

**CAP-XX Limited**  
**ABN 47 050 845 291**

**Annual report 2020**

## Annual report 2020

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## Corporate directory

### Directors

Patrick Elliott  
*Chairman*

Bruce Grey  
*Non-Executive Director*

Anthony Kongats  
*Managing Director*

### Secretaries

Robert Buckingham  
Michael Taylor

### Notice of annual general meeting

The annual general meeting of CAP-XX Limited

**will be held at:**  
CAP-XX Limited  
Unit 1  
13A Stanton Road  
Seven Hills NSW 2147  
Australia

**time:** 6.00pm

**date:** 25<sup>th</sup> November 2020

### Registered office

Suite 126  
117 Old Pittwater Road  
Brookvale NSW 2100  
Australia

### Principal place of business

Unit 1  
13A Stanton Road  
Seven Hills NSW 2147

### Registrars to shares

Computershare Investor Services Pty Ltd  
Yarra Falls  
452 Johnston Street  
Abbotsford  
Victoria 3067  
Australia

### Registrars to depositary interests

Computershare Investor Services plc  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZY  
United Kingdom

## Corporate directory (continued)

**Nominated adviser and broker to the Company**

Allenby Capital  
5 St Helen's Place  
London EC3A 6AB

**Auditor**

BDO  
Level 11  
1 Margaret Street  
Sydney NSW 2000  
Australia

**Solicitors to the Company as to Australian law**

Dentons  
77 Castlereagh Street  
Sydney  
New South Wales 2000  
Australia

**Solicitors to the Company as to English law**

DAC Beachcroft  
100 Fetter Lane  
London EC4A 1BN  
United Kingdom

**Bankers**

Commonwealth Bank of Australia  
120 Pitt Street  
Sydney, NSW 2000  
Australia

**Stock exchange listings**

Shares are quoted on AIM, a market operated by London Stock Exchange plc under the code CPX

**Website address**

[www.cap-xx.com](http://www.cap-xx.com)

## Chairman's statement

### Chairman's Report

The Company has been working hard to ensure that the Murata production lines, purchased in November 2019, are recommissioned in Sydney on time and under budget. I am therefore pleased to report that this large and complex project has progressed well, despite the challenges posed by COVID-19 related issues. I am also pleased to report that the Board now forecasts the actual Total Project Costs to be slightly less than the A\$5.3m estimate given in November 2019.

This project comprised many facets. Four production lines comprising over 40 containers of equipment have been successfully moved from Fukui in Western Japan to Seven Hills in western Sydney without any significant damage. New premises to accommodate this additional equipment were secured, with the Company moving to its new site at Seven Hills, where a new 10-year lease, with two five-year extension options, was secured. These premises offer substantially more floor space and electrical power at a similar cost to Lane Cove. However, before the Murata equipment could be installed an extensive fit out was required. This necessitated building a factory inside a factory, with clean room type facilities, new air treatment facilities, utilities and fire services. Commissioning and factory acceptance testing for these new facilities are now in their final stages and the Board remains confident that the first manufactured supercapacitor products will be available for shipment to customers before the end of the current calendar year.

Once the four Murata production lines are fully commissioned, the Board believes that the positive impact on the Company's sales and profitability will be transformational. At full capacity, the lines will be able to produce around 4.8 million DMF or DMT products per year and more than 2.4 million DMH products per year, all at a much lower unit cost than the prismatic parts which the Company currently manufactures in Malaysia. While full production capacity loading is not expected to be reached immediately the Board is very pleased with the demand expressed by both pre-existing Murata customers and new customers. The aggregate level of these enquiries, some of which are more advanced than others, exceeds the full capacity of these production lines with the top 10 prospects exceeding 9 million units per annum. The Board expects that in the initial phase the key markets served will be the Company's traditionally strong markets in smart meters, security products and medical devices, together with new business in consumer products and Internet of Things (IoT) sensors. As demand builds, the Board will look at how to best grow sales, potentially by adding new capacity and/or new product lines.

Like most businesses, the Company has experienced impacts due to COVID-19. Some pre-existing Murata customers have advised the Company that, due to the combination of a short term reduction in demand for their products, coupled with large final purchases made from Murata before the production lines were closed for transfer, they have sufficient inventory of products for the next six to nine months. The Company has also seen royalty payments from AVX and Murata stagnate. Production efficiency and output from Malaysia has been impacted by the ban on CAP-XX engineers travelling to Malaysia. As previously announced, the project itself was delayed by about three months, due to various COVID-19 related delays, which have included: cancelled and delayed ships from Japan to Sydney; the inability of Japanese engineers to assist with on-site commissioning in Sydney; and delays in procuring some equipment and raw materials. Nevertheless, the Board believes that the Company has weathered these impacts relatively well. Meanwhile, revenue is 12% up on the previous year, with the sales order book as at 30 June 2020 being more than double the value at the same time in the previous year.

Licensing is also an important revenue stream for CAP-XX and the Company continues to vigorously defend its intellectual property. During this calendar year, CAP-XX was successful in its US Court proceedings against Ioxus, Inc ("Ioxus"). The Delaware District Court found that Ioxus was liable for infringing CAP-XX's patents and awarded CAP-XX damages of US\$4.95m plus legal fees. CAP-XX is pursuing Ioxus for the payment of the awarded damages. However, it remains unclear whether Ioxus will be able to pay. CAP-XX continues to pursue a similar patent infringement action against Maxwell Technologies, now a wholly owned subsidiary of Tesla Inc. with the initial discussions in front of the Court scheduled during November 2020.

Total Company sales revenue for the year to 30 June 2020 increased by 12% to A\$3.6 million (2019: A\$3.2 million). Pleasingly, product sales were up 27% from FY 2019, which is a direct result of the strong pipeline of opportunities which have been commented upon in prior year reports and recent trading updates. Licensing and royalty revenue was in line with the previous year, despite the Murata plant being decommissioned in February 2020 and AVX's sales being negatively impacted by COVID-19. The Reported Net Loss for the year to 30 June 2020 was a loss of A\$4.9 million (2019: loss of A\$2.8 million), which includes the amortisation of share-based payment expenses. This loss also includes A\$3.73 million of Murata project expenses (a net figure of A\$2.11 million after the expected incremental R&D tax rebate) (2019: nil); A\$0.667 million in legal expenses for patent infringement; and A\$0.088 million necessitated by a new treatment of lease expenses under AASB 16. When adjusted for these one-off factors, the like for like comparison is an adjusted Net Loss of A\$2.0 million (2019: loss of A\$2.8 million).

The Board is confident that the Company has sufficient cash to complete the Murata project as planned and that the commissioning of the Murata production lines will transform the Company's sales and cash flow position.



Patrick Elliott  
Chairman

3 November 2020

## Business Review

### Review of Operations and Activities

The Reported Net Loss for the year to 30 June 2020 was a loss of A\$4.9 million (2019: loss of A\$2.8 million), which includes the amortisation of share-based payment expenses. This loss also includes A\$3.73 million in Murata project expenses (a net figure of A\$2.11 million after the expected incremental R&D tax rebate) (2019: nil); A\$0.667 million in legal expenses for patent infringement; and A\$0.088 million necessitated by a new treatment of lease expenses under AASB 16. When adjusted for these one-off factors the like for like comparison is an adjusted Net Loss of A\$2.0 million (2019: loss of A\$2.8 million).

Cash reserves as at 30 June 2020 were A\$2.9 million, which was up from A\$2.4 million as at 30 June 2019. Not included in the FY 2020 cash reserves is the Federal Government R&D tax rebate which is expected to be approximately A\$3.2 million (November 2019: A\$1.6 million), with these funds expected to be received before the end of the current calendar year.

As noted in the Chairman's statement, two accounting adjustments need to be taken into account when analysing the financial results for FY 2020. The first relates to the Company adopting AASB 16 from 1 July 2019. This standard replaces AASB 117 and for lessees eliminates the classifications of operating leases and finance leases. Straight-line operating lease expense recognition has been replaced with a depreciation charge for the right-of-use assets (included in operating costs) and an interest expense on the recognised lease liabilities (included in finance costs). A full explanation of this adjustment can be found in the Notes to the Financial Statements at Note 1 (v). The second adjustment relates to the year on year increase in Research and Development expenditure, which is a direct result of the costs incurred in the relocation and commissioning of the acquired Murata plant and equipment. A material percentage of the expenditure incurred can be claimed as eligible Research and Development expenditure under the current Australian Taxation Office guidelines and is subject to a rebate. The amount of eligible Research and Development expenditure for FY 2020 totalled A\$7.4 million (2019: A\$3.7 million) which will generate an expected Government rebate of A\$3.2 million (2019: A\$1.6 million) which is anticipated to be received before the end of the current calendar year.

The Company's sales pipeline is robust with many of the opportunities being converted to sales orders, with the outstanding order balance as at 30 June 2020 being more than double the level at the same time in the previous year. This is despite several material sales opportunities being pushed back to FY 2022 due to delays in product development by customers due to COVID-19 related issues. Total sales revenue for the year to 30 June 2020 was A\$3.6 million (2019: A\$3.2 million) which represents a 12% year-on-year increase. The contributing factors underlying this increase were the year on year increase in CAP-XX's product range and sales of cylindrical can supercapacitors, with the cylindrical can increase being generated from a modest total in the previous year. Sales of Murata products manufactured by Murata were also generated in the financial year. These increases offset the contribution from Licensing which was down from the previous year, with consolidated royalties being on par with the previous year and no new licensing deals being completed in FY 2020.

Operational expenditure excluding direct project expenditure, increased by 10% from A\$6.1 million to A\$6.7 million. The increase in expenditure is attributable to CAP-XX's patent infringement cases in the United States (A\$0.667 million) which resulted in the award of damages against Ioxus plus the pending Maxwell Technologies case. In addition, operational expenditure increased as a result of the appointment of a dedicated sales representative in the United States which has already increased CAP-XX's presence in this market and increased the pipeline of opportunities.

Research and Development expenditure has been held steady in FY 2020, with the focus being the development of new materials and chemistries which can be integrated into the Murata product lines.

### Business Environment

The Board believes that CAP-XX's technology provides a competitive advantage over existing supercapacitor manufacturers, such as Maxwell Technologies, Skeleton, Eaton, LSMtron, Nippon Chemicon Corporation and other Chinese and Korean competitors. The Board believes that these companies are unable to match the CAP-XX technology in terms of thinness, power density, energy density and reliability. Most of the Company's competitors only manufacture higher-capacity cylindrical cells used in large package modules and focus on applications where the combination of thinness, energy density and power density are not important considerations for the customer. These competitor products usually prove unsuitable for the various markets collectively labelled the Internet of Things (IoT) market, which is the key area that CAP-XX is targeting with the former Murata products and CAP-XX's existing prismatic products.

As reported previously, IoT applications, one of the fastest growing segments of the electronics market, provide one of the greatest opportunities for CAP-XX's products. Driven by customer requests, manufacturers are constantly moving to new wireless protocols and adding to the functions and applications available on IoT enabled devices. Some of these new functions require high electrical power within the actual IoT device. Examples are e-locks; drug dispensing; facial recognition; and haptic feedback. Other devices are powered by energy harvesting and are battery-less. Others use low power batteries such as 3 Volt coin cell batteries. All of this means that power management continues to be an increasingly important consideration. The other important factor is size, as devices have tended to become smaller whilst their electrical power demands have increased. The Company has been successful in winning new business from a range of these markets, such as industrial actuators, e-locks, agricultural sensors, wireless displays, smart-meters, payment and hand held terminals, medical wearables, automotive dashcams and communication systems.

In the past, CAP-XX has faced competition in various markets from cheaper cylindrical supercapacitors where our thin form factor, high power and long life are not valued as highly as lower initial cost components from competitors. To counteract this, the Company released a range of cylindrical cells. Modest sales revenue for these products was first recorded during FY 2019. In FY 2020, these sales grew significantly on a year on year basis. Pleasingly, the revenues from these products in the first quarter of FY 2021 are close to the whole of FY 2020. Several new large volume opportunities are still being evaluated by customers that are currently utilising alternative cylindrical cells.

Automotive applications such as truckStart, Stop-Start systems, regenerative energy capture or KERS (Kinetic Energy Recovery Systems), distributed power, hybrid electric vehicles and electric vehicles still present substantial opportunities for large supercapacitors. A number of CAP-XX's competitors are active in these markets, and the Board believes that the Company has significant advantages over the competition in certain applications. However, because of the significant resources that each project requires and the long time lag between product evaluation and mass production, the Board has taken the decision to focus the Company's resources on IoT applications and just a small number of key automotive projects and take a lower risk, longer-term, more patient approach to the opportunities for large supercapacitors.

## **Opportunities**

The overall direct sales pipeline for CAP-XX's supercapacitors continues to be large in quantum and varied in terms of the targeted markets. The key IoT target markets remain similar to the previous year, with IoT wearables, health, automotive, security, smart-metering, energy harvesting and consumer products having the most appeal and presenting the largest volume opportunities.

Our customers' markets are constantly evolving as new products and technologies threaten the incumbents. In this environment, CAP-XX needs to always remain alert and be flexible to changing business conditions and market needs. This creates opportunities to offer products that address what our markets want.

CAP-XX is continuing to refine the products that it offers for the various IoT and other markets. The Company is introducing the Murata range of thin prismatic supercapacitors to address the space-constrained and/or power hungry needs of many IoT products. The Board expects the first Murata products to ship from the Company's new Seven Hills factory by the end of 2020. At a later stage, the Company plans to release the very thin DMH supercapacitor. At only 400 microns in thickness, the Board believes that this is the best performing supercapacitor in its class. The Company also plans to use its 3 Volt chemistry in all of the former Murata products. The development of the 3 Volt product has been targeted to meet demand for small, inexpensive, energy efficient power solutions for thin wearables, key FOBs and other IoT devices, especially those using 3 Volt coin cell lithium ion batteries, such as the CR2032 battery.

