what the company can achieve in FY2025 and beyond.

TOP's largest unlisted holding is 20 Cashews Pty Ltd, which owns 100% of Australian Community Media (ACM), approximately 30% of View Media Group (www.viewmediagroup.com.au) and 14.4% of Southern Cross Media Group Limited (ASX.SXL).

TOP has been active at ACM as it executes its plan to progress the rationalisation of its publication portfolio and transform itself into a

digital business. Reaching around five million people, ACM's commitment to being the trusted voice for news editorial in regional Australia remains at the centre of its strategy. This strategy has resonated with regionally-based Australians and evidenced by the number of digital subscribers increasing to almost 150,000. However, the positive contribution generated by the digital subscriber growth has been tempered by a persistently soft advertising environment as well as the decision by Meta to cease paying all Australian media companies for news-related content. It should be stated that, conversely, Google has confirmed its commitment to paying for news content and is to be commended for their decision to support journalism in Australia.

The traditional Australian media participants are currently facing a number of economic and industry-structure related challenges. 20C, with its business ACM, is no different to other industry players. That being the case, 20C has sought to be active in securing a seat at the table as the media environment continues to shift. Most significantly, 20C acquired a strategic interest of 14.4% in SXL, a business which has both metro and regional media assets and which has considerable synergy with the ACM geographical footprint. Various discussions continue between media market participants and 20C will look to pursue the greatest strategic outcomes for its assets.

During FY2024, View Media Group (VMG) continued to execute on its strategic plan to disrupt the online real estate listings market in Australia. Along with key shareholders, ANZ Group Holdings Limited (ASX.ANZ) and Seven West Media Limited (ASX.SWM), TOP played an active role guiding the strategic pathway to achieving scale. One notable

achievement during FY2024 was the level of support achieved across the real estate industry, with many different stakeholders actively seeking to get involved, including real estate agents, developers and other advocates.

I remain optimistic about the long-term value proposition presented by 20C's assets, however, as flagged in TOP's NTA newsletter, released to the market in July, the Board has adopted a prudent approach to the carrying value as at 30 June 2024. The decline in the carrying value reflected the impact of the mark-to-market adjustment of 20C's investment in SXL as well as a cautious outlook with respect to the short-term earnings outlook for ACM.

Like all shareholders, I remain disappointed that TOP's share price has continued to trade below its NTA. The Directors, the investment team and I remain focused on identifying initiatives aimed at reducing and preferably eliminating this unjustified discount gap. The company's adjustment to its management fee structure, with the introduction of a high watermark, along with the ongoing on-market share buyback program is part of this strategy.

I continue to believe that TOP's value-based investment approach will deliver strong performance for shareholders, along with dividends, over time.

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



Alex Waislitz, Chairman
30 August 2024



Director's Report

The directors present their report, together with the financial statements of Thorney Opportunities Ltd (TOP or Company), for the year ended 30 June 2024 and the auditor's report thereon.

1. Directors

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

NAME	PERIOD OF DIRECTORSHIP
Alex Waislitz OAM	Appointed 21 November 2013
Henry D. Lanzer AM	Appointed 21 November 2013
Dr Gary H. Weiss AM	Appointed 21 November 2013

Information on directors

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



Alex Waislitz was appointed Chairman of the Company on 21 November 2013.

Mr Waislitz is Chairman of Thorney Technologies Ltd and is the founder and Chairman of the private Thorney Investment Group, 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 awarded a Medal 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.

1. Directors continued

**HENRY D. LANZER AM B.COM., LLB (MELB),
NON-EXECUTIVE DIRECTOR**



Henry D. Lanzer AM was appointed a director of the Company on 21 November 2013 and was Chairman of the TOP Audit and Risk Committee up until August 2022.

Mr Lanzer is Managing Partner of Arnold Bloch Leibler - a leading Australian commercial law firm - and has over 40 years' experience in providing legal and strategic advice to some of Australia's leading companies.

Mr Lanzer is also a director of Premier Investments Limited, a director of Just Group Limited and previously a director of the TarraWarra Museum of Art. He is a Life Governor of the Mount Scopus College Council. In June 2015 Mr Lanzer was appointed as a Member of the Order of Australia.

**DR GARY H. WEISS AM LLB(HONS), LLM (WITH DIST.), J.S.D.,
NON-EXECUTIVE DIRECTOR, LEAD INDEPENDENT DIRECTOR**



Dr Gary H. Weiss AM was appointed a director of the Company on 21 November 2013 and was appointed Chairman of the TOP Audit and Risk Committee on 26 August 2022.

Dr Weiss has considerable expertise in financial services businesses and extensive international business experience.

He holds several directorships including as director of Ariadne Australia Limited (since November 1989) and as Chairman of Ardent Leisure Group Limited and Estia Health Limited.

Other current directorships include Hearts & Minds Investments Limited and Cromwell Property Group. Dr Weiss is also a Commissioner of the Australian Rugby League Commission. In June 2019 Dr Weiss was appointed as a Member of the Order of Australia.

Dr Weiss' previous directorships include The Straits Trading Company Limited, Ridley Corporation Ltd, Guinness Peat Group plc, Premier Investments Limited, Pro-Pac Packaging Limited, Tag Pacific Limited, Westfield Group, Coats plc (Chairman), ClearView Wealth Limited (Chairman), Mercantile Investment Company Limited, Tower Australia Limited, Australian Wealth Management Limited, Tyndall Australia Limited (Deputy Chairman), Joe White Maltings Limited (Chairman), CIC Limited, Whitlam Turnbull & Co Limited and Industrial Equity Limited.

Director's Report

2. Company Secretary

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



Craig Smith **CPA, ACIS** was appointed secretary of the Company on 21 November 2013.

Mr Smith has been the Chief Financial Officer of the private Thorney Investment Group since 2008, was appointed company secretary of Thorney Technologies Ltd in 2016 and is a director and company secretary of Anaeco Limited.

Prior to joining Thorney, Mr Smith held CFO / Company Secretarial roles with ASX listed companies Baxter Group Limited and Tolhurst Noall Limited.

3. Principal activities

Thorney Opportunities Ltd is an investment company listed on the Australian Securities Exchange (ASX: TOP). Its principal activity is making investments in listed and unlisted securities.

There have been no changes in the nature of these activities during the 2024 financial year.

4. Result

The Company's profit before tax for the 2024 financial year was \$45,111,839 (2023: \$10,371,670) and the net profit after tax was \$35,028,755 (2023: \$10,860,241).

Net tangible assets after tax were 87.1 cents per share (2023: 70.0 cents per share).

5. Dividends

On 30 August 2024 the Board declared a final fully franked dividend of 1.50 cents per share (2023 Final dividend: 1.45 cents per share). The tax rate for imputation purposes will be at 25%, which is the maximum allowable under Australian taxation law (i.e. 100% fully franked). The Dividend Reinvestment Plan (DRP) will not operate in respect of the 2024 Final dividend.

The Final dividend will be paid to shareholders on 30 September 2024. The total dividend of approximately \$2,734,078 has not been recorded as a liability in the financial accounts. The dividends will be paid to all shareholders who are duly recorded on the register of members as at 5pm on Thursday, 5 September 2024.

The fully franked 2024 Interim dividend of 1.05 cents per share was paid on 29 March 2024.

The fully franked 2023 Final dividend of 1.45 cents per share was paid on 29 September 2023.

