ensogo

Ensogo Limited

ACN 165 522 887

Annual Report - 31 December 2019

Directors	Mark Licciardo David Nairn Pang Ming Wee (appointed 22 June 2019) Dinesh Ratnam (resigned 22 June 2019)
Company secretary	Mark Licciardo Elizabeth McGregor (resigned 16 December 2019)
Registered office	C/O Mertons Corporate Services Level 7, 330 Collins Street Melbourne VIC 3000
Auditor	ShineWing Australia Level 8, 167 Macquarie Street Sydney NSW 2000
Solicitors	Holding Redlich Level 8, 555 Bourke Street Melbourne VIC 3000

The directors present their report, together with the financial statements of Ensogo Limited ('Company') for the year ended 31 December 2019.

Directors

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

Mark Licciardo
David Nairn
Pang Ming Wee (appointed 22 June 2019)
Dinesh Ratnam (resigned 22 June 2019)

Principal activities

The Company ceased its provision of e-commerce business services in all locations effective 21 June 2016 following the collective decision of the Board of Directors.

Dividends

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

Review of operations

The loss for the Company after providing for income tax amounted to $409,811 (31 December 2018: $958,757).

Significant changes in the state of affairs

On 24 June 2019, the Company was officially removed from the Official List of ASX on the basis that its securities had been suspended from trading for a continuous period of more than 3 years ('Delisting').

At the time of the Delisting, the Company advised shareholders that it was undertaking due diligence investigations on an opportunity to merge with a business which may lead to the Company seeking a new listing on the ASX, or an alternate securities exchange.

During the financial year, subsequent to the Delisting, the Company continued to progress its due diligence investigations on the business acquisition opportunity, and negotiations with the vendors about the commercial terms of the acquisition.

After the conclusion of the financial year, on 11 March 2020, the Company entered into a binding share sale agreement with respect to the acquisition, namely an acquisition of the Quantum LiDAR business, as detailed below.

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

Matters subsequent to the end of the financial year

Acquisition of LiDAR Business

On 11 March 2020, the Company entered into a binding share sale agreement ("Agreement') to acquire Quantum Labs Pty Ltd ('Quantum Labs'), which owns and operates a LiDAR business ('Acquisition').

The Quantum LiDAR business was founded by Mr Guthrie White, who is a vendor under the Acquisition. LiDAR, an acronym for "*Light Detection and Ranging*", is a remote sensing method that uses light in the form of a pulsed laser to measure ranges (variable distances). These light pulses – combined with other data recorded by the system – generate precise, three-dimensional information about the shape of the target object or target area and its surface characteristics.

Quantum Labs uses LiDAR hardware, coupled with artificial intelligence and machine learning algorithms and analytics software, to provide object recognition/location monitoring solutions to a diverse range of customers.

Quantum Labs has established a number of strategic relationships across Australia and worldwide, and its customers include the South Australian Government; one of Australia's largest airlines; one of Australia's largest multi-venue performing arts centres; and a global developer and manufacturer of networking hardware, software and telecommunication equipment.

The agnostic nature of the Quantum LiDAR solution means that it can be applied across many market and industry sectors, including merchandising; shipping; events; infrastructure; mining; government surveillance; theme parks; and logistics.

Terms of Acquisition

Under the Agreement, the Acquisition will be undertaken by way of the Company acquiring 100% of the issued share capital in Quantum Labs from the shareholders of Quantum Labs ('Sellers'), in exchange for the Company issuing to the Sellers fully paid ordinary shares in the capital of the Company (Consideration Shares). 70% of the Consideration Shares will be issued to the Sellers upon completion of the Acquisition; the issue of the balance of Consideration Shares will be deferred to 2 years post-completion.

In parallel, the Company intends to undertake a capital raising under a prospectus and seek a re-listing on the Australian Securities Exchange ('ASX Re-listing').

As the Consideration Shares are expected to represent approximately 62% of the Company's post-Acquisition and capital raising share capital, the Company commissioned an independent expert, RSM Corporate Australia Pty Ltd ('Independent Expert'), to prepare an independent expert's report stating whether, in the Independent Expert's opinion, the Acquisition is fair and reasonable to the Company's shareholders.

