

## APPENDIX 4E

### Preliminary final annual report for the year ended 30 June 2018

Results for announcement to the market for the year ended 30 June 2018.

Against previous corresponding period 30 June 2017.

				30 June 2018	
				\$'000	
Revenues from ordinary activities	UP	327%	to	691	
(Loss) after tax attributable to members	UP	(206%)	to	(5,692)	
(Loss) for the period attributable to members	UP	(206%)	to	(5,692)	
				30 June 2018	
				Cents	
<b>Net Tangible Assets per security</b>				0.223	
				30 June 2017	
				Cents	
				0.709	

Dividends (distributions)	Amount per security	Franked amount per security
Final dividend	NIL	NIL
Interim dividend	NIL	NIL
Previous corresponding period	NIL	NIL
Record date for determining entitlements to the dividend.	No dividends are proposed	

Accompanying this Appendix 4E is the full final audited Annual Report of Yojee Limited for the year ended 30 June 2018. This Appendix 4E should be read in conjunction with the Annual Report, which is lodged contemporaneously with this document.

ED Clarke  
**Managing Director**  
**Reporting Period: 30 June 2018**

- ENDS -



ABN: 52 143 416 531

**FINANCIAL REPORT  
FOR THE YEAR ENDED 30 JUNE 2018**

## CORPORATE DIRECTORY

### BOARD OF DIRECTORS

Ray Lee  
Chairman

Ed Clarke  
Managing Director

Shannon Robinson  
Non-Executive Director

Jason Marinko  
Executive Director

### COMPANY SECRETARY

Sonu Cheema

### REGISTERED OFFICE

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### LAWYERS

**Edward Mac Scovell**  
Level 7, AMP Building  
140 St Georges Terrace  
PERTH WA 6000

### AUDITOR

**Grant Thornton Audit Pty Ltd**  
Collins Square, Tower 1  
727 Collins Street  
DOCKLANDS VIC 3008

### SHARE REGISTRY

**Computershare Investor Services Pty Ltd**  
Level 2, 45 St Georges Terrace  
PERTH WA 6000

### STOCK EXCHANGE LISTING

**Australian Securities Exchange (ASX)**  
ASX Code: YOJ

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## **DIRECTORS' REPORT**

The Directors of Yojee Limited and its subsidiaries (the "Group") submit herewith their report and the consolidated financial statements of the Group for the financial year ended 30 June 2018. In order to comply with the provisions of the *Corporations Act 2001*, the Directors report as follows:

### **DIRECTORS**

The names and details of the Company's Directors at any time during or since the end of the financial year are outlined below. Unless otherwise disclosed, all Directors held their office from 1 July 2017 until the date of this report.

Mr Ray Lee – Chairman (Appointed 9 March 2017)

Mr Lee is a well-respected port development, port management and operations executive, with over forty years international industry experience. He established Portside Solutions in 2007 and has successfully consulted on significant projects for global companies including and currently, APM Terminals and DP World Australia. Portside Solutions has been engaged in examining pit to port solutions for multiple mining companies throughout Africa, South America and Australia. With offices in Dubai, Canada and Australia, Portside Solutions delivers a broad portfolio of services globally.

Mr Edward Clarke – Managing Director (Appointed 26 May 2016)

Mr Clarke is an experienced technology entrepreneur with a background in taking innovative blue ocean technology platforms to market in areas such as real-time communication, big data marketing and e-commerce. As Vice President of Sales for Terasys Communications Pte Ltd, Mr Clarke was part of a team that IBM recognised as a "Top 5 global start-up to watch in 2014". More recently Mr Clarke has been working as Vice President of Sales and Marketing with Silicon Valley and Asia venture capitalist backed marketing technology platform Ematic which, within its first 12 months, now has over 200 of South East Asia's leading e-commerce retailers as clients.

Ms Shannon Robinson - Non-Executive Director (Appointed 20 January 2016)

Ms Robinson is a former corporate lawyer and corporate advisor with over 10 years international experience in providing transaction, mergers and acquisition, strategic, capital raising and general corporate advice to numerous ASX and AIM listed and unlisted companies. Ms Robinson has been a director of several ASX and AIM listed companies and is currently a non-executive director of Spookfish Limited (ASX: SFI) and Fastbrick Robotics Limited (ASX: FBR).

Mr Jason Marinko – Executive Director (Appointed 13 November 2017)

Mr Marinko has extensive senior corporate executive and equity capital markets experience. He previously held senior positions at investment banks, where he managed equity capital raisings for private and public companies and advised on small and mid-cap mergers and acquisitions. Mr Marinko was formerly the CEO of Little Creatures Brewing and has held corporate strategy roles with Qantas and SingTel Optus. Mr Marinko is currently chairman of ASX listed, Spookfish Limited. Mr Marinko is a Fellow of the Financial Services Institute of Australasia (FINSIA), a graduate of the Australian Institute of Company Directors (AICD) and has an MBA from INSEAD Business School in France.

Mr Sonu Cheema - Company Secretary (Appointed 26 May 2016)

Mr Cheema holds the position of Accountant and Company Secretary for Cicero Corporate Services Pty Ltd with experience working with public and private companies in Australia and abroad. Roles and responsibilities conducted by Mr Cheema include completion and preparation of management & ASX financial reports, investor relations, Initial Public Offer (IPO), mergers & acquisitions, management of capital raising activities and auditor liaison. Mr Cheema has completed a Bachelor of Commerce majoring in Accounting at Curtin University and is a CPA member.

## **PRINCIPAL ACTIVITIES**

Yojee is a company focused on developing a sharing-economy based logistics technology through the creation of the Yojee delivery network and secure blockchain technology platform ("Platform"), initially targeting the Asia-Pacific region. The Platform will be an international collaborative economy technology platform aiming to provide seamless and efficient, on-demand movement of goods and services where and when they are needed. Yojee was founded on the basis that opportunities in e-commerce are growing at a rapid rate, the global population is embracing the sharing-economy and the traditional logistics model provides an opportunity for implementation of these newer technologies, in particular in jurisdictions with immature transport networks.

## **REVIEW OF OPERATIONS**

This was a milestone year for Yojee as it transitioned from early stage technology development to rolling out operations across South East Asia and partnering with global leaders in supply chain and logistics. Key milestones achieved by the Company included:

- Signing minimum monthly commitment SaaS agreements across six countries
- Winning a global tender with Scharff, Fedex global service provider for Peru and Bolivia
- Successfully piloting a blockchain proof of concept with UPS
- Rebuilding its infrastructure for mass utilisation, faster customisation and rapid deployment
- Partnering with global leaders, UPS and DB Schenker, to collaborate on developing technology

### **Yojee's industry leading technology began being rolled out across the fast-growing Asian market**

Yojee's focus centred on its home Asian market – the largest and fastest growing market for global logistics. Benefiting from its base in Singapore and a sales presence across the region, Yojee had customer wins in Singapore, Cambodia, Peru, Indonesia, Malaysia and Australia. These included B2B companies, B2C logistics companies and e-commerce companies signed on multi-year minimum monthly commitment SaaS agreements. However, ongoing discussions across the market show great potential and requirement for Yojee's technology across all geographies, including Europe, North America and China.

Importantly, Yojee has developed a sector agnostic product, utilizing artificial intelligence and blockchain technology. This technology will meet the future challenges of the logistics industry in any region and the software can be produced in any language and be configured to satisfy local market operating procedures.

### **Yojee's technology suite attracted global interest and won a long-term, competitive tender contract**

In late 2017, Yojee signed and started implementation of a long-term, four-year contract with Scharff International Courier & Cargo S.A (Scharff), a Peruvian corporation that is a market leader in South America across freight forwarding, bulk freight and parcels with a huge last mile operation. Scharff's reach in the region and broad supply chain capabilities resulted in it becoming a Global Service Provider in Peru and Bolivia in 1994 for FedEx, the world's largest express transportation company.

The agreement with Scharff, which is based on monthly subscription fees, commits a minimum of 13.2 million deliveries annually over a multi-year contract. If the annual number of deliveries exceeds 13.2 million then this will generate additional revenues for Yojee on a fee-per-transaction basis.

The awarding of such a long term, high volume contract to Yojee was an enormous endorsement of the broad supply chain capabilities, scalability and global appeal of Yojee software, and is further evidence of the team's ability to address and deliver on the significant, unsolicited and unsatisfied global demand for its services.

### **Yojee's completed blockchain integration and successfully piloted blockchain technology with UPS**

The freight and logistics industry is investing heavily in blockchain technology to deliver a cheaper, more efficient, transparent and secure system to manage the enormous growth expected in global logistics over the next decade. Yojee is an industry leader in blockchain technology with deep in-house experience in the technology and in early 2018, Yojee outlined its blockchain development roadmap and successfully tested its first blockchain product – Proof of Existence – which included hashing the status of the database to the blockchain in real-time.

Soon after, Yojee entered into a pilot services agreement with UPS Asia Group Pte Ltd (UPS) (a subsidiary of global logistics leader, United Parcel Service, Inc.), to establish a proof of concept for the use of Yojee's blockchain technology in the UPS specific supply chain environment. The blockchain pilot with UPS was very successful and completed in April, and led to the announcement of a broader Innovation Framework Agreement.