In the future, there is an opportunity to migrate this same 3 Volt technology into larger prismatic supercapacitors, automotive modules and other products for high-energy, high-power applications. As already noted, CAP-XX is concentrating on a small number of automotive opportunities. To further increase the Company's likelihood of success, the Board may pursue a strategy of partnering with automotive and military Tier-1/Tier-2 suppliers, through either a new license agreement or a joint venture, to supply the automotive markets. The Board believes that such partnerships will be beneficial for all parties involved.

CAP-XX's existing licence agreements are further endorsements of the Company's strategy to develop substantial and recurring income from its intellectual property. Several other license agreements are at differing stages of negotiation. A significant additional benefit of the existing licencing agreements is that they validate CAP-XX's technology leadership in the field of supercapacitors and energy storage, and the potential for supercapacitors as a mainstream consumer electronics technology. Our licensees' product lines and sales activities are also increasing our exposure to markets and customers that were previously beyond the Company's reach. It is also important to note that the strategy of our licensees is to offer product ranges targeted at certain end markets. As such, none of them meet the product type or size requirements for all markets and all applications, leaving room for CAP-XX to supply these other markets directly using products made by CAP-XX and its contract manufacturers.

There remain several additional opportunities for the Company to pursue additional licencing arrangements. Some of these have and may require the Company to enforce its patent rights through court action, as already noted.

## **Strategies for Growth**

Given the increasing levels of market interest in CAP-XX's technology and its high-performance supercapacitors, the Company believes that the IoT markets, in particular, offer significant opportunities for growth and to reach the key strategic objective of CAP-XX achieving profitability and positive cashflow.

The Company continues to engage in discussions aimed at securing business in the IoT space with a significant number of global original equipment manufacturers (OEMs). CAP-XX is strengthening its relationships with these organisations and has regular engineering meetings with design teams, manufacturing groups and contract manufacturers. The Company is unable to comment on specific clients, but the Board is pleased with the overall progress and is confident that the available market for supercapacitors is increasing as manufacturers become more familiar with the technology.

Over the last year the Company has aligned its marketing activities to specifically focus on a number of different IoT markets, such as asset tracking, automotive; e-locks, medical devices, hand held terminals, smart meters, wearables and wireless sensors. The efforts to date have produced a significant increase in visits to the Company's webpages and sales enquiries. The Board expects for this growth to continue. CAP-XX's strong environmental credentials, which have been recognised by the London Stock Exchange providing the Company with its Green Economy Mark, are consistent with this strategy

The Company will continue to monitor new opportunities to increase its sales, through its current distributors, via direct sales to customers and new product offerings. These offerings may take the form of complementary energy storage devices and modules. The Company is also increasing the size of its own sales force and adding new distributors to ensure that global coverage and penetration is maximised.

It is important that the Company is able to benefit from the large investment made over many years in building its patent portfolio. Where third parties are found to be infringing these patent rights, the Company has and will continue to vigorously defend its rights, even if this means pursuing legal action as it did successfully against Ioxus.

### **Research and Development**

The markets in which the Company operates are competitive and are characterised by rapid technological change. CAP-XX has a strong competitive position in prismatic supercapacitors in all of its target markets as a result of its capability to produce supercapacitors with a high energy and power density in a small, conveniently sized, flat package. CAP-XX's devices are also lightweight, work over a broad temperature range and have an operating lifetime measured in years.

To stay ahead of the competition, the Company is developing a strong pipeline of new products to follow the 3 Volt products already discussed. CAP-XX's R&D efforts are focused on a mix of short, medium and long-term opportunities, covering new products, cost reductions and improved product performance. CAP-XX has a research facility in Sydney, Australia, where a team of seven scientists work to maintain CAP-XX's leading technology position in electrodes, separators and electrolyte materials and their assembly into supercapacitor devices. This team is supported by 16 engineers. During 2020, significant progress has been made in a number of key areas including: new cell chemistries; improving the life of cells; developing new packaging concepts; reducing the cost per cell and developing new electronics to optimise the performance of the Company's modules. CAP-XX has also signed numerous collaboration agreements with leading research institutions, whilst the Company's Scientific Advisory Board provides CAP-XX with clear direction on commercially relevant technologies for its ongoing R&D programme.

The Company's success depends on its ability to protect and prevent any infringements of its intellectual property. To protect this important asset, the Company has considerable intellectual property embodied in its patents covering the design, manufacture and use of its high-performance supercapacitors. The CAP-XX patent portfolio currently consists of nine patent families, with 21 granted national patents with an additional four patent applications pending in various jurisdictions. The Company's intellectual property strategy has been to build value by focusing on opportunities to capture market share and exclude competition, with an IP portfolio capable of generating licensing revenue. The Directors believe that comprehensive embodiments and interlocking patent groups, combined with a 'quick to file, quick to abandon' policy, have given the Company a strong and focused IP portfolio.

### **Outlook**

The major focus for CAP-XX continues to become profitable and cashflow positive as soon as possible by leveraging the successful commissioning of the newly installed Murata production equipment to facilitate increased product sales.



## Directors' report

Your directors present their report on the consolidated entity (referred to hereafter as the Group) consisting of CAP-XX Limited (the Company or CAP-XX) and the entities it controlled at the end of, or during, the year ended 30 June 2020.

### Directors

The following persons were directors of CAP-XX Limited during the financial year and up to the date of this report:

Patrick Elliott	Chairman
Bruce Grey	Non-Executive Director
Anthony Kongats	Managing Director

### Principal activities

The Group's principal continuing activities during the financial year consisted of the development, manufacture and sale of supercapacitors. There have been no significant changes in the nature of the Group's activities.

### Dividends

No dividends were paid, declared or recommended during the financial year or since 30 June 2020.

### Review of operations

The Group experienced net losses of \$4,908,715 during the year ended 30 June 2020 (2019: loss of \$2,813,395). Information on the operations and financial position of the Group and its business strategies and prospects is set out on pages 6 to 8 of this Annual Report.

### Significant changes in the state of affairs

There were no significant changes in the group's state of affairs during the financial year ended 30 June 2020.

### Matters subsequent to the end of the financial year

The impact of the COVID-19 outbreak continues to evolve at the date of this report and therefore the impact of the pandemic on the Group's future financial results remains uncertain and will depend on future developments such as the duration and severity of the outbreak and government policies. Whilst the Group acknowledges the unpredictability of the evolving COVID-19 situation, Management are taking measures to limit the future financial impact on the Group. These measures include, reduction in discretionary spend, deferment of non-essential capital and robust controls to manage working capital and accessing JobKeeper and other Government support programmes where eligible.

In August 2020, the Delaware District Court made a judgement in favour of CAP-XX against Ioxus, Inc, ("Ioxus"). The Court found that Ioxus is liable for infringing the patents-in-suit and awarded CAP-XX compensatory damages of US\$1,237,717 and enhanced damages of US\$3,713,152 and also awarded CAP-XX its attorney's fees. CAP-XX intends to vigorously pursue the recovery of these awards, though it is unclear at this time whether this will be successful.

The necessary paperwork associated with the receipt of the R&D Tax rebate for the 2020 financial year has been lodged with the relevant Government authorities and is expected to be received before the end of the current calendar year.

### Likely developments and expected results of operations

Information on likely developments in the Group's operations and expected results of operations have been discussed in the Chairman's Statement and Business Review.

### Environmental regulation

The Group holds an Environment Protection licence and is subject to standard waste management environmental regulations in respect of its research and manufacturing activities conducted at Lane Cove, Sydney, Australia. The licence requires discharges to air and water to be below specified levels of contaminants, and solid wastes to be removed to an appropriate disposal facility. These requirements arise under the Clean Air Act 1961, Clean Waters Act 1970, Pollution Control Act 1970, Noise Control Act 1975 and the Waste Minimisation & Management Act 1995.

During the year there were no breaches of the regulatory requirements.

## **Directors' report (continued)**

### **Information on directors**

**Patrick Elliott** *Non-executive director. Age 68.*

#### ***Experience and qualifications***

Pat is a company director specialising in the resources sector with over 40 years' experience in investment and corporate management. His early career was at Consolidated Gold Fields Australia Limited and covered investment analysis and management, minerals marketing (copper, tin, rutile and zircon). In 1979 he went into investment banking and became Head of Corporate Finance for Morgan Grenfell Australia Limited in 1982. Pat subsequently became Managing Director of Natcorp Investments Ltd in 1986 which owned a number of manufacturing businesses. After its takeover he became an active early stage venture capital investor with an emphasis on resources. He is Chairman of Argonaut Resources NL and Tamboran Resources Limited. He is also a director of Ioneer Limited, Rockfire Resources PLC and Kirrama Resources Pty. Limited as well as a number of privately owned companies. Pat holds an MBA in Mineral Economics (Macquarie University) and B Comm. (University NSW).

#### ***Specific Board responsibilities***

Chairman of Audit Committee, Member of the Remuneration Committee

#### ***Interests in shares and options***

7,280,425 ordinary shares in CAP-XX Limited (including shares held by Panstyn Investments Pty Limited).

3,600,000 options over ordinary shares in CAP-XX Limited.

**Anthony Kongats** *Managing Director. Age 62.*

#### ***Experience and qualifications***

Anthony founded the Company in 1997. Prior to CAP-XX, he was the managing director of a manufacturer of passive components before selling the business to a competitor. Previously, Anthony worked as a management consultant with McKinsey & Company and held various engineering positions in Australia and Europe. He has a Bachelor of Engineering degree (honours) in engineering from the University of New South Wales, a Bachelor of Science degree from the University of Sydney and an MBA from the Australian Graduate School of Management.

#### ***Specific Board responsibilities***

Nil.

#### ***Interests in shares and options***

9,993,666 ordinary shares in CAP-XX Limited (including shares held by Ducon Management Pty Limited and Management Matters Pty Limited).

10,800,000 options over ordinary shares in CAP-XX Limited.

## Directors' report (continued)

**Bruce Grey** *Non-executive director. Age 74.*

### **Experience and qualifications**

Bruce most recently was Managing Director of the Advanced Manufacturing Cooperative Research Centre and previously Managing Director of the Bishop Technology Group Limited. Bruce was Chairman of Advanced Braking Technology Limited listed on the ASX from 2013 to 2018. Bruce has been an Executive Director of two Australian public companies and for 10 years until 2009, was Chairman of a German joint venture between Bishop and Mercedes-Benz Lenkungen GmbH. Bruce has more than 25 years experience in managing industry R&D and 30 plus years experience in international commercialisation of Australian innovation and has been directly responsible for creating new manufacturing facilities in Germany, Thailand and South Korea and indirectly the US, all based on Australian innovation. Bruce was Group General Manager of Clyde Industries Limited from 1985 until 1995. In 2005 Bruce was appointed Chairman of the Federal Government's Advanced Manufacturing Action Agenda.

Bruce was a director of the Murdoch Children's Research Institute and Chairman of the IP and commercialisation committee and a member of the audit, finance and risk committee from 2011 to 2018. In 2012 Bruce was appointed to the Australian Federal Government's Clean Technology Investment Committee. Bruce is a Fellow of the Australian Academy of Technological Sciences and Engineering.

### **Specific Board responsibilities**

Member of the Audit Committee

Member of the Remuneration Committee

### **Interests in shares and options**

6,285,576 ordinary shares in CAP-XX Limited (including shares held by Grey Invest Pty Limited).

3,600,000 options over ordinary shares in CAP-XX Limited.

## **Company Secretaries**

The Company Secretary is Robert Buckingham.

Robert is Managing Partner of Allan Hall Partnership, Chartered Accountants, a position he has held since 1989. He has a Bachelor of Commerce degree (honours) from the University of New South Wales and is a member of the Institute of Chartered Accountants in Australia and a Member of CPA Australia.

On 25 November, 2008, Michael Taylor, Chief Financial Officer, was appointed as Co- Company Secretary.

Michael graduated from Kuring-Gai College with a Bachelor of Business and from Macquarie University with a Master of Applied Finance. He is a Member of CPA Australia.

## Directors' report (continued)

### Meetings of Directors

The number of meetings of the Company's board of directors and of each board committee held, during the year ended 30 June 2020, and the number of meetings attended by each director were:

	Full Meetings of Directors		Audit Committee Meetings		Remuneration Committee Meetings	
	A	B	A	B	A	B
Patrick Elliott	10	10	2	2	2	2
Bruce Grey	10	10	2	2	2	2
Anthony Kongats	10	10	-	-	-	-

A = Number of meetings attended

B = Number of meetings held during the time the director held office or was a member of the committee during the year

### Directors' remuneration

Details of the remuneration of each director of CAP-XX Limited, for the year ended 30 June 2020, are set out in the following table. The cash bonuses are dependent on the satisfaction of performance conditions. All other elements of remuneration are not directly related to performance.

#### Directors of CAP-XX Limited

2020	Primary			Post-employment		Equity	Total \$
Name	Cash salary and accrued fees \$	Cash bonus \$	Non-monetary benefits \$	Super-annuation \$	Retirement benefits \$	Options \$	
<i>Executive directors</i>							
Anthony Kongats	322,103	100,000	-	40,100	-	74,562	536,765
<i>Non-executive directors</i>							
Patrick Elliott	-	-	49,372	-	-	24,854	74,226
Bruce Grey	-	-	49,372	-	-	24,854	74,226
<b>Total</b>	<b>322,103</b>	<b>100,000</b>	<b>98,744</b>	<b>40,100</b>	<b>-</b>	<b>124,270</b>	<b>685,217</b>

## Directors' report (continued)

Details of the remuneration of each director of CAP-XX Limited, for the year ended 30 June 2019, are set out in the following table. The cash bonuses are dependent on the satisfaction of performance conditions. All other elements of remuneration are not directly related to performance.

### Directors of CAP-XX Limited

2019	Primary			Post-employment		Equity	
Name	Cash salary and accrued fees \$	Cash bonus \$	Non-monetary benefits \$	Super-annuation \$	Retirement benefits \$	Options \$	Total \$
<i>Executive directors</i>							
Anthony Kongats	322,103	-	-	30,600	-	229,262	581,965
<i>Non-Executive directors</i>							
Patrick Elliott	-	-	47,379	-	-	76,421	123,800
Bruce Grey	-	-	47,379	-	-	76,421	123,800
<b>Total</b>	<b>322,103</b>	<b>-</b>	<b>94,758</b>	<b>30,600</b>	<b>-</b>	<b>382,104</b>	<b>829,565</b>

### Loans to directors and executives

The Group has no loans to directors and/or executives.