6. Review of operations

Over the course of the financial year ended 30 June 2024, the Company's net tangible assets increased by \$26,187,137 to \$159,242,736 (2023: \$133,055,599). The increase principally reflects mark to market increase in the market value of the Company's portfolio for the twelve-month period, and a decrease in the fair value of TOP's investment in 20 Cashews Pty Ltd (20C).

TOP's five largest listed portfolio holdings MMA Offshore Ltd (MRM), Austin Engineering Ltd (ANG), Southern Cross Electrical Engineering Ltd (SXE), Decmil Group (DCG), and Solvar Ltd (SVR), represent approximately 55% of total assets. Of the top 5, MRM, ANG, SXE and DCG all closed stronger compared to 30 June 2023, whilst holdings in SVR Ltd closed lower over the period. The increase in the NTA over the period was attributable to the positive performance in the listed portfolio.

Cash and short-term deposits as at 30 June 2024 was \$23,791,171 (2023: \$4,323,402). The net increase predominately reflects an increase in cash from operating activities of \$28,309,388, payments made in relation to the Share buy-back totalling \$4,141,439, and dividends paid of \$4,700,179.

During the year 7,314,265 shares have been bought back at a total cost of \$4,141,439 with an average of 56.62 cents per share. (2023: 4,464,316 shares bought back for \$2,380,102, with an average of 53.31 cents per share)

During FY24 the Company lodged change of interest of substantial holder notices for AMA, ANG, MRM, SSM, SVR, SXE, SXL and TNY. The Company became a substantial holder for AVD and AMA and ceased to be a substantial holder for ST1.

7. Financial position

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

Net tangible asset backing per share	2024	2023
Net tangible assets	\$159,242,736	\$133,055,599
Shares on issue	182,885,335	190,199,600
Net tangible assets after tax per share	87.1 cents	70.0 cents

8. Prospects

The Company remains committed to maintaining its disciplined approach to investing.

The Board is optimistic that, in this challenging economic environment, opportunities which may be attractive to the Company will continue to emerge over the coming period.

9. 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, TOP 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.

10. Events subsequent to balance date

Since the end of the year, the Directors declared a final fully franked dividend of 1.5 cents per share to be paid on 30 September 2024.

Director's Report

11. 2024 Remuneration report (Audited)

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

For the purposes of the report, Key Management Personnel are defined as those persons and corporate entities having authority and responsibility for planning, directing and controlling activities of the Company.

For Thorney Opportunities Ltd the Key Management Personnel are the Non-executive Directors and the Investment Manager.

(a) Remuneration of Directors

The Non-executive Directors are remunerated by the Company. It is the policy of the Board to remunerate Directors at market rates commensurate with the responsibilities undertaken by Non-executive Directors. The remuneration of the Non-executive Directors is not linked to the performance of the Company.

NON-EXECUTIVE DIRECTORS' FEES

The 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 Company, the Company's share price, or dividends paid by the Company.

NON-EXECUTIVE CHAIRMAN'S FEES

For his role as Chairman and director of TOP, the Non-executive Chairman, Alex Waislitz, receives zero directors' fees and zero retirement benefits.

RETIREMENT BENEFITS FOR DIRECTORS

The Company 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

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

(b) Remuneration of the Investment Manager

The Investment Manager (Thorney Management Services Pty Ltd) is a corporate entity controlled by Mr Waislitz that has specified authority and responsibility in regard to the management of the Company's investment portfolio and is remunerated by the Company in accordance with the Investment Management Agreement (IMA) between the Company and the Investment Manager. In February 2023, the Investment Manager gave notice to TOP to extend the IMA for a further 7 years expiring 21 November 2030.

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

- a Base Fee of \$2,555,467 (GST exclusive) (FY23 \$2,121,941), being a Base Fee equal to 0.75% per half year of the gross asset value of the Company, payable half-yearly in arrears, calculated as at the last business day of the relevant half-year; and
- a Performance Fee of \$8,812,265 (FY23 \$2,280,569). The fee is the greater of zero and the amount calculated as 20% of the Increase Amount. The Increase Amount is the adjusted Increased Net Asset Value for the current period less the High Water Mark and less a hurdle, equivalent to the value of any Base Fee paid or accrued since the High Water Mark Base Financial Year. Performance fee entitlements are calculated on an annual basis, commencing on 1 July of each financial year. If there is no Increase Amount for a financial year, no Performance Fee is payable.

11. 2024 Remuneration report (Audited) continued

(c) Details of Remuneration

Key Management Personnel (KMP) received the following remuneration amounts:

2024	Short term benefits		Post-employment benefits	Total (\$)
	Fees (\$)	Other (\$)	Superannuation (\$)	
Alex Waislitz	-	-	-	-
Henry Lanzer ¹	55,500	15,405	-	70,905
Dr Gary Weiss	50,000	-	5,500	55,500
Total KMP remuneration	105,500	15,405	5,500	126,405

2023	Short term benefits		Post-employment benefits	Total (\$)
	Fees (\$)	Other (\$)	Superannuation (\$)	
Alex Waislitz	-	-	-	-
Ashok Jacob	39,792	-	4,178	43,970
Henry Lanzer ¹	55,250	3,207	-	58,457
Dr Gary Weiss	53,063	-	2,187	55,250
Total KMP remuneration	148,105	3,207	6,365	157,677

¹ Mr Lanzer's fees are paid or payable to Arnold Bloch Leibler and exclude GST. During the year, the Company engaged Arnold Bloch Leibler, a legal firm of which Henry Lanzer is the Managing Partner, to provide legal advice totalling \$15,405 (2023: \$3,207).

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 Key Management Personnel for the current or the prior year. Arnold Bloch Leibler is a legal firm of which Henry Lanzer is the Managing Partner.

Director's Report

11. 2024 Remuneration report (Audited) continued

(d) Service Arrangements

The following service arrangements have been agreed between the Company and the Non-executive Directors with respect to remuneration and other terms of employment.

HENRY LANZER

- Commenced 21 November 2013
- No term has been set unless the Director is not re-elected by shareholders of the Company
- Base annual fee of \$55,250 (GST exclusive)

DR GARY WEISS

- Commenced 21 November 2013
- No term has been set unless the Director is not re-elected by shareholders of the Company
- Base annual fee of \$50,000 plus superannuation

(e) Employment agreement

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

- Commenced as Director on 21 November 2013
- No term of agreement has been set unless the Director is not re-elected by shareholders of the Company
- No base salary or other compensation was received from the Company
- The Director is employed under an employment agreement with Tiga Trading Pty Ltd which will continue indefinitely until terminated