### **Yojee continued to invest in maintaining its technological leadership**

After conducting a market review and strategic analysis of future requirements, the Company undertook a version 2.0 build of its infrastructure using Elixir and Erlang technology which redefined stability and speed per transaction, created new capabilities in at-scale tasks and delivered a large reduction in errors.

The modular concurrent programming used in the product rebuild allows Yojee to deploy a white-labelled, individually branded application for a customer in a matter of hours and all the customisations are now more easily implemented.

The significant upgrade to the back-end infrastructure added value to Yojee's existing projects and across the wide range of opportunities in the sales pipeline. The ongoing investment in technology consolidated the Company's leadership in the areas of speed, reliability, functionality and project delivery time and is especially useful for managing the large masses of data required to support the requirements of global logistics industry leaders whilst greatly reducing errors and system downtime.

### **Yojee partnered with global leaders to collaborate on development of technologies for their ecosystems**

In May 2018, Yojee and DB Schenker in Asia Pacific signed a Services Agreement to begin developing an On-Demand Last Mile Delivery Service Platform in Asia. DB Schenker, the world's leading global logistics provider, operates from over 2,000 locations worldwide. The agreement with DB Schenker focuses on utilising Yojee's market leading logistics technology to create enhanced customer experience and innovative delivery models. Yojee will be implementing its platform into DB Schenker's (Asia Pacific) e-commerce and last mile operations, covering AI backed route optimisation, warehousing, cross-docking, wharf cartage, application of blockchain, and customer experience.

Similarly, after successfully completing a live blockchain pilot with UPS in Singapore, Yojee and UPS entered into a broad 12-month Innovation Framework Agreement to further explore the development of and/or improvement to services and products for the UPS operating environment and identify further opportunities to collaborate in areas spanning technology, software, payments and blockchain. The agreement provides the framework to collaborate on further pilot projects and possible long-term solutions.

### **Corporate**

- In August 2017, the Company completed a \$3.1 million share placement to sophisticated and institutional investors.
- In October 2017, Mr Jason Marinko was appointed to the position of Executive Director of the Company effective 13 November 2017, further strengthening the Board. Jason Marinko has extensive senior corporate executive and equity capital markets experience.

- In June 2018, the Company announced that Mr. Carl Hemus will be joining Yojee as Chief Operating Officer, commencing 1 September 2018, and based in Singapore. Mr Hemus has extensive experience, spanning over 25 years, working within the logistics, global supply chain and eCommerce sectors in Europe and more recently, Asia.

## EVENTS SUBSEQUENT TO REPORTING DATE

In July 2018, the Company completed a share placement of \$8,000,000 to sophisticated and institutional investors (Placement). The Company issued 80 million fully paid ordinary shares at an issue price of \$0.10 per share. The Placement included the issue of 26,666,667 free attaching one-for-three unlisted options (Placement Options) exercisable at \$0.15 expiring eighteen months from date of issue. The proceeds from the capital raising exercise will be used to further the Company's operations, which includes building a stronger foothold in the Asia-Pacific market and enhance its proprietary logistics software.

## DIVIDENDS

No dividend has been declared or paid since the incorporation of the Group on 30 April 2010 and the Directors do not recommend the payment of any dividend in respect of the financial year ended 30 June 2018.

## SHARE OPTIONS

Options over ordinary shares of Yojee Limited at the date of this report are as follows:

Item	Opening Balance	Exercise Price of Options	Options Exercised	Granted Options	Closing Balance	Expiry Date of Options
Unlisted Options <sup>1</sup>	100,000,000	\$0.02	(83,000,000)	-	17,000,000	27 May 2021
Unlisted Options <sup>2</sup>	22,000,000	\$0.07	-	-	22,000,000	27 May 2021
Unlisted Options <sup>3</sup>	11,000,000	\$0.07	-	-	11,000,000	9 June 2020
Unlisted Options <sup>4</sup>	-	\$0.20	-	17,500,000	17,500,000	29 Dec 2020
	<b>133,000,000</b>	-	<b>(83,000,000)</b>	<b>17,500,000</b>	<b>67,500,000</b>	

<sup>1</sup> Unquoted Options exercisable at \$0.02 each on or before the date that is 5 years from the date of issue of the Options.

<sup>2</sup> 5,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.07 per Share (exercisable at \$0.07 on or before the fifth anniversary of the date on which they were issued);

5,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.10 per Share (exercisable at \$0.07 on or before 27 May 2021);

5,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.15 per Share (exercisable at \$0.07 on or before 27 May 2021); and

7,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.20 per Share (exercisable at \$0.07 on or before 27 May 2021).

<sup>3</sup> 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.07 per Share (exercisable at \$0.07 on or before 9 June 2020);

2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.10 per Share (exercisable at \$0.07 on or before 9 June 2020);

3,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.15 per Share (exercisable at \$0.07 on or before 9 June 2020); and

3,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.20 per Share (exercisable at \$0.07 on or before 9 June 2020).

<sup>4</sup> 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.25 per Share (exercisable at \$0.20 on or before 29 December 2020);

2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.30 per Share (exercisable at \$0.20 on or before 29 December 2020);

2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.35 per Share (exercisable at \$0.20 on or before 29 December 2020);

2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.40 per Share (exercisable at \$0.20 on or before 29 December 2020); and

7,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.50 per Share (exercisable at \$0.20 on or before 29 December 2020).

## REMUNERATION REPORT (AUDITED)

The Directors of Yojee Limited present the Remuneration Report prepared in accordance with the *Corporations Act 2001* and the *Corporations Regulations 2001*.

The remuneration report is set out under the following main headings:

- a. Principles used to determine the nature and amount of remuneration
- b. Details of remuneration
- c. Service agreements
- d. Share-based remuneration
- e. Other information

### **a. Principles used to determine the nature and amount of remuneration**

The remuneration of the Group has been designed to align Director and Executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering long-term incentives based on key performance areas. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best Executives and Directors to run and manage the Group, as well as create goal congruence between Directors, Executives and shareholders.

### **Executive Director Remuneration**

In determining the level and make-up of executive remuneration, the Board negotiates a remuneration to reflect the market salary for a position and individual of comparable responsibility and experience. Due to the limited size of the Group and of its operations and financial affairs, the use of a separate remuneration committee is not considered appropriate. Remuneration is regularly compared with the external market by participation in industry salary surveys and during recruitment activities generally. If required, the Board may engage an external consultant to provide independent advice in the form of a written report detailing market levels of remuneration for comparable executive roles. No external remuneration consultant was used during the year.

All remuneration paid to Directors and Executives is valued at the cost to the Group and expensed. Options are valued using either the Black-Scholes, Monte Carlo or Trinomial Barrier methodology.

### **Non-Executive Director Remuneration**

Non-Executive Directors' fees are paid within an aggregate limit which is approved by the shareholders. The limit of Non-Executive Director fees was set at a maximum of \$250,000 at a Board meeting held on 12 May 2010. Retirement payments, if any, are agreed to be determined in accordance with the rules set out in the *Corporations Act 2001* at the time of the Director's retirement or termination. Non-Executive Directors' remuneration may include an incentive portion consisting of bonuses and/or options, as considered appropriate by the Board, which may be subject to shareholder approval in accordance with the ASX Listing Rules.

### **Performance Based Remuneration**

Remuneration packages do not include performance-based components. An individual member of staff's performance assessment is done by reference to their contribution to the Group's overall operational achievements.

## Relationship between the remuneration policy and company performance

The table below sets out summary information about the Group's earnings and movements in shareholder wealth.

	30 June 2018 \$	30 June 2017 \$	30 June 2016 \$	30 June 2015 \$	30 June 2014 \$
Net profit/(loss) after tax	(5,691,864)	(1,863,076)	(6,215,427)	(1,683,387)	(289,751)
Dividends (cents per share)	-	-	-	-	-
Share price	\$0.135	\$0.073	\$0.060	\$0.030	\$0.035
Basic EPS (cents)	(0.88)	(0.48)	(5.12)	(4.05)	(0.97)
Diluted EPS (cents)	(0.88)	(0.48)	(5.12)	(4.05)	(0.97)

The remuneration of the Directors is not linked to the performance, share price or earnings of the Group.

## Voting and comments made at the company's last Annual General Meeting

Yojee Limited received no votes against its Remuneration Report for the financial year ended 30 June 2017. The company received no specific feedback on its Remuneration Report at the Annual General Meeting held on 30 November 2017.

### b. Details of Remuneration

Details of the nature and amount of each element of the remuneration of each key management personnel of Yojee Limited are as follows:

30 June 2018	Short-term benefits	Post-employment	Equity based compensation		
Directors	Salary and Fees \$	Superannuation \$	Shares \$	Options \$	Total \$
<b>Executive Directors</b>					
Mr E Clarke <sup>1</sup>	224,837	-	-	66,471	291,308
Mr J Marinko	100,000	9,500	-	610,451	719,951
<b>Non-Executive Directors</b>					
Mr R Lee	60,000	5,700	-	142,404	208,104
Ms S Robinson	35,000	3,325	-	-	38,325
	<b>419,837</b>	<b>18,525</b>	<b>-</b>	<b>819,326</b>	<b>1,257,688</b>

<sup>1</sup>Mr Ed Clarke is engaged in a managing director capacity for Yojee Ops Pte Ltd, a wholly-owned subsidiary company of Yojee Limited that is based in Singapore. Fees are paid in Singapore dollars ("SGD") and are converted at the average rate for the period ended 30 June 2018.