### Share options granted to directors and the most highly remunerated officers

No options over unissued ordinary shares of CAP-XX have been granted during or since the end of the financial year to any of the directors or the 5 most highly remunerated officers of the Company and Group as part of their remuneration.

### Shares under option

Unissued ordinary shares of CAP-XX Limited under option at the date of this report are as follows:

Date Options Granted	Expiry Date	Issue Price of Shares	Number Under Option
4 December 2015	4 December 2020	£0.050	14,746,606
11 December 2017	11 December 2022	£0.115	15,310,000
			<b>30,056,606</b>

No option holder has any right under the options to participate in any other share issue of the Company or of any other entity.

## **Directors' report (continued)**

### **Indemnification and Insurance of Officers**

#### ***Indemnification***

CAP-XX has agreed to indemnify the current directors and executive officers of the Group and former directors of the Company against all liabilities to another person (other than the Company or a related body corporate) that may arise from their position as directors of the Company and its controlled entities, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

No indemnities have been given to any person who is or has been an auditor of the Group.

#### ***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 Group, or to intervene in any proceedings to which the Group is a party, for the purpose of taking responsibility on behalf of the Group, for all or part of those proceedings.

#### ***Insurance Premiums***

The directors have not included details of the nature of the liabilities covered nor the amount of the premium paid in respect of the Directors' and Officers' liability insurance contracts, as such disclosure is prohibited under the terms of the contract.

#### ***Auditor's independence declaration***

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 16.

## Directors' report (continued)

### Non-audit Services

It is the Group's policy to employ BDO on assignments additional to their statutory audit duties where BDO's expertise and experience with the Group are important. These assignments are principally tax advice where BDO is awarded assignments on a competitive basis. It is the Group's policy to seek competitive tenders for all major consulting projects.

Details of the amounts paid or payable to the auditor (BDO) for audit and non-audit services provided, during the year, are set out in Note 23 to the financial statements.

The Directors are of the opinion that the services disclosed in Note 23 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- (a) all non-audit services have been reviewed and approved to ensure that they do not impact on the integrity and objectivity of the auditor; and
- (b) none of the services undermine the general principles relating to auditor independence set out in APES110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the Auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company, or jointly sharing economic risks and rewards.

### Auditor

BDO East Coast Partnership resigned from office in accordance with section 329(5) of the Corporations Act 2001 on 24 June 2020. BDO Audit Pty Ltd was appointed the Company's Auditor by resolution of the Board on 30 March 2020. In accordance with section 327C of the Act, a resolution will be proposed at the 2020 Annual General Meeting to confirm the appointment of the Company's auditor.

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



Patrick Elliott  
Director

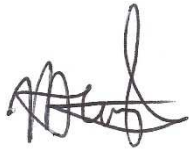
Sydney  
3rd November, 2020

## DECLARATION OF INDEPENDENCE BY MARTIN COYLE TO THE DIRECTORS OF CAP-XX LIMITED

As lead auditor of Cap-XX Limited for the year ended 30 June 2020, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Cap-XX Limited and the entities it controlled during the period.



Martin Coyle  
Director

**BDO Audit Pty Ltd**

Sydney, 3 November 2020



## Corporate Governance Statement

### THE QUOTED COMPANY ALLIANCE (QCA) CODE

*The Directors recognise the importance of good corporate governance and have chosen to adopt and apply the 2018 Quoted Companies Alliance Corporate Governance Code (the 'QCA Code'). The QCA Code was developed by the QCA in consultation with a number of significant institutional small company investors, as an alternative corporate governance code applicable to AIM companies. The underlying principle of the QCA Code is that "the purpose of good corporate governance is to ensure that the company is managed in an efficient, effective and entrepreneurial manner for the benefit of all shareholders over the longer term".*

*To determine how the Company addresses the key governance principles defined in the QCA code please refer to the below table.*

*Pat Elliott, Non-executive Chairman*

### THE PRINCIPLES OF THE QUOTED COMPANY ALLIANCE (QCA) CODE

#### DELIVER GROWTH

QCA Code Principle	Application (as set out by QCA)	What we do and why
<b>1. Establish a strategy and business model which promote long-term value for shareholders</b>	The board must be able to express a shared view of the company's purpose, business model and strategy. It should go beyond the simple description of products and corporate structures and set out how the company intends to deliver shareholder value in the medium to long-term. It should demonstrate that the delivery of long-term growth is underpinned by a clear set of values aimed at protecting the company from unnecessary risk and securing its long-term future.	<p>The Company's overall business strategic objective is to obtain at a minimum, an operating cash breakeven position by increasing the adoption of the Company's intellectual property and products, both large and small, into key target markets via future license deals; joint ventures and direct product sales. Once this has been achieved, the Company will continue to further develop and drive the adoptions of its intellectual property so that the Company achieves significant profit levels.</p> <p>The key challenges to the business and how these are mitigated is detailed on pages 6 to 8 of the Group's Annual Report and Accounts for the year ended 30 June 2020 under the "Business Review" heading.</p>
<b>2. Seek to understand and meet shareholder needs and expectations</b>	<p>Directors must develop a good understanding of the needs and expectations of all elements of the company's shareholder base.</p> <p>The board must manage shareholders' expectations and should seek to understand the motivations behind shareholder voting decisions.</p>	<p>The CAP-XX Board is aware of the need to protect the interests of all shareholders, balancing the interest of minority shareholders with those of institutional shareholders.</p> <p>The Board regards regular communications with shareholders as one of its key responsibilities. CAP-XX is committed to engaging with shareholders and this effort is led by the Chief Executive Officer. In order to gauge shareholder sentiment, CAP-XX meets with key</p>

## Corporate Governance Statement (continued)

QCA Code Principle	Application (as set out by QCA)	What we do and why
		<p>institutional shareholders typically every six months and when necessary solicits feedback from its larger shareholders via its broker. CAP-XX welcomes shareholder contact at any time and communications should be sent in the first instance to <a href="mailto:investor.relations@cap-xx.com">mailto:investor.relations@cap-xx.com</a>. CAP-XX will generally exercise discretion responding to individual shareholders correspondence but will update the market via regulatory and non-regulatory announcements and via its annual and interim financial reports. CAP-XX holds an open Q&amp;A session at every Annual General Meeting and attends investor events to engage with retail shareholders.</p> <p>This communication allows the CAP-XX board to understand the shareholder's views and to ensure that the strategies and objectives of the Company are aligned with shareholders. In its decision-making, the Board will have regard to the ascertained expectations and needs of its shareholders (as appropriate and in accordance with its statutory and fiduciary duties). The Board believes the Company's mode of engaging with shareholders is adequate and effective.</p>
<p><b>3. Take into account wider stakeholder and social responsibilities and their implications for long-term success</b></p>	<p>Long-term success relies upon good relations with a range of different stakeholder groups both internal (workforce) and external (suppliers, customers, regulators and others). The board needs to identify the company's stakeholders and understand their needs, interests and expectations.</p> <p>Where matters that relate to the company's impact on society, the communities within which it operates or the environment have the potential to affect the company's ability to deliver shareholder value over the medium to long-term, then those matters must be integrated into the company's strategy and business model.</p> <p>Feedback is an essential part of all control mechanisms. Systems need to be in place to solicit, consider and act on feedback from all stakeholder groups.</p>	<p>The Directors are aware of the Company's corporate social responsibilities and the impact the CAP-XX business activities have on the communities in which CAP-XX's businesses operate.</p> <p>On the basis of the Directors' experience and their operational knowledge of the Company, the Directors believe that the key resources and relationships on which the Company relies are the Company's employees, partners, suppliers, regulatory authorities and contractors. The Company's operations and working methodologies take into account the requirement to balance the needs of all these stakeholder groups while maintaining focus on the Board's primary responsibility to promote the success of the Company for the benefits of its shareholders.</p> <p>The executive member of the Board holds regular staff group and individual update meetings in order to communicate CAP-XX's strategy, progress versus targets and to receive feedback and solicit opinion.</p>

## Corporate Governance Statement (continued)

QCA Code Principle	Application (as set out by QCA)	What we do and why
		<p>The Company endeavours to take account of feedback received from stakeholders, making necessary amendments to working arrangements and operational plans where appropriate and where such amendments are consistent with the Company's long-term strategy. The CAP-XX Board considers the feedback of relevant stakeholders in its decision-making and in the formulation of strategy. However, no material changes to the Company's processes were required for the year ended 30 June 2020, or more recently, as a result of feedback that has been received by the Company from the stated key resources and relationships on which the business relies.</p> <p>The Company takes due account of any impact that its activities may have on the environment and seeks to minimise this impact whenever possible. Through various procedures and systems that the Company operates, especially in the manufacturing process, the Company ensures full compliance with health and safety and environmental legislation relevant to its activities. CAP-XX is certified to IOS9001:2015.</p>
<p><b>4. Embed effective risk management, considering both opportunities and threats, throughout the organisation</b></p>	<p>The board needs to ensure that the company's risk management framework identifies and addresses all relevant risks in order to execute and deliver strategy; companies need to consider their extended business, including the company's supply chain, from key suppliers to end-customer.</p> <p>Setting strategy includes determining the extent of exposure to the identified risks that the company is able to bear and willing to take (risk tolerance and risk appetite).</p>	<p>The Board has a number of responsibilities specifically relating to risk including: -</p> <ul style="list-style-type: none"> <li>• Monitoring the effectiveness of CAP-XX's risk management systems, including compliance with regulatory requirements;</li> <li>• Satisfying itself through regular reporting and oversight that appropriate internal and external control mechanisms are in place and are being implemented; and</li> <li>• Approving CAP-XX's financial statements and monitoring financial performance against the approved budget.</li> </ul> <p>The Board has established Audit and Remuneration Committees. Full details of which are contained in the Corporate Governance sections of the Company's website.</p> <p>The Board receives regular feedback from its external auditors on the state of its risk management and internal controls. The Board does not</p>

## Corporate Governance Statement (continued)

QCA Code Principle	Application (as set out by QCA)	What we do and why
		<p>consider it would be appropriate to have its own internal audit function at the present time, given the Company's size and nature of its current operations. The Group does complete regular fraud and internal risk questionnaires which are completed and reviewed on a six-monthly basis.</p> <p>At present the internal audit of financial controls form part of the responsibilities of the Group's finance function.</p>

### MAINTAIN A DYNAMIC MANAGEMENT FRAMEWORK

QCA Code Principle	Application (as set out by QCA)	What we do and why
<p><b>5. Maintain the board as a well- functioning, balanced team led by the chair</b></p>	<p>The board members have a collective responsibility and legal obligation to promote the interests of the company, and are collectively responsible for defining corporate governance arrangements. Ultimate responsibility for the quality of, and approach to, corporate governance lies with the chair of the board.</p> <p>The board (and any committees) should be provided with high quality information in a timely manner to facilitate proper assessment of the matters requiring a decision or insight.</p> <p>The board should have an appropriate balance between executive and non-executive directors and should have at least two independent non- executive directors. Independence is a board judgement.</p> <p>The board should be supported by committees (e.g. audit, remuneration, nomination) that have the necessary skills and knowledge to discharge their duties and responsibilities effectively.</p> <p>Directors must commit the time necessary to fulfill their roles.</p>	<p>The Board comprises of three directors, two of whom are independent non-executive directors. Although the non-executive directors are shareholders of the Company, given the size of their shareholding and that none of the non-executive directors have any day-to-day involvement in the running of the business, the Company considers the non-executive directors to be independent. The Chairman of the CAP-XX Board is Mr Patrick Elliott who was first elected to the Board in July 2011.</p> <p>All of the non-executive Directors are subject to election by shareholders at the first Annual General Meeting after their appointment to the Board and at least one third of the Board must retire and seek re-election at every Annual General Meeting.</p> <p>All Directors are expected to devote the necessary time commitments required by their position and where possible should attend all Board meetings. The Board meets at regular scheduled intervals and follows a formal agenda, papers and reports are sent to the Directors in a timely manner, prior to the Board meetings. It also meets as and when required. During the financial year ended 30 June 2020, seven Board meetings were held as well as two Audit Committee meetings and two Remuneration Committee meetings</p>

## Corporate Governance Statement (continued)

QCA Code Principle	Application (as set out by QCA)	What we do and why
		<p>The Company's Corporate Governance Statement (available on the CAP-XX website) provides further details, including how the Board evaluates its own performance.</p> <p>The CAP-XX Annual Report and Accounts for the year ended June 2020 also explains the governance framework and provides data on the number of Board and Committee meetings (and Director attendance at the same)</p>
<p><b>6. Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities</b></p>	<p>The board must have an appropriate balance of sector, financial and public markets skills and experience, as well as an appropriate balance of personal qualities and capabilities. The board should understand and challenge its own diversity, including gender balance, as part of its composition.</p> <p>The board should not be dominated by one person or a group of people. Strong personal bonds can be important but can also divide a board.</p> <p>As companies evolve, the mix of skills and experience required on the board will change, and board composition will need to evolve to reflect this change.</p>	<p>Directors who have been appointed to the Board have been chosen because of the skills and experience they offer. Full biographical details of the directors are included on the CAP-XX Website (<a href="https://www.cap-xx.com/key-personnel/">https://www.cap-xx.com/key-personnel/</a>) and also on pages 10 and 11 the CAP-XX Annual Report and Accounts for the year ended June 2020.</p> <p>The Company encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.</p> <p>As noted above the Company has put in place an Audit Committee and a Remuneration Committee. The responsibilities of both Committees are set out in the Corporate Governance Statement on the CAP-XX website (<a href="https://www.cap-xx.com/the-company/corporate-governance/">https://www.cap-xx.com/the-company/corporate-governance/</a>) and the terms of reference .</p>
<p><b>7. Evaluate board performance based on clear and relevant objectives, seeking continuous improvement</b></p>	<p>The board should regularly review the effectiveness of its performance as a unit, as well as that of its committees and the individual directors.</p> <p>The board performance review may be carried out internally or, ideally, externally facilitated from time to time. The review should identify development or mentoring needs of individual directors or the wider senior management team.</p> <p>It is healthy for membership of the board to be periodically refreshed. Succession planning is a vital task for boards. No member of the board should become indispensable.</p>	<p>At the highest level, the CAP-XX Board judges its own performance by reference to the Company's progress against targets set out in the Company's strategic plan. The Board formally evaluates its own performance as a unit at least once a year with an assessment of its effectiveness. Areas are identified where improvements can be made, and active steps are taken to make improvements accordingly. This assessment is led by CAP-XX Chairman.</p> <p>The Board's annual effectiveness review was conducted and high level recommendations were</p>

