US Opportunities Limited

ABN 34 651 287 357

Annual Report - 30 June 2023

US Opportunities Limited
Contents
30 June 2023

Directors	Mr Campbell McComb (Chairman) Mr David Porter (Non-Executive Director) Mr Nicholas Dorman (Non-Executive Director)
Company secretary	Mr Justin Mouchacca
Registered office	Level 21 459 Collins Street Melbourne, Victoria 3000
Auditor	Pitcher Partners Level 13, 664 Collins Street Melbourne, Victoria 3008
Share registry	Computershare Investor Services Yarra Falls 45 Johnson Street Abbotsford, Victoria, 3067

US Opportunities Limited
Directors' report
30 June 2023

The directors present their report, together with the financial statements, on the company for the year ended 30 June 2023.

Directors
The following persons were directors of the company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Mr Campbell McComb (Chairman)
Mr David Porter (Non-executive Director)
Mr Nicholas Dorman (Non-executive Director)

Dividends
There were no dividends paid, recommended or declared during the current or previous financial year.

Review of operations
The profit for the company after providing for income tax amounted to $710,000 (30 June 2022: $4,931,000).

Significant changes in the state of affairs
During the year the Company made the following investments:
- In November 2022, the Company invested US$10 million into ID.me.
- In June 2023, the Company invested a US$2 million into Scout Ventures Fund III.

During the financial year, the Company issued 6,725,706 fully paid ordinary shares with an issue price of $1.15 to raise $7,734,462.

During the financial year, the Company received option conversion forms from option holders for a total of 15,131,000 options exercisable at $1.00 per option and expiring 31 January 2023. A total of 19,871,733 options expired unexercised on 31 January 2023.

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

Matters subsequent to the end of the financial year
On 13 September 2023 the Company issued 156,523 fully paid ordinary shares with an issue price of $1.15 per share raising $180,000.

No matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the company's operations, the results of those operations, or the company's state of affairs in future financial years.

Likely developments and expected results of operations
The company will continue to pursue its financial objectives which are to increase the profitability of the company over time by increasing the value and performance of funds under management and advice and seeking to grow the value of the company’s investment portfolio. The expected results of operations of the company will be dependent on the performance of the funds under management and advice.

Environmental regulation
The company is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Meetings of directors
The number of meetings of the company's Board of Directors ('the Board') held during the year ended 30 June 2023, and the number of meetings attended by each director were:

	Full Board	
	Attended	Held
Campbell McComb	6	6
David Porter	6	6
Nicholas Dorman	6	6

Held: represents the number of meetings held during the time the director held office.

Shares under option
There were no unissued ordinary shares of the company under option outstanding at the date of this report.

Shares issued on the exercise of options
During the financial year, the Company received option conversion forms from option holders for a total of 15,131,000 options exercisable at $1.00 per option and expiring 31 January 2023, raising $15,131,000. A total of 19,871,733 options expired unexercised on 31 January 2023.

Indemnity and insurance of officers
The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor
The company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Rounding of amounts
The company is of a kind referred to in *Corporations Instrument 2016/191*, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out immediately after this directors' report.

Auditor
Pitcher Partners continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the *Corporations Act 2001*.

On behalf of the directors

Campbell McComb
Chairman

10 October 2023

PITCHER PARTNERS

US OPPORTUNITIES LIMITED
ABN 34 651 287 357

AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF US OPPORTUNITIES LIMITED

In relation to the independent audit for the year ended 30 June 2023, to the best of my knowledge and belief there have been:

(i) No contraventions of the auditor independence requirements of the *Corporations Act 2001*; and

(ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.

This declaration is in respect of US Opportunities Limited during the year.