30 June 2017	Short-term benefits	Post-employment	Equity based compensation		
Directors	Salary and Fees \$	Superannuation \$	Shares \$	Options \$	Total \$
<b>Executive Directors</b>					
Mr E Clarke <sup>1</sup>	205,128	-	-	68,479	273,607
<b>Non-Executive Directors</b>					
Mr R Lee	13,750	1,306	-	6,727	21,783
Ms S Robinson	32,083	3,047	-	-	35,130
Mr M Walker	70,000	-	-	-	70,000
	<b>320,961</b>	<b>4,353</b>	<b>-</b>	<b>75,206</b>	<b>400,520</b>

<sup>1</sup>Mr Ed Clarke is engaged in a managing director capacity for Yojee Pte Ltd the Singapore based wholly owned subsidiary company. Fees are paid in SGD and are converted at the spot rate for the period ending 30 June 2017.

### c. Service Agreements

On 25 May 2016, the Company engaged Cicero Corporate Services Pty Ltd for administrative and company secretarial services. Cicero Corporate Services Pty Ltd is paid \$8,800 per month for these services.

### d. Share Based Remuneration

*Options Issued as Part of Remuneration for the financial year ended 30 June 2018*

On 30 November 2017, the Group granted 17,500,000 share options to the Executive Director, Jason Marinko with \$610,451 recognised as an expense for the year ended 30 June 2018. The primary purpose of the grant of the options to the director was to provide a performance linked incentive component in the remuneration package for the executive director to motivate and reward the performance of the executive director in his role within the Group. These options vest upon the executive director remaining employed by the Group at the time in which the following vesting conditions are met with the last exercise date being 29 December 2020:

- 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.25 per Share (exercisable at \$0.20 on or before 29 December 2020);
- 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.30 per Share (exercisable at \$0.20 on or before 29 December 2020);
- 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.35 per Share (exercisable at \$0.20 on or before 29 December 2020);
- 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.40 per Share (exercisable at \$0.20 on or before 29 December 2020); and
- 7,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.50 per Share (exercisable at \$0.20 on or before 29 December 2020).

The following provide details of the options granted:

Number granted	Grant date	Value per option at grant date (\$)	Value of options at grant date (\$)	Number vested	Exercise price (\$)
2,500,000	30/11/ 2017	\$0.0838	\$209,525	2,500,000	\$0.20
2,500,000	30/11/ 2017	\$0.0836	\$209,025	-	\$0.20
2,500,000	30/11/ 2017	\$0.0831	\$207,775	-	\$0.20
2,500,000	30/11/ 2017	\$0.0823	\$205,700	-	\$0.20
7,500,000	30/11/ 2017	\$0.0798	\$598,425	-	\$0.20

### Shares Issued as Part of Remuneration for the financial year ended 30 June 2018

No shares were issued during the year as part of the compensation.

#### e. Other Information

The following table provides details of shares and options held by Key Management Personnel.

#### Share and Option holdings of Directors and Key Management Personnel or their nominees

The relevant interest of each director in the shares and options over such shares issued by the companies within the Group and other related bodies corporate, as notified by the directors to the ASX in accordance with S205G(1) of the Corporations Act 2001, as at 30 June 2018 is as follows:

2018	Shares		Options			
	Ordinary Shares No.	Performance Shares No.	Options No.	Exercise Price \$	First exercise date	Last exercise date
Mr R Lee	-	-	5,000,000	\$0.07	-	9 June 2020
Mr E Clarke	-	-	13,000,000	\$0.07	-	27 May 2021
Ms S Robinson	17,700,000	-	5,000,000	\$0.02	-	27 May 2021
Mr J Marinko	-	-	17,500,000	\$0.20	-	29 Dec 2020

The movement during the reporting year in the number of options over ordinary shares in Yojee Limited held, directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

2018	Opening Balance	Granted as Compensation	Exercised	Other Changes	Vested and exercisable at 30 June 2018	Unvested at 30 June 2018
Mr R Lee	5,000,000	-	-	-	5,000,000	-
Mr E Clarke	13,000,000	-	-	-	13,000,000	-
Ms S Robinson	5,000,000	-	-	-	5,000,000	-
Mr J Marinko	-	17,500,000	-	-	2,500,000	15,000,000
<b>Total</b>	<b>23,000,000</b>	<b>17,500,000</b>	<b>-</b>	<b>-</b>	<b>25,500,000</b>	<b>15,000,000</b>

#### Shareholdings by Directors and Key Management Personnel or their nominees

2018	Opening Balance	Conversion of Options	Compensation	Purchased/ (Sold)	Balance 30 June 2018
Mr R Lee	-	-	-	-	-
Mr E Clarke	-	-	-	-	-
Ms S Robinson	7,700,000	-	-	-	7,700,000
	10,000,000	-	-	-	10,000,000 <sup>1</sup>
Mr J Marinko	-	-	-	-	-
<b>Total</b>	<b>17,700,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>17,700,000</b>

<sup>1</sup>10,000,000 Performance Shares (being 2,500,000 Class A Performance Shares, 2,500,000 Class B Performance Shares, 2,500,000 Class C Performance Shares and 2,500,000 Class D Performance Shares) converted during the period ended 30 June 2018 following satisfaction of milestones.

#### f. Loans/Payables to Key Management Personnel

As at 30 June 2018, there were no loans or payables to the Group key management personnel.

#### g. Other transactions with Key Management Personnel

Other transactions with Key Management Personnel during the financial year ended 30 June 2018 are detailed in Note 9.

## DIRECTORS' MEETINGS

The following table sets out the number of Directors' meetings held during the financial year ended 30 June 2018 and the number of meetings attended by each Director. During the period, 9 Board meetings were held. There is no separate nomination, remuneration or audit committee.

Name	Board Meetings		
	Held	Eligible to attend	Attended
Mr R Lee	9	9	9
Mr E Clarke	9	9	9
Ms S Robinson	9	9	9
Mr J Marinko	9	6	6

## INDEMNIFICATION OF OFFICERS AND AUDITORS

During the financial year, the Group renewed a premium in respect of a contract insuring the Directors of the Group (as named above), the company secretary and all executive officers of the Group and of any related body corporate against a liability incurred as such as a director, secretary or executive officer 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.

The Group has not otherwise, during or since the end of the period, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Group or of any related body corporate against a liability incurred as such an officer or auditor.

## NON-AUDIT SERVICES

The Directors are satisfied that the provision of the non-audit services, during the year by the auditor (or by another person or firm on the auditor's behalf) is compatible with the general standards of independence for auditors imposed by the *Corporations Act 2001*.

No officers of the Group are former partners of Grant Thornton.

## 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.

## **AUDITOR'S INDEPENDENCE DECLARATION**

A copy of the auditor's independence declaration under s.307C of the Corporation Act 2001 in relation to the audit of the full year is included in page 12.

Grant Thornton Audit Pty Ltd continues in office in accordance with s. 327 of the Corporations Act 2001.

Signed in accordance with a resolution of the Directors made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the Directors



Edward Clarke  
Managing Director

31 August 2018

## Auditor's Independence Declaration

### To the Directors of Yojee Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Yojee Limited for the year ended 30 June 2018, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.



Grant Thornton Audit Pty Ltd  
Chartered Accountants



B L Taylor  
Partner – Audit & Assurance

Melbourne, 31 August 2018

## DIRECTORS' DECLARATION

In the Director's opinion:

- a. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- b. the attached financial statements and notes thereto are in compliance with International Financial Reporting Standards, as stated in Note 3 to the financial statements; and
- c. the attached financial statements and notes thereto, are in accordance with the Corporations Act 2001, including compliance with Australia Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and give a true and fair view of the financial position and performance of the Group.

The Directors have been given the declarations required by s.295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of the Directors made pursuant to s.295(5) of the Corporations Act 2001.

On behalf of the Directors



Edward Clarke  
Managing Director

31 August 2018

# Independent Auditor's Report

To the Members of Yojee Limited

## Report on the audit of the financial report

### Opinion

We have audited the financial report of Yojee Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2018, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and the Directors' declaration.

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

- a giving a true and fair view of the Group's financial position as at 30 June 2018 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

### Basis for opinion

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

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

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Key audit matter**
**How our audit addressed the key audit matter**
**Intangible asset – Impairment (Note 7)**

As at 30 June 2018, the Group has a value of capitalised intangible assets totalling \$3,181,139 relating to software development costs.

In accordance with AASB 138 *Intangible Assets* internally generated assets are recognised if it can be demonstrated that it is identifiable, able to be controlled, and will provide future economic benefits to the Group.

This is a key audit matter due to the level of judgement and estimation required in determining the recoverable amount and whether the requirements of AASB 138 are satisfied.

