

US Opportunities Limited

ABN 34 651 287 357

Annual Report - 30 June 2024

US Opportunities Limited
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30 June 2024



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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

The directors present their report, together with the financial statements, on the company for the year ended 30 June 2024.

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 \$8,808,000 (30 June 2023: \$710,000).

Significant changes in the state of affairs

During the full year, the Company issued the following shares in accordance with a capital raising:

- For the September 2023 quarter the Company issued 156,523 fully paid ordinary shares with an issue price of \$1.15 per share;
- For the December 2023 quarter the Company issued 7,537,652 fully paid ordinary shares with an issue price of \$1.15 per share;
- For the March 2024 quarter the Company issued 14,715,759 fully paid ordinary shares with an issue price of \$1.15 per share;
- For the June 2024 quarter the Company issued 4,998,724 fully paid ordinary shares with an issue price of \$1.15 per share.

During the year the Company made the following investments:

- In December 2023, the Company invested US\$5 million into Harrison Unite US SPV II LLC
- In January 2024, the Company invested US\$2.324 million into Harrison id.Me Fund
- In February 2024, the Company invested US\$5.28 million into Scout Voyager SPV II
- In February 2024, the Company invested US\$5 million into Harrison Unite US SPV II LLC
- In April 2024, the Company invested US\$0.716 million into Harrison id.Me Fund
- In May 2024, the Company invested US\$0.475 million into Harrison Unite US SPV II LLC

On 13 June 2024, the Company provided a US\$2.7 million loan to Scout Delce SPV LLC. As at 30 June 2024, US\$0.9 million had been repaid with the remainder to be settled early in the 2025 financial year.

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

No matter or circumstance has arisen since 30 June 2024 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 2024, and the number of meetings attended by each director were:

	Full Board Attended	Held
Campbell McComb	4	4
David Porter	4	4
Nicholas Dorman	4	4

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

There were no shares issued on the exercise of options during the Financial year.

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*.

US Opportunities Limited
Directors' report
30 June 2024



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

1 October 2024

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US Opportunities Limited
Statement of profit or loss and other comprehensive income
For the year ended 30 June 2024



	Note	30 June 2024 \$'000	30 June 2023 \$'000
Revenue			
Revenue	4	13,512	2,538
Interest income		27	19
Rebate income	5	639	-
		14,178	2,557
Expenses			
Corporate and administrative costs		(2)	(14)
Compliance costs		(163)	(165)
Employment expenses		(60)	(60)
Finance costs		-	(578)
Management fees		(1,455)	(927)
Realised foreign currency gains/(losses)		(7)	(2)
		12,491	811
Profit before income tax expense		12,491	811
Income tax expense	6	(3,683)	(101)
Profit after income tax expense for the year attributable to the owners of US Opportunities Limited		8,808	710
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year attributable to the owners of US Opportunities Limited		8,808	710
		Cents	Cents
Basic earnings per share	21	13.16	1.55
Diluted earnings per share	21	13.16	1.55

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 2024



	Note	30 June 2024 \$'000	30 June 2023 \$'000
Assets			
Current assets			
Cash and cash equivalents	7	1,639	2,221
Trade and other receivables	8	494	36
Financial asset	9	2,705	-
Other	10	667	30
Total current assets		<u>5,505</u>	<u>2,287</u>
Non-current assets			
Financial assets at fair value through profit or loss	11	<u>103,804</u>	<u>62,954</u>
Total non-current assets		<u>103,804</u>	<u>62,954</u>
Total assets		<u>109,309</u>	<u>65,241</u>
Liabilities			
Current liabilities			
Trade and other payables	12	<u>734</u>	<u>48</u>
Total current liabilities		<u>734</u>	<u>48</u>
Non-current liabilities			
Deferred tax		<u>5,837</u>	<u>2,281</u>
Total non-current liabilities		<u>5,837</u>	<u>2,281</u>
Total liabilities		<u>6,571</u>	<u>2,329</u>
Net assets		<u>102,738</u>	<u>62,912</u>
Equity			
Issued capital	13	88,044	57,154
Retained profits		<u>14,694</u>	<u>5,758</u>
Total equity		<u>102,738</u>	<u>62,912</u>

