

**FirstGrowthFunds**

**First Growth Funds Limited**

**ABN 34 006 648 835**

**Annual Financial Report - 30 June 2024**

**First Growth Funds Limited**  
**Corporate directory**  
**For the year ended 30 June 2024**

Directors	Mr Michael Clarke - (Executive Chairman & CEO) Mr Athan Lekkas - Non-executive Director Mr Geoff Barnes - Non-executive Director
Company secretary	Mr Luke Martino
Registered office and principal place of business	311 Hay Street Subiaco WA 6008
Share register / Transfer Agent	Odyssey Trust Company 1230-300 5 Ave SW Calgary, AB T2P 3C4
Auditor	Connect National Audit Pty Ltd Level 11, 333 Collins Street Melbourne VIC 3000
Website	<a href="http://www.firstgrowthfunds.com">www.firstgrowthfunds.com</a>
Stock Exchange Listing	Canadian Securities Exchange (CSE:FGFL)
Corporate Governance Practices and Conduct	First Growth Funds Limited has published its Corporate Governance Statement on its website. It can be found at: <a href="http://www.firstgrowthfunds.com/about/corporate-governance">www.firstgrowthfunds.com/about/corporate-governance</a>

**First Growth Funds Limited**  
**Directors' report**  
**For the year ended 30 June 2024**

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of First Growth Funds Limited (referred to hereafter as the 'Company' or 'Parent Entity') and the entities it controlled at the end of, or during, the year ended 30 June 2024. These Financial Statements cover the period from 1 July 2023 to 30 June 2024.

**Principal activities**

The Group's principal business activities are to manage a diversified portfolio of different assets and classes including large and small cap listed equities, private equity and pre-IPO investments, convertible notes, loans and cryptocurrency investments.

Advisory services undertaken by First Growth Advisory Pty Ltd ceased during the current period as the subsidiary was deregistered on 20th December 2023 with the ongoing focus of the Group being investment management.

**Directors**

The following persons were Directors of First Growth Funds Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Michael Clarke  
Athan Lekkas  
Geoff Barnes

**Company Secretary**

Luke Martino

**Review of operations**

For the year ended 30 June 2024, the net consolidated loss was \$340,705 (30 June 2023: loss of \$1,485,553) and net cash outflow from operating activities was \$180,373 (2023: \$344,032 outflow from operating activities).

Net cash out flow from operating activities includes financial asset acquisitions totalling \$180,374 and proceeds from disposal totalling \$115,281.

As at 30 June 2024, total assets were \$2,956,093 (2023: \$3,297,115) and net assets were \$2,892,895 (2023: \$3,233,002).

Net loss from investments was \$163,524 (30 June 2023: loss of \$807,099) comprising interest revenue \$24,883 (30 June 2023: \$3,670), net financial asset fair value losses \$147,327 (30 June 2023 : loss of \$561,660), other losses of \$41,079 (30 June 2023: losses of \$8,418) and net asset impairments of nil (30 June 2023: \$240,691).

During the year ended 30 June 2024:

Material fair value gains include:

- \$306,175 attributable to the investment in Sienna Mining Ltd,

Material fair value losses include:

- \$225,900 attributable to the investment in Magnum Mining and Exploration Ltd - MGU (ASX)
- \$149,599 attributable to the investment in Haranga Resources Ltd - HAR (ASX).

Cash balances at the end of the reporting period were \$4,375 (30 June 2023: \$184,750).

**First Growth Funds Limited**  
**Directors' report**  
**For the year ended 30 June 2024**

**Business strategies**

The Group's principal business activities are to manage a diversified portfolio of different assets and classes including large and small cap listed equities, private equity and pre-IPO investments, convertible notes, loans and cryptocurrencies investments.

Advisory services ceased during the current period, with the ongoing focus being investment management.

**Business risks**

The Group is exposed to risk and uncertainties:

- **Risk of No Return on Investment:** There is no assurance that the business of the Company will continue to be operated successfully, or that the business will continue to generate sufficient or any income to meet its obligations. There is no assurance that an investment in the Ordinary Shares will earn a specified rate of return or any return over the life of the Company.
- **Equity market and global economic factors** are a normal part of managing an investment portfolio. These market conditions may affect the ability of the Company to obtain equity or debt financing in the future on terms favorable to it.
- **Technology Risk:** The Company's assets may be susceptible to rapid technological change and there is no assurance that adequate responses will be made in a timely manner.
- **List Not Exhaustive:** The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by Shareholders. The above factors and others not specifically referred to above may in the future materially affect the financial performance of the Company and the value of the shares.
- Despite the risks referred to above, the Company actively monitors investments and is able to liquidate investments on the market and is its fundamental risk management strategy.

**Dividends**

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

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

The Company holds an investment in an unlisted public company (Sienna) with a carrying value of \$438,011 at 7c per share. Subsequent to the year end, the investee initiated a capital raise at 2c per share however this is a non-adjusting event because the initiation for the capital raise occurred after the year end. Accordingly the carrying value at the balance date has not been adjusted for the ongoing capital raise.

No other matter or circumstance has arisen since 30 June 2024 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.

**Significant changes in the state of affairs**

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

**Likely developments and expected results of operations**

Information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

**Environmental regulation**

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

**First Growth Funds Limited**  
**Directors' report**  
**For the year ended 30 June 2024**

**Information on Directors**

**Mr. Michael Clarke** (Chairman and Executive Director: Appointed 19 May 2014)

Mr. Clarke was appointed as the entity's Executive Chairman in May 2023. Previously Mr. Clarke held the role of Non-Executive Chairman.