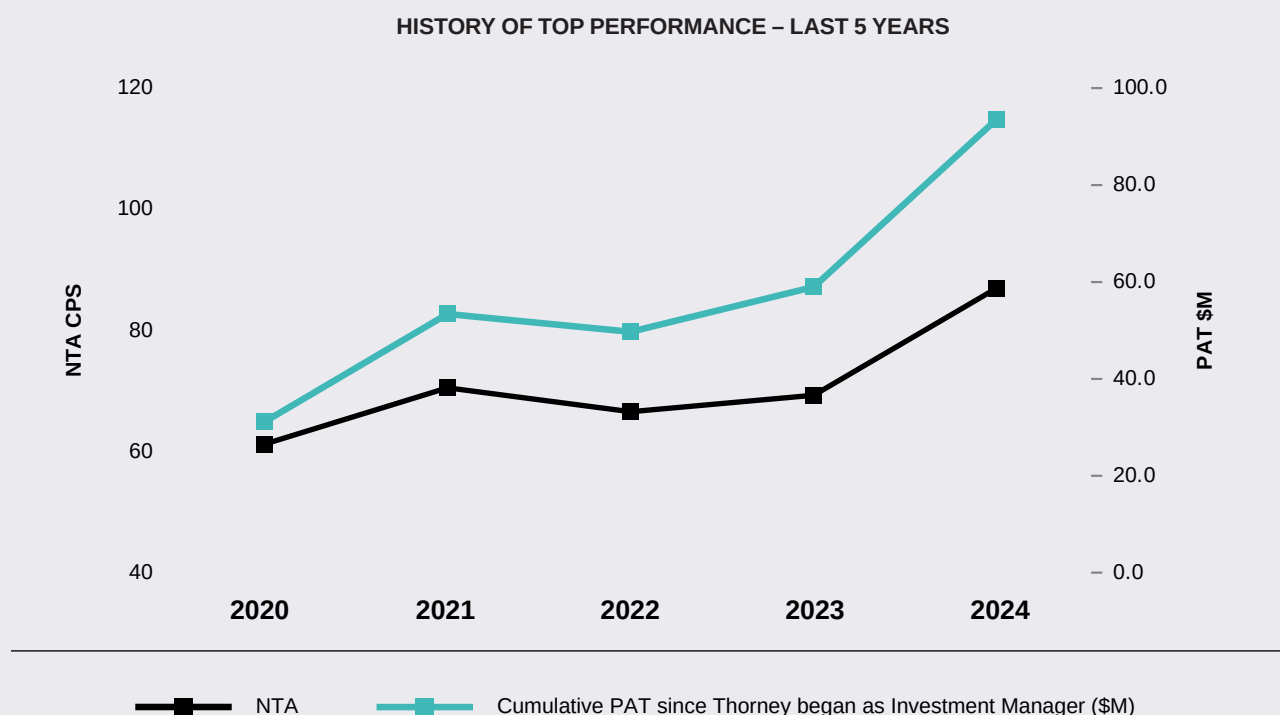
11. 2024 Remuneration report (Audited) continued

(f) History of TOP performance

The table below summarises TOP's key financial performance indicators over the last five financial years.

As at 30 June	Earnings after tax (PAT) \$	EPS (cents per share)	Share price (cents per share)	NTA (after tax) (cents per share)
2024	35,028,755	18.7	68.0	87.1
2023	10,860,241)	5.6	48.0	70.0
2022	(3,723,305)	(1.9)	47.0	66.4
2021	22,527,361	11.3)	54.5	70.4
2020	(34,917,472)	(17.2)	47.0	61.0

Earnings are for continuing operations only.



Thorney Management Services Pty Ltd (Investment Manager) assumed investment management responsibilities from 21 November 2013 pursuant to an Investment Management Agreement (IMA) approved by shareholders at the 2013 Annual General Meeting. The IMA has been extended for a further 7 years to 21 November 2030. A variation deed was executed during the financial year which introduced a high water mark mechanism with effect from 1 July 2023.

(End of remuneration report).

Director's Report

12. KMP relevant interests

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

	Balance 30 June 2022 ¹	Additions/ (Derecognised on resignation) ³	Balance 30 June 2023 ¹	Additions/ (Disposals)	Balance 30 June 2024 ¹
Directors					
Alex Waislitz ²	60,160,052	77,661	60,237,713		60,237,713
Henry Lanzer	125,700	-	125,700	-	125,700
Ashok Jacob ³	1,061,846	(1,061,846)	-	-	-
Dr Gary Weiss	9,971	-	9,971	-	9,971
Other KMP					
Thorney Management Services Pty Ltd (TMS) ²	60,160,052	77,661	60,237,713	-	60,237,713

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 TOP held by Thorney Holdings Pty Ltd, Tiga Trading Pty Ltd, Jasforce 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.

³ Mr Jacob resigned as director on 17 April 2023.

During the year, Thorney Holdings Proprietary Pty Ltd increased its shareholding in the Company by 77,661 shares. All Directors have duly notified the Australian Securities Exchange in accordance with the *Corporations Act 2001* (Cth) of changes in their relevant interests.

13. Board and committee meetings

The number of Board meetings, including meetings of Board Committees, held during the year ended 30 June 2024 and the number of those meetings attended by each Director is set out below:

	Board Meetings		Audit & Risk Committee	
	No. of meetings held while a Director	No. of meetings attended	No. of meetings held while a Director	No. of meetings attended
Alex Waislitz	7	7	4	4
Henry Lanzer ¹	7	5	4	2
Dr Gary Weiss ¹	7	6	4	3

¹ Dr Weiss was appointed as Chairman of all Audit & Risk Committee meetings in August 2022 replacing Mr Lanzer who continues as a Committee member. All directors are invited to attend each meeting.

14. Environmental regulation

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

15. Indemnification and insurance of officers and auditor

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

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 Company 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.

16. 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.

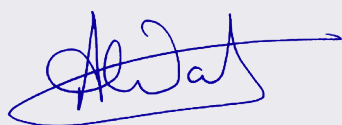
17. Non-audit services

Details of the amounts paid or payable to Ernst & Young for audit services provided during the year are set out in Note 15 to the financial statements on page 32 of this report.

There were no non-audit services performed by the Company's auditor, Ernst & Young, during the 2024 financial year.

This report is made in accordance with a resolution of the Board of Directors.

On behalf of the Board



Alex Waislitz
Chairman

Melbourne, 30 August 2024

Auditor's independence declaration



EY

**Building a better
working world**

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Auditor's independence declaration to the directors of Thorney Opportunities Ltd

As lead auditor for the audit of the financial report of Thorney Opportunities Ltd for the financial year ended 30 June 2024, 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.

Ernst & Young

Ernst & Young

E Reekie

Emma Reekie
Partner
30 August 2024

A member firm of Ernst & Young Global Limited
Liability limited by a scheme approved under Professional Standards Legislation

Corporate Governance Statement

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

In the *2024 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 TOP considers that it is necessary to take a different approach. The updated statement was approved by the Board on 18 June 2024.

Statement of comprehensive income

For the year ended 30 June 2024

	Note	June 2024 \$	June 2023 \$
Income			
Net changes in fair value of trading investments	3	53,389,527	11,235,879
Interest income	3	371,310	203,958
Dividend income	3	3,567,945	4,123,978
Other Income	3	180,000	-
Total investment income	3	57,508,782	15,563,815
Expenses			
Management fees		(2,619,354)	(2,174,989)
Performance fees		(9,032,572)	(2,337,584)
Directors' fees		(116,553)	(160,036)
Finance costs		(12)	(7)
Fund administration and operational costs		(115,360)	(97,373)
Legal and professional fees		(400,853)	(310,440)
Other administrative expenses		(112,239)	(111,716)
Total expenses		(12,396,943)	(5,192,145)
Profit before income tax (expense) / benefit		45,111,839	10,371,670
Income tax (expense) / benefit	4	(10,083,084)	488,571
Total comprehensive gain for the year		35,028,755	10,860,241
Basic gain per share (cents)	13	18.67	5.64
Diluted gain per share (cents)	13	18.67	5.64