In accordance with the terms of the Agreement, completion of the Acquisition is subject to and conditional upon satisfaction or waiver of a number of customary conditions precedent, including without limitation:

- cash of at least A$4,000,000 post Acquisition, or such other amount as agreed between the Company and the Sellers ('Capital Raising');
- the Company obtaining all shareholder and regulatory approvals required in relation to the proposed Acquisition, Capital Raising and ASX Re-listing;
- the Company lodging a prospectus in connection with the Capital Raising and ASX Re-listing with ASIC;
- the Independent Expert opining that the Acquisition is reasonable to the Company's shareholders; and
- any required change of control consents being obtained from any counterparties to Quantum Labs' material contracts.

Novel Coronavirus infection

The World Health Organisation declared the 2019 Novel Coronavirus infection ('COVID-19') a pandemic on 11 March 2020. This was followed by the Government of Australia issuing travel restrictions arising from COVID-19 on 20 March 2020 which restricted only Australian citizens, Australian residents and immediate family members being able to travel to Australia from overseas and on 25 March 2020 Australian citizens and Australian residents are restricted from travelling overseas.

Since these developments occurred subsequent to the end of the reporting period, the COVID-19 pandemic is treated as a non-adjusting event in accordance with AASB 110 *Events after the Reporting Period*. Consequently, the financial statements for the financial year ended 31 December 2019 do not reflect the effects arising from this non-adjusting event. As the Company currently has no core business, it does not envisage any material impact on the results of the Company. However, the Company shall continue to monitor and assess the financial reporting impact of COVID-19 pandemic since ongoing developments remain uncertain and cannot be reasonably predicted as at the date of authorisation of the financial statements.

The Company anticipates that the potential financial reporting impact of COVID-19, if any, would be recognised in the financial statements of the Company during the financial year ending 31 December 2020.

No other matter or circumstance has arisen since 31 December 2019 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Likely developments and expected results of operations

Pre-completion of Acquisition

As at the date of this financial report, the Acquisition has yet to complete. Completion of the Acquisition remains subject to satisfaction or waiver of the conditions precedent as described above and is expected to occur during the financial year ending 31 December 2020.

The Company intends to convene a general meeting, to provide shareholders with the opportunity to approve the proposed Acquisition (and other related matters, including a share consolidation, change of Company name and appointment of incoming directors). It is intended that these resolutions will be proposed at the Company's upcoming 2019 Annual General Meeting, or a later meeting to be convened following the Annual General Meeting.

A notice of meeting with further details of the Acquisition, along with an Independent Expert's Report, will be dispatched to shareholders once finalised.

Post-Acquisition and ASX-Relisting

When the Acquisition completes (completion is subject to the ASX Re-listing and Capital Raising), it is intended that the Company will change its name to "Quantum Labs Limited", to better reflect its new business operations and strategic direction, and its shares will resume trading on the ASX under the new issuer code "QLB".

In addition, upon completion of the Acquisition, the Company will implement changes to its Board and management. As part of this restructure:

- All incumbent Directors will retire from the Board, save for Pang Ming Wee who will continue as a Non-Executive Director;
- It is intended that Guthrie White will be appointed as Chairman of the Board and Cameron Petricevic will be appointed as a Non-Executive Director; and
- Mark O'Reilly will be appointed as Chief Executive Officer of the Company.

Post- Acquisition, the Company's main undertaking will be the Quantum LiDAR Business.

Other

In the event that the Acquisition is terminated for any reason, the Board will consider seeking approval from shareholders for a members' voluntary wind-up.

Environmental regulation

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

Information on directors

Name:	Mark Licciardo
Title:	Independent, Non-executive Director and Company Secretary
Qualifications:	B Bus (Acc), GradDip CSP, FGIA, GAICD
Experience and expertise:	Mr Licciardo is the founder and Managing Director of Mertons Corporate Services. He has extensive experience in working with Boards of Directors of high profile ASX-listed companies in the areas of corporate governance, accounting and finance, and company secretarial practices during a 30-year corporate career in banking and finance, funds management, investment, infrastructure development and in the establishment and management of a consulting business. A former Company Secretary of Top 50 ASX listed companies Transurban Group and Australian Foundation Investment Company Limited, Mr Licciardo is also the former Chairman of the Academy of Design, the Governance Institute of Australia (GIA) Victoria division and Melbourne Fringe Festival, and a current Non-executive Director of a number of public and private companies.
Special responsibilities:	Committee Chairman of the Audit, Business Risk and Compliance Committee and Committee Chairman of the Remuneration and Nomination Committee.