NICK R BULL
Partner

12th October 2023

PITCHER PARTNERS
Melbourne

US Opportunities Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2023

	Note	30 June 2023 $'000	23 June 2021 - 30 June 2022 $'000
Revenue			
Revenue	4	2,538	7,570
Interest income		19	-
		2,557	7,570
Expenses			
Corporate and administrative costs		(14)	(5)
Compliance costs		(165)	(53)
Employment expenses		(60)	(85)
Finance costs		(578)	(16)
Management fees		(927)	(136)
Share based payments		-	(104)
Realised foreign currency gains/(losses)		(2)	(46)
Profit before income tax expense		811	7,125
Income tax expense	5	(101)	(2,194)
Profit after income tax expense for the year attributable to the owners of US Opportunities Limited		710	4,931
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of US Opportunities Limited		710	4,931
		Cents	**Cents**
Basic earnings per share	21	1.55	19.83
Diluted earnings per share	21	1.55	16.98

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

US Opportunities Limited
Statement of financial position
As at 30 June 2023

	Note	30 June 2023 $'000	30 June 2022 $'000
Assets			
Current assets			
Cash and cash equivalents	6	2,221	1,249
Trade and other receivables	7	36	4
Other	8	30	28
Total current assets		2,287	1,281
Non-current assets			
Financial assets at fair value through profit or loss	9	62,954	40,450
Total non-current assets		62,954	40,450
Total assets		65,241	41,731
Liabilities			
Current liabilities			
Trade and other payables	10	48	76
Total current liabilities		48	76
Non-current liabilities			
Deferred tax	11	2,281	2,194
Total non-current liabilities		2,281	2,194
Total liabilities		2,329	2,270
Net assets		62,912	39,461
Equity			
Issued capital	12	57,154	34,426
Reserves	13	-	104
Retained profits		5,758	4,931
Total equity		62,912	39,461

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

US Opportunities Limited
Statement of changes in equity
For the year ended 30 June 2023

	Issued capital $'000	Reserves $'000	Retained profits $'000	Total equity $'000
Balance at 23 June 2021	-	-	-	-
Profit after income tax expense for the year	-	-	4,931	4,931
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	4,931	4,931
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 12)	34,426	-	-	34,426
Share-based payments (note 22)	-	104	-	104
Balance at 30 June 2022	34,426	104	4,931	39,461

	Issued capital $'000	Reserves $'000	Retained profits $'000	Total equity $'000
Balance at 1 July 2022	34,426	104	4,931	39,461
Adjustment to equity	-	-	117	117
Balance at 1 July 2022 - restated	34,426	104	5,048	39,578
Profit after income tax expense for the year	-	-	710	710
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	710	710
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 12)	22,728	-	-	22,728
Share-based payments (note 22)	-	(104)	-	(104)
Balance at 30 June 2023	57,154	-	5,758	62,912

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

US Opportunities Limited
Statement of cash flows
For the year ended 30 June 2023

	Note	30 June 2023 $'000	23 June 2021 - 30 June 2022 $'000
Cash flows from operating activities			
Payments to suppliers (inclusive of GST)		(1,231)	(297)
Interest paid		(577)	-
Interest received		19	-
Net cash used in operating activities	20	(1,789)	(297)
Cash flows from investing activities			
Payments for investments		(20,324)	(32,880)
Net cash used in investing activities		(20,324)	(32,880)
Cash flows from financing activities			
Proceeds from issue of shares	12	22,867	34,729
Share issue transaction costs	12	(140)	(303)
Net cash from financing activities		22,727	34,426
Net increase in cash and cash equivalents		614	1,249
Cash and cash equivalents at the beginning of the financial year		1,249	-
Effects of exchange rate changes on cash and cash equivalents		358	-
Cash and cash equivalents at the end of the financial year	6	2,221	1,249

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

Note 1. General information

The financial statements cover US Opportunities Limited as an individual entity. The financial statements are presented in Australian dollars, which is US Opportunities Limited's functional and presentation currency.