## Corporate Governance Statement (continued)

QCA Code Principle	Application (as set out by QCA)	What we do and why
		<p>discussed and agreed. These recommendations and the associated improvements are consistently being monitored at the regular Board meetings.</p> <p>The performance of the individual Directors including the Chairman are monitored on an ongoing basis. On an annual basis, the Remuneration Committee evaluates the individual Director's performance as part of the review of remuneration and share equity grants.</p> <p>Given the scale and scope of the current operation and the risk management framework, the Directors are of the view that a formal evaluation process of the effectiveness of both the Audit and Remuneration Committees is not required at this stage. The need for an evaluation process is monitored on an on-going basis.</p> <p>The Board and the Remuneration Committee will also regularly discuss the Board's balance, the Board's current skills set and remuneration to ensure that the Board structure is fit for purpose and is appropriate for the next phase of CAP-XX's development and growth.</p> <p>The composition of the Company's Board including individual directors has not changed materially over the previous years, on the basis that the Board are of the view that the above processes are appropriate for the Company's requirements, given the size and nature of the CAP-XX business.</p> <p>The Board uses the results of its evaluation process when considering the adequacy of the composition of the Board and any succession planning requirements. However, there are no plans at present for changes or additions to the Board and the Directors believe that the current Board meets the needs of the Company's current and medium-term requirements.</p>
<p><b>8. Promote a corporate culture that is based on ethical values and behaviours</b></p>	<p>The board should embody and promote a corporate culture that is based on sound ethical values and behaviours and use it as an asset</p>	<p>The CAP-XX Board considers that confidence in its integrity can only be achieved if its employees and officers conduct themselves ethically in all of</p>

## Corporate Governance Statement (continued)

QCA Code Principle	Application (as set out by QCA)	What we do and why
	<p>and a source of competitive advantage.</p> <p>The policy set by the board should be visible in the actions and decisions of the chief executive and the rest of the management team. Corporate values should guide the objectives and strategy of the company.</p> <p>The culture should be visible in every aspect of the business, including recruitment, nominations, training and engagement. The performance and reward system should endorse the desired ethical behaviours across all levels of the company.</p> <p>The corporate culture should be recognisable throughout the disclosures in the annual report, website and any other statements issued by the company.</p>	<p>their commercial dealings on CAP-XX's behalf. CAP-XX has therefore recognised that it should actively promote ethical conduct amongst its employees, officers and contractors. CAP-XX has adopted, amongst other policies to promote ethical and responsible decision making, a code of conduct which applies to all directors, officers, employees, consultants and contractors of CAP-XX, which the Board and Management will seek to enforce where appropriate.</p> <p>The CAP-XX Board and management conduct themselves ethically at all times and promote a culture that is in line with standards set out on the website. CAP-XX values its reputation for ethical behaviour and has a set of values that are at the core of its business philosophy.</p>
<p><b>9. Maintain governance structures and processes that are fit for purpose and support good decision- making by the board</b></p>	<p>The company should maintain governance structures and processes in line with its corporate culture and appropriate to its:</p> <ul style="list-style-type: none"> <li>• size and complexity; and</li> <li>• capacity, appetite and tolerance for risk.</li> </ul> <p>The governance structures should evolve over time in parallel with its objectives, strategy and business model to reflect the development of the company.</p>	<p>CAP-XX's Corporate Governance Statement on pages 17 to 25 of the Company's Annual Report for the year ended 30 June 2020 explains the structures which are in place at Board and Committee level and how these interact, including the roles which individual Directors fulfil on the Board.</p> <p>At present, the Board is satisfied with the Company's corporate governance, given the Company's size and the nature of its operations, and as such there are no specific plans for changes to the Company's corporate governance arrangements in the shorter term.</p> <p>There is a clear separation of the roles of Chief Executive Officer and Non-executive Chairman. The Chairman has overall responsibility for corporate governance matters in the Company, leadership of the board and ensuring its effectiveness on all aspects of its role.</p> <p>The Chief Executive Officer leads the executive team and is responsible for implementing those actions required to deliver on the agreed strategy.</p> <p>The matters reserved as the responsibilities of the CAP-XX board include:-</p> <ul style="list-style-type: none"> <li>• Developing, providing input into and final approval of the Company's strategic plan;</li> <li>• Evaluating, approving and monitoring the strategic and</li> </ul>

## Corporate Governance Statement (continued)

QCA Code Principle	Application (as set out by QCA)	What we do and why
		<p>financial plans and performance objectives of the Company;</p> <ul style="list-style-type: none"> <li>• Reviewing, ratifying and monitoring systems of risk management and internal compliance and control, codes of conduct and legal compliance;</li> <li>• Evaluating and monitoring annual budgets and business plans;</li> <li>• Ensuring appropriate resources are available to senior management;</li> <li>• Approving all accounting policies, financial reports and external communications by the Company;</li> <li>• Appointing, re-appointing or removing CAP-XX's external auditors; and</li> <li>• Appointing, monitoring and managing the performance and remuneration of executive directors and senior executives.</li> </ul> <p>Details of the Company's audit and remuneration committees, including their terms of reference can be found here: <a href="https://www.cap-xx.com/aim-rule-26/">https://www.cap-xx.com/aim-rule-26/</a></p> <p>Beneath the Board there is an operational governance framework which facilitates the effective management of the business by an Executive Committee. This organisation structure is kept under continual review and evolves as the needs and requirements of the business changes as it grows and develops.</p>

### **BUILD TRUST**

QCA Code Principle	Application (as set out by QCA)	What we do and why
<p><b>10. Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders.</b></p>	<p>A healthy dialogue should exist between the board and all of its stakeholders, including shareholders, to enable all interested parties to come to informed decisions about the company.</p> <p>In particular, appropriate communication and reporting structure should exist between the board and all constituent parts of its shareholder base. This will assist:</p> <ul style="list-style-type: none"> <li>• the communication of shareholders' views to the board; and</li> </ul>	<p>The Company's governance structure is explained through the Corporate Governance Statement which is available on the CAP-XX website and is supplemented by the disclosures provided in this compliance statement and explanations set out in the "Corporate Governance" section of the CAP-XX Annual Report for the year ended 30 June 2020.</p> <p>The communication and interaction between CAP-XX and its shareholders are explained in the disclosure above (see principle 2) .</p>



## Corporate Governance Statement (continued)

	<ul style="list-style-type: none"><li>• the shareholders' understanding of the unique circumstances and constraints faced by the company.</li></ul> <p>It should be clear where these communication practices are described (annual report or website).</p>	<p>Audit and Remuneration Committee's membership and responsibilities are included in the CAP-XX Annual Report for the year ended 30 June 2020 as well as the full disclosure of CAP-XX Directors remuneration.</p> <p>Historical Annual and Interim Reports with all notices, circulars and results of resolutions since the Company's ordinary shares were admitted to trading on in April 2006 can also be found on the CAP-XX website (available here <a href="https://www.cap-xx.com/investors/financial-performance/">https://www.cap-xx.com/investors/financial-performance/</a>)</p> <p>The Company encourages two-way communication with both its institutional and private investors and responds quickly to all queries received. The Chairman talks regularly with the Group's major shareholders and ensures that their views are communicated fully to the Board.</p> <p>The Board recognizes the AGM as an important opportunity to meet private shareholders. The Directors are available to listen to the views of shareholders informally immediately following the AGM.</p>
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# CAP-XX Limited

## Financial statements - 30 June 2020

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This financial report covers the Group consisting of CAP-XX Limited and its subsidiaries. The financial report is presented in Australian Dollars.

CAP-XX Limited is a company limited by shares, incorporated and domiciled in Australia. Its principal place of business is:

Unit1  
13 A Stanton Road  
Seven Hills NSW 2147

Its registered office is:

Suite 126  
117 Old Pittwater Road  
Brookvale NSW 2100

A description of the nature of the Group's operations and its principal activities is included in the Chairman's Statement on page 5, Business Review on pages 6 to 8 and in the directors' report on pages 9 to 15, all of which are not part of this financial report.

The financial report was authorised for issue by the directors on 3rd November 2020. The Directors have the power to amend and reissue the financial report.

Through the use of the internet, we have ensured that our corporate reporting is timely, complete, and available globally at minimum cost to the Group. All press releases, financial reports and other information are available at our Investors' Centre on our website: [www.cap-xx.com](http://www.cap-xx.com).

**CAP-XX Limited**  
**Consolidated statement of profit or loss**  
**For the year ended 30 June 2020**

		<b>Consolidated</b>	
		<b>2020</b>	<b>2019</b>
<b>Currency: Australian Dollars</b>	<b>Notes</b>	<b>\$</b>	<b>\$</b>
<b>Revenue from contracts with customers</b>	5	<b>3,587,957</b>	3,204,551
Cost of sales	7	<u>(1,721,152)</u>	<u>(1,441,927)</u>
<b>Gross Profit</b>		<b>1,866,805</b>	1,762,624
Other revenue	5	<b>24,075</b>	45,303
Other income	6	<b>3,692,290</b>	1,600,033
General and administrative expenses		<b>(2,819,282)</b>	(2,084,468)
Process and engineering expenses		<b>(906,693)</b>	(914,543)
Selling and marketing expenses		<b>(884,646)</b>	(743,678)
Research and development expenses		<b>(1,496,001)</b>	(1,547,361)
Project Expenses		<b>(3,728,633)</b>	-
Share Based Payment Expense		<b>(279,886)</b>	(859,483)
Other expenses	7	<u>(376,744)</u>	<u>(71,822)</u>
<b>Loss before income tax</b>		<b>(4,908,715)</b>	(2,813,395)
Income tax benefit	8	-	-
<b>Net loss for the year</b>		<u><b>(4,908,715)</b></u>	<u>(2,813,395)</u>
<b>Loss attributable to owners of CAP-XX Limited</b>		<u><b>(4,908,715)</b></u>	<u>(2,813,395)</u>
<b>Earnings per share for loss attributable to the ordinary equity holders of the Company</b>		<b>Cents</b>	<b>Cents</b>
Basic loss per share	31	<b>(1.3)</b>	(0.9)
Diluted loss per share	31	<b>(1.3)</b>	(0.9)

*The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes.*

**CAP-XX Limited**  
**Consolidated statement of comprehensive income**  
**For the year ended 30 June 2020**

		<b>Consolidated</b>	
<i>Currency: Australian Dollars</i>	<b>Notes</b>	<b>2020</b> \$	<b>2019</b> \$
<b>Loss for the year</b>		<b>(4,908,715)</b>	<b>(2,813,395)</b>
<b>Other comprehensive income/(loss)</b>			
<b>Items that may be reclassified subsequently to profit or loss</b>			
Exchange differences on translation of foreign operations	21	<u>(22,894)</u>	<u>(38,660)</u>
<b>Other comprehensive income for the year, net of tax</b>		<u><b>(22,894)</b></u>	<u><b>(38,660)</b></u>
<b>Total comprehensive (loss)/income for the year attributable to owners of CAP-XX Limited</b>		<u><b>(4,931,609)</b></u>	<u><b>(2,852,055)</b></u>

*The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.*

**CAP-XX Limited**  
**Consolidated statement of financial position**  
**As at 30 June 2020**

**Consolidated**

<i>Currency: Australian Dollars</i>	Notes	2020 \$	2019 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	9	2,895,482	2,429,156
Receivables	10	576,665	616,219
Inventories	11	1,290,248	1,940,171
Other	12	3,613,230	1,838,662
Total current assets		<u>8,375,625</u>	<u>6,824,208</u>
<b>Non-current assets</b>			
Property, plant and equipment	13	1,557,015	679,336
Right of use assets	14	3,198,340	-
Other	15	204,808	236,507
Total non-current assets		<u>4,960,163</u>	<u>915,843</u>
<b>Total assets</b>		<u>13,335,788</u>	<u>7,740,051</u>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Payables	16	1,720,179	746,082
Lease liabilities	17	135,272	-
Provisions	18	1,323,050	796,695
Total current liabilities		<u>3,178,501</u>	<u>1,542,777</u>
<b>Non-current liabilities</b>			
Lease liabilities	17	2,524,557	-
Provisions	19	45,576	52,838
Total non-current liabilities		<u>2,570,133</u>	<u>52,838</u>
<b>Total liabilities</b>		<u>5,748,634</u>	<u>1,595,615</u>
<b>Net assets</b>		<u>7,587,154</u>	<u>6,144,436</u>
<b>EQUITY</b>			
Contributed equity	20	108,010,106	101,915,665
Reserves	21	6,289,985	6,032,993
Accumulated losses	21	(106,712,937)	(101,804,222)
<b>TOTAL EQUITY</b>		<u>7,587,154</u>	<u>6,144,436</u>