Name:	David Nairn
Title:	Independent, Non-Executive Director
Qualifications:	GAICD, FCA, FCPA
Experience and expertise:	Mr Nairn is an experienced professional Chartered Accountant and has held senior executive and partner roles with Deloitte and HLB Mann Judd in Australia, New Zealand and Canada. He has strong expertise in financial reporting, accounting and assurance and extensive experience in governance and risk management, including conducting board performance reviews and consulting support. Mr Nairn has held Non-executive Director and audit and risk committee roles.
Special responsibilities:	Member of the Audit, Business Risk and Compliance Committee and the Remuneration and Nomination Committee.

Name:	Pang Ming Wee (appointed 22 June 2019)
Title:	Executive Director
Qualifications:	Chartered Accountant, Australia and New Zealand and Bachelor of Commerce, University of Queensland
Experience and expertise:	Mr Wee is currently the Finance Director of Catcha Group since 2012. Catcha Group are founders of several ASX listed companies, including Ensogo Ltd, iCar Asia Ltd and Frontier Digital Ventures Ltd, of which Mr Wee was involved in each of their Initial Public Offerings on the ASX. His experience includes 18 years in financial accounting, specialising in areas such as corporate finance and taxation across South East Asia and Australia. Prior to joining Catcha, Mr Wee had seven years of audit assurance experience with KPMG and BDO. His portfolio ranged from telecommunications, property development, print and online media, retail and trading, manufacturing, and multi-level marketing.
Special responsibilities:	None

Name:	Dinesh Ratnam (resigned 22 June 2019)
Title:	Executive Director
Qualifications:	Masters in Mechanical Engineering (MEng)
Experience and expertise:	Mr Ratnam is director of the CEO's Office at Catcha Group. He provides critical support to the Group CEO in the evaluation of key management decisions and driving strategic execution across the Group's main priorities. Prior to Catcha Group, Mr Ratnam had spent time in London and San Francisco as an investment banker with J.P. Morgan focusing on the Technology, Media and Telecommunications space, where he had worked on $25bn+ worth of transactions. Mr Ratnam graduated from Imperial College London with a Masters in Mechanical Engineering.
Special responsibilities:	Member of the Audit, Business Risk and Compliance Committee and the Remuneration and Nomination Committee.

Company secretaries
Mark Licciardo
Mr Licciardo, of Mertons Corporate Services Pty Ltd, has been Ensogo Limited's company secretary since 1 January 2016. Mr Licciardo's qualifications, experience and expertise are disclosed in the Information of Directors section above.

Elizabeth McGregor (resigned 16 December 2019)
Ms McGregor's qualifications include BA (Hons), MBA, GIA (Cert). Ms McGregor is an experienced corporate governance professional. Her career includes senior roles with listed and unlisted organisations in healthcare, mining and private equity.

Meetings of directors
The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 31 December 2019, and the number of meetings attended by each director were:

	Full Board		Audit, Business Risk and Compliance Committee	
	Attended	Held	Attended	Held
Mark Licciardo	17	17	2	2
David Nairn	13	17	2	2
Pang Ming Wee (appointed 22 June 2019)	5	6	-	1
Dinesh Ratnam (resigned 22 June 2019)	11	11	-	1

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

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

Shares issued on the exercise of options
There were no ordinary shares of Ensogo Limited issued on the exercise of options during the year ended 31 December 2019 and up to the date of this report.

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

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

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

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

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

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

Auditor
ShineWing Australia continues in office in accordance with section 327 of the *Corporations Act 2001*.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the *Corporations Act 2001*.

On behalf of the directors

Mark Licciardo
Director

30 March 2020

ShineWing AUSTRALIA
Advisors & Accountants

Take the lead

Auditor's Independence Declaration under Section 307C of the *Corporations Act 2001* to the directors of Ensogo Limited

I declare that, to the best of my knowledge and belief, during the year ended 31 December 2019 there have been:

(i) No contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit, and

(ii) No contraventions of any applicable code of professional conduct in relation to the audit.