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 2024



	Issued capital \$'000	Reserves \$'000	Retained profits \$'000	Total equity \$'000
Balance at 30 June 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
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 13)	22,728	-	-	22,728
Share-based payments	-	(104)	-	(104)
Balance at 30 June 2023	<u>57,154</u>	<u>-</u>	<u>5,758</u>	<u>62,912</u>
	Issued capital \$'000	Reserves \$'000	Retained profits \$'000	Total equity \$'000
Balance at 1 July 2023	57,154	-	5,758	62,912
Profit after income tax expense for the year	-	-	8,808	8,808
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	-	-	8,808	8,808
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 13)	30,890	-	-	30,890
Tax adjustment	-	-	128	128
Balance at 30 June 2024	<u>88,044</u>	<u>-</u>	<u>14,694</u>	<u>102,738</u>

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 2024



	Note	30 June 2024 \$'000	30 June 2023 \$'000
Cash flows from operating activities			
Payments to suppliers (inclusive of GST)		(1,327)	(1,316)
Interest paid		-	(577)
Interest received		27	19
Loan and payments for investments *		<u>(30,200)</u>	<u>(20,324)</u>
Net cash used in operating activities	20	<u>(31,500)</u>	<u>(22,198)</u>
Net cash from investing activities		<u>-</u>	<u>-</u>
Cash flows from financing activities			
Proceeds from issue of shares	13	31,520	22,867
Share issue transaction costs	13	<u>(630)</u>	<u>(55)</u>
Net cash from financing activities		<u>30,890</u>	<u>22,812</u>
Net increase/(decrease) in cash and cash equivalents		(610)	614
Cash and cash equivalents at the beginning of the financial year		2,221	1,249
Effects of exchange rate changes on cash and cash equivalents		<u>28</u>	<u>358</u>
Cash and cash equivalents at the end of the financial year	7	<u><u>1,639</u></u>	<u><u>2,221</u></u>

* Give the nature of the Company, under AASB 107 paragraph 15, the Company has classified that the payments and loans for investments are operating activities. As a results of this classification the comparative amount of (20,324) has moved from investing activities to operating activities.

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 1 October 2024. The directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

The accounting policies that are material to the company are set out below. The accounting policies adopted are consistent with those of the previous financial year, 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 2024, the Company produced a profit of \$8.808M, with net cash outflows from operating activities of \$1.30M and net cash outflows relating to investing activities of \$30.20M. The Company had a cash balance as at 30 June 2024 of \$1.639M.

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. Material accounting policy information (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. Material accounting policy information (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.

Joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Investments in joint ventures are accounted for using the equity method. Under the equity method, the share of the profits or losses of the joint venture is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in joint ventures are carried in the statement of financial position at cost plus post-acquisition changes in the company's share of net assets of the joint venture. Goodwill relating to the joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Income earned from joint venture entities reduce the carrying amount of the investment.

Investments and other financial assets

Investments and other financial assets, other than investments in associates, are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the company has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of financial assets

The company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

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.

Note 2. Material accounting policy information (continued)

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.

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.

Note 2. Material accounting policy information (continued)

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 2024. 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.

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 2024	30 June 2023
	\$'000	\$'000
Unrealised gains on financial instruments at fair value through profit and loss	13,484	1,256
Unrealised gains on foreign currency translations	28	1,282
	<u>13,512</u>	<u>2,538</u>

Note 5. Rebate income

	30 June 2024	30 June 2023
	\$'000	\$'000
Scout Voyager SPV rebate	314	-
Scout Voyager SPV II rebate	14	-
Harrison Unite Us SPV II rebate	240	-
Harrison id.Me SPV rebate	71	-
	<u>639</u>	<u>-</u>

From 1 July 2022, the Company receives a rebate of SPV LLC fees negotiated by the Investments Manager, and payable directly to the Company. As at 30 June 2024 the above amounts are payable, and will be received on exit of the underlying investments in each SPV.