Our procedures included, amongst others:

- understanding and documenting management's process of determining the carrying value of the intangible assets by obtaining their position papers and assessment of the recoverable amount, and evaluating the group's compliance with the requirements of AASB 138;
- testing the mathematical accuracy of management's valuation;
- critically evaluating management's methodology and the assumptions, against the relevant accounting standard and supporting the recoverable amount; and
- assessing the adequacy of the related disclosures in the financial statements.

**Valuation of share-based payments (Note 17)**

During the year, the Group issued share options and performance rights to Directors. In addition, during the prior year, the Group issued share options and performance rights with multiple vesting conditions, including market conditions that require assessment at each reporting date.

The Group engaged a valuation specialist during the current period to provide a valuation of these share-based payments.

This area is a key audit matter due to the inherent subjectivity involved in the Group making judgments relating to the key inputs and assumptions used to value the options, as well as the judgements required relating to vesting conditions.

Our procedures included, amongst others:

- agreeing the issue of instruments to the relevant option and right agreements, evaluating the awards and their accounting treatment for compliance with AASB 2: *Share based payments*;
- evaluating the qualifications, expertise and objectivity of the external specialist in order to assess their professional competence and capabilities as they relate to the work undertaken;
- reviewing and testing the assumptions applied by:
  - verifying the reasonableness and historical accuracy and
  - agreeing certain key inputs to the relevant terms within the share option agreement;
- testing the mathematical accuracy of the valuation provided by the specialist and utilising an auditor's valuation specialist to review the appropriateness of the model used in the valuation of the share based payments.
- evaluating and challenging management's judgements regarding vesting conditions; and
- assessing the adequacy of the Group's disclosures in respect to share-based payments.

**Information other than the financial report and auditor's report thereon**

The Directors are responsible for the other information. The other information comprises the information included in the Group's financial report for the year ended 30 June 2018, 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 we do not express any form of assurance conclusion thereon.

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 Group'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 Group or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial report**

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: [http://www.auasb.gov.au/auditors\\_responsibilities/ar1.pdf](http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf). This description forms part of our auditor's report.

#### **Report on the remuneration report**

##### **Opinion on the remuneration report**

We have audited the Remuneration Report included in the Directors' report for the year ended 30 June 2018.

In our opinion, the Remuneration Report of Yojee Limited, for the year ended 30 June 2018 complies with section 300A of the *Corporations Act 2001*.

#### **Responsibilities**

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



Grant Thornton Audit Pty Ltd  
Chartered Accountants



B L Taylor  
Partner – Audit & Assurance

Melbourne, 31 August 2018

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

	Note	30 June 2018 \$	30 June 2017 \$
<b>Revenue</b>			
Trade revenue	5	424,351	99,689
Other income	6	267,125	62,021
<b>Expenses</b>			
Technology and related costs		(154,871)	-
Network delivery and related costs		(216,039)	(41,026)
Employee benefits expense		(2,088,493)	(745,200)
Consulting fees and other expenses		(457,107)	(234,284)
Auditor remuneration	10	(39,419)	(59,148)
Professional fees		(697,872)	(236,903)
Share based payments expense		(1,415,181)	(186,231)
Other expenses		(1,314,358)	(521,994)
<b>Loss before income tax expense</b>		<b>(5,691,864)</b>	<b>(1,863,076)</b>
Income tax expense	8	-	-
<b>Loss attributable to members of the parent entity</b>		<b>(5,691,864)</b>	<b>(1,863,076)</b>
Exchange differences on translation of foreign operations		(236,093)	(92,983)
<b>Total comprehensive loss</b>		<b>(5,927,957)</b>	<b>(1,956,059)</b>
<b>Earnings/(loss) per share</b>			
	22	<b>Cents per Share</b>	<b>Cents per Share</b>
Basic earnings/(loss) per share		(0.88)	(0.48)
Diluted earnings/(loss) per share		(0.88)	(0.48)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2018

	Note	As at 30 June 2018 \$	As at 30 June 2017 \$
<b>Current Assets</b>			
Cash and cash equivalents	11	2,039,192	3,105,520
Trade and other receivables, net	12	180,996	98,348
Other current assets	13	88,913	42,855
<b>Total Current Assets</b>		<b>2,309,101</b>	<b>3,246,723</b>
<b>Non-Current Assets</b>			
Property Plant and Equipment		46,253	8,033
Intangible assets	7	3,181,139	1,728,115
<b>Total Non-Current Assets</b>		<b>3,227,392</b>	<b>1,736,148</b>
<b>Total Assets</b>		<b>5,536,493</b>	<b>4,982,871</b>
<b>Current Liabilities</b>			
Trade and other payables	14	624,467	110,499
Provision for employee entitlements	15	19,094	21,620
<b>Total Current Liabilities</b>		<b>643,561</b>	<b>132,119</b>
<b>Net Assets</b>		<b>4,892,932</b>	<b>4,850,752</b>
<b>Equity</b>			
Share capital	16	17,497,376	12,943,320
Share-based payment reserve		1,494,999	78,918
Foreign currency reserve		(329,076)	(92,983)
Accumulated losses		(13,770,367)	(8,078,503)
<b>Total Equity</b>		<b>4,892,932</b>	<b>4,850,752</b>

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

	Share capital \$	Foreign currency reserve \$	Share-based payment reserve \$	Accumulated losses \$	Total \$
<b>Balance at 1 July 2017</b>	<b>12,943,320</b>	<b>(92,983)</b>	<b>78,918</b>	<b>(8,078,503)</b>	<b>4,850,752</b>
Loss for the period	-	-	-	(5,691,864)	(5,691,864)
Exchange differences arising on translation of foreign operations	-	(236,093)	-	-	(236,093)
Total comprehensive loss for the period	12,943,320	(329,076)	78,918	(13,770,367)	(1,077,205)
Option exercise	1,660,000	-	-	-	1,660,000
Share placement	2,894,056	-	-	-	2,894,056
Share-based payments options and rights	-	-	1,415,181	-	1,415,181
Performance rights issue	-	-	900	-	900
<b>Balance at 30 June 2018</b>	<b>17,497,376</b>	<b>(329,076)</b>	<b>1,494,999</b>	<b>(13,770,367)</b>	<b>4,892,932</b>

	Share capital \$	Foreign currency reserve \$	Share-based payment reserve \$	Accumulated losses \$	Total \$
<b>Balance at 1 July 2016</b>	<b>9,230,001</b>	-	<b>5,007</b>	<b>(6,215,427)</b>	<b>3,019,581</b>
Loss for the period	-	-	-	(1,863,076)	(1,863,076)
Exchange differences arising on translation of foreign operations	-	(92,983)	-	-	(92,983)
Total comprehensive loss for the period	-	(92,983)	-	(1,863,076)	(1,956,059)
Share placement	3,601,000	-	-	-	3,601,000
Share-based payments options and rights	112,319	-	73,911	-	186,231
<b>Balance at 30 June 2017</b>	<b>12,943,320</b>	<b>(92,983)</b>	<b>78,918</b>	<b>(8,078,503)</b>	<b>4,850,752</b>

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

	Note	30 June 2018 \$	30 June 2017 \$
<b>Cash Flows From Operating Activities</b>			
Interest received		26,455	28,809
Receipts from customers		361,650	132,902
Other Income		49,848	-
Payments to suppliers and employees		(4,551,958)	(1,917,671)
<b>Net cash used in operating activities</b>	<b>20</b>	<b>(4,114,005)</b>	<b>(1,755,960)</b>
<b>Cash Flows From Investing Activities</b>			
Payments for property, plant and equipment		(54,255)	(12,877)
Payments for intangible assets		(1,453,024)	(1,728,115)
<b>Net cash used in investing activities</b>		<b>(1,507,279)</b>	<b>(1,740,992)</b>
<b>Cash Flows From Financing Activities</b>			
Proceeds from issue of equity securities, net of issuance costs		2,894,056	3,601,000
Proceeds from exercise of options and issue of performance rights		1,660,900	-
<b>Net cash flows from financing activities</b>		<b>4,554,956</b>	<b>3,601,000</b>
Net change in cash and cash equivalents		(1,066,328)	104,048
Cash and cash equivalents at beginning of period		3,105,520	3,001,472
<b>Cash and cash equivalents at the end of period</b>	<b>11</b>	<b>2,039,192</b>	<b>3,105,520</b>

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**1. GENERAL INFORMATION**

Yojee Limited (the "Company") is a company limited by shares incorporated and domiciled in Australia whose shares are publicly traded on the Australian Securities Exchange (ASX). Yojee Limited is a for-profit entity for the purpose of preparing the financial statements. The addresses of its registered office and principal place of business are disclosed in the introduction to the financial report. The principal activities of the Company and its subsidiaries (the "Group") are described in the Director's Report.