US Opportunities Limited is an unlisted public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 21, 459 Collins Street
Melbourne, Victoria 3000

A description of the nature of the company's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 10 October 2023. The directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The company has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern
The annual report has been prepared on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

For the full year ended 30 June 2023, the Company produced a profit of $0.810M, with net cash outflows from operating activities of $1.789M and net cash outflows relating to investing activities of $20.324M. The Company had a cash balance as at 30 June 2023 of $2.221M.

The Directors have assessed that these factors and the entity’s ability to continue as a going concern and agree that the use of the going concern basis of accounting is appropriate in preparing the financial report.

Basis of preparation
These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Note 2. Significant accounting policies (continued)

Revenue recognition
The company recognises revenue as follows:

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

Dividends
Dividend income is recognised on the date when the Company's right to receive the payment is established. Dividend income is presented gross of any non-recoverable withholding taxes, which are disclosed separately in the statement of profit or loss and other comprehensive income.

Net gains or losses on financial assets at fair value through profit or loss
Gains or losses on financial assets at fair value through profit or loss arising as a result of holding the investments, which comprise:

- *Realised gains or losses* – the gain or loss made from selling an investment that has increased or decreased in value from the date of purchase; and,
- *Unrealised gains or losses* – the gain or loss related to a change in the monetary value due to a change in the market price of an investment.

Income tax
The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:
- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Note 2. Significant accounting policies (continued)

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables
Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Trade and other payables
These amounts represent liabilities for goods and services provided to the company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Employee benefits

Share-based payments
Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the company receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:
- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

Note 2. Significant accounting policies (continued)

If the non-vesting condition is within the control of the company or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the company or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on 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; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued capital
Ordinary shares are classified as equity.

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

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of US Opportunities Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

Note 2. Significant accounting policies (continued)

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Rounding of amounts

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the company for the annual reporting period ended 30 June 2023. The company has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions

The company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Fair value measurement hierarchy

The company is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Estimation of useful lives of assets

The company determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Income tax
The company is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The company recognises liabilities for anticipated tax audit issues based on the company's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Recovery of deferred tax assets
Deferred tax assets are recognised for deductible temporary differences only if the company considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Note 4. Revenue

	30 June 2023 $'000	23 June 2021 - 30 June 2022 $'000
Unrealised gains on financial instruments at fair value through profit and loss	1,256	5,337
Unrealised gains on foreign currency translations	1,282	2,233
	2,538	7,570

Note 5. Income tax expense

	30 June 2023 $'000	30 June 2022 $'000
(a) Components of tax expense		
Deferred tax	243	2,194
	243	**2,194**

(b) Income tax reconciliation

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

	30 June 2023 $'000	30 June 2022 $'000
Accounting profit/(loss) before income tax expense	811	7,125
Prima facie income tax payable on profit before income tax at 30.0%	243	2,138
Add tax effect of:		
- Other non-allowable items	(25)	56
- DTA on losses not previously identified	(103)	-
- Correction to opening DTA balance	(14)	-
-		
Income tax expense attributable to profit	**101**	**2,194**

Note 5. Income tax expense (continued)

(c) Deferred tax

Deferred tax relates to the following:

Deferred tax assets		
The balance comprises:		
Tax losses	622	-
Other	8	-
40-880 Deductions	85	73
	716	73
Deferred tax liabilities		
The balance comprises:		
Unrealised FX	107	23
Other	-	7
Gain on investments	2,890	2,237
	2,997	2,267
Net deferred tax liabilities	2,281	2,194

Note 6. Current assets - cash and cash equivalents

	30 June 2023 $'000	30 June 2022 $'000
Cash at bank	2,221	1,249

Accounting policy for cash and cash equivalents
Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Note 7. Current assets - trade and other receivables

	30 June 2023 $'000	30 June 2022 $'000
Other receivables	36	4

Note 8. Current assets - other

	30 June 2023 $'000	30 June 2022 $'000
Other current assets	30	28

Note 9. Non-current assets - financial assets at fair value through profit or loss