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

**CAP-XX Limited**  
**Consolidated statement of changes in equity**  
**For the year ended 30 June 2020**

<i>Currency: Australian Dollars</i>		<b>Consolidated</b>			
		<b>Contributed Equity \$</b>	<b>Reserves \$</b>	<b>Accumulated losses \$</b>	<b>Total \$</b>
	<b>Notes</b>				
<b>Balance as 1 July 2018</b>		98,565,062	5,212,170	(98,990,827)	4,786,405
<b>Loss for the year as reported in the 2019 financial statements</b>		-	-	(2,813,395)	(2,813,395)
<b>Other comprehensive income</b>		-	(38,660)	-	(38,660)
<b>Transactions with owners in their capacity as owners:</b>					
Contributions of equity, net of transaction costs and tax	20	3,350,603	-	-	3,350,603
Employee share options - value of employee services	21	-	859,483	-	859,483
		3,350,603	859,483	-	4,210,086
<b>Balance at 30 June 2019</b>		<b>101,915,665</b>	<b>6,032,993</b>	<b>(101,804,222)</b>	<b>6,144,436</b>
<b>Loss for the year as reported in the 2020 financial statements</b>		-	-	(4,908,715)	(4,908,715)
<b>Other comprehensive income</b>		-	(22,894)	-	(22,894)
<b>Transactions with owners in their capacity as owners:</b>					
Contributions of equity, net of transaction costs and tax	20	6,094,441	-	-	6,094,441
Employee share options - value of employee services	21	-	279,886	-	279,886
		6,094,441	279,886	-	6,374,327
<b>Balance at 30 June 2020</b>		<b>108,010,106</b>	<b>6,289,985</b>	<b>(106,712,937)</b>	<b>7,587,154</b>

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

**CAP-XX Limited**  
**Consolidated statement of cash flows**  
**For the year ended 30 June 2020**

		<b>Consolidated</b>	
		<b>2020</b>	<b>2019</b>
<b>Currency: Australian Dollars</b>	<b>Notes</b>	<b>\$</b>	<b>\$</b>
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of goods and services tax)		3,645,279	3,429,190
Payments to suppliers and employees (inclusive of goods and services tax)		<u>(9,822,550)</u>	<u>(7,603,198)</u>
		<b>(6,177,271)</b>	<b>(4,174,008)</b>
Tax credit received		1,590,983	1,596,538
Grants received		207,904	50,918
Interest paid on lease liabilities		<u>(102,220)</u>	-
Interest received		<u>24,075</u>	<u>45,303</u>
<b>Net cash (outflow)/inflow from operating activities</b>	28	<u><b>(4,456,529)</b></u>	<u><b>(2,481,249)</b></u>
<b>Cash flows from investing activities</b>			
Payments for property, plant and equipment		<u>(1,083,862)</u>	<u>(312,884)</u>
<b>Net cash (outflow) from investing activities</b>		<u><b>(1,083,862)</b></u>	<u><b>(312,884)</b></u>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares (net of costs)	20	6,094,441	3,350,603
Payments for lease liabilities		<u>(64,830)</u>	-
<b>Net cash inflow from financing activities</b>		<u><b>6,029,611</b></u>	<u><b>3,350,603</b></u>
<b>Net increase/(decrease) in cash and cash equivalents</b>			
		489,220	556,470
Cash and cash equivalents at the beginning of the financial year		2,429,156	1,911,346
<b>Effects of exchange rate changes on cash and cash equivalents</b>		<u>(22,894)</u>	<u>(38,660)</u>
<b>Cash and cash equivalents at the end of the financial year</b>		<u><b>2,895,482</b></u>	<u><b>2,429,156</b></u>

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

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

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**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 1 Summary of significant accounting policies**

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the consolidated entity consisting of CAP-XX Limited and its subsidiaries.

All amounts shown are in Australian Dollars, rounded to the nearest Dollar, unless otherwise stated.

**(a) Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. CAP-XX Limited is a for-profit entity for the purpose of preparing the financial statements.

**Compliance with IFRS**

The consolidated financial statements of the CAP-XX Limited Group also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

**Historical cost convention**

These financial statements have been prepared under the historical cost convention.

**Critical accounting estimates**

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

**b) Continuation as a going concern**

During the year ended 30 June 2020, the Group incurred an operating loss before tax and net cash outflows from operating activities as disclosed in the statement of profit or loss and the statement of cash flows, respectively. The continuing viability of the Group and its ability to continue as a going concern and meet its debts and commitments as they fall due are dependent upon the Group being successful with respect to the following factors:

- i. The Group receiving the proceeds from the R&D Tax concession which has been lodged with the Australian Taxation Office in November 2020. The quantum of the rebate has increased substantially compared to the previous years due to the project costs in respect to the Murata transaction;
- ii. The ability of the Group to raise additional funds from shareholders, new investors and debt markets. The Group has successfully conducted a number of small equity placements in recent years and therefore there is a reasonable expectation that alternate sources of funding can be sourced;
- iii. Ongoing technology license discussions with numerous existing and new customers need to be finalised to ensure that ongoing revenue and cash flow is generated in a timely manner;
- iv. Increasing opportunities from existing and emerging markets are realised into sales revenue with the Group needing to ensure that product development and manufacturing capacity is available to satisfy the customers product specifications and timing demands; and
- v. Continue the close and effective monitoring of the Group's operating expenditure, including the continued realisation of identified operating cost initiatives. The Board approves an annual budget and regularly receives forecasts from management to monitor performance against budget and to consider longer term prospects.

As a result of the above factors, there is material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and therefore it may be unable to realise its assets and settle its liabilities and commitments in the normal course of business and at the amounts stated in the financial statements.

However, the Directors believe that the Group will be successful in achieving favourable outcomes on the above matters and that it will have sufficient funds to pay its debts and meet its commitments for at least the next 12 months from the date of this financial report, and accordingly, have prepared the financial report on a going concern basis. At this time, the directors are of the opinion that no asset is likely to be realised for an amount less than the amount at which it is recorded in the financial report at 30 June 2020. As such, no adjustments have been made to the financial statements relating to the recoverability and classification of the asset carrying amounts or classification of liabilities that might be necessary should the Group not continue as a going concern.

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 1 Summary of significant accounting policies (continued)**

**(c) Principles of Consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of CAP-XX Limited ("Company" or "Parent Entity") as at 30 June 2020 and the results of all subsidiaries for the year then ended. CAP-XX Limited and its subsidiaries together are referred to in this financial report as the "Group" or the "Consolidated Entity".

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the entity to affect those returns through its power to direct the activities of the entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Consolidated Entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative transaction differences recognised in equity.

The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

**(d) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board.

**(e) Foreign currency translation**

**(i) Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is CAP-XX Limited's functional and presentation currency.

**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency 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 year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit or loss on a net basis within other income or other expenses.

**(iii) Group companies**

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of profit or loss are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 1 Summary of significant accounting policies (continued)**

**(e) Foreign currency translation (continued)**

When a foreign operation is sold, a proportionate share of such exchange differences are recognised in the statement of profit or loss as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entities and translated at the closing rate.

**(f) Revenue recognition**

The Group adopted AASB 15 "Revenue from contracts with customers" from 1 July 2019. The core principle of AASB 15 is that revenue should only be recognised as the entity receives the benefit of the goods or services provided under a commercial contract, in an amount that reflects the consideration to which the entity expects to be entitled for the transfer of the goods or services. A practical expedient has been adopted whereby the impact of significant financing components have not been considered as the Group expected, at contract inception, that the period between the transfer of the good or service and when the customer pays for that good or service is less than one year.

Determining the transaction price

The Group's revenue is derived from fixed price agreements and therefore the amount of revenues to be earned from each agreement is determined by reference to those fixed prices. There is no variable consideration with these agreements.

Allocation of amounts to performance obligations

For most agreements, there is only one performance obligation and a fixed unit price for the good or service provided. As such, there is no judgement involved in the allocation of amounts specific performance obligations. In those instances where there is more than one performance obligation, the unit price is clearly defined and is allocated against the specific performance obligation. Some goods sold by the Group include warranties which require the Group to either replace or mend a defective product during the warranty period if the goods fail to comply with agreed-upon specifications. In accordance with AASB 15, such assurance warranties are not accounted for as separate obligations and hence no revenue is allocated to them.

Sale of goods revenue is recognised at a point in time when the Group have met all of their performance obligations including delivery, if applicable. There is limited judgement in identifying the point control passes; once the goods have left the warehouse or when the goods are delivered, depending on the type of good.

Royalty revenue is recognised at a point in time when the underlying goods are sold. Fixed rate royalties are recognised over the period of the underlying agreement.

Licence revenue in relation to the contracted use of the Group's patents or technology is recognised at a point in time when the licence agreement is signed and the Group has the present right to payment.

**(g) Government grants**

Grants from the government, including the R&D Tax incentive, are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Income from government grants, including the R&D tax incentive, is recognised in the statement of profit or loss when the right to receive the payment is established.

**(h) Income tax**

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 1 Summary of significant accounting policies (continued)**

**(h) Income tax (continued)**

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

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

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised directly in equity. In this case, the tax is also recognised directly in equity.

***Tax consolidation legislation***

CAP-XX Limited and its wholly owned Australian controlled entities have implemented the tax consolidation legislation as of 1 July 2002.

The head entity, CAP-XX Limited, and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a standalone taxpayer in its own right.

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

Tax funding agreements are currently not in place. Amounts assumed are recognised as a contribution to (or distribution from) wholly owned tax consolidated entities.

**(i) Leases**

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the lower of the fair value of the leased property and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other long term payables.

**(j) Impairment of assets**

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

**Note 1 Summary of significant accounting policies (continued)**

**(j) Impairment of assets (continued)**

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

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

**(k) Cash and cash equivalents**

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

**(l) Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less any allowance for expected credit loss. Trade receivables are generally due for settlement no more than 30 days from the date of recognition.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by directly reducing the carrying amount. An allowance for expected credit loss is specifically recognised when there is objective evidence that the Group will not be able to collect the receivable. Financial difficulties of the debtor or default payments are considered objective evidence of impairment.

To measure expected credit losses on a collective basis, trade receivables are grouped based on similar credit risk and aging. The expected loss rates are based on the Group's historical credit losses experienced over the two year period prior to the period end. The historical loss rates are then adjusted for both current and forward-looking information on macroeconomic factors affecting the Group's customers.

**(m) Inventories**

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on a basis of first in first out. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Raw materials held for development purposes are also stated at the lower of cost and net realisable value, hence are generally recognised in the statement of profit or loss as an expense when received.

**(n) Fair value estimation**

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values due to their short term nature.

**(o) Property, plant and equipment**

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

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 1 Summary of significant accounting policies (continued)**

**(o) Property, plant and equipment (continued)**

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 the statement of profit or loss during the financial period in which they are incurred. Capital work in progress is not depreciated until the asset is installed and ready for use.

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

Furniture and fittings	2-10 years
Plant and equipment – Manufacturing	2-10 years
Plant and equipment – Research & Development	2-10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

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 (note 1(j)).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit or loss.

**(p) Right of use Asset**

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

**(q) Research & Development**

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when it is probable that the project will, after considering its commercial and technical feasibility, be completed and generate future economic benefits and its costs can be measured reliably. The expenditure capitalised comprises all directly attributable costs, including costs of materials, services, direct labour and an appropriate proportion of overheads. Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over its useful life, which varies from 3 to 5 years.

**(r) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 55 days of recognition.

**(s) Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

**Note 1 Summary of significant accounting policies (continued)**

**(t) Borrowings**

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

**(u) Employee benefits**

**(i) Wages and salaries and annual leave**

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the reporting date are recognised in other provisions in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

**(ii) Long service leave**

The liability for long service leave is recognised as part of the provision for employee benefits and measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

**(iii) Retirement benefit obligations**

The Group does not maintain a Group superannuation plan. The Group makes defined fixed percentage contributions for all Australian resident employees to complying third party superannuation funds. The Group's legal or constructive obligation is limited to these contributions.

Contributions to the defined contribution complying third party superannuation funds are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

**(iv) Share-based payments**

Share-based compensation benefits are provided to employees via the CAP-XX Limited Share Option Exchange Plan and the CAP-XX Limited Employee Share Option Plan. Information relating to these schemes is set out in note 29.

The fair value of options granted under the CAP-XX Limited Share Option Exchange Plan and the CAP-XX Limited Employee Share Option Plan is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the non-tradeable nature of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option.

Non marketing vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The 2006 Share Option Exchange Plan and the CAP-XX Limited Employee Share Option Plan are both administered by the Board of Directors of CAP-XX Limited. When options are exercised, the entity transfers the appropriate amount of shares to the employee. The proceeds received net of any directly attributable transactions costs are credited directly to equity.

**(v) Bonus plans**

The Group recognises a liability and an expense for bonuses where contractually obliged or where there is a past practice that has created a constructive obligation.

**Note 1 Summary of significant accounting policies (continued)**

**(v) Lease liability**

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

**(w) 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.

Where such ordinary shares are subsequently re-issues, any consideration received, net of any directly attributable incremental transactions costs and the related income tax effects, is included in equity attributable to the owners of Group.

**(x) Earnings per share**

**(i) 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 financial year, adjusted for bonus elements in ordinary shares issued during the year.

**(ii) Diluted earnings per share**

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

**(y) Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

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

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

**(z) New, revised or amending Accounting Standards and Interpretations adopted**

The Company has adopted all new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. The following Accounting Standards and Interpretations are most relevant to the Company:



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**Note 1 Summary of significant accounting policies (continued)**

**(z) New, revised or amending Accounting Standards and Interpretations adopted (continued)**

**AASB 16 Leases**

The Group has adopted AASB 16 from 1 July 2019. The standard replaces AASB 117 'Leases' and for lessees eliminates the classifications of operating leases and finance leases. Except for short-term leases and leases of low-value assets, right-of-use assets and corresponding lease liabilities are recognised in the statement of financial position. Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets (included in operating costs) and an interest expense on the recognised lease liabilities (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 improve as the operating expense is now replaced by interest expense and depreciation in profit or loss. For classification within the statement of cash flows, the interest portion is disclosed in operating activities and the principal portion of the lease payments are separately disclosed in financing activities. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

**Impact of adoption**

AASB 16 was adopted using the modified retrospective approach and as such comparatives have not been restated.