**2. ADOPTION OF NEW AND REVISED ACCOUNTING STANDARDS**

**New, revised or amending Accounting Standards and Interpretations adopted**

The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

- AASB 2016-1 Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Losses
- AASB 2016-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107

**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 for the annual reporting period ended 30 June 2018.

The consolidated entity's preliminary assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

*AASB 9 Financial Instruments*

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard replaces all previous versions of AASB 9 and completes the project to replace AASB 139 'Financial Instruments: Recognition and Measurement'. AASB 9 introduces new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost, if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows, which arise on specified dates and solely principal and interest. All other financial instrument assets are to be classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading) in other comprehensive income ('OCI'). For financial liabilities, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements will use an 'expected credit loss' ('ECL') model to recognise an allowance.

Impairment will be measured under a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. The standard introduces additional new disclosures. The consolidated entity is yet to undertake a detailed assessment of the impact of AASB 9. However, based on the entity's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2019.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

#### *AASB 15 Revenue from Contracts with Customers*

This standard is applicable to annual reporting periods beginning on or after 1 January 2018. The standard provides a single standard for revenue recognition. The core principle of the standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard will require: contracts (either written, verbal or implied) to be identified, together with the separate performance obligations within the contract; determine the transaction price, adjusted for the time value of money excluding credit risk; allocation of the transaction price to the separate performance obligations on a basis of relative stand-alone selling price of each distinct good or service, or estimation approach if no distinct observable prices exist; and recognition of revenue when each performance obligation is satisfied.

Credit risk will be presented separately as an expense rather than adjusted to revenue. For goods, the performance obligation would be satisfied when the customer obtains control of the goods. For services, the performance obligation is satisfied when the service has been provided, typically for promises to transfer services to customers. For performance obligations satisfied over time, an entity would select an appropriate measure of progress to determine how much revenue should be recognised as the performance obligation is satisfied. Contracts with customers will be presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Sufficient quantitative and qualitative disclosure is required to enable users to understand the contracts with customers; the significant judgements made in applying the guidance to those contracts; and any assets recognised from the costs to obtain or fulfil a contract with a customer.

The consolidated entity is yet to undertake a detailed assessment of the impact of AASB 15. However, based on the entity's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2019.

#### *AASB 16 Leases*

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

The consolidated entity will adopt this standard from 1 July 2019. Based on the entity's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements upon adoption.

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**3. SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies adopted in the preparation of the consolidated financial statements are set out below.

**3.1 Statement of Compliance**

These consolidated financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting Standards and Interpretations, and comply with other requirements of the law.

Australian Accounting Standards incorporate International Financial Reporting Standards (IFRS's) as issued by the International Accounting Standards Board. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with IFRS's.

The consolidated financial statements were authorised for issue by the directors on 30 August 2018.

**3.2 Basis of preparation**

The consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars.

**3.3 Principles of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries as listed in Note 25 (collectively the "Group"). Control is achieved where the Company is exposed or has rights to variable returns from its involvement with the subsidiary and has the ability to affect those returns. All inter-company balances and transactions between entities, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries are consistent with those policies applied by the parent entity.

**3.4 Going Concern**

The financial report has been prepared on the going concern basis which contemplates continuity of normal business activities and realization of assets and settlement of liabilities in the ordinary course of business. The going concern of the Group is dependent upon it maintaining sufficient funds for its operations and commitments. In July 2018, the Company raised \$8,000,000, excluding cost of issuance, in a share placement of 80 million fully paid ordinary shares issued to sophisticated and institutional investors. The Directors continue to monitor the ongoing funding requirements of the Group. The Directors are confident that current funds are sufficient to enable the Group to continue as a going concern and as such are of the opinion that the financial report has been appropriately prepared on a going concern basis.

The following significant accounting policies have been adopted in the preparation and presentation of the financial report:

**3.5 Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is recognized when it is probable that the economic benefit will flow to the Group and the revenue can be reliably measured.

*Software revenue*

Software revenue relates to revenue arising from provision of software subscription and related services. Software revenues are mainly comprised of the following categories:

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

Subscription revenues: Fixed monthly fee charged for use of the Yojee software and any optional add-on's. Revenue is recognised on a straight-line basis over the period of use.

Setup Fees: One-time implementation fee. Revenue is recognised at the point in time when the implementation takes place.

Transaction Fees: Tiered transactional charges. A transaction is every instance of a job being assigned to an inhouse delivery agent or downstream partner. Revenue is recognised upon assignment.

Customisation Fees: Work related to delivery of client specific features or integrations. Revenue recognition will be based on contractual terms but will usually be recognised on either a 'Percentage of Completion' or 'As Earned' basis.

#### *Network Revenue*

Network revenue relates to revenue arising from delivery services in Singapore. Deliveries are split into various categories such as express, same day and next day deliveries. Revenue is recognised upon successful delivery.

#### *Interest Revenue*

Interest revenue is recognized when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

#### *Deferred & Accrued Revenue*

Deferred revenue is a liability that occurs when a service has been invoiced to the customer but revenue recognition criteria have not been met.

Accrued revenue is an asset that occurs when revenue recognition criteria have been met but the related service has not been invoiced to the customer.

### **3.6 Share-based payments**

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. Fair value is determined by application of either the Black-Scholes, Monte Carlo or Trinomial Barrier methodology.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the option reserve.

The consolidated financial statements recognise amounts in respect of other equity-settled shared based payments.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

For cash-settled share-based payments, a liability is recognized for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is re-measured, with any changes in fair value recognized in profit or loss for the year.

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**3.7 Taxation**

The income tax expense (revenue) comprises current income tax expense (income) and deferred tax expense (income).

**3.7.1 Current tax**

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

**3.7.2 Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences.

Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related assets or liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

**3.7.3 Current and deferred tax for the period**

Current and deferred tax are recognized as an expense or income in profit or loss, except when they relate to items that are recognized outside profit or loss (whether in other comprehensive income or directly in equity), in which case the tax is also recognized outside profit or loss, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is included in the accounting for the business combination.

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**3.8 Goods and services tax**

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- a. where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- b. for receivables and payables which are recognised inclusive of GST.

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

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

**3.9 Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, deposits held at call with banks and 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.

**3.10 Foreign currencies**

*Foreign currency translation*

The consolidated financial statements are presented in Australian dollars, which is Yojee Limited's functional and presentation currency.

*Foreign currency transactions*

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

*Foreign operations*

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity. The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

**3.11 Operating Segments**

Operating Segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

**3.12 Contributed Equity**

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.

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**3.13 Impairment of non-financial assets**

At each reporting date or more frequently if events or changes in circumstances indicate a possible impairment, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are largely independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset excluding goodwill (cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognized in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the reversal of the impairment loss is treated as a revaluation increase.

**3.14 Earnings per share**

*Basic earnings per share*

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

*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 the dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

**3.15 Trade and other receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Other receivables are recognised at amortised cost, less any provision for impairment.

**3.16 Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group 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 not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**3.17 Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognised for future operating losses.

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of comprehensive income net of any reimbursement.

Provisions are measured at the present value or management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as an interest expense.

**3.18 Employee leave entitlements**

*Wages, salaries, annual leave and sick leave*

Liabilities accruing to employees in respect of wages and salaries, annual leave, long service leave, sick leave and any other statutory requirements are recognised in other payables in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled.

**3.19 Property, plant and equipment**

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation on plant & equipment assets is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives, as follows:

<b>Category</b>	<b>Useful Life</b>
Computer Equipment	2 years

The assets' residual values, if any, and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Such assessments are performed at the end of the financial reporting period and whenever there is an indication of impairment.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and recognised in profit or loss. There were no disposals during the financial year.

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**3.20 Intangibles**

Expenditure during the research phase of a project is recognised as an expense when incurred.

Development costs are capitalised only when the technical feasibility studies identify that the project will deliver future economic benefits and these benefits can be measured reliably.

Development costs have a finite life and are amortised on a straight-line basis matched to the future economic benefits over the useful life of the project. Amortisation commences when the asset is ready for use.

**3.21 Non-current assets and liabilities classified as held for sale and discontinued operations**

When the Group intends to sell a non-current asset or a group of assets (a disposal group), and if sale within 12 months is highly probable, the asset or disposal group is classified as 'held for sale' and presented separately in the statement of financial position. Liabilities are classified as 'held for sale' and presented as such in the statement of financial position if they are directly associated with a disposal group.

Assets classified as 'held for sale' are measured at the lower of their carrying amounts immediately prior to their classification as held for sale and their fair value less costs to sell. However, some 'held for sale' assets such as financial assets or deferred tax assets, continue to be measured in accordance with the Group's accounting policy for those assets. Once classified as 'held for sale', the assets are not subject to depreciation or amortisation.

**4. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group's accounting policies, which are described in note 3, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**4.1 Critical judgments in applying accounting policies**

*Tax Losses*

The Group has not recognized a deferred tax asset with regard to unused tax losses and other temporary differences, as it has not been determined when the Group will generate sufficient taxable income against which the unused tax losses and other temporary differences can be utilized in the foreseeable future.

*Share Based Payment Transactions*

The Group 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 Black-Scholes, Monte Carlo or Trinomial Barrier methodology taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to the 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.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

*Capitalisation of internally developed software*

Distinguishing the research and development phases of a new customised software product and determining whether the recognition requirements for the capitalisation of development costs are met requires judgement.