ShineWing Australia

ShineWing Australia
Chartered Accountants

R Blayney Morgan

R Blayney Morgan
Partner

Sydney, 30 March 2020

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General information

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

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

C/O Mertons Corporate Services
Level 7, 330 Collins Street
Melbourne VIC 3000

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 March 2020. The directors have the power to amend and reissue the financial statements.

Ensogo Limited
Statement of profit or loss and other comprehensive income
For the year ended 31 December 2019

	Note	31 Dec 2019 $	31 Dec 2018 $
Revenue			
Other income	3	87,799	40,947
Expenses			
Administration	4	(753,665)	(440,176)
Costs associated with liquidation		-	(559,528)
Reversal of costs associated with liquidation		256,055	-
Loss before income tax expense		(409,811)	(958,757)
Income tax expense	5	-	-
Loss after income tax expense for the year attributable to the owners of Ensogo Limited	9	(409,811)	(958,757)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year attributable to the owners of Ensogo Limited		(409,811)	(958,757)

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

Ensogo Limited
Statement of financial position
As at 31 December 2019

	Note	31 Dec 2019 $	31 Dec 2018 $
Assets			
Current assets			
Cash and cash equivalents	6	2,323,412	3,021,983
Trade and other receivables		12,983	54,360
Total current assets		2,336,395	3,076,343
Total assets		2,336,395	3,076,343
Liabilities			
Current liabilities			
Trade and other payables	7	122,018	452,155
Total current liabilities		122,018	452,155
Total liabilities		122,018	452,155
Net assets		2,214,377	2,624,188
Equity			
Issued capital	8	163,083,293	163,083,293
Accumulated losses	9	(160,868,916)	(160,459,105)
Total equity		2,214,377	2,624,188

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

Ensogo Limited
Statement of changes in equity
For the year ended 31 December 2019

	Issued capital $	Accumulated losses $	Total equity $
Balance at 1 January 2018	163,083,293	(159,500,348)	3,582,945
Loss after income tax expense for the year	-	(958,757)	(958,757)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive loss for the year	-	(958,757)	(958,757)
Balance at 31 December 2018	163,083,293	(160,459,105)	2,624,188

	Issued capital $	Accumulated losses $	Total equity $
Balance at 1 January 2019	163,083,293	(160,459,105)	2,624,188
Loss after income tax expense for the year	-	(409,811)	(409,811)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive loss for the year	-	(409,811)	(409,811)
Balance at 31 December 2019	163,083,293	(160,868,916)	2,214,377

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

Ensogo Limited
Statement of cash flows
For the year ended 31 December 2019

	Note	31 Dec 2019 $	31 Dec 2018 $
Cash flows from operating activities			
Payments to suppliers and employees		(786,370)	(1,050,683)
Interest received		7,677	40,643
Net cash used in operating activities	18	(778,693)	(1,010,040)
Cash flows from investing activities			
Distribution income from the former operating subsidiaries		80,122	-
Net cash from investing activities		80,122	-
Net cash from financing activities		-	-
Net decrease in cash and cash equivalents		(698,571)	(1,010,040)
Cash and cash equivalents at the beginning of the financial year		3,021,983	4,032,023
Cash and cash equivalents at the end of the financial year	6	2,323,412	3,021,983

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

Note 1. Significant accounting policies

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

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

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

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Company.

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

AASB 16 Leases
The Company has adopted AASB 16 from 1 January 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.

The application of AASB 16 has not had an impact on the Company’s financial statements upon adoption as no leases are held by the Company.

Going concern
For the year ended 31 December 2019 the Company incurred a loss after income tax of $409,811 (31 December 2018: $958,757) and had net cash outflows from operations of $778,693 (31 December 2019: $1,010,040). Please refer to note 15 for more information on the potential contingent liabilities associated with the liquidation of the Company's former operating subsidiaries.