The impact of adoption of AASB 16 as at 1 July 2019 was as follows:

	1 July 2019 \$
Operating lease commitments as at 30 June 2019 (AASB 117)	406,109
Effect of discounting lease commitments using incremental borrowing rate	(8,134)
Effect of exemptions for short-term leases and low-value leases (under AASB 16)	(352,268)
Right-of-use assets (AASB 16) at 1 <sup>st</sup> July 2019	<u>45,707</u>
Lease liabilities - current (AASB 16)	13,865
Lease liabilities - non-current (AASB 16)	31,842
Total	<u>45,707</u>

The impact on the adoption of AASB 16 on profit or loss for the period was an increase in finance costs of \$102,220 and depreciation charges of \$153,160, offset by a reduction in operating rental expenses of \$167,050. The impact on the statement of cash flows was a \$167,050 increase in operating cash inflows relating to the principal component of lease payments now disclosed in financing cash flows.

**(aa) New Accounting Standards and Interpretations not yet mandatory or early adopted**

The following Australian Accounting Standards and Interpretations have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2020. This list is not complete, however, it represents the key standards applicable to the consolidated entity.

*Conceptual Framework for Financial Reporting (Conceptual Framework)*

The revised Conceptual Framework is applicable to annual reporting periods beginning on or after 1 January 2020 and early adoption is permitted. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards. Where the consolidated entity has relied on the existing framework in determining its accounting policies for transactions, events or conditions that are not otherwise dealt with under the Australian Accounting Standards, the consolidated entity may need to review such policies under the revised framework. At this time, the application of the Conceptual Framework is not expected to have a material impact on the consolidated entity's financial statements.

**(ab) Parent entity financial information**

The financial information for the parent entity, CAP-XX Limited, disclosed in note 32 has been prepared on the same basis as the consolidated financial statements, except as set out below:

**(i) Investments in subsidiaries**

Investments in subsidiaries are accounted for at cost in the financial statements of CAP-XX Limited.

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**Note 2 Financial risk management**

The Group's activities expose it to a variety of financial risks; market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The Group holds the following financial instruments:

	<b>Consolidated</b>	
	<b>2020</b>	2019
	\$	\$
<b>Financial assets</b>		
Cash and cash equivalents	<b>2,895,482</b>	2,429,156
Trade and other receivables	<b>3,883,408</b>	2,085,218
	<b>6,778,890</b>	4,514,374
<b>Financial liabilities</b>		
Trade and other payables	<b>1,720,179</b>	746,082
Lease liabilities	<b>2,659,829</b>	-
	<b>4,380,008</b>	746,082

**(a) Market risk**

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

The Group operates internationally and is exposed to foreign exchange risk arising particularly from currency exposures to the US dollar. The Group sells most of its products and services in US dollars, buys the majority of its raw materials and pays its contract tolling fees in US dollars. Its USA operations are financed out of the net proceeds.

*Sensitivity analysis*

The Group's after tax loss and equity for the year would have been \$179,966 lower/ \$197,962 higher (2019: \$36,485 lower/\$40,133 higher) had the Australian dollar strengthened/weakened by 10% against the US dollar, mainly as a result of foreign exchange gains/losses on the translation of US dollar denominated sales and purchases of goods and services.

The Group's exposure to foreign currency risk at the end of the reporting period, was as follows:

	<b>2020</b>			2019		
	<b>USD</b>	<b>GBP</b>	<b>Euro</b>	USD	GBP	Other
	\$	£	€	\$	£	\$
Cash and cash equivalents	<b>410,923</b>	<b>277,383</b>	<b>14,992</b>	453,353	4,045	1,636
Trade receivables	<b>386,501</b>	-	-	288,830	-	-
Trade payables	<b>45,711</b>	<b>11,633</b>	<b>21,412</b>	161,685	2,458	-

**(b) Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The Group has some concentration of credit risk. The Group has policies in place to ensure that sales of products are made to customers with an appropriate credit history. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

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**Note 2 Financial risk management (continued)**

**(b) Credit risk (continued)**

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year. These indicators also suggest whether there has been an increase in credit risk.

Cash and cash equivalents are placed in financial institutions with good credit ratings.

**(c) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash, to ensure debts are paid as and when they fall due. The Group has experienced recurring operating losses and operating cash outflows since inception to 30 June 2020 as the Group is transitioning from development stage. Due to the negative cash flow position the Group has not committed to any credit facilities and rather has relied upon equity financing through private and public equity investors.

Details of the liquidity risk associated with the Group's lease liabilities are outlined in note 17.

**(d) Interest rate risk**

The Group's interest-rate risk mainly arises from interest bearing assets, with the Group's income and operating cash flows exposed to changes in market interest rates. The interest bearing assets have been predominantly deposited at short term fixed rates exposing the Group to cash flow interest-rate risk.

The Group's exposure to interest-rate risk is immaterial in terms of the possible impact on profit or loss or equity. It has therefore not been included in the sensitivity analysis.

**(e) Fair value estimation**

The carrying amount of financial assets and liabilities recorded in the financial statements represents their respective net fair value unless otherwise noted, determined in accordance with the accounting policies disclosed in note 1.

**Note 3 Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**(a) Critical accounting estimates and assumptions**

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Apart from the going concern assumption as discussed in note 1(b), the estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

**(b) Critical judgements in applying the entity's accounting policies**

**(i) Impairment loss on plant and equipment**

The Group has continued to use the Sydney, Australia manufacturing site for the production of electrode material and selected supercapacitor product lines, whilst the larger volume supercapacitor product lines are outsourced. In assessing the carrying value of its plant and equipment, the Group considers whether previous impairment write downs remain adequate and the current depreciation rates fairly reflect the carrying value of such assets.

**(ii) Fair value of share options**

Share-based compensation benefits are provided to employees via the 2006 Share Option Exchange Plan and the CAP-XX Limited Employee Share Option Plan. The fair value of options granted under the 2006 Share Option Exchange Plan and the CAP-XX Limited Employee Share Option Plan is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options. The fair value at grant date is determined using the Black-Scholes option pricing model. The key inputs and assumptions used in the model is set out in note 29.

**Note 3 Critical accounting estimates and judgements (continued)**

**(iii) Inventory provision**

The Group makes estimates and assumptions concerning the future saleability of inventory for amounts in excess of cost. The provision for inventory obsolescence is based on management's expectation of the future price of inventory, taking into account the age and condition and demand of the inventory and management's assessment of future demand for the inventory.

**(iv) Lease make good provision**

A provision has been made for the present value of anticipated costs for the future restoration of leased premises. The provision includes future cost estimates associated with departing the premise at the termination of the current lease period and requires assumptions regarding the cost estimates and departure dates. The provision recognised is periodically reviewed and updated based on the facts and circumstances available at the time.

**v) Warranty provision**

In determining the level of provision required for warranties, the Group has made judgements in respect of the expected performance of the products, the number and frequency of customers who will actually claim under the stated warranty and the costs of fulfilling the conditions of the warranty. The provision is based on estimates generated from historical warranty data associated with similar products and services.

**vi) Coronavirus (COVID-19) pandemic**

Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the consolidated entity based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the consolidated entity operates. Other than as addressed in specific notes and note 1(b), there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the consolidated entity unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

**vii) Lease term**

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrance of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

**viii) Incremental borrowing rate**

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

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**Note 4 Segment information**

**(a) Description of segments**

Management has determined the operating segment based on the reports reviewed by the Board that are used to make strategic decisions. Management has identified one reportable segment which is the development, manufacture and sale of supercapacitors.

Although the Group is managed on a global basis, it generates revenue in 3 main geographical areas being Asia Pacific, North America and Europe. Segment revenues are allocated based on the country in which the user is located. Cost of sales are allocated based on the country in which the production of supercapacitors occur.

30 June 2020	Geographical Segments			
	Asia Pacific	Europe	North America	Total
	\$	\$	\$	\$
Revenue	2,015,184	813,916	758,857	3,587,957
Cost of sales	(1,721,152)	-	-	(1,721,152)
<b>Gross (Loss)/Profit</b>	<b>294,032</b>	<b>813,916</b>	<b>758,857</b>	<b>1,866,805</b>
Interest revenue	24,075	-	-	24,075
Other income	3,692,290	-	-	3,692,290
General and administrative expenses	(2,819,282)	-	-	(2,819,282)
Process and engineering expenses	(906,693)	-	-	(906,693)
Selling and marketing expenses	(884,646)	-	-	(884,646)
Research and development expenses	(1,496,001)	-	-	(1,496,001)
Project Expenses	(3,728,633)	-	-	(3,728,633)
Share Based Payment expenses	(279,886)	-	-	(279,886)
Other expenses	(376,744)	-	-	(376,744)
<b>(Loss)/Profit before income tax</b>	<b>(6,481,488)</b>	<b>813,916</b>	<b>758,857</b>	<b>(4,908,715)</b>
<b>Net (loss)/profit for the year</b>	<b>(6,481,488)</b>	<b>813,916</b>	<b>758,857</b>	<b>(4,908,715)</b>
<b>Other comprehensive income</b>				
Exchange differences arising in translation of foreign operations	(22,894)	-	-	(22,894)
<b>Total comprehensive (loss)/income, net of tax</b>	<b>(6,504,382)</b>	<b>813,916</b>	<b>758,857</b>	<b>(4,931,609)</b>
<b>Total assets</b>	<b>13,335,788</b>	-	-	<b>13,335,788</b>
<b>Total liabilities</b>	<b>5,748,634</b>	-	-	<b>5,748,634</b>
<b>(Loss)/Profit before income tax includes the following specific expenses:</b>				
Depreciation	359,343	-	-	359,343
Share based payments	279,886	-	-	279,886

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**Note 4 Segment information (continued)**

30 June 2019	Geographical Segments			
	Asia Pacific \$	Europe \$	North America \$	Total \$
<b>Revenue</b>	1,407,016	881,730	915,805	3,204,551
Cost of sales	(1,441,927)	-	-	(1,441,927)
<b>Gross (Loss)/Profit</b>	(34,911)	881,730	915,805	1,762,624
Interest revenue	45,303	-	-	45,303
Other income	1,600,033	-	-	1,600,033
General and administrative expenses	(2,084,468)	-	-	(2,084,468)
Process and engineering expenses	(914,543)	-	-	(914,543)
Selling and marketing expenses	(743,678)	-	-	(743,678)
Research and development expenses	(1,547,361)	-	-	(1,547,361)
Share Based Payment expenses	(859,483)	-	-	(859,483)
Other expenses	(71,822)	-	-	(71,822)
<b>(Loss)/Profit before income tax</b>	(4,610,930)	881,730	915,805	(2,813,395)
<b>Net (loss)/profit for the year</b>	(4,610,930)	881,730	915,805	(2,813,395)
<b>Other comprehensive income</b>				
Exchange differences arising in translation of foreign operations	(38,660)	-	-	(38,660)
<b>Total comprehensive (loss)/income, net of tax</b>	(4,649,590)	881,730	915,805	(2,852,055)
<b>Total assets</b>	7,740,051	-	-	7,740,051
<b>Total liabilities</b>	1,595,615	-	-	1,595,615

**(Loss)/Profit before income tax includes the following specific expenses:**

Depreciation	206,497	-	-	206,497
Share based payments	859,483	-	-	859,483

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**Note 5 Revenue**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
<b>Sales revenue</b>		
Sale of goods (recognised at a point in time)	<b>2,708,697</b>	2,127,926
Licence Fees & Royalties (recognised at a point in time)	<b>879,260</b>	1,076,625
	<b><u>3,587,957</u></b>	<u>3,204,551</u>
<b>Other revenue</b>		
Interest	<b><u>24,075</u></b>	<u>45,303</u>

**Disaggregation of Revenue**

The Group has disaggregated revenue into various categories in the following table which is intended to

- Depict how the nature, timing and uncertainty of revenue and cash flows are affected by economic date; and
- Enable users to understand the relationship with revenue segment information provided in Note 4.

	Supercapacitors	Licence Fees and Royalties	Total
<b>Consolidated - 2020</b>			
<i>Geographical regions</i>			
Asia Pacific	<b>1,608,382</b>	<b>406,802</b>	<b>2,015,184</b>
Europe	<b>813,916</b>	-	<b>813,916</b>
Americas	<b>286,399</b>	<b>472,458</b>	<b>758,857</b>
	<b><u>2,708,697</u></b>	<b><u>879,260</u></b>	<b><u>3,587,957</u></b>

	Supercapacitors	Licence Fees and Royalties	Total
<b>Consolidated – 2019</b>			
<i>Geographical regions</i>			
Asia Pacific	886,835	520,181	1,407,016
Europe	881,730	-	881,730
Americas	359,361	556,444	915,805
	<b><u>2,127,926</u></b>	<b><u>1,076,625</u></b>	<b><u>3,204,551</u></b>

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**Note 6 Other income**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Foreign Exchange Gains – (net)	<b>161,809</b>	8,995
R&D Tax Incentive	<b>3,324,481</b>	1,540,119
Government Grants	<b>206,000</b>	50,919
	<b><u>3,692,290</u></b>	<u>1,600,033</u>

**Note 7 Expenses**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Loss before income tax includes the following specific expenses:		
<i>Cost of sale of goods</i>		
Direct materials and labour	<b>1,575,024</b>	1,261,360
Indirect manufacturing expenses	<b>146,128</b>	180,567
Total cost of sale of goods	<b><u>1,721,152</u></b>	<u>1,441,927</u>
<i>Depreciation</i>		
Plant and equipment	<b>201,140</b>	196,811
Furniture and fittings	<b>50</b>	50
Leasehold improvements	<b>4,993</b>	9,636
Right of Use Assets	<b>153,160</b>	-
Total depreciation	<b><u>359,343</u></b>	<u>206,497</u>
<i>Other expenses – movement in provisions</i>		
Allowance for expected credit loss	<b>109,817</b>	17,567
Provision for make good on premises	<b>116,613</b>	5,807
Provision for Withholding Tax Diminution	<b>48,094</b>	48,448
Interest - lease liabilities	<b>102,220</b>	-
	<b><u>376,744</u></b>	<u>71,822</u>
<i>Rental expense relating to leases</i>		
Short term lease payments	<b>308,926</b>	387,162
<i>Employee benefits expense</i>	<b>3,389,941</b>	3,194,355
<i>Share based payments</i>	<b>279,886</b>	859,483



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**Note 8 Income tax benefit**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Numerical reconciliation of income tax benefit to prima facie tax benefit</b>		
Loss before tax	<b>(4,908,715)</b>	(2,813,395)
Tax at the Australian tax rate of 27.5%	<b>(1,349,897)</b>	(773,684)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Share based payments	<b>76,969</b>	236,358
(Non-assessable) / non-deductible items	<b>1,272,928</b>	537,326
R&D additional claims	-	-
	<b>1,349,897</b>	773,684
Deferred income tax (revenue)/expense not recognised	-	-
Benefit arising from tax losses not recognised	-	-
Income tax benefit	-	-

**(b) Tax losses**

Unused tax losses for which no deferred tax asset has been recognised	<b>92,939,554</b>	92,622,157
Potential tax benefit @ 27.5%	<b>25,558,377</b>	25,471,093

All unused tax losses were incurred by Australian entities. The deferred tax assets in relation to the tax losses will only be obtained if:

- i) 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 realised, and
- ii) the Group continues to comply with the conditions for deductibility imposed by tax legislation, and
- iii) no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the losses.