After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired.

**5. TRADE REVENUE**

	30 June 2018 \$	30 June 2017 \$
Software revenue	303,025	45,121
Network revenue	121,326	54,568
	<b>424,351</b>	<b>99,689</b>

**6. OTHER INCOME**

	30 June 2018 \$	30 June 2017 \$
Currency related gains	184,041	-
Government grants	49,849	-
Interest income	25,129	28,809
Other	8,106	33,212
	<b>267,125</b>	<b>62,021</b>

**7. INTANGIBLE ASSETS**

	30 June 2018 \$	30 June 2017 \$
<b><i>Internally-developed Software Costs</i></b>		
Carrying amount at the beginning of the year	1,728,115	-
Additions	1,453,024	1,728,115
Amortisation	-	-
<b>Carrying amount at the end of the year</b>	<b>3,181,139</b>	<b>1,728,115</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

8. INCOME TAX EXPENSE

	30 June 2018 \$	30 June 2017 \$
<b>(a) The components of income tax expense/(benefit) comprise:</b>		
Current income tax charge	-	-
Adjustments for tax of prior periods	-	-
Deferred income tax relating to origination and reversal of temporary differences	-	-
<b>Total tax expense/(benefit) attributable to continuing operations, representing total tax for the year</b>	<b>-</b>	<b>-</b>
<b>(b) Numerical reconciliation of income tax expense to prima facie tax payable:</b>		
<b>Profit/(loss) from operations before income tax</b>	<b>(5,691,864)</b>	<b>(1,863,076)</b>
Prima facie tax benefit*	(1,707,559)	(512,346)
<b>Tax effect of amounts which are not deductible in calculating taxable income:</b>		
- Other non-deductible expenses/(non-assessable income)	1,435,951	397,484
<b>Add/(Less) Temporary Differences</b>		
- Temporary differences not recognised	(6,498)	825
- Tax losses not recognised	278,106	114,036
Under/(over) provision – prior year	-	-
<b>Income tax expense/(benefit)</b>	<b>-</b>	<b>-</b>
<b>(c) The following deferred tax assets and (liabilities) have not been brought to account as:</b>		
Tax losses - revenue	469,210	175,178
Tax losses - capital	469,308	-
Temporary differences	167,650	7,700
	<b>1,106,168</b>	<b>182,878</b>

\*The tax rate used in the above reconciliation is the corporate tax rate of 30% payable by Australian corporate entities on taxable profits under Australian tax law. The tax rate used in the previous reporting period was 27.5%.

The taxation benefits of losses and temporary differences not brought to account will only be obtained if: The Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the losses to be realized;

- i) The Group continues to comply with the conditions for deductibility imposed by law; and
- ii) No change in tax legislation adversely affects the Group in realizing the benefits from deducting the losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

**9. KEY MANAGEMENT PERSONNEL**

**a. The names of key management personnel of the entity at any time during the financial year ended 30 June 2018 are:**

Mr Ray Lee – Non-Executive Chairman (Appointed 9 March 2017)  
 Mr Edward Clarke – Managing Director (Appointed 26 May 2016)  
 Ms Shannon Robinson - Non-Executive Director (Appointed 20 January 2016)  
 Mr Jason Marinko - Executive Chairman (Appointed 13 November 2017)

On 25 May 2016, the Company engaged Cicero Corporate Services Pty Ltd for administrative and company secretarial services. Cicero Corporate Services Pty Ltd is paid \$8,800 per month for these services.

**b. Compensation practices**

Details of the remuneration of key management personnel of the consolidated entity are set out in the below table. The remuneration table listed below comprises 12 months of remuneration of the Group.

**c. Aggregate Key Management Personnel Compensation**

	30 June 2018 \$	30 June 2017 \$
Short-term employment benefits	419,837	320,961
Post-employment benefits	18,525	4,353
Equity-based payments	819,326	75,206
	<b>1,257,688</b>	<b>400,520</b>

Information regarding individual directors and executive's compensation and some equity instruments disclosures as permitted by Corporations Regulations 2M.3.03 and 2M.6.04 are provided in the Remuneration Report section of the Directors Report.

**10. AUDITOR REMUNERATION**

	30 June 2018 \$	30 June 2017 \$
<b>Audit services</b>		
Auditing and/or reviewing the financial report*	39,419	59,148
	<b>39,419</b>	<b>59,148</b>

\* Grant Thornton Australia

**11. CASH AND CASH EQUIVALENTS**

	30 June 2018 \$	30 June 2017 \$
Cash at Bank – AUD Accounts	172,202	51,081
Cash at Bank – SGD Accounts	572,351	99,365
Cash at Bank – USD Accounts	121,971	14,210
Cash at Bank – VND Account	28,585	13,607
High Interest Account – AUD Account	1,144,083	2,927,257
	<b>2,039,192</b>	<b>3,105,520</b>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

12. TRADE AND OTHER RECEIVABLES

	30 June 2018	30 June 2017
	\$	\$
Trade receivables, net	128,831	16,835
Accrued Revenue	28,458	39,234
Goods and services tax receivable	23,707	42,279
	<b>180,996</b>	<b>98,348</b>

	30 June 2018	30 June 2017
	\$	\$
Trade receivables, gross	154,552	16,835
Less: Allowance for impairment	(25,721)	-
	<b>128,831</b>	<b>16,835</b>

All the receivables are short term and the carrying values of the items are considered to be a reasonable approximation of fair value.

13. OTHER CURRENT ASSETS

	30 June 2018	30 June 2017
	\$	\$
Prepaid expenses	63,529	42,855
Rental deposits	25,384	-
	<b>88,913</b>	<b>42,855</b>

14. TRADE AND OTHER PAYABLES

	30 June 2018	30 June 2017
	\$	\$
Trade payables	347,649	44,962
Payroll and related liabilities	113,872	28,708
Deferred Revenue	94,449	-
Accrued operating expense	68,497	36,829
	<b>624,467</b>	<b>110,499</b>

All the payables are short term and the carrying values of the items are considered to be a reasonable approximation of fair value.

15. PROVISIONS

	30 June 2018	30 June 2017
	\$	\$
Provision for employee entitlements	19,094	21,620
	<b>19,094</b>	<b>21,620</b>

Provision for employee entitlements represents vested annual leave entitlements accrued.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

16. ISSUE OF EQUITY SECURITIES

	30 June 2018	30 June 2017
	\$	\$
Fully paid ordinary shares	17,497,376	12,943,320
<b>Number of ordinary shares</b>		
Balance at the beginning of the reporting period	440,000,000	375,000,000
Exercise of stock options	83,000,000	-
Placement securities	43,000,000	65,000,000
Conversion of performance shares	200,000,000	-
Conversion of performance rights	1,440,000	-
<b>Balance at reporting date</b>	<b>767,440,000</b>	<b>440,000,000</b>

During the financial year the following movements in equity securities and reserves have taken place.

- Yojee raised \$3,117,500 of capital (before costs) through the issue of 43,000,000 Placement Shares at \$0.0725 per share.
- Yojee issued 83,000,000 fully paid ordinary shares following exercise of options exercisable at \$0.02 on or before 27 May 2021.
- The Company has issued 200 million fully paid ordinary shares following satisfaction of performance share hurdles.
- The Company has issued 1,440,000 million fully paid ordinary shares following satisfaction of performance rights vesting conditions.
- The Foreign Currency Reserves capture the foreign exchange financial impact from the Yojee Group operations during the year ended 30 June 2018.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

17. SHARE-BASED PAYMENTS

Share Options

The option reserve records items recognised as expenses on valuation of share options.

2018							
Grant date	Expiry Date of Options	Exercise Price of Options	Balance at start of year	Expired during the year	Issued during the year	Balance at end of the year	Exercisable at end of year
17/12/2014	31/3/2017	\$0.12	-	-	-	-	-
14/6/2016	27/5/2021	\$0.07	5,000,000	-	-	5,000,000 <sup>1</sup>	5,000,000
14/6/2016	27/5/2021	\$0.07	5,000,000	-	-	5,000,000 <sup>2</sup>	5,000,000
14/6/2016	27/5/2021	\$0.07	5,000,000	-	-	5,000,000 <sup>3</sup>	5,000,000
14/6/2016	27/5/2021	\$0.07	7,000,000	-	-	7,000,000 <sup>4</sup>	7,000,000
13/6/2017	9/6/2020	\$0.07	2,500,000	-	-	2,500,000 <sup>5</sup>	2,500,000
13/6/2017	9/6/2020	\$0.07	2,500,000	-	-	2,500,000 <sup>6</sup>	2,500,000
13/6/2017	9/6/2020	\$0.07	3,000,000	-	-	3,000,000 <sup>7</sup>	3,000,000
13/6/2017	9/6/2020	\$0.07	3,000,000	-	-	3,000,000 <sup>8</sup>	3,000,000
30/11/2017	29/12/2020	\$0.20	-	-	2,500,000	2,500,000 <sup>9</sup>	2,500,000
30/11/2017	29/12/2020	\$0.20	-	-	2,500,000	2,500,000 <sup>10</sup>	-
30/11/2017	29/12/2020	\$0.20	-	-	2,500,000	2,500,000 <sup>11</sup>	-
30/11/2017	29/12/2020	\$0.20	-	-	2,500,000	2,500,000 <sup>12</sup>	-
30/11/2017	29/12/2020	\$0.20	-	-	7,500,000	7,500,000 <sup>13</sup>	-
			33,000,000	-	17,500,000	50,500,000	35,500,000

<sup>1</sup> 5,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.07 per Share (exercisable at \$0.07 on or before the fifth anniversary of the date on which they were issued);

<sup>2</sup> 5,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.10 per Share (exercisable at \$0.07 on or before the fifth anniversary of the date on which they were issued);

<sup>3</sup> 5,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.15 per Share (exercisable at \$0.07 on or before the fifth anniversary of the date on which they were issued); and

<sup>4</sup> 7,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.20 per Share (exercisable at \$0.07 on or before the fifth anniversary of the date on which they were issued).