	30 June 2023 $'000	30 June 2022 $'000
Investment in Scout Voyager SPV	26,838	25,613
Investment in Cross Creek Capital III, L.P	2,329	1,808
Investment in Harrison Unite Us SPV II LLC	13,679	13,029
Investment in Harrison ID.me SPV	15,726	-
Investment in Scout Ventures Fund III	4,382	-
	62,954	40,450

Reconciliation
Reconciliation of the carrying amounts at the beginning and end of the current and previous financial year are set out below:

	30 June 2023 $'000	30 June 2022 $'000
Opening carrying amount	40,450	-
Additional investments	11,381	32,880
Revaluation increments	11,123	7,570
Closing carrying amount	62,954	40,450

Refer to note 15 for further information on financial instruments.

Note 10. Current liabilities - trade and other payables

	30 June 2023 $'000	30 June 2022 $'000
Trade payables	20	43
Accrued expenses	28	33
	48	76

Note 11. Non-current liabilities - deferred tax

	30 June 2023 $'000	30 June 2022 $'000
Deferred tax liability	2,281	2,194

Note 12. Equity - issued capital

	30 June 2023 Shares	30 June 2022 Shares	30 June 2023 $'000	30 June 2022 $'000
Ordinary shares - fully paid	56,559,440	34,702,734	57,154	34,426

Note 12. Equity - issued capital (continued)

Movements in ordinary share capital

Details	Date	Shares	Issue price	$'000
Balance	1 July 2022	34,702,734		34,426
Conversion of options	6 September 2022	50,000	$1.00	50
Issue of placement shares	7 November 2022	4,608,221	$1.15	5,300
Conversion of options	7 November 2022	2,165,000	$1.00	2,165
Issue of placement shares	30 November 2022	173,914	$1.15	200
Conversion of options	30 November 2022	2,930,000	$1.00	2,930
Issue of placement shares	28 December 2022	808,783	$1.15	930
Conversion of options	28 December 2022	2,420,000	$1.00	2,420
Conversion of options	8 February 2023	7,566,000	$1.00	7,566
Issue of placement shares	8 February 2023	504,348	$1.15	580
Issue of placement shares	31 March 2023	543,483	$1.15	625
Issue of placement shares	26 June 2023	86,957	$1.15	100
Capital raising costs		-	-	(140)
Foreign exchange		-	-	2
Balance	30 June 2023	56,559,440		57,154

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

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

Capital risk management
The company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The company is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial period.

The capital risk management policy remains unchanged from the 2022 Annual Report.

Note 13. Equity - reserves

	30 June 2023 $'000	30 June 2022 $'000
Share-based payments reserve	-	104

Share-based payments reserve
The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Note 13. Equity - reserves (continued)

Movements in reserves
Movements in each class of reserve during the current financial year are set out below:

	Share based payments reserve $'000
Balance at 1 July 2022	104
Expiry of options	(104)
Balance at 30 June 2023	-

Note 14. Equity - dividends

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

Note 15. Financial instruments

Financial risk management objectives
The company's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the company. The company uses derivative financial instruments such as forward foreign exchange contracts to hedge certain risk exposures. Derivatives are exclusively used for hedging purposes, i.e. not as trading or other speculative instruments. The company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks, ageing analysis for credit risk and beta analysis in respect of investment portfolios to determine market risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the company and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the company's operating units. Finance reports to the Board on a monthly basis.

Market risk

Foreign currency risk
The company undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The carrying amount of the company's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		**Liabilities**	
	30 June 2023 $'000	**30 June 2022 $'000**	**30 June 2023 $'000**	**30 June 2022 $'000**
US dollars	123	87	-	-

Note 15. Financial instruments (continued)

The company had net assets denominated in foreign currencies of $0.123m. Based on this exposure, had the Australian dollars weakened by 10%/strengthened by 10% against these foreign currencies with all other variables held constant, the company's profit before tax for the year would have been $0.012m higher/$0.012m lower and equity would have been $0.012m higher/$0.012m lower. The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last 12 months each year and the spot rate at each reporting date.