**(c) Deferred Tax Assets - not recognised**

The balance comprised temporary differences attributable to employee benefits & other provisions	<b>697,217</b>	348,972
Set-off of deferred tax liabilities	<b>(5,930)</b>	(47,961)
Net deferred tax assets	<b>691,827</b>	301,011

**(d) Unrecognised temporary differences**

Temporary differences for which no deferred tax asset has been recognised	<b>2,535,333</b>	1,268,987
Potential tax benefit @ 27.5%	<b>697,217</b>	348,972

CAP-XX Limited and its wholly owned Australian controlled entities have implemented the tax consolidation legislation as of 1 July 2002. The accounting policy in relation to this legislation is set out in note 1(h). CAP-XX Limited has not recognised any tax consolidation distribution from or to wholly tax consolidated entities.

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**Note 9 Current assets – Cash and cash equivalents**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Cash at bank and on hand	<b>636,511</b>	453,279
Cash on deposit	<b>2,258,971</b>	1,975,877
	<b>2,895,482</b>	2,429,156

**Note 10 Current assets – Receivables**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Trade receivables	<b>462,666</b>	413,186
	<b>462,666</b>	413,186
Other receivables	<b>113,999</b>	203,033
	<b>576,665</b>	616,219

Movements in the provision for impairment of receivables are as follows:

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Opening balance	<b>17,567</b>	-
Allowance for expected credit loss	<b>109,817</b>	17,567
Closing balance	<b>127,384</b>	17,567

**(b) Past due but not impaired**

There were no trade receivables at 30 June 2020 that were past due but not impaired (2019: Nil).

**(c) Fair value and credit risk**

Due to the short-term nature of these receivables, their carrying value is assumed to approximate their fair value. The current receivables are non-interest bearing. There is some concentration of credit risk with respect to current receivables, as the Group has a limited number of customers, internationally dispersed. The total amount outstanding is comprised of 18 customers with the top 10 making up over 90% of the total balance.

**(d) Foreign exchange and interest rate risk**

Information about the Group's exposure to foreign currency risk and interest rate risk in relation to trade and other receivables is provided in note 2.

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**Note 11 Current assets – Inventories**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Raw materials and stores - net realisable value	636,415	811,769
Work in progress – net realisable value	134,478	-
Finished goods - net realisable value	519,355	1,128,402
	<u>1,290,248</u>	<u>1,940,171</u>

**Note 12 Current assets – Other**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Research & Development - Tax Credit	3,202,557	1,469,000
Prepayments	162,749	358,489
Rental Bond	236,507	-
Other Receivables	11,417	11,173
	<u>3,613,230</u>	<u>1,838,662</u>

A term of the current lease agreement for the Lane Cove premises is a requirement for the Group to have a bank guarantee in place as security for the landlord against loss or damage from any event of default. The rental bond of \$236,507 represents the current value of this bank guarantee. As the lease term on this premises expires on June 30, 2020, the bank guarantee is expected to be released within the next 3 months.

**Note 13 Non-current assets – Property, plant and equipment**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Plant and equipment at cost	17,118,860	17,083,858
Accumulated depreciation	(16,801,370)	(16,602,852)
Capital Works in Progress	1,234,736	188,498
Net book amount	<u>1,552,226</u>	<u>669,504</u>
Furniture and fittings at cost	66,779	66,779
Accumulated depreciation	(66,641)	(66,591)
Net book amount	<u>138</u>	<u>188</u>
Leasehold improvements at cost	470,099	470,099
Accumulated depreciation	(465,448)	(460,455)
Net book amount	<u>4,651</u>	<u>9,644</u>
Total property, plant and equipment	18,890,474	17,809,235
Total accumulated depreciation	(17,333,459)	(17,129,899)
Total net book amount	<u>1,557,015</u>	<u>679,336</u>

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 13 Non-current assets – Property,  
plant and equipment  
(continued)**

<b>Movement in classes of assets: Consolidated</b>	<b>Plant and equipment \$</b>	<b>Leasehold improvements \$</b>	<b>Furniture and fittings \$</b>	<b>Total \$</b>
<b>Year ended 2020</b>				
Opening net book amount	669,504	9,644	188	679,336
Additions	1,083,862	-	-	1,083,862
Retirements	-	-	-	-
Depreciation	(201,140)	(4,993)	(50)	(206,183)
Closing net book amount	1,552,226	4,651	138	1,557,015
<b>Year ended 2019</b>				
Opening net book amount	553,431	19,280	238	572,949
Additions	312,884	-	-	312,884
Retirements	-	-	-	-
Depreciation	(196,811)	(9,636)	(50)	(206,497)
Closing net book amount	669,504	9,644	188	679,336

**Note 14 Non-current assets – Right-of use  
Leased Assets**

**Consolidated**

	<b>2020 \$</b>	<b>2019 \$</b>
Right-of-use Leased assets at cost	3,351,500	-
Accumulated depreciation	(153,160)	-
Net book amount	3,198,340	-

<b>Movement in classes of assets: Consolidated</b>	<b>Office Premises \$</b>	<b>Office Equipment \$</b>	<b>Total \$</b>
<b>Year ended 2020</b>			
Adoption of AASB 16 at 1 <sup>st</sup> July 2019	-	45,707	45,707
Additions	3,305,793	-	3,305,793
Retirements	-	-	-
Depreciation	(137,742)	(15,418)	(153,160)
Closing net book amount	3,168,051	30,289	3,198,340

The Group has adopted AASB16 Leases in the current financial year, consistent with the mandatory adoption date, 1 July 2019. Refer to Note 1 (z) for additional information

A new 10-year lease was signed during the current year at Seven Hills, Sydney. The lease has an option to extend for an additional two periods of 5 years at the conclusion of the initial term.

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 15 Non-current assets - Other**

	<b>Consolidated</b>	
	<b>2020</b>	2019
	<b>\$</b>	\$
Rental bond	<b>204,808</b>	236,507

A term of the current lease agreement for the Seven Hills premises is a requirement for the Group to have a bank guarantee in place as security for the landlord against loss or damage from any event of default. The rental bond of \$204,798 represents the current value of this bank guarantee.

**Note 16 Current liabilities – Payables**

	<b>Consolidated</b>	
	<b>2020</b>	2019
	<b>\$</b>	\$
Trade payables	<b>1,636,232</b>	501,011
Other payables and accrued expenses	<b>83,947</b>	245,071
	<b><u>1,720,179</u></b>	<u>746,082</u>

The carrying amount of trade and other payables are assumed to approximate their fair values due to their short term nature.

**Note 17 Lease liabilities**

	<b>2020</b>	2019
	<b>\$</b>	\$
Lease Liabilities - current	<b>135,272</b>	-
Lease liabilities – non current	<b>2,524,557</b>	-
	<b><u>2,659,829</u></b>	<u>-</u>

Reconciliation of lease liabilities at the beginning and end of the financial year are set out below:

	2020
	\$
Adoption of AASB16 as at July 2019	45,707
Additions	2,678,952
Disposals	-
Interest on lease liabilities	102,220
Repayments on lease liabilities	<u>(167,050)</u>
Balance as at 30 June 2020	<u>2,659,829</u>

The Group has adopted AASB16 Leases in the current financial year, consistent with the mandatory adoption date, 1 July 2019. Refer to Note 1 (z) for additional information.

The following are the remaining contractual maturities for the Group's lease liabilities:

	<b>Less than 1 year</b>	<b>2-5 years</b>	<b>Over 5 years</b>	<b>Contractual cash flows</b>	<b>Carrying Amount</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Year ended 2020</b>					
Lease liabilities	366,695	1,560,612	2,138,484	4,065,791	2,659,829

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 18 Current liabilities – Provisions**

	<b>Consolidated</b>	
	<b>2020</b>	2019
	\$	\$
Employee benefits – annual leave and long service leave	<b>641,358</b>	551,489
Product returns and warranties	-	7,130
Make good provision	<b>681,692</b>	238,076
	<b>1,323,050</b>	796,695

**(a) Make good provision**

The Group is required to restore the leased premises of its office/warehouse to their original condition at the end of the respective lease term. A provision has been recognised for the present value of the estimated expenditure required to remove any leasehold improvements.

**(b) Amounts not expected to be settled within the next 12 months**

Provision for employee benefits includes accruals for annual leave. The entire obligation is presented as current, since the Group does not have an unconditional right to defer settlement. However, based on past experience, the Group does not expect all employees to take the full amount of accrued leave within the next 12 months. The following amounts reflect leave that is not expected to be taken within the next 12 months:

	<b>Consolidated</b>	
	<b>2020</b>	2019
	\$	\$
Annual leave obligation not expected to be settled after 12 months	<b>134,760</b>	86,939

**(c) Risk exposure**

Information about the Group's exposure to foreign exchange risk is provided in note 2.

**(d) Product returns and warranties**

Provision is made for estimated product returns and warranty claims in respect of products sold. The Group provides a one year warranty on products sold to customers.

**(e) Movements in provisions**

Movements in the product returns and warranties provision during the financial years are set out below:

	<b>Consolidated</b>	
	<b>2020</b>	2019
	\$	\$
Carrying amount at start of year	<b>7,130</b>	9,218
Charged to profit or loss		
- provision adjustment	<b>(7,130)</b>	(2,088)
Carrying amount at end of year	<b>-</b>	7,130

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 18 Current liabilities - Provisions (continued)**

Movements in the make good on premises provision during the financial year are set out below:

	<b>Consolidated</b>	
	<b>2020</b>	2019
	<b>\$</b>	<b>\$</b>
Carrying amount at start of year	<b>238,076</b>	232,269
Additions – new leased premises	<b>657,003</b>	
Charged to profit or loss		
- additional provisions recognised/(reversed)	<b>(213,387)</b>	5,807
Carrying amount at end of year	<b>681,692</b>	238,076

**Note 19 Non-current liabilities – Provisions and Other liabilities**

	<b>2020</b>	2019
	<b>\$</b>	<b>\$</b>
Employee benefits – long service leave	<b>45,576</b>	52,838
	<b>45,576</b>	52,838

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 20 Contributed equity**

**Consolidated**

	<b>2020</b>	2019
	<b>Shares</b>	Shares
<b>(a) Share capital</b>		
Fully paid ordinary shares (no par value)	<u>439,929,199</u>	<u>324,514,775</u>

**(b) Movement in ordinary share capital:**

Date	Details	Number of shares	Issue price	\$
1 July 2018	Balance	299,886,087		98,565,062
23 July 2018	Issue of Shares	937,500	\$0.09	82,608
26 October 2018	Issue of Shares	2,340,886	\$0.09	202,241
09 November 2018	Issue of Shares	20,588,236	\$0.14	2,970,995
31 December 2018	Issue of Shares	263,132	\$0.18	46,602
28 June 2019	Issue of Shares	498,934	\$0.10	48,157
30 June 2019	Balance	<u>324,514,775</u>		<u>101,915,665</u>
1 July 2019	Balance	324,514,775		101,915,665
3 January 2020	Issue of Shares	113,861,662	\$0.05	6,402,257
3 January 2020	Issue of Shares - Costs	-		(406,553)
30 June 2020	Issue of Shares	1,552,762	\$0.06	98,737
<b>30 June 2020</b>	<b>Balance</b>	<u><b>439,929,199</b></u>		<u><b>108,010,106</b></u>

**(c) Ordinary shares**

At 30 June 2020, there were 439,929,199 (2019: 324,514,775) issued ordinary shares which were fully paid, with no par value. Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Group in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

**(d) Options**

Information relating to the CAP-XX Limited Share Option Exchange and CAP-XX Limited Employee Share Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the financial year, is set out in note 29.

**(e) Capital management plan**

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

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was value adding relative to the current company's share price at the time of the investment. The consolidated entity would actively pursue additional investments in the short term as it continues to integrate and grow its existing business in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given pricing capital market decisions. There have been no events of default on the financing arrangements in the financial year.

The capital risk management policy remains unchanged from the 2019 Annual report.



**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 21 Reserves and accumulated losses**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Reserves</b>		
Foreign currency translation reserve	<b>(316,990)</b>	(294,096)
Share-based payments reserve	<b>6,606,975</b>	6,327,089
	<b>6,289,985</b>	6,032,993
<b>Movements:</b>		
<i>Foreign currency translation reserve</i>		
Balance 1 July	<b>(294,096)</b>	(255,436)
Currency translation differences arising during the year	<b>(22,894)</b>	(38,660)
Balance 30 June	<b>(316,990)</b>	(294,096)
<i>Share-based payments reserve</i>		
Balance 1 July	<b>6,327,089</b>	5,467,606
Option expense	<b>279,886</b>	859,483
Balance 30 June	<b>6,606,975</b>	6,327,089

**(b) Accumulated losses**

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Movements in accumulated losses were as follows:		
Balance 1 July	<b>(101,804,222)</b>	(98,990,827)
Net (loss) for the year	<b>(4,908,715)</b>	(2,813,395)
Balance 30 June	<b>(106,712,937)</b>	(101,804,222)

**(c) Nature and purpose of reserves**

**(i) Foreign currency translation reserve**

Exchange differences arising on translation of the foreign controlled entity are taken to the foreign currency translation reserve, as described in note 1(e). The reserve is recognised in profit and loss when the net investment is disposed of.