<sup>5</sup> 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.07 per Share (exercisable at \$0.07 on or before 9 June 2020);

<sup>6</sup> 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.10 per Share (exercisable at \$0.07 on or before 9 June 2020);

<sup>7</sup> 3,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.15 per Share (exercisable at \$0.07 on or before 9 June 2020); and

<sup>8</sup> 3,000,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.20 per Share (exercisable at \$0.07 on or before 9 June 2020).

<sup>9</sup> 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.25 per Share (exercisable at \$0.20 on or before 29 December 2020);

<sup>10</sup> 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.30 per Share (exercisable at \$0.20 on or before 29 December 2020);

<sup>11</sup> 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.35 per Share (exercisable at \$0.20 on or before 29 December 2020);

<sup>12</sup> 2,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.40 per Share (exercisable at \$0.20 on or before 29 December 2020); and

<sup>13</sup> 7,500,000 unquoted options vesting on the 20-day VWAP of Shares being equal to or in excess of \$0.50 per Share (exercisable at \$0.20 on or before 29 December 2020).

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

For the options granted during the current and prior financial years the Black-Scholes, Monte Carlo or Trinomial Barrier valuation model inputs used to determine the fair value at the grant date are as follows:

Grant date	Expiry Date	Share price at grant date	Exercise Price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
14/6/2016	27/5/2021	\$0.04	\$0.07	71%	-	1.69%	\$0.0310
14/6/2016	27/5/2021	\$0.04	\$0.07	71%	-	1.69%	\$0.0180
14/6/2016	27/5/2021	\$0.04	\$0.07	71%	-	1.69%	\$0.0050
14/6/2016	27/5/2021	\$0.04	\$0.07	71%	-	1.69%	\$0.0010
13/6/2017	9/6/2020	\$0.078	\$0.07	92%	-	1.72%	\$0.0474
30/11/2017	29/12/2020	\$0.30	\$0.20	82%	-	1.76%	\$0.0838
30/11/2017	29/12/2020	\$0.30	\$0.20	82%	-	1.76%	\$0.0836
30/11/2017	29/12/2020	\$0.30	\$0.20	82%	-	1.76%	\$0.0831
30/11/2017	29/12/2020	\$0.30	\$0.20	82%	-	1.76%	\$0.0823
30/11/2017	29/12/2020	\$0.30	\$0.20	82%	-	1.76%	\$0.0798

**Option Valuation**

In accordance with AASB 2, the value of options granted has been independently assessed.

**Expenses arising from share-based payment transactions**

In total, an amount of \$1,415,181 has been recognised as an employee share-based payment expense (all of which related to equity-settled share-based payment transactions) in the profit or loss for 2018 and credited to share-based payment reserve.

**17. DIVIDENDS**

There have been no dividends paid or proposed in respect of the year ended 30 June 2018.

**18. RELATED PARTY DISCLOSURES****Key Management Personnel Compensation**

Details of key management personnel compensation are disclosed in the Remuneration Report and Note 9.

**Transactions with Key Management Personnel**

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

**Transactions with Director Related Entities**

There were no transactions with director related entities during the year other than those disclosed in the Remuneration Report and Note 9.

**Transactions with Controlled Entities**

There were no transactions with controlled entities during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**19. PARENT ENTITY INFORMATION**

Set out below is supplementary information about the parent entity. For the purpose of this note, the amounts disclosed relate to the legal parent entity, Yojee Limited and thus include comparative information with the statement of profit and loss and other comprehensive income representing the results for the full 12 month period ended to 30 June 2018.

	Parent 30 June 2018 \$	Parent 30 June 2017 \$
<b>Statement of Profit or Loss and Other Comprehensive Income</b>		
Loss after Income Tax, which represents total comprehensive loss	(1,633,039)	(417,592)
<b>Statement of Financial Position</b>		
<b>Total Current Assets</b>	<b>1,269,850</b>	<b>3,027,792</b>
<b>Total Assets</b>	<b>10,480,581</b>	<b>6,318,035</b>
<b>Total Current Liabilities</b>	<b>104,982</b>	<b>44,700</b>
<b>Total Liabilities</b>	<b>104,982</b>	<b>44,700</b>
<b>Equity</b>		
Contributed Equity	17,497,376	13,251,439
Option reserves	1,494,998	5,632
Foreign exchange reserve	(852)	(852)
Accumulated Losses	(8,615,923)	(6,982,884)
<b>Total Equity</b>	<b>10,375,599</b>	<b>6,273,336</b>

**Contingent liabilities**

The parent entity did not have any contingent liabilities as at 30 June 2018.

**Significant accounting policies**

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in Note 3, except that investments in subsidiaries are accounted for at cost, less any impairment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018

20. NOTES TO THE STATEMENT OF CASH FLOWS

	Consolidated 30 June 2018 \$	Consolidated 30 June 2017 \$
<b>(a) Reconciliation of Cash and Cash Equivalents</b>		
For the purpose of the statement of cash flows, cash includes cash in hand and in banks and term deposits. Cash at the end of the period as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:		
Cash and cash equivalents	2,039,192	3,105,520
<b>(b) Financing Facilities</b>		
The Company had the following credit card facilities		
Amounts utilised		-
	<b>2,039,192</b>	<b>3,105,520</b>
<b>(c) Reconciliation of Net Loss from ordinary activities after related income tax to net cash flows from operating activities</b>		
Loss after related income tax	(5,691,864)	(1,863,076)
<b>Non-cash activities:</b>		
Share based payment expense	1,415,181	186,231
Exchange differences on translation of foreign operations	(236,093)	(92,983)
Depreciation expense	16,035	4,843
<b>Changes in assets and liabilities, net of effects from acquisition and disposal of businesses:</b>		
<b>(Increase)/Decrease in assets:</b>		
Prepayments and other receivables	(128,706)	(64,370)
<b>Increase/(Decrease) in liabilities:</b>		
Accounts Payable and Accrued Expenses	511,442	73,395
<b>Net cash used in operating activities</b>	<b>(4,114,005)</b>	<b>(1,755,960)</b>

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018****21. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial instrument is cash and cash equivalents. The main purpose of this financial instrument is to finance the Group's operations. The Group has other financial assets and liabilities such as receivables and trade payables, which arise directly from its operations. The main risk arising from the Group's financial instruments is the cash flow interest rate risk.

**21.1 Cash flow interest rate risk**

The Group's exposure to the risks of changes in market interest rates relates primarily to the short-term deposits with a floating interest rate. These financial assets with variable rates expose the Group to cash flow interest rate risk. All other financial assets and liabilities in the form of receivables and payables are non-interest bearing. The Group does not engage in any hedging or derivative transactions to manage interest rate risk. Instead consideration is given to a mixture of fixed and variable interest rates.

The cash amounts and interest rates effective at the reporting date are:

Rate Type	Amount \$	Effective Rate %	Maturity Date
Variable	2,039,192	-	On-Call
<b>Total Cash</b>	<b>2,039,192</b>		

**21.2 Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash to ensure the ability to meet debt requirements. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Group aims at maintaining flexibility in funding by having in place operational plans to source further capital as required.

As at 30 June 2018, the Group's liabilities are summarized below:

	Current		Non-Current	
	Within 6 months \$	6 to 12 months \$	Within 6 months \$	6 to 12 months \$
Trade and other payables	530,018	-	-	-
<b>Total</b>	<b>530,018</b>	<b>-</b>	<b>-</b>	<b>-</b>

**21.3 Credit Risk**

Credit risk arises from cash and cash equivalents and outstanding receivables. The cash balances are held in financial institutions with high ratings and the receivables comprise interest receivables and GST input tax credit refundable by the ATO. The Group has assessed that there is minimal risk that the cash and receivables balances are impaired.

The Group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

Classes of financial assets	30 June 2018 \$	30 June 2017 \$
Cash and cash equivalents	2,039,192	3,105,520
Trade and other receivables	152,538	98,348
Deposits	25,384	-
<b>Carrying Amount</b>	<b>2,217,114</b>	<b>3,203,868</b>

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018****21.4 Capital Risk Management**

When managing capital, management's objectives are to ensure the Group continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management also maintains a capital structure that ensures the lowest cost of capital available to the Group. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or enter into joint ventures.