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

Statement of financial position

As at 30 June 2024

	Note	June 2024 \$	June 2023 \$
ASSETS			
Current assets			
Cash and cash equivalents	6	23,791,172	4,323,402
Financial assets at fair value through profit or loss	7	133,611,501	96,547,733
Receivables	9	6,796	637
Prepayments		34,924	34,924
Total current assets		157,444,393	100,906,696
Non-current assets			
Financial assets at fair value through profit or loss	7	28,375,544	37,421,165
Deferred tax assets	4	-	-
Total non-current assets		28,375,544	37,421,165
TOTAL ASSETS		185,819,936	138,327,861
LIABILITIES			
Current liabilities			
Payables and accruals	10	10,564,296	3,672,204
Due to brokers	10	4,329,762	-
Total current liabilities		14,894,058	3,672,204
Non-current liabilities			
Deferred tax liabilities	4	11,683,142	1,600,058
Total non-current liabilities		11,683,142	1,600,058
TOTAL LIABILITIES		26,577,200	5,272,262
NET ASSETS		159,242,736	133,055,599
EQUITY			
Issued capital	11	94,000,918	98,142,357
Reserve	12	213,023,130	176,215,700
Accumulated losses		(147,781,312)	(141,302,458)
TOTAL EQUITY		159,242,736	133,055,599

The 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 2024

	Issued Capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2023	98,142,357	176,215,700	(141,302,458)	133,055,599
Profit after tax for the year	-	-	35,028,755	35,028,755
Total comprehensive income for the year	-	-	35,028,755	35,028,755
Transfer to Profits Reserve	-	41,507,609	(41,507,609)	-
<u>Transactions with shareholders:</u>				
Dividends paid	-	(4,700,179)	-	(4,700,179)
Share Buy-back	(4,141,439)	-	-	(4,141,439)
Cost of Share buy-back	-	-	-	-
Total transactions with shareholders	(4,141,439)	(4,700,179)	-	(8,841,618)
Balance as at 30 June 2024	94,000,918	213,023,130	(147,781,312)	159,242,736

For the year ended 30 June 2023

	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2022	100,524,637	153,530,462	(124,753,237)	129,301,862
Profit after tax for the year	-	-	10,860,241	10,860,241
Total comprehensive loss for the year	-	-	10,860,241	10,860,241
Transfer to Profits Reserve	-	27,409,462	(27,409,462)	-
<u>Transactions with shareholders:</u>				
Dividends paid	-	(4,724,224)	-	(4,724,224)
Share Buy-back	(2,380,102)	-	-	(2,380,102)
Cost of Share buy-back	(2,178)	-	-	(2,178)
Total transactions with shareholders	(2,382,280)	(4,724,224)	-	(7,106,504)
Balance as at 30 June 2023	98,142,357	176,215,700	(141,302,458)	133,055,599

The statement of changes in equity should be read in conjunction with the notes to the financial statements.

Statement of cash flows

For the year ended 30 June 2024

		June 2024 \$	June 2023 \$
Cash from operating activities:			
Interest received		371,322	203,958
Dividends received		3,552,144	4,123,978
Proceeds from sale of financial instruments at fair value through profit or loss		36,195,699	13,736,572
Purchase of financial instruments at fair value through profit or loss		(10,808,517)	(8,300,066)
Payments to suppliers and employees		(1,181,248)	(1,820,201)
Finance costs		(12)	-
Other Income received		180,000	-
Net cash provided by operating activities	6	28,309,388	7,944,241
Cash flows from financing activities:			
Payment for Share Buy-back		(4,141,439)	(2,380,102)
Payment for Share Buy-back costs		-	(2,178)
Dividends paid		(4,700,179)	(4,724,224)
Net cash (used in) financing activities		(8,841,618)	(7,106,504)
Net increase in cash held		19,467,770	837,737
Cash at the beginning of the year		4,323,402	3,485,665
Cash at the end of the year		23,791,172	4,323,402

The statement of cash flows should be read in conjunction with the notes to the financial statements.

Notes to the Financial Statements

1. Corporate information

The financial statements of Thorney Opportunities Ltd and its subsidiary (collectively TOP or the Company) for the year ended 30 June 2024 were authorised for issue in accordance with a resolution of the directors on 30 August 2024. The directors have the power to amend and reissue the financial report.

Thorney Opportunities Ltd is a Company limited by shares, incorporated and domiciled in Australia.

The nature of the operations and principal activities of the Company are described in the director's report.

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

2.1 Summary of material 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 Company 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 amendments have had an impact on the Company's disclosures of accounting policies, including the requirement to disclose 'material' rather than 'significant' accounting policies, but not on the measurement, recognition or presentation of any items in the Company's financial statements.

AASB 18 Presentation and Disclosure in Financial Statements, is applicable to the Company from 1 July 2027. AASB 18 introduces new requirements on presentation within the statement of profit or loss, including specified totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. The Company has not yet completed its assessment of the impact of this new standard on the Financial Report.

None of the other standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2023 have a material impact on the amounts recognised in the prior periods or will affect the current or future periods.

Reference	Title	Application date	Application for TOP
AASB 2021-2 Amendments to AASB 7, AASB 101, AASB 134	Interim Financial Reporting and AASB Practice Statement 2 Making Materiality Judgements – Disclosure of Accounting Policies	1 January 2023	1 July 2023

Standards issued that might have an impact but not yet effective

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2024 and have not been early adopted in preparing these financial statements.

None of these are expected to have a material effect on the financial statements of the Company.

(b) Basis of consolidation

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

- the Company obtains funds from shareholders for the purpose of providing them with investment management services;
- the Company'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 the Company are measured and evaluated on a fair value basis.

The Company meets all the typical requirements of an investment entity.

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

2.1 Summary of material accounting policies continued

Disclosure of subsidiaries and their country of tax residency as required by the *Corporations Act 2001* does not apply to the company as the company is not required by accounting standards to prepare consolidated financial statements.

2.2 Accounting judgements and estimates

The preparation of the Company'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 such as a discounted cash flow model. 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 can include considerations of discount rate, growth rate, forecasted cashflows and other inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could significantly affect the estimated reported fair value of financial instruments. Further details are provided in 'Note 7 - Key inputs and sensitivities'.

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 4.

Notes to the Financial Statements

2.3 Summary of material accounting policy information

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

a) Financial instruments

(i) Classification

The Company 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 Company 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, principally for the purpose of generating capital appreciation. 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 amortised cost. Amounts are generally settled within 30 days of being recognised as other financial liabilities. Given the short-term nature of other financial liabilities, the carrying 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 Company commits to purchase or sell the asset.

The Company 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 Company. Otherwise the Company measures unconsolidated subsidiaries at fair value through profit and loss.
- *Investment in associates:* in accordance with the exemption in AASB 128 Investment in Associates and Joint Ventures, the Company does not account for its investments in associates using the equity method. Instead the Company measures its investments in associates through fair value through profit and loss.

iii) De-recognition

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 Company 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 Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The Company derecognises a financial liability when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of comprehensive income.

2.3 Summary of material accounting policy information 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 separately 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.

When the transaction price of the instrument differs from the fair value at origination and the fair value is based on a valuation technique using only inputs observable in market transactions, the Company recognises the difference between the transaction price and fair value in net trading income. In those cases where fair value is based on models for which some of the inputs are not observable, the difference between the transaction price and the fair value is deferred and is only recognised in profit or loss when the inputs become observable, or when the instrument is derecognised.

(v) Subsequent measurement

After initial measurement, the Company remeasures financial instruments which are classified as at fair value through profit or loss at fair value (see note 7). 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 revenue' according to the terms of the contract. Dividend revenue is recorded in 'Dividend revenue'.

b) Fair value measurement

The Company 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 to by the Company.