The directors believe the preparation of the financial statements on a going concern basis remains appropriate as the Company has net current assets of $2,214,377 (31 December 2018: $2,624,188) and cash and cash equivalents of $2,323,412 (31 December 2018: $3,021,983). Given the withdrawal of financial support from the former operating subsidiaries and the associated loss of control, the Board of Directors believe that the remaining assets of the Company are sufficient to cover all ongoing obligations of Ensogo Limited.

The Board of Directors is actively evaluating various options available to the Company, including potential reverse takeover opportunities. Please refer to note 17 for additional disclosures on the Company’s efforts to complete a transaction. If efforts to complete a transaction fail, the directors will liquidate the Company and return the remaining capital of the Company to the shareholders.

These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern and to be able to pay its debts as and when they fall due, and therefore the Company may be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements.

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

Note 1. Significant accounting policies (continued)

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

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Principles of consolidation
On 3 October 2018, the Company lost the control of its two remaining subsidiaries:

- iBuy Group Pte Ltd (incorporated in Singapore); and
- Ensogo Holdings Limited (incorporated in Hong Kong).

As there were no assets, liabilities or trading in these two subsidiaries, the financial statements are presented as the Company for all periods.

Revenue recognition
Interest
Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

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

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

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

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

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

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

Note 1. Significant accounting policies (continued)

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

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

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

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

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

Trade and other payables
These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 - 60 days of recognition.

Employee benefits
Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liability for accumulating sick leave is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as payables.

The liabilities for long service leave and annual leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expect future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period of government bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

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

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

Note 1. Significant accounting policies (continued)

Issued capital
Ordinary shares are classified as equity issued and paid up capital is recognised at the fair value of the consideration received by the Company.

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.

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

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

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

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

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Company for the annual reporting period ended 31 December 2019. The Company's assessment of the impact of these new or amended Accounting Standards and Interpretations is that there will be no impact to the Company.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances.

There is a critical judgement associated with whether any liabilities should be recognised for the former operating subsidiaries, further details are disclosed in note 15. Other than the above, there are no critical accounting judgements, estimates and assumptions that are likely to affect the current of future financial years.

Note 3. Other income

	31 Dec 2019 $	31 Dec 2018 $
Interest income	7,677	40,947
Distribution income	80,122	-
Other income	87,799	40,947

The distribution income relates to final distributions from liquidating the former operating subsidiaries.

Note 4. Expenses

	31 Dec 2019 $	31 Dec 2018 $
Loss before income tax includes the following specific expenses:		
Employment expenses		
Salaries and wages including other employment related expenses	120,000	122,526
Transaction expenses		
Costs associated with acquisition transaction	204,046	-

Note 5. Income tax expense

	31 Dec 2019 $	31 Dec 2018 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(409,811)	(958,757)
Tax at the statutory tax rate of 27.5%	(112,698)	(263,658)
Current year tax losses not recognised	112,698	263,658
Income tax expense	-	-

Note 6. Current assets - cash and cash equivalents

	31 Dec 2019 $	31 Dec 2018 $
Cash at bank	2,323,412	472,008
Term deposit	-	2,549,975
	2,323,412	3,021,983

Note 7. Current liabilities - trade and other payables

	31 Dec 2019 $	31 Dec 2018 $
Other payables	122,018	452,155

Refer to note 11 for further information on financial instruments.

Note 8. Equity - issued capital

	31 Dec 2019 Shares	31 Dec 2018 Shares	31 Dec 2019 $	31 Dec 2018 $
Ordinary shares - fully paid	39,128,220	39,128,220	163,083,293	163,083,293

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

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

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

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

Note 9. Equity - accumulated losses

	31 Dec 2019 $	31 Dec 2018 $
Accumulated losses at the beginning of the financial year	(160,459,105)	(159,500,348)
Loss after income tax expense for the year	(409,811)	(958,757)
Accumulated losses at the end of the financial year	(160,868,916)	(160,459,105)

Note 10. Equity - dividends

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

Note 11. Financial instruments

Financial risk management objectives
The Company's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company. The Company uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Risk management is carried out by senior finance executives under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Company and appropriate procedures, controls and risk limits.

Note 11. Financial instruments (continued)

Market risk

Foreign currency risk
The Company is exposed to foreign currency risk through foreign exchange rate fluctuations where transactions are denominated in foreign currency other than the entity's functional currency. As there are no material exposure to foreign currency risk within the financial assets and liabilities outside of Company's functional currency, no sensitivity analysis has been prepared.