	AUD strengthened			AUD weakened		
30 June 2023	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Financial assets at fair value through profit or loss - US Dollars	10%	(6,295)	(6,295)	(10%)	6,295	6,295

	AUD strengthened			AUD weakened		
30 June 2022	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Financial assets at fair value through profit or loss - US Dollars	10%	(4,045)	(4,045)	(10%)	4,045	4,045

The company holds financial assets at fair value through profit or loss denominated in foreign currencies of $62.95m. Based on this exposure, had the Australian dollars weakened by 10%/strengthened by 10% against these foreign currencies with all other variables held constant, the company's profit before tax for the period would have been $6.295m higher/$6.295m lower and equity would have been $6.295m higher/$6.295m lower. The percentage change is the expected overall volatility of the significant currencies, which is based on management's assessment of reasonable possible fluctuations taking into consideration movements over the last 12 months each year and the spot rate at each reporting date.

Price risk
The Company’s non-listed investments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk by placing limits on individual and total equity investments.

Price risk exposure arises from the Company’s investment portfolio. The investments are classified on the statement of financial position as held at fair value through profit or loss. All securities investments present a risk of loss of capital.

The Investment Manager, Auctus Asset Management Pty Ltd, mitigates this price risk through careful selection of securities and other financial instruments within specified limits set by the Board. The Company’s overall market positions are monitored on a regular basis by the Company’s Manager. This information is reported to the relevant parties on a regular basis and ultimately the Board.

If the equity prices had increased/(decreased) by the percentage indicated below, with all other variables held constant, the total equity and profit would have changed by the following amounts, approximately and respectively

	Average price increase			Average price decrease		
30 June 2023	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Financial assets at fair value through profit or loss	10%	6,295	6,295	(10%)	(6,295)	(6,295)

Note 15. Financial instruments (continued)

	Average price increase			Average price decrease		
30 June 2022	**% change**	**Effect on profit before tax**	**Effect on equity**	**% change**	**Effect on profit before tax**	**Effect on equity**
Financial assets at fair value through profit or loss	10%	4,045	4,045	(10%)	(4,045)	(4,045)

Liquidity risk
Vigilant liquidity risk management requires the company to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The company manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

The Company invests in unlisted equities that expose the Company to the risk that the Company may not be able to liquidate quickly its investments in these instruments at an amount close to their fair value to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer.

In accordance with the Company’s policy, the Manager monitors the Company’s liquidity position on a regular basis. This information and the compliance with the Company’s policy are reported to the relevant parties on a regular basis as deemed appropriate and ultimately to the Board.

Remaining contractual maturities
The following tables detail the company's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Remaining contractual maturities
The following tables detail the company's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

30 June 2023	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	48	-	-	-	48
Total non-derivatives		48	-	-	-	48

30 June 2022	Weighted average interest rate %	1 year or less $'000	Between 1 and 2 years $'000	Between 2 and 5 years $'000	Over 5 years $'000	Remaining contractual maturities $'000
Non-derivatives						
Non-interest bearing						
Trade payables	-	76	-	-	-	76
Total non-derivatives		76	-	-	-	76

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Note 15. Financial instruments (continued)

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 16. Fair value measurement

Fair value hierarchy
The following tables detail the company's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
Level 3: Unobservable inputs for the asset or liability

30 June 2023	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Assets				
Financial assets at fair value through profit or loss	-	-	62,954	62,954
Total assets	-	-	62,954	62,954

There were no transfers between levels during the financial year.

Level 3 investments are valued by the Company using a variety of valuation techniques, taking into consideration recent market transactions. Management considers the appropriateness of the valuation inputs, methods and techniques used in the valuations. The valuation inputs are sourced from pricing agencies and/or fund managers where available. Where the inputs are considered stale, unobservable, proprietary or from an inactive market, they are categorised as level 3.