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 Company 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.

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 Company's functional and presentation currency is the Australian Dollar, which is the currency of the primary economic environment in which it operates. The Company'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.

Notes to the Financial Statements

2.3 Summary of material accounting policy information continued

d) Interest revenue and expense

Interest earned on financial assets classified as 'at fair value through the profit or loss' is recorded in 'Interest revenue' according to the terms of the contract. Interest income from financial assets at amortised cost is recognised using the effective interest method and includes interest from cash and cash equivalents. The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instruments (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees paid or received between the parties to the contract that are an integral part of the effective interest rate, including transaction costs and all other premiums or discounts.

e) Dividend revenue

Dividend revenue is recognised when the Company's right to receive the payment is established. Dividend revenue is presented gross of any non-recoverable withholding taxes, which are disclosed separately as tax expense in the 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 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 statement of cash flows, cash and cash equivalents is presented 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 Company 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.

i) Profits reserve

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

2.3 Summary of material accounting policy information continued

j) Due to and due from brokers

Amounts due to brokers (refer to Note 10) 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 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.*

k) Goods and services tax (GST)

Revenue, 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 Company 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.

3. Total investment income

The major components of investment income in the Statement of comprehensive income are:

	June 2024 \$	June 2023 \$
Net realised gain / (loss) of trading investments ¹	25,709,288	(25,096,157)
Unrealised gain (loss) for change in fair value:		
Gain that had been unrealised in prior period for trading investments which were realised in the reporting period ²	10,660,777	23,255,504
Unrealised gain / (loss) for change in fair value of:		
- Trading investments	25,936,070	13,069,653
- Long term investments ³	(8,916,608)	6,879
Unrealised gain for change in fair value	27,680,239	36,332,036
Net changes in fair value of investments	53,389,527	11,235,879
Interest income	371,310	203,958
Dividend income	3,567,945	4,123,978
Other income	180,000	-
Total investment income	57,508,782	15,563,815

¹ The gain/(loss) of trading investments is the difference between the selling price and the cost of the investments sold during the reporting period.

² Gain that had been unrealised in prior period for trading investments which were realised in the reporting period, represents the 30 June 2024 unrealised fair value adjustments of investments sold in the reporting period.

³ Includes a \$9.0 million fair value loss in 20 Cashews Pty Ltd (June 2023: Gain of \$0.4 million).

Notes to the Financial Statements

4. 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 2024 \$	June 2023 \$
Current tax		
Current income tax expense	4,074,983	167,836
Deferred tax		
Origination and reversal of temporary differences	6,035,743	(656,407)
Income tax expense (benefit) recognised in the Statement of comprehensive income	10,083,084	(488,571)
Profit before income tax (expense) benefit	45,111,839	10,371,670
Prima facie tax (expense) benefit on gain (loss) from ordinary activities before income tax at 25% (2023: 25%)	(11,277,960)	(2,592,918)
Deferred income tax (expense) benefit		
- Imputation credits converted to losses	1,529,119	1,767,419
- Imputation credits on dividends received	(382,280)	(441,855)
- Under / (over) provision of prior years' tax	39,064	1,795,150
- Adjustment for trading stock and long-term investments	-	(39,769)
- Other adjustment	8,973	544
Income tax (expense) / benefit recognised in the Statement of comprehensive income	(10,083,084)	488,571

	June 2024 \$	June 2023 \$
Deferred tax		
Financial assets	(18,360,311)	(10,058,327)
Long term financial assets	(6,654,025)	(8,918,938)
Business establishment costs	7,642	894
Other	19,712	16,160
Losses available for offsetting against future taxable income	13,303,840	17,360,153
Net deferred tax (liability)	(11,683,142)	(1,600,058)

At 30 June 2024, the Company has estimated gross revenue tax losses of \$53,215,360 (2023: \$69,440,612) that are available to offset against future taxable revenue profits, subject to continuing to meet relevant statutory tests and have been recognised as a deferred tax asset.

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 Company has considered market conditions existing at 30 June 2024 and has considered future economic uncertainties in the Company's forecast.

At 30 June 2024 the Company did not exceed the ATO Base Rate Entity (BRE) Aggregate turnover threshold of \$50 million, therefore Company applies a 25% tax rate in the current financial year (2023: 25%).

At 30 June 2024, the Company has estimated unused gross capital tax losses of \$30,714,821 (2023: \$30,714,821) for which no deferred tax asset has been recognised.

5. Dividends

	June 2024 \$	June 2023 \$
(a) Final Dividend FY 2024 not recognised at year end		
Since the end of the year, the Directors have declared a 1.50 cents per share (fully franked) dividend which has not been recognised as a liability at the end of the year (2023: 1.45 cents per share)	2,734,078	2,750,399
(b) Dividend franking account		
Balance at 1 July	2,768,012	2,575,335
Franking credits received on dividends from investments	1,139,671	1,767,419
Franked dividends paid during the period	(1,566,726)	(1,574,742)
Balance at 30 June	2,340,957	2,768,012
Subsequent to reporting period, the franking account will reduce by the dividend proposed above	911,359	916,800
	1,429,598	1,851,212

The Company's ability to pay franked dividends is fully dependent upon the receipt of franked dividends from investments as while the Company continues to utilise its available tax losses, it will not pay tax. The Company has sufficient franking credits to pay a full franked dividend as prescribed above.

6. Cash and cash equivalents

	June 2024 \$	June 2023 \$
Cash at bank	23,791,172	4,323,402
Total cash and cash equivalents	23,791,172	4,323,402

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits when applicable are made for varying periods of between 1 day and 90 days, depending on the immediate cash requirements of the Company, 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:

	June 2024 \$	June 2023 \$
Total comprehensive gain for the year	35,028,755	10,860,241
Adjustments for non-cash items:		
Unrealised component of change in fair value of investments	(27,680,239)	(36,332,036)
Changes in Assets & Liabilities:		
(Increase) / decrease in receivables	(21,960)	812,134
(Increase) / decrease in financial assets	(322,106)	30,532,662
(Increase) in other assets	-	(447)
Increase in creditors & accrued expenses	11,221,854	2,560,258
Increase / (decrease) in deferred tax liabilities	10,083,084	(488,571)
Net cash provided by operating activities	28,309,388	7,944,241

Notes to the Financial Statements

7. Fair value measurement

To reflect the source of valuation inputs used when determining the fair value of its financial assets and financial liabilities, the Company 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 Company invests in both listed and unlisted investments, in order to execute its investment mandate. Listed investments include listed equities and listed derivatives. Unlisted investments include private equity businesses, where the Company invests in financial instruments such as unlisted equities, loan notes and derivatives that are not quoted in an active market.

Listed investments trading in an active market are valued based upon 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 fair value of listed equities that are actively trading in an active market at 30 June 2024 are classified as Level 1.

Unlisted financial assets (long term 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*'. When there is no observable market data available, the Company uses market-based valuation techniques to determine fair value. The fair value of these investments are classified as Level 3.