Price risk
The Company is not exposed to any significant price risk.

Interest rate risk
As the Company does not have any long-term borrowings its exposure to interest rate risk is considered to be minimal. In addition, the interest rate on the Company's bank deposits does not have any significant impact to the Company's financial results.

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Company obtains guarantees where appropriate to mitigate credit risk. 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 Company does not hold any collateral.

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions.

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

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

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

31 Dec 2019	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Other payables	-	122,018	-	-	-	122,018
Total non-derivatives		122,018	-	-	-	122,018

31 Dec 2018	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Other payables	-	452,155	-	-	-	452,155
Total non-derivatives		452,155	-	-	-	452,155

Note 11. Financial instruments (continued)

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

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

Note 12. Fair value measurement

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

Note 13. Key management personnel disclosures

Directors
The following persons were directors of Ensogo Limited during the financial year:

Mark Licciardo	Non-Executive Director and Company Secretary
David Nairn	Non-Executive Director
Pang Ming Wee (appointed 22 June 2019)	Executive Director
Dinesh Ratnam (resigned 22 June 2019)	Executive Director

Compensation
The aggregate compensation made to directors of the Company is set out below:

	31 Dec 2019 $	31 Dec 2018 $
Short-term employee benefits	120,000	120,000

	31 Dec 2019 $	31 Dec 2018 $
Remuneration paid to entities related to certain key management personnel		
Mertons Corporate Services Pty Ltd for company secretarial services	64,525	63,270

Note 14. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by ShineWing Australia, the auditor of the Company:

	31 Dec 2019 $	31 Dec 2018 $
Audit services - ShineWing Australia		
Audit or review of the financial statements	24,000	30,000

Note 15. Contingent liabilities

The Company withdrew financial support to its former operating subsidiaries in 2016 and liquidators have been assisting to progressively liquidate these entities. There may be liabilities that are identified by the liquidators of these entities that the Company may choose to settle to facilitate an orderly liquidation process.

Note 16. Related party transactions

Key management personnel
Disclosures relating to key management personnel are set out in note 13.

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

	31 Dec 2019 $	31 Dec 2018 $
Payment for goods and services:		
Payment for company secretarial services to Mertons Corporate Services Pty Ltd, a company associated with Mark Licciardo	64,525	63,270

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

	31 Dec 2019 $	31 Dec 2018 $
Current payables:		
Trade payables to Mertons Corporate Services Pty Ltd, a company associated with Mark Licciardo	7,236	-

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

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

Note 17. Events after the reporting period

Acquisition of LiDAR Business

On 11 March 2020, the Company entered into a binding share sale agreement ("Agreement') to acquire Quantum Labs Pty Ltd ('Quantum Labs'), which owns and operates a LiDAR business ('Acquisition').

The Quantum LiDAR business was founded by Mr Guthrie White, who is a vendor under the Acquisition. LiDAR, an acronym for "*Light Detection and Ranging*", is a remote sensing method that uses light in the form of a pulsed laser to measure ranges (variable distances). These light pulses – combined with other data recorded by the system – generate precise, three-dimensional information about the shape of the target object or target area and its surface characteristics.

Note 17. Events after the reporting period (continued)

Quantum Labs uses LiDAR hardware, coupled with artificial intelligence and machine learning algorithms and analytics software, to provide object recognition/location monitoring solutions to a diverse range of customers.

Quantum Labs has established a number of strategic relationships across Australia and worldwide, and its customers include the South Australian Government; one of Australia's largest airlines; one of Australia's largest multi-venue performing arts centres; and a global developer and manufacturer of networking hardware, software and telecommunication equipment.

The agnostic nature of the Quantum LiDAR solution means that it can be applied across many market and industry sectors, including merchandising; shipping; events; infrastructure; mining; government surveillance; theme parks; and logistics.

Terms of Acquisition

Under the Agreement, the Acquisition will be undertaken by way of the Company acquiring 100% of the issued share capital in Quantum Labs from the shareholders of Quantum Labs ('Sellers'), in exchange for the Company issuing to the Sellers fully paid ordinary shares in the capital of the Company (Consideration Shares). 70% of the Consideration Shares will be issued to the Sellers upon completion of the Acquisition; the issue of the balance of Consideration Shares will be deferred to 2 years post-completion.