Note 17. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Pitcher Partners, the auditor of the company:

	30 June 2023 $	**23 June 2021 - 30 June 2022 $**
Audit services - Pitcher Partners		
Audit or review of the financial statements	46	23

Note 18. Related party transactions

Transactions with related parties
The following transactions occurred with related parties:

	30 June 2023 $	23 June 2021 - 30 June 2022 $
Payment for services:		
Payments for investment management services by Auctus Asset Management (an entity which Mr Campbell McComb is a Director and the appointed investment manager for US Opportunities Limited)	927	136
Payments for capital raising services by Auctus Asset Management (an entity which Mr Campbell McComb is a Director and the appointed investment manager for US Opportunities Limited)	-	303

Receivable from and payable to related parties
The following balances are outstanding at the reporting date in relation to transactions with related parties:

	30 June 2023 $	30 June 2022 $
Current payables:		
Trade payables for investment management services by Auctus Asset Management (an entity which Mr Campbell McComb is a Director and the appointed investment manager for US Opportunities Limited)	-	40

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date.

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates.

Note 19. Events after the reporting period

On 13 September 2023 the Company issued 156,523 fully paid ordinary shares with an issue price of $1.15 per share raising $180,000.

No matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the company's operations, the results of those operations, or the company's state of affairs in future financial years.

Note 20. Reconciliation of profit after income tax to net cash used in operating activities

	30 June 2023 $'000	23 June 2021 - 30 June 2022 $'000
Profit after income tax expense for the year	710	4,931
Adjustments for:		
Share-based payments	-	104
Foreign exchange differences	(358)	-
Fair value adjustments on investments held at fair value through profit and loss	(2,179)	(7,570)
Income tax expense	100	-
Change in operating assets and liabilities:		
Increase in trade and other receivables	(31)	(4)
Decrease/(increase) in prepayments	2	(28)
Increase/(decrease) in trade and other payables	(118)	76
Increase in deferred tax liabilities	-	2,194
Net cash used in operating activities	(1,874)	(297)

Note 21. Earnings per share

	30 June 2023 $'000	23 June 2021 - 30 June 2022 $'000
Profit after income tax attributable to the owners of US Opportunities Limited	710	4,931
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	45,841,407	24,864,233
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares	-	4,181,174
Weighted average number of ordinary shares used in calculating diluted earnings per share	45,841,407	29,045,407
	Cents	**Cents**
Basic earnings per share	1.55	19.83
Diluted earnings per share	1.55	16.98

Note 22. Share-based payments

Set out below are summaries of options granted under the plan:

30 June 2023

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired during the year	Balance at the end of the year
03/08/2021	31/01/2023	$1.00	200,000	-	-	(200,000)	-
31/05/2022	31/01/2023	$1.00	100,000	-	-	(100,000)	-
			300,000	-	-	(300,000)	-

Note 22. Share-based payments (continued)

30 June 2022

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired during the year	Balance at the end of the year
03/08/2021	31/01/2023	$1.00	-	200,000	-	-	200,000
31/05/2022	31/01/2023	$1.00	-	100,000	-	-	100,000
			-	300,000	-	-	300,000

US Opportunities Limited
Directors' declaration
30 June 2023

In the directors' opinion:

- the attached financial statements and notes comply with the *Corporations Act 2001*, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;

- the attached financial statements and notes give a true and fair view of the company's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the *Corporations Act 2001*.

On behalf of the directors

Campbell McComb
Chairman

10 October 2023

US OPPORTUNITIES LIMITED
34 651 287 357

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
US OPPORTUNITIES LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of US Opportunities Limited "the Company", which comprises the statement of financial position as at 30 June 2023, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of US Opportunities Limited 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 2023 and of its performance for the year then ended; and
(b) complying with Australian Accounting Standards to the extent described in Note 2, 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 confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Other Information

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

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

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
US OPPORTUNITIES LIMITED

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

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

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the 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 judgment 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.

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.

N R BULL
Partner

PITCHER PARTNERS
Melbourne

12th October 2023