The fair value measurement hierarchy of the Company's financial assets and financial liabilities is as follows:

	June 2024 \$	June 2023 \$
Assets measured at fair value		
Level 1: Listed equities	133,479,597	96,547,733
Level 2: Unlisted Options	131,904	12,910
Level 3: Unlisted financial assets ¹	28,375,544	37,408,255
Total financial assets	161,987,045	133,968,898
Total current	133,611,501	96,547,733
Total non-current	28,375,544	37,421,165

Key inputs and sensitivities

¹The largest long-term financial asset is represented by the 25% ownership interest in 20 Cashews Pty Ltd (20C) which holds an underlying investment in the Australian Community Media Group (ACM) (incorporated in Australia). The fair value of TOP's investment in 20C is represented by the relative fair values of ACM 34% (FY23: 48%), 20C's investment in View Media Group (VMG) 51% (FY23: 38%), Investment in Southern Cross Media Ltd -9% (FY23: Nil), and surplus real estate assets 24% (FY23: 14%).

The fair value of ACM is determined by a discounted cash flow model (DCF) of the ACM operating business at 30 June 2024.

The DCF valuation includes inputs to the valuation that are considered Level 3 of the fair value hierarchy as the DCF valuation requires assumptions to be made to determine certain inputs that are not based on observable market data.

7. Fair value measurement continued

Key inputs and sensitivities continued

At reporting date, the key unobservable inputs used by the Company within its DCF valuation in determining the fair value of the ACM business, together with a quantitative sensitivity analysis as at 30 June 2024 is summarised below:

Unobservable inputs	Description	Sensitivity of the input to the fair value calculation	
EBITDA margin	The EBITDA margin represents the ACM's earnings before interest, tax, depreciation, and amortisation as a percentage of the ACM's total revenue. EBITDA margin of between 11-12% are applied within the forecast period.	1% increase \$2.7 million	1% decrease (\$2.7 million)
EBITDA	The EBITDA represents the ACM's earnings before interest, tax, depreciation, and amortisation.	10% increase \$2.9 million	10% decrease (\$2.9 million)
Long-term growth rate	A long-term growth rate of 0% is used to extrapolate the cash flows of the business beyond the five-year forecast period.	1% increase \$0.6 million	1% decrease (\$0.6 million)
Weighted average cost of capital (WACC)	The WACC (post-tax) of 15% (FY23: 15%) is used to convert the forecast cash flow into present value terms. The WACC considers both the cost of debt and equity. Business-specific risk are incorporated by applying beta factors evaluated based on publicly available market data.	1% increase (\$0.9 million)	1% decrease \$0.9 million
View Media Group Pty Ltd VMG	20C Investment in View Media Group	10% increase \$1.4 million	10% decrease (\$1.4 million)
Southern Cross Media Group Ltd ASX:SXL	20C Investment in Southern Cross Media Group Ltd	10% increase \$0.5 million	10% decrease (\$0.5 million)

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. View Media Group (VMG), a substantial input to the total the Company's valuation of its ACM investment, is valued at \$1.50 per share reflecting the price at which equity capital was raised during the period. This is consistent with the price of the previous year valuation of \$1.50 per share.

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. For property valuations, direct appraisals are sourced where possible. Other factors such as current property market performance are also considered.

Notes to the Financial Statements

7. Fair value measurement continued

Level 3 transfers

For assets and liabilities that are recognised at fair value on a recurring basis, the Company 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. There were no transfers between levels in the fair value hierarchy at the end of the reporting period. Reconciliation of recurring fair value measurements categorised within Level 3 is as follows:

Financial assets:	Financial assets (20C) \$	Unlisted equities \$	Loan Notes \$	Total \$
Balance at 1 July	36,688,600	682,565	50,000	37,421,165
Unrealised (loss) / gain recognised in Statement of comprehensive income	(9,044,150)	130,433	-	(8,913,717)
Redemption of convertible notes	-	50,000	(50,000)	-
Balance at 30 June 2024	27,644,450	862,998	-	28,507,448
Balance at 1 July	36,327,950	1,029,180	50,000	37,407,130
Unrealised gain (loss) recognised in Statement of comprehensive income	360,650	(346,615)	-	14,035
Redemption of convertible notes	-	-	-	-
Balance at 30 June 2023	36,688,600	682,565	50,000	37,421,165

8. Financial assets

	June 2024 \$	June 2023 \$
Financial assets at fair value through profit or loss		
Listed equities ¹ and options ²	133,611,501	96,547,733
Unlisted equities ³ , notes and warrants ²	28,375,544	37,421,165
Total financial assets	161,987,045	133,968,898
Total current	133,611,501	96,547,733
Total non-current	28,375,544	37,421,165

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 and disclosed in note 2.3 (b).

² Measured at fair value using market observable inputs which are deemed a Level 2 input under the fair value hierarchy as prescribed in AASB 13.

³ Measured at fair value using Directors' valuations which are deemed a Level 3 input under the fair value hierarchy as prescribed in AASB 13.

9. Receivables

	June 2024 \$	June 2023 \$
Sundry debtor	4,778	457
GST	2,018	180
Total receivables	6,796	637

The carrying value of receivables approximates fair value.

10. Payables

	June 2024	June 2023
	\$	\$
Management fee accrual	1,428,491	1,069,303
Performance fee accrual	9,032,572	2,337,584
Due to brokers	4,329,762	-
Sundry creditors and accruals	103,233	265,317
Total payables	14,894,058	3,672,204

The Management Fee and Performance Fee are accrued in line with the terms of the Investment Management Agreement and paid within 60 days of receiving an invoice from the Investment Manager. The accrual includes GST after deduction of the reduced input tax credit.

Sundry creditors are generally paid in accordance with the terms negotiated with each individual creditor.

The carrying value of payables approximates fair value.

11. Issued capital

	2024 Number of shares	2023 Number of shares	2024 \$	2023 \$
(a) Ordinary shares				
Balance at 1 July	190,199,600	194,663,916	98,142,357	100,524,637
Ordinary shares issued:				
Share buy-back	(7,314,265)	(4,464,316)	(4,141,439)	(2,380,102)
Costs of buy-back	-	-	-	(2,178)
Total issued and authorised capital	182,885,335	190,199,600	94,000,918	98,142,357

- (i) Ordinary shares
Ordinary shares entitle the holder to receive dividends as declared and the proceeds on winding up the Company 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 Company.
- (ii) Capital Management
The Board manages and regularly reviews the Company'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 Company is not currently subject to any capital requirements imposed by an external party.
- (iii) Share buy-back
The Company continued its buy-back scheme purchasing 7,314,265 shares valued at \$4,141,439 for the year. Total buy-backs since the Company's initial announcement on 19 December 2019 is 20,733,895 shares valued at \$11,539,927.

12. Reserve

	2024 \$	2023 \$
Profits reserve	213,023,130	176,215,700
<u>Movement in profits reserve:</u>		
Balance at 1 July	176,215,700	153,530,462
Transfers from retained earnings	41,507,609	27,409,462
Dividends paid	(4,700,179)	(4,724,224)
Balance at 30 June	213,023,130	176,215,700

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

Notes to the Financial Statements

13. Earnings per share

	2024	2023
Basic earnings per share (cents)	18.67	5.64
Diluted earnings per share (cents)	18.67	5.64
Earnings used in calculating basic earnings per share (\$)	35,028,755	10,860,241
Earnings used in calculating diluted earnings per share (\$)	35,028,755	10,860,241
	2024	2023
	Number of	Number of
	Shares	Shares
Weighted average number of ordinary shares used in calculating basic and diluted earnings per share	187,604,835	192,397,537

14. Financial reporting by segments

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

The Company's assets are located entirely in Australia or are listed on the Australian Securities Exchange.