**(ii) Share-based payments reserve**

The share-based payments reserve is used to recognise the fair value of options issued but not exercised.

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 22 Key management personnel disclosures**

**(a) Directors**

The names of the directors who have held office during the financial year are as follows:

*Executive director*

Anthony Kongats (Managing Director)

*Non-executive directors*

Patrick Elliott (Non-Executive Chairman)

Bruce Grey (Non-Executive Director)

**(b) Key management personnel compensation**

Key management personnel compensation is set out below. The key management personnel include all the directors of the Company and those executives that report directly to the Managing Director. The following were key management personnel up to the date of the report unless otherwise stated:-

Alex Bilyk, VP Research

Jeff Colton – Vice President, Sales and Marketing America's (Appointed 12<sup>th</sup> January, 2020)

Song Hee Lau, General Manager Sales & Marketing Asia Pacific

Jean Pierre Mars, VP Applications Engineering

Michael Taylor, Chief Financial Officer/Chief Operating Officer

Dan Trujic, General Manager Sales & Marketing Europe and America (Resigned November 2019)

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Short-term benefits	<b>1,550,020</b>	1,309,242
Post-employment benefits	<b>135,472</b>	124,378
Share-based payments	<b>218,743</b>	766,360
<b>Total</b>	<b>1,904,235</b>	2,199,980

**(c) Other transactions with key management personnel or entities related to them**

There were no other transactions with key management personnel.

**Note 23 Remuneration of auditors**

During the year the following fees were paid or payable for services provided by the auditor of the Group, its related practices and non-related audit firms:

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
<b>BDO</b>		
<i>Audit services</i>		
Audit of financial statements	<b>66,700</b>	61,500
<b>Total remuneration for audit services</b>	<b>66,700</b>	61,500
<i>Taxation services</i>		
Tax compliance services, including review of company income tax returns, employee share scheme and R&D Tax concession	<b>38,650</b>	36,500
<b>Total remuneration of BDO</b>	<b>105,350</b>	98,000

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 23 Remuneration of auditors (continued)**

The BDO entity performing the audit of the Group transitioned from BDO East Coast Partnership to BDO Audit Pty Ltd on 24 June 2020. The disclosures include amounts received or due to be receivable by BDO East Coast Partnership, BDO Audit Pty Ltd and their respective related entities.

It is the Group's policy to employ BDO on assignments additional to their statutory audit duties where BDO's expertise and experience with the Group are important. These assignments are principally tax advice, or where BDO is awarded assignments on a competitive basis. It is the Group's policy to seek competitive tenders for all major consulting projects.

**Note 24 Commitments**

**(a) Lease commitments: Group / company as lessee**

The Group has adopted AASB16 from the 1<sup>st</sup> July 2019, with the associated liability relating to future lease payments being disclosed in Note 17.

	<b>Consolidated</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Commitments for minimum lease payments in relation to operating leases are payable as follows:		
Within one year	-	378,772
Later than one year but not later than 5 years	-	27,337
	-	406,109

**Note 25 Related party transactions**

**(a) Parent entity**

The ultimate parent entity within the Group is CAP-XX Limited.

**(b) Subsidiaries**

Interests in subsidiaries are set out in note 26.

**(c) Key management personnel**

Disclosures relating to key management personnel are set out in note 22.

**Note 26 Subsidiaries**

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1(c):

<b>Name of entity</b>	<b>Country of incorporation</b>	<b>Class of shares</b>	<b>Equity holding *</b>	
			30 June 2020 %	30 June 2019 %
CAP-XX (Australia) Pty Ltd	Australia	Ordinary	100	100
CAP-XX Research Pty Ltd	Australia	Ordinary	100	100
CAP-XX USA, Inc	United States	Ordinary	100	100

\* The proportion of ownership interest is equal to the proportion of voting power held.

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 27 Events occurring after the balance sheet date**

The impact of the COVID-19 outbreak continues to evolve at the date of this report and therefore the impact of the pandemic on the Group's future financial results remains uncertain and will depend on future developments such as the duration and severity of the outbreak and government policies. Whilst the Group acknowledges the unpredictability of the evolving COVID-19 situation, Management are taking measures to limit the future financial impact on the Group. These measures include, reduction in discretionary spend, deferment of non-essential capital and robust controls to manage working capital and accessing JobKeeper and other Government support programmes where eligible.

In August 2020, the Delaware District Court made a judgement in favour of CAP-XX against Ioxus, Inc, ("Ioxus"). The Court found that Ioxus is liable for infringing the patents-in-suit and awarded CAP-XX compensatory damages of US\$1,237,717 and enhanced damages of US\$3,713,152 and also awarded CAP-XX its attorney's fees. CAP-XX intends to vigorously pursue the recovery of these awards, though it is unclear at this time whether this will be successful.

The necessary paperwork associated with the receipt of the R&D Tax rebate for the 2020 financial year has been lodged with the relevant Government authorities and is expected to be received before the end of the current calendar year.

No other matters or circumstances have arisen since 30 June 2020 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

**Note 28 Reconciliation of loss after tax to net cash outflow from operating activities**

	2020	Consolidated 2019
	\$	\$
Net loss	<b>(4,908,715)</b>	(2,813,395)
Depreciation and amortisation	<b>359,343</b>	204,497
Non-cash employee benefit expense – share based payments	<b>279,886</b>	859,483
<b>Changes in assets and liabilities:</b>		
Decrease in receivables	<b>39,554</b>	206,870
Decrease/(Increase) in inventories	<b>649,923</b>	(535,966)
(Increase) in other assets	<b>(1,742,869)</b>	(125,913)
Increase/(Decrease) in payables	<b>974,097</b>	(326,571)
(Decrease)/Increase in provisions	<b>(107,748)</b>	47,746
Net cash outflow from operating activities	<b><u>(4,456,529)</u></b>	<u>(2,481,249)</u>

**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 29 Share-based payments**

**(a) CAP-XX Limited Employee Share Option Plan**

The CAP-XX Limited Employee Share Option Plan (the "CAP-XX Limited Plan"), provides for the grant of share options for the purchase of ordinary shares of the Group by officers, employees, consultants, advisors and directors of the Group or a related body corporate. The Board is responsible for administration of the CAP-XX Limited Plan. The Board determines the term of each option, the option exercise price, and the number of shares for which each option is granted and the rate at which each option is exercisable. Unless otherwise determined by the Board an offer of Options must not provide for an exercise price that is less than the volume weighted average sale price of a share traded on AIM over a defined period.

Set out below is a summary of options granted under the CAP-XX Limited Plan:

Grant Date	Expiry date	Exercise price \$	Balance at start of the year Number	Granted during the year Number	Exercised during the year Number	Forfeited & expired during the year Number	Balance at end of the year Number	Exercisable at end of the year Number
<b>Consolidated – 2020</b>								
04 December 2015	04 December 2020	£0.057	14,746,606	-	-	-	14,746,606	14,746,606
11 November 2016	11 November 2021	£0.035	1,500,000	-	-	(1,500,000)	-	-
11 December 2017	11 December 2022	£0.115	16,510,000	-	-	(1,200,000)	15,310,000	10,550,568
			<b>32,756,606</b>	<b>-</b>	<b>-</b>	<b>(2,700,000)</b>	<b>30,056,606</b>	<b>25,297,174</b>
<b>Weighted Average Exercise Price</b>			<b>\$0.15</b>		<b>-</b>	<b>\$0.12</b>	<b>\$0.15</b>	<b>\$0.13</b>

Options granted prior to April 2008 used Australian dollars as the measurement basis, whilst options granted after April 2008 used British pounds. This date corresponds with the listing of CAP-XX Limited on the Alternative Investment Market (AIM) in 2008.

**Fair value of options granted**

There were nil share options issued for the year ended 30 June 2020 (2019: Nil).

Grant Date	Expiry date	Exercise price \$	Balance at start of the year Number	Granted during the year Number	Exercised during the year Number	Forfeited & expired during the year Number	Balance at end of the year Number	Exercisable at end of the year Number
<b>Consolidated – 2019</b>								
04 December 2015	04 December 2020	£0.057	18,587,492	-	(3,278,386)	(562,500)	14,746,606	13,181,042
11 November 2016	11 November 2021	£0.035	1,500,000	-	-	-	1,500,000	988,456
11 December 2017	11 December 2022	£0.0115	17,710,000	-	-	(1,200,000)	16,510,000	6,411,760
			<b>37,797,492</b>	<b>-</b>	<b>(3,278,386)</b>	<b>(1,762,500)</b>	<b>32,756,606</b>	<b>20,581,258</b>
<b>Weighted Average Exercise Price</b>			<b>\$0.15</b>		<b>\$0.10</b>	<b>\$0.17</b>	<b>\$0.15</b>	<b>\$0.13</b>

Options granted prior to April 2008 used Australian dollars as the measurement basis, whilst options granted after April 2008 used British pounds. This date corresponds with the listing of CAP-XX Limited on the Alternative Investment Market (AIM) in 2008.

There were nil share options issued for the year ended 30 June 2020.



**CAP-XX Limited**  
**Notes to the financial statements**  
**30 June 2020**

**Note 32 Parent Entity**

**(a) Summary financial information**

The individual financial statements for the parent entity show the following aggregate amounts:

	<b>2020</b>	2019
	<b>\$</b>	<b>\$</b>
<b>Statement of financial position</b>		
Current assets	<u><b>5,789,267</b></u>	3,836,079
<b>Total assets</b>	<b>5,789,267</b>	3,836,079
Current liabilities	<u><b>177,812</b></u>	291,925
<b>Total liabilities</b>	<b>177,812</b>	291,925
Net Assets	<u><b>5,612,085</b></u>	3,544,154
<i>Shareholders' equity</i>		
Issued capital	<b>108,010,106</b>	101,915,664
Reserves		
Share-based payments	<b>6,606,924</b>	6,327,089
Retained earnings <i>(i)</i>	<b>(109,004,945)</b>	(104,698,599)
<b>Loss for the year</b>	<b>(4,306,346)</b>	(3,969,595)
<b>Total comprehensive income</b>	<b>(4,306,346)</b>	(3,969,595)
<i>(i) Reconciliation to prior year retained earnings</i>		
Balance at beginning of period 1/07/2019	(104,698,599)	
Net loss for the year	(4,306,346)	
Balance at end of period 30/06/2020	<b>(109,004,945)</b>	

**Contingent Assets**

The parent has not booked the potential Ioxus Intellectual Property judgment claim (refer Note 27 Events occurring after the balance sheet date). The recovery of the damages handed down in the court decision is continuing however the full and successful recovery remains uncertain.

**Contingent Liabilities**

The parent had no contingent liabilities as at 30 June 2020 and 30 June 2019.

**Capital commitments - Property, plant and equipment**

The parent had no capital commitments for property, plant and equipment as at 30 June 2020 and 30 June 2019.

**Significant accounting policies**

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1.

**CAP-XX Limited**  
**Directors' declaration**  
**30 June 2020**

**Directors' declaration**

In the directors' opinion:

- (a) the financial statements and notes set out on pages 27 to 63 are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Australian Accounting Standards, the Corporations Regulations 2001 and mandatory professional reporting requirements; and
  - (ii) giving a true and fair view of the Company's and Group's financial position as at 30 June 2020 and of their performance, as represented by the results of their operations, changes in equity and their cash flows, for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Note 1(a) confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The directors have been given the declarations by the chief executive officer and chief financial officer in the form contained in section 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the directors.



Patrick Elliott  
Director

Sydney  
3 November 2020



## INDEPENDENT AUDITOR'S REPORT

To the members of Cap-XX Limited

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of Cap-XX Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, 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:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year ended on that date; and
- (ii) 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 *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

#### Material uncertainty related to going concern

We draw attention to Note 1 (b) in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

## 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. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

### Purchase of assets from Murata Manufacturing Co. Ltd.

<i>Key audit matter</i>	<i>How the matter was addressed in our audit</i>
<p>As disclosed in Note 13 and the Chairman’s Report, the Group acquired plant and equipment from Murata Manufacturing Co. Ltd. (an entity incorporated in Japan). Upon acquisition of these assets, the Sydney manufacturing facility was relocated in order to adequately support the future operations of the Group.</p> <p>The audit of the accounting treatment applied to this transaction was a key audit matter due to the significance of the transaction to the financial statements and the complexity involved in assessing the allocation of the related costs between those capitalised in plant and equipment, recouped through government grants and those expense to the statement of profit or loss.</p>	<p>To determine whether the Murata transaction and related expenditure had been appropriately accounted for and disclosed, we undertook, amongst others, the following audit procedures:</p> <ul style="list-style-type: none"> <li>• Reviewed the purchase contract to ascertain the assets being acquired, the key terms of the agreement, and the consideration required to be paid.</li> <li>• On a sample basis, agreed related expenditure to external invoices, ensuring appropriate treatment of these costs under the requirements of AASB 116 <i>Property, Plant and Equipment</i>.</li> <li>• In conjunction with internal experts, assessed the appropriateness of expenditure claimed through the <i>Australian Government Research and Development Tax Incentive</i>.</li> <li>• Assessed the accounting treatment of the capitalised expenditure to be recouped through government grants, ensuring compliance with AASB 120 <i>Accounting for Government Grants and Disclosure of Government Assistance</i>.</li> <li>• Assessed the appropriateness of the Group’s disclosures in respect to the transaction in accordance with Australian Accounting Standards.</li> </ul>



### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2020, but does not include the financial report and the 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 ability of the Group 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 has 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:

[https://www.auasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf)

This description forms part of our auditor's report.

**BDO Audit Pty Ltd**

Martin Coyle  
Director

Sydney, 3 November 2020