In parallel, the Company intends to undertake a capital raising under a prospectus and seek a re-listing on the Australian Securities Exchange ('ASX Re-listing').

As the Consideration Shares are expected to represent approximately 62% of the Company's post-Acquisition and capital raising share capital, the Company commissioned an independent expert, RSM Corporate Australia Pty Ltd ('Independent Expert'), to prepare an independent expert's report stating whether, in the Independent Expert's opinion, the Acquisition is fair and reasonable to the Company's shareholders.

In accordance with the terms of the Agreement, completion of the Acquisition is subject to and conditional upon satisfaction or waiver of a number of customary conditions precedent, including without limitation:

- cash of at least A$4,000,000 post Acquisition, or such other amount as agreed between the Company and the Sellers ('Capital Raising');
- the Company obtaining all shareholder and regulatory approvals required in relation to the proposed Acquisition, Capital Raising and ASX Re-listing;
- the Company lodging a prospectus in connection with the Capital Raising and ASX Re-listing with ASIC;
- the Independent Expert opining that the Acquisition is reasonable to the Company's shareholders; and
- any required change of control consents being obtained from any counterparties to Quantum Labs' material contracts.

Novel Coronavirus infection

The World Health Organisation declared the 2019 Novel Coronavirus infection ('COVID-19') a pandemic on 11 March 2020. This was followed by the Government of Australia issuing travel restrictions arising from COVID-19 on 20 March 2020 which restricted only Australian citizens, Australian residents and immediate family members being able to travel to Australia from overseas and on 25 March 2020 Australian citizens and Australian residents are restricted from travelling overseas.

Since these developments occurred subsequent to the end of the reporting period, the COVID-19 pandemic is treated as a non-adjusting event in accordance with AASB 110 *Events after the Reporting Period*. Consequently, the financial statements for the financial year ended 31 December 2019 do not reflect the effects arising from this non-adjusting event. As the Company currently has no core business, it does not envisage any material impact on the results of the Company. However, the Company shall continue to monitor and assess the financial reporting impact of COVID-19 pandemic since ongoing developments remain uncertain and cannot be reasonably predicted as at the date of authorisation of the financial statements.

The Company anticipates that the potential financial reporting impact of COVID-19, if any, would be recognised in the financial statements of the Company during the financial year ending 31 December 2020.

Note 17. Events after the reporting period (continued)

No other matter or circumstance has arisen since 31 December 2019 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Note 18. Reconciliation of loss after income tax to net cash used in operating activities

	31 Dec 2019 $	31 Dec 2018 $
Loss after income tax expense for the year	(409,811)	(958,757)
Adjustments for:		
Distribution income	(80,122)	-
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	41,377	(21,460)
Decrease in trade and other payables	(330,137)	(29,823)
Net cash used in operating activities	(778,693)	(1,010,040)

In the directors' opinion:

- the attached financial statements and notes comply with the *Corporations Act 2001*, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the Company's financial position as at 31 December 2019 and of its performance for the financial year ended on that date; and

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

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the *Corporations Act 2001*.

On behalf of the directors

Mark Licciardo
Director

30 March 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ENSOGO LIMITED

Opinion

We have audited the financial statements of Ensogo Limited (the "Company") which comprises the statement of financial position as at 31 December 2019, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

a) giving a true and fair view of the Company's financial position as at 31 December 2019 and of its financial performance for the year then ended; and

b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of $409,810 and had operating cash outflows of $778,693 for the year ended 31 December 2019. As stated in Note 1, these conditions, along with other matters as stated in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Information Other than the Financial Statements and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Company's financial report for the year ended 31 December 2019, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements 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 Statements

The directors of the Company are responsible for the preparation of the financial statements that give 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 statements that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 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 statements.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit.

We identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

We obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

We evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

We conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

We evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

ShineWing Australia

ShineWing Australia
Chartered Accountants

R Blayney Morgan

R Blayney Morgan
Partner

Sydney, 30 March 2020