15. Auditor's remuneration

	2024	2023
	\$	\$
Remuneration of the auditor for:		
Audit and review of financial reports	93,500	80,200

16. Financial risk management

The Company's objective in managing risk is the creation and protection of shareholder value. Risk is inherent in the Company'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 Company's continuing profitability. The Company 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.

Credit risk

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

The Company 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.

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

Counterparty	Asset	Moody's Rating	Percentage of total assets
UBS	Listed Investments, cash account	A3	72.0%
NAB	Cash	Aa2	12.1%
ANZ	Cash	Aa2	0.1%

Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. Liquidity risk arises because of the possibility that the Company 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 the unlisted investments, which represent 15.3% (2023: 27.1%) of total investments which would require a large transaction to take place to realise its investment in its largest unlisted investment 20C. The lead time for such transaction to take place may be significant.

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

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 the Company is a listed investment company with a flexible investment mandate, the Company will always be subject to market risks as the prices of its investment fluctuates with the market.

The Company's listed and unlisted equity securities are susceptible to market price risk arising from uncertainties about future values of the investments. The Company 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 \$161,987,044 (2023: \$133,968,898). A decrease of 10% in share value of securities held could have an impact of approximately \$16,198,704 (2023: \$13,396,890) on the income or equity attributable to the Company. An increase in 10% in share value of securities held would have a similar favourable impact on income and equity.

Interest risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows. The Company is not materially exposed to interest rate risk as the majority of its cash is in short-term deposits with fixed interest rates. The Company's exposure to interest rate relates primarily to cash at bank and borrowings with its Prime Broker. Interest rate sensitivities have not been performed as the Company's exposure to interest rate risk is not significant.

Notes to the Financial Statements

17. Related party transactions

The following table provides the total amount of transactions which have been entered into with related parties during the year ended 30 June 2024:

Services from and reimbursements to related parties ¹	2024 \$	2023 \$
<i>Entities with significant influence over the Company:</i>		
Thorney Management Services Pty Ltd (TMS)	11,367,732	4,402,510
TIGA Trading Pty Ltd	52,000	52,000
<i>Related parties of key management personnel of the Company:</i>		
Arnold Bloch Leibler	70,905	58,457

¹ All related party transaction amounts are shown exclusive of GST

The Company entered into an investment management agreement (IMA) with TMS for an initial period of 10 years expiring 21 November 2023. The IMA has been extended for a further 7 years to 21 November 2030.

Under this agreement TMS is entitled to a base fee and a performance fee. For the year ending 30 June 2024 a base fee of \$2,555,467 (2023: \$2,121,941) and a performance fee of \$8,812,265 (2023: \$2,280,569) was paid or payable to TMS. The Company must pay TMS within 60 days of receiving an invoice.

TIGA Trading Pty Ltd, a related entity of TMS, employs personnel to provide company secretarial and financial accounts preparation services to Thorney Opportunities Ltd. These services are provided on commercial terms and total \$52,000 for the 2024 financial year (2023: \$52,000).

TMS, TIGA Trading Pty Ltd, Thorney Holdings Pty Ltd 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)*.

TOP co-invests in financial assets alongside Thorney Investment Group, some other private entities controlled by Alex Waislitz and Thorney Technologies Ltd (TEK). 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, TOP 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.

During the year, the Company engaged Arnold Bloch Leibler, a legal firm of which Henry Lanzer is the Managing Partner, to provide legal advice totalling \$15,405 (2023: \$3,207).

In accordance with the terms of Mr Lanzer's appointment, a payment of \$55,500 was paid or payable to Arnold Bloch Leibler as remuneration for his role as a Director of the Company (2023: \$55,250).

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than those detailed above) by reason of a contract made by the Company or a related Company with the Director or with a firm of which he is a member or with a Company in which he has substantial financial interest.

Key Management Personnel received the following remuneration amounts:

	2024 \$	2023 \$
Short-term benefits	105,500	148,105
Post-employment benefits	5,500	6,365
Total remuneration	111,000	154,470

18. Contingent liabilities and commitments

The Company has no contingent liabilities or commitments as at 30 June 2024.

19. Events subsequent to balance date

Since the end of the year, the Directors declared a final fully franked dividend of 1.5 cents per share to be paid on 30 September 2024.

20. Parent entity information

The parent entity information is materially consistent with the financial information as the Company’s unconsolidated subsidiary has not commenced trading.

21. Group information

The parent entity is Thorney Opportunities Ltd and its unconsolidated subsidiary is detailed in the following table:

Name of entity	Country of incorporation	Ownership	
		2024	2023
Subsidiary 87 Truca Pty Ltd	Australia	100%	100%

Consolidated entity disclosure statement

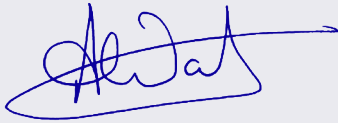
Disclosure of subsidiaries and their country of tax residency, as required by the *Corporations Act 2001* , does not apply to the Company as the Company is not required by accounting standards to prepare consolidated financial statements.

Director's declaration

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

1. In the opinion of the Directors:
 - (a) the financial statements and notes of Thorney Opportunities Ltd for the financial year ended 30 June 2024 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 2024 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.
 - (d) the consolidated entity disclosure statement required by section 295(3A) of the *Corporations Act 2001* is true and correct
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 2024.

On behalf of the Board,



Alex Waislitz
Chairman

Melbourne, 30 August 2024

Independent audit report



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

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Thorney Opportunities Ltd (the Company), which comprises the statement of financial position as at 30 June 2024, 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 material accounting policy information, the consolidated entity disclosure statement, and the directors' declaration.

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

- (a) giving a true and fair view of the Company's financial position as at 30 June 2024 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 Company in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (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.

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Fair value measurement and existence of investments

Why significant

The Company invests in listed and unlisted financial assets valued at \$161.9 million at 30 June 2024, which represents 87% of the total assets of the Company.

The investment portfolio includes \$133.6 million of listed equities and \$28.3 million equity investments in unlisted companies.

As outlined in Note 7 to the financial report, these assets are carried at fair value through profit and loss. For listed equities fair value is assessed based on quoted prices in active markets at reporting date. For unlisted investments, the Company prepares a valuation using a discounted cash flow model or by reference to recent transactions. The assumptions used in the discounted cash flow model require significant judgement as there are no observable market inputs.

The fair value measurement and existence of 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 our audit addressed the key audit matter

Our audit procedures included the following:

- ▶ For the listed equity investments, we:
 - ▶ Obtained and reviewed the independent assurance report prepared in accordance with ASAE 3402 with reference to GS007 that describes the design and operational effectiveness of processes and controls of the Company's investments custodian.
 - ▶ Agreed the investments holdings, including cash accounts, to third party confirmations at 30 June 2024.
 - ▶ Assessed the fair values of all listed investments at 30 June 2024. The values were verified against independently sourced market prices.
- ▶ For unlisted investments, we:
 - ▶ Involved our valuation and modeling specialist team in assessing the reasonableness of key assumptions applied in the discounted cash flow model including discount rates, forecast cash flows, terminal growth rates and, where applicable, evidence of recent transactions.
 - ▶ Assessed the fair values of the listed investments held indirectly through unlisted investments at 30 June 2024. The values were verified against independently sourced market prices.
 - ▶ Tested the mathematical accuracy of the discounted cashflow model.
 - ▶ Agreed the number of securities held to records and independent sources.
 - ▶ Assessed the fair values of the real estate holding held indirectly through unlisted investments at 30 June 2024. The values were verified against independent valuers' valuation reports, or management appraised valuations.
- ▶ Assessed the adequacy of the disclosures included in Note 7 to the financial report.