Note 6. Income tax expense

	30 June 2024	30 June 2023
	\$'000	\$'000
Income tax expense is attributable to:		
Profit from continuing operations	<u>3,683</u>	<u>101</u>
Aggregate income tax expense	<u>3,683</u>	<u>101</u>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Profit before income tax expense	<u>12,491</u>	<u>811</u>
Tax at the statutory tax rate of 30%	3,747	243
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other non-allowable items	(64)	(25)
DTA on losses not previously identified	-	(103)
Correction to opening DTA balance	-	(14)
Income tax expense	<u>3,683</u>	<u>101</u>

(c) Deferred tax

Deferred tax relates to the following:

Note 6. Income tax expense (continued)

	30 June 2024	30 June 2023
	\$'000	\$'000
<i>Deferred tax assets</i>		
The balance comprises:		
Tax losses	1,075	622
Other	10	8
40-880 Deductions	213	85
<i>Deferred tax liabilities</i>		
Unrealised FX	-	(107)
Gain on investments	(6,984)	(2,889)
Net deferred tax liabilities	<u>(5,686)</u>	<u>(2,281)</u>

Note 7. Current assets - cash and cash equivalents

	30 June 2024	30 June 2023
	\$'000	\$'000
Cash at bank	<u>1,639</u>	<u>2,221</u>

Note 8. Current assets - trade and other receivables

	30 June 2024	30 June 2023
	\$'000	\$'000
Other receivables	104	36
Distributions received in advance (i)	390	-
	<u>494</u>	<u>36</u>

Note 9. Current assets - financial asset

	30 June 2024	30 June 2023
	\$'000	\$'000
Loan - Scout Delce SPV LLC	<u>2,705</u>	<u>-</u>

(i) The Company provided a loan to Scout Delce SPV LLC for US\$2.7 million in June 2024 of which US\$0.9 million was repaid pre 30 June 2024. The remaining amount is set to be repaid early in 2025 financial year.

Note 10. Current assets - other

	30 June 2024	30 June 2023
	\$'000	\$'000
Other current asset	639	-
Prepayments	28	30
	<u>667</u>	<u>30</u>

Note 11. Non-current assets - financial assets at fair value through profit or loss

	30 June 2024	30 June 2023
	\$'000	\$'000
Investment in Scout Voyager SPV LLC	29,548	26,838
Investment in Scout Voyager SPV II LLC	7,936	-
Investment in Cross Creek Capital III, L.P	2,478	2,329
Investment in Harrison Unite Us SPV II LLC	40,256	13,679
Investment in Harrison ID.me SPV LLC	20,941	15,726
Investment in Scout Ventures Fund III	2,645	4,382
	<u>103,804</u>	<u>62,954</u>

Reconciliation

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

Opening carrying amount	62,954	40,450
Additional investments	28,422	11,381
Capital distributions	(694)	-
Revaluation increments	13,122	11,123
	<u>103,804</u>	<u>62,954</u>

Refer to note 15 for further information on financial instruments.

Note 12. Current liabilities - trade and other payables

	30 June 2024	30 June 2023
	\$'000	\$'000
Trade payables	698	20
Accrued expenses	36	28
	<u>734</u>	<u>48</u>

Note 13. Equity - issued capital

	30 June 2024	30 June 2023	30 June 2024	30 June 2023
	Shares	Shares	\$'000	\$'000
Ordinary shares - fully paid	<u>83,968,098</u>	<u>56,559,440</u>	<u>88,044</u>	<u>57,154</u>

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$'000
Balance	1 July 2023	56,559,440		57,154
Issue of placement shares	13 September 2023	156,523	\$1.15	180
Issue of placement shares	18 October 2023	217,394	\$1.15	250
Issue of placement shares	12 December 2023	2,175,880	\$1.15	2,502
Issue of placement shares	28 December 2023	5,144,378	\$1.15	5,916
Issue of placement shares	23 January 2024	3,892,185	\$1.15	4,476
Issue of placement shares	7 February 2024	3,795,482	\$1.15	4,365
Issue of placement shares	19 February 2024	6,471,523	\$1.15	7,442
Issue of placement shares	19 March 2024	556,569	\$1.15	640
Issue of placement shares	17 April 2024	866,091	\$1.15	996
Issue of placement shares	2 May 2024	1,202,196	\$1.15	1,383
Issue of placement shares	17 May 2024	669,567	\$1.15	770
Issue of placement shares	31 May 2024	1,534,782	\$1.15	1,765
Issue of placement shares	12 June 2024	526,088	\$1.15	605
Issue of placement shares	26 June 2024	200,000	\$1.15	230
Capital raising costs		-	-	(630)
Balance	30 June 2024	<u>83,968,098</u>		<u>88,044</u>

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 2023 Annual Report.