The Group does not have a defined share buy-back plan. No dividends are expected to be paid in 2019. There is no current intention to incur debt funding on behalf of the Group as on-going development expenditure will be funded via equity or joint ventures with other companies.

The Group is not subject to any externally imposed capital requirements.

Management reviews management accounts on a monthly basis and reviews actual expenditure against budget on a monthly basis.

**21.5 Foreign Exchange Risk**

Foreign exchange risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the entity's functional currency.

Most of the groups transactions are carried out in AUD, SGD and USD. Exposures to currency exchange rates arise from the Group's overseas sales and purchases. Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below. The amounts shown are those reported to key management translated into \$AUD at the closing rate:

	Assets	Liabilities	Assets	Liabilities
	2018	2018	2017	2017
	\$	\$	\$	\$
United States Dollar	245,893	84,973	-	-
Singapore Dollar	686,614	153,734	133,792	-
British Pound	-	12,669	-	-
Euros	-	123,275	-	-
Malaysia Ringgit	-	1,492	-	-
Vietnam Dong	30,376	7,658	-	-
<b>Total</b>	<b>962,883</b>	<b>383,801</b>	<b>133,792</b>	<b>-</b>

Over the past year the Australian Dollar has varied up and down against all currencies. A 10% variance is considered reasonable for sensitivity analysis on this basis. If the \$AUD had strengthened against the various currencies by 10% the impact on equity and profit before tax would have been \$57,908, if the \$AUD had weakened against the various currencies by 10% the impact would have been (\$57,908) on equity and profit before tax.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**22. EARNINGS PER SHARE**

	30 June 2018 Cents Per Share	30 June 2017 Cents Per Share
Basic loss per share	(0.88)	(0.48)
Diluted loss per share	(0.88)	(0.48)

The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:

	\$	\$
Earnings*	(5,691,864)	(1,863,076)

\*Earnings are the same as the loss after tax in the statement of Profit or Loss and Other Comprehensive Income

	Number of Shares	Number of Shares
Weighted average number of ordinary shares used in the calculation of basic loss per share:	647,060,932	387,760,274
Weighted average number of ordinary shares used in the calculation of diluted loss per share:	647,060,932	387,760,274

The weighted average number of ordinary shares outstanding during the year ended 30 June 2018 has been calculated as the actual number of ordinary shares of Yojee Limited outstanding during the period after acquisition.

*Diluted Earnings per Share*

The rights to options held by existing and new option holders through the issue of 17,500,000 options during the year ended 30 June 2018 have not been included in the weighted average number of ordinary shares for the purpose of calculating diluted EPS as they do not meet the requirements for inclusion in AASB 133 "Earnings per Share".

**23. CONTINGENT LIABILITIES**

The Group does not have any contingent liabilities as at 30 June 2018.

**24. AFTER REPORTING DATE EVENTS**

In July 2018, the Company completed a share placement of \$8,000,000 million to sophisticated and institutional investors (Placement). The Company issued 80 million fully paid ordinary shares at an issue price of \$0.10 per share. The Placement included the issue of 26,666,667 free attaching one-for-three unlisted options (Placement Options) exercisable at \$0.15 expiring eighteen months from date of issue. The proceeds from the capital raising exercise will be used to further the Company's operations, which includes building a stronger foothold in the Asia-Pacific market and enhance its proprietary logistics software.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE FINANCIAL YEAR ENDED 30 JUNE 2018**

**25. CONTROLLED ENTITIES**

The ultimate Australian parent entity and the ultimate parent of the Consolidated Entity is Yojee Limited. For the purposes of this note the parent entity has been deemed as the legal entity being Yojee Limited.

Name of Entity	Country of Registration	Class of Shares	Equity Holding	
			2018	2017
SC Resources Pty Ltd (controlled entity)	Australia	Ordinary	100%	100%
Send Yojee Pty Ltd (controlled entity)	Australia	Ordinary	100%	100%
Yojee Pte Ltd (controlled entity)	Singapore	Ordinary	100% <sup>1</sup>	100% <sup>1</sup>
Yojee Ops Pte Ltd (controlled entity)	Singapore	Ordinary	100% <sup>1</sup>	-
Sendyojee Pte Ltd (controlled entity)	Singapore	Ordinary	100% <sup>2</sup>	-
Yojee Solutions Pte Ltd (controlled entity)	Singapore	Ordinary	100% <sup>2</sup>	-
Yojee Ops Vietnam Co. Ltd (controlled entity)	Vietnam	Ordinary	100% <sup>2</sup>	-
Yojee SDN.BHD (controlled entity)	Malaysia	Ordinary	100% <sup>2</sup>	-
Yojee (Cambodia) Co., Ltd (controlled entity)	Cambodia	Ordinary	100% <sup>2</sup>	-

<sup>1</sup> Wholly owned subsidiary of Send Yojee Pty Ltd.

<sup>2</sup> Wholly owned subsidiary of Yojee Operations Pte Ltd.

**26. OPERATING SEGMENTS**

All revenues and costs are handled centrally and management reviews financial information on a consolidated basis. The group is currently developing a sharing-economy based logistics technology platform targeting the Asia-Pacific region. On this basis it is considered that there is only one operating segment, the details of which are disclosed within this financial report.

## ADDITIONAL SHAREHOLDER INFORMATION

Additional information required by Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows. The shareholder information set out below was applicable as at 30 August 2018.

### 1. DISTRIBUTION OF SHAREHOLDERS

Analysis of number of shareholders by size of holding:

Category of Holding	Number of Holders	Number of Shares	% of Capital
1 - 1,000	64	18,413	0.00
1,001 – 5,000	2,017	6,619,403	0.78
5,001 – 10,000	1,301	10,758,723	1.27
10,001 – 100,000	2,712	95,059,156	11.22
100,001 and over	555	734,984,305	86.73
<b>Total</b>	<b>6,649</b>	<b>847,440,000</b>	<b>100.00</b>

### 2. TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest holders by account holding of ordinary shares are listed below:

Rank	Name	Shares	% of Shares
1.	REEF INVESTMENTS PTY LTD <T D NAIRN SUPER FUND A/C>	76,275,000	9.00
2.	THE TWENTIETH CENTURY MOTOR COMPANY PTY LTD <TWENTIETH CENTURY MC SF A/C>	45,200,000	5.33
3.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED <EUROCLEAR BANK SA NV A/C>	42,036,666	4.96
4.	RAVENHILL INVESTMENTS PTY LTD <HOUSE OF EQUITY A/C>	38,900,000	4.59
5.	STATION NOMINEES PTY LTD <STATION SUPER FUND A/C>	31,500,000	3.72
6.	MRS MICHELLE DENNY <PIRATE'S COVE A/C>	29,000,000	3.42
7.	WATEROX PTY LTD <TIEN CHAI A/C>	25,000,000	2.95
8.	NINETY THREE PTY LTD <ONE MILE S/F A/C>	24,000,000	2.83
9.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	23,497,889	2.77
10.	UBS NOMINEES PTY LTD	19,783,856	2.33
11.	BNP PARIBAS NOMINEES PTY LTD HUB24 CUSTODIAL SERV LTD DRP	15,700,990	1.85
12.	J P MORGAN NOMINEES AUSTRALIA LIMITED	15,566,307	1.84
13.	MR STEPHEN ERNEST ANASTOS + MRS GLENISE KAYE HENDERSON <SEA S/F A/C>	13,450,000	1.59
14.	ICE COLD INVESTMENTS PTY LTD	13,000,000	1.53
15.	BERGER INVESTMENT FUND PTY LTD <BERGER INVESTMENT FUND A/C>	10,200,000	1.20
16.	GREATSIDE HOLDINGS PTY LTD	8,722,820	1.03
17.	CITICORP NOMINEES PTY LIMITED	8,040,861	0.95
18.	MS SHANNON JAYNE ROBINSON	7,500,000	0.89
19.	OCCASIO HOLDINGS PTY LTD <OCCASIO UNIT A/C>	7,467,326	0.88
20.	INVICTUS CAPITAL PTY LTD <MAIN FAMILY A/C>	7,200,000	0.85

<b>Total Twenty Largest Shareholders</b>	<b>462,041,715</b>	<b>54.52</b>
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<b>Total Remaining Shareholders Balance</b>	<b>385,398,285</b>	<b>45.48</b>
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### 3. RESTRICTED SECURITIES

No restricted securities.

### 4. UNRESTRICTED SECURITIES

All securities are unrestricted following release from escrow during the period.

### 5. SUBSTANTIAL SHAREHOLDERS

As at 30 August 2018 the substantial shareholders were as follows:

Name of Shareholder	No of Shares	% of Issued Capital
REEF INVESTMENTS PTY LTD <T D NAIRN SUPER FUND A/C>	76,275,000	9.00
THE TWENTIETH CENTURY MOTOR COMPANY PTY LTD <TWENTIETH CENTURY MC SF A/C>	45,200,000	5.33

### 6. VOTING RIGHTS

At a general meeting of shareholders:

- (a) On a show of hands, each person who is a member or sole proxy has one vote.
- (b) On a poll, each shareholder is entitled to one vote for each fully paid share.