Investment management and performance fees

Why significant

For the year ended 30 June 2024, the management fees were \$2,619,354 and performance fees were \$9,032,572 which represented 21% and 73% of the total expenses, respectively as disclosed in Note 17.

How our audit addressed the key audit matter

Our audit procedures included the following:

- ▶ Recalculated management fees and performance fees, in accordance with the IMA and other relevant service arrangements, including agreeing the fee rates to the calculations and the requirements of Australian Accounting Standards.

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Why significant

Management fees and performance fees, paid to Investment Manager, Thorney Management Services Pty Ltd (TMS), are the most significant operating expenses for the Company.

In accordance with the Investment Management Agreement (IMA), TMS is entitled to management fee of 0.75% of gross assets. The base management fee is calculated half yearly.

Performance fees are recognised in the financial report if the performance hurdles for the Company have been met at the end of the relevant measurement period, which is the date that the performance criteria are met and the obligation has crystallised. In accordance with IMA, performance fee is calculated on annual basis as 20% of the increase in net asset value net of base management fee for the year. All expenses are recognised on an accruals basis.

The assessment of recognition of expenses relating to performance fee arrangements can be complex and are paid to a related party. Accordingly, this was considered a key audit matter.

How our audit addressed the key audit matter

- ▶ Assessed the performance fee calculation, including testing the inputs into the calculation model and assessed whether the calculation was in accordance with the IMA.
- ▶ Assessed the adequacy of the disclosures included in Note 17 to the financial report.

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 Company's 30 June 2024 Annual Report 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 Company are responsible for the preparation of:

- a. The financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001; and
- b. The consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

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for such internal control as the directors determine is necessary to enable the preparation of:

- i The financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii The consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Company'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 Company 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 Company'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 Company'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 Company 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.

Independent audit report



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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 2024.

In our opinion, the Remuneration Report of Thorney Opportunities Ltd for the year ended 30 June 2024, complies with section 300A of the Corporations Act 2001.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

A stylized, handwritten-style signature of 'Ernst & Young' in dark blue ink.

Ernst & Young

A stylized, handwritten-style signature of 'E Reekie' in dark blue ink.

Emma Reekie
Partner
Melbourne
30 August 2024

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Shareholder information

As at 29 August 2024

Voting rights

All ordinary shares carry one vote per share without restriction.

Distribution of shareholders

Category	Ordinary Shareholders
1 – 1,000 shares	329
1001 – 5,000 shares	325
5001 – 10,000 shares	165
10,001 – 100,000 shares	618
100,001 or more shares	181
Total number of holders	1,618
Number of shareholders holding less than a marketable parcel	263

20 largest shareholders of ordinary shares

	Number of Shares	% of Issued Capital
THORNEY HOLDINGS PROPRIETARY LIMITED	52,684,531	28.9
RUBINO GROUP PTY LTD <RUBINO GROUP A/C>	21,000,000	11.5
TIGA TRADING PTY LTD	6,570,159	3.6
ELPHINSTONE HOLDINGS PTY LTD	5,780,000	3.2
HUONCAN SUPER PTY LTD <HUONCAN SUPER FUND A/C>	5,002,441	2.7
CASTLE FARMS PTY LTD	3,007,382	1.6
QUIXLEY FINANCE PTY LIMITED	2,984,026	1.6
HUON CANNING CO PTY LTD	2,198,844	1.2
PERPETUAL CORPORATE TRUST LTD <AFFLUENCE LIC FUND>	2,074,389	1.1
TRGP INVESTMENTS PTY LTD	1,393,046	0.8
TAMIT NOMINEES PTY LTD <THE ITESCU FAMILY A/C>	1,352,025	0.7
AUSTIN SUPERANNUATION PTY LTD <THE BRIAN AUSTIN S/F A/C>	1,344,068	0.7
TRONES INVESTMENTS PTY LTD <NYLOX DISTRIBUTORS S/F A/C>	1,279,519	0.7
CITICORP NOMINEES PTY LIMITED	1,138,433	0.6
BLACKCAT HOLDINGS PTY LTD	1,055,000	0.6
ACE PROPERTY HOLDINGS PTY LTD	1,000,000	0.5
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	989,311	0.5
TIMEWALK PTY LTD	969,093	0.5
MRS NOLA ISABEL CRIDDLE <CRIDDLE INVESTMENT FUND A/C>	960,000	0.5
DENATA PTY LTD <HAYMET S/F A/C>	900,000	0.5

Substantial shareholders

Name	Number of shares	Voting Power %
THORNEY HOLDINGS PROPRIETARY LIMITED (and associates)	60,237,713	33.0
RUBINO GROUP PTY LTD	21,000,000	11.5

Shareholder information

List of investments

	Fair value as at 30 June 2024 \$
MMA Offshore Ltd	34,167,639
Austin Engineering Ltd	22,287,998
Southern Cross Electrical Engineering Ltd	21,835,896
Decmil Group Limited	14,427,494
Solvar Ltd	9,554,819
Service Stream Ltd	8,494,013
Retail Food Group Ltd	6,292,519
Consolidated Operations Group Ltd	4,821,662
Cooper Energy Ltd	3,597,764
EarlyPay Ltd (was CML Group Ltd)	2,843,828
Avada Group Ltd	1,345,617
AMA Group Ltd	1,195,030
Tinybeans Group Ltd	1,034,961
QuickFee Ltd	937,482
Spirit Telecom	369,000
Maggie Beer Holdings Ltd	269,221
HUB24 Ltd	4,654
Total listed investments	133,479,597
20 Cashews Pty Ltd	27,644,450
Whizz Technologies Pty Ltd	13,345
Mitchcap Pty Ltd	706,610
Tiny Beans Options	131,904
Mesoblast warrants	11,139
Total unlisted investments	28,507,448
Total investments	161,987,045

The total number of contract notes and confirmations issued for transactions in securities during the financial year was 268 (2023: 231). Each contract note could involve multiple transactions. The total brokerage paid on these contract notes was \$143,602 (2023: \$61,959).

Corporate Directory

Thorney Opportunities Ltd is a disclosing entity under the *Corporations Act 2001* and currently considered an investment entity pursuant to ASX Listing Rules. The Company is primarily an investor in listed equities on the Australian securities market.

ASX Code:	TOP				
Security:	Thorney Opportunities Ltd fully paid ordinary shares				
Directors:	Alex Waislitz, Chairman Henry D. Lanzer AM Dr Gary H. Weiss AM				
Secretary:	Craig Smith				
Country of incorporation:	Australia				
Registered office:	Level 45, 55 Collins Street Melbourne Vic 3000				
Contact details:	Level 45, 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-opportunities/				
Investment Manager:	Thorney Management Services Pty Ltd Level 45, 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 General Meeting (AGM):	<table><tr><td>When:</td><td>Tuesday 12 November 2024¹</td></tr><tr><td>Where:</td><td>TOP is planning to hold a Virtual 2024 Annual General Meeting¹</td></tr></table> ¹ The Company will advise full meeting details to all shareholders early October 2024.	When:	Tuesday 12 November 2024 ¹	Where:	TOP is planning to hold a Virtual 2024 Annual General Meeting ¹
When:	Tuesday 12 November 2024 ¹				
Where:	TOP is planning to hold a Virtual 2024 Annual General Meeting ¹				



THORNEY

OPPORTUNITIES

TOP