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 2024 \$'000	30 June 2023 \$'000	30 June 2024 \$'000	30 June 2023 \$'000
US dollars	904	123	-	-

The company had net assets denominated in foreign currencies of \$0.904m. 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 \$0.090m higher/\$0.090m lower and equity would have been \$0.090m higher/\$0.090m 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.

30 June 2024	% change	AUD strengthened Effect on		AUD weakened Effect on	
		profit before tax	Effect on equity	profit before tax	Effect on equity
Financial assets at fair value through profit or loss - US Dollars	10%	(10,380)	(10,380)	(10%)	10,380

Note 15. Financial instruments (continued)

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

The company holds financial assets at fair value through profit or loss denominated in foreign currencies of \$104.47m. 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 \$10.38m higher/\$10.38m lower and equity would have been \$10.38m higher/\$10.38m 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

30 June 2024	% change	Average price increase		% change	Average price decrease	
		Effect on profit before tax	Effect on equity		Effect on profit before tax	Effect on equity
Financial assets at fair value through profit or loss	10%	<u>10,380</u>	<u>10,380</u>	(10%)	<u>(10,380)</u>	<u>(10,380)</u>

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

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.

Note 15. Financial instruments (continued)

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 2024	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						
<i>Non-interest bearing</i>						
Trade payables	-	734	-	-	-	734
Total non-derivatives		734	-	-	-	734

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						
<i>Non-interest bearing</i>						
Trade payables	-	48	-	-	-	48
Total non-derivatives		48	-	-	-	48

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

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 2024	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<i>Assets</i>				
Financial assets at fair value through profit or loss	-	-	103,804	103,804
Total assets	-	-	103,804	103,804

30 June 2023	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<i>Assets</i>				
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 2024	30 June 2023
	\$	\$
<i>Audit services - Pitcher Partners</i>		
Audit or review of the financial statements	42	46

Note 18. Related party transactions

Transactions with related parties

The following transactions occurred with related parties:

	30 June 2024	30 June 2023
	\$	\$
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)	1,455	927

Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Note 18. Related party transactions (continued)

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

No matter or circumstance has arisen since 30 June 2024 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 2024	30 June 2023
	\$'000	\$'000
Profit after income tax expense for the year	8,808	710
Adjustments for:		
Foreign exchange differences	(28)	(358)
Fair value adjustments on investments held at fair value through profit and loss	(13,484)	(2,179)
Income tax expense	3,683	100
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	61	(31)
Decrease in prepayments	2	2
Increase in investments	(30,200)	(20,324)
Decrease in trade and other payables	(342)	(118)
Net cash used in operating activities	<u>(31,500)</u>	<u>(22,198)</u>

Note 21. Earnings per share

	30 June 2024	30 June 2023
	\$'000	\$'000
Profit after income tax attributable to the owners of US Opportunities Limited	<u>8,808</u>	<u>710</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>66,937,609</u>	<u>45,841,407</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>66,937,609</u>	<u>45,841,407</u>
	Cents	Cents
Basic earnings per share	13.16	1.55
Diluted earnings per share	13.16	1.55

US Opportunities Limited
Consolidated entity disclosure statement
As at 30 June 2024



US Opportunities Limited does not have any controlled entities and is not required by the Australian Accounting Standards to prepare consolidated financial statements. In accordance with subsection 295(3A) of the *Corporations Act 2001*, no further information is required to be disclosed in this consolidated entity disclosure statement.

US Opportunities Limited
Directors' declaration
30 June 2024



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 2024 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- the consolidated entity disclosure statement required by subsection 295(3A) of the *Corporation Act 2001* is true and correct.

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

1 October 2024

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