Mr. Clarke has over 18 years' experience in the IT industry and has worked across both public and private enterprise during his career. Mr. Clarke has broad experience in the development and management of enterprise and complex systems and worked at many senior levels during this time. He has consulted and provided services to a variety of industries including manufacturing, mining and resources, government and education.

***Special Responsibilities:***

Audit committee chair.

***Other Current Directorships***

SQID Technologies Limited (CSE:SQID) – appointed 6 August 2019

Sienna Mining Limited (Unlisted) – appointed 24 February 2023

***Former Directorships in last 3 years***

Nil.

**Mr. Athan Lekkas** (Non-Executive Director: Appointed 16 July 2012)

Mr. Lekkas has participated in a broad range of business and corporate advisory transactions, and is a former founding Director of Energio Limited, an Iron Ore company in West Africa. Mr. Lekkas has more recently focused and specialised on the restructure and recapitalisation of a wide range of ASX Listed companies with a specific interest in the resources sectors and is also a Member of the Australian Institute of Company Directors.

Mr. Lekkas does not fulfil the role of an independent Director as a result of his consulting arrangements with the Company.

***Special Responsibilities:***

Audit committee member.

***Other Current Directorships:***

SQID Technologies Limited (CSE:SQID) – appointed 20 February 2020

Magnum Mining and Resources Limited (ASX:MGU) - appointed 13 May 2022

Sienna Mining Limited (Unlisted) – appointed 18 August 2023

***Former Directorships in last 3 years:***

Nil.

**First Growth Funds Limited**  
**Directors' report**  
**For the year ended 30 June 2024**

**Mr. Geoff Barnes** (Non-Executive Director: Appointed 16 May 2014)

Mr. Barnes is a Founder and Director of Peloton Capital Pty Ltd (“Peloton”), where he has responsibility for equity markets, stockbroking operations and corporate transactions. Prior to that he was employed for 9 years at Macquarie Private Wealth (Sydney) as an investment adviser and then Division Director, specialising in all commercial aspects of bringing projects to market, predominantly in the energy sector.

Mr. Barnes does not fulfil the role of an independent Director as he is a major shareholder of the Company.

**Special Responsibilities:**

Nil.

**Other Current Directorships:**

Nil.

**Former Directorships in last 3 years:**

Nil.

**Information on Company Secretaries**

**Mr Luke Martino** (Company Secretary and Chief Financial Officer: Appointed 15 February 2022)

Mr. Martino holds a Bachelor of Commerce (BCom) is a Fellow of the Institute of Chartered Accountant Australia and New Zealand (FCA) and a member of the Institute of Company Directors (FAICD). His area of expertise includes corporate finance and business growth consulting advice to wide range of industries. Mr. Martino is also the Chief Financial Officer.

**Meetings of Directors**

The numbers of meetings of the company’s Board of Directors and of each board committee held during the year ended 30 June 2024, and the numbers of meetings attended by each Director were:

**Full Board**

	Full Board Attended	Full Board Held*	Audit Committee Attended	Audit Committee Held*
Geoff Barnes	3	3	2	2
Michael Clarke	3	3	2	2
Athan Lekkas	3	3	2	2

\* Held represents the number of meetings held during the time the Director held offices or was a member of the relevant committee.

**Options**

At the date of this report First Growth Funds Limited had no outstanding options issued.

**Remuneration report (audited)**

The remuneration report, which has been audited, outlines the key management personnel remuneration arrangements for the Group in accordance with the requirements of the Corporations Act 2001 and its regulations.

The Board remains confident that its remuneration policy and the level and structure of its executive remuneration are suitable for the Company and its shareholders.

The key management personnel of the Group consisted of the Directors of First Growth Funds Limited and its subsidiaries.

**First Growth Funds Limited**  
**Directors' report**  
**For the year ended 30 June 2024**

**Details of remuneration**

Details of the remuneration of the Directors, other key management personnel (defined as those who have the authority and responsibility for planning, directing and controlling the major activities of the Group) and specified executives of First Growth Funds Limited are set out in the following tables.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled	
<b>30 Jun 2024</b>	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>							
Geoff Barnes	-	-	-	-	-	-	-
Athan Lekkas*	-	-	-	-	-	-	-
<i>Executive Directors:</i>							
Michael Clarke	-	-	-	-	-	-	-
	-	-	-	-	-	-	-

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Equity-settled	
<b>30 Jun 2023</b>	\$	\$	\$	\$	\$	\$	\$
<i>Non-Executive Directors:</i>							
Geoff Barnes	30,000	-	-	-	-	-	30,000
Athan Lekkas*	105,000	-	-	-	-	-	105,000
<i>Executive Directors:</i>							
Michael Clarke	35,000	-	-	-	-	-	35,000
Anoosh Manzoori <sup>^</sup>	120,000	-	-	-	-	-	120,000
	290,000	-	-	-	-	-	290,000

There was no performance-based remuneration for any Director.

\* An agreement was entered into with Dalext Pty Ltd, a company related to Mr Lekkas, on 6 December 2018 for consultancy services. On 1 March 2021, this agreement was amended to consolidate Mr Lekkas' director fee remuneration of \$60,000 per annum into a single consultancy fee of \$210,000 per annum.

<sup>^</sup> Mr Anoosh Manzoori resigned on 1 May 2023.

The Directors agreed to forgo directors fees effective January 2023 which will continue until the company increases cash reserves. This remained in place at 30 June 2024.

There was no performance-based remuneration for any Director.

**First Growth Funds Limited**  
**Directors' report**  
**For the year ended 30 June 2024**

***Remuneration strategy***

The remuneration strategy of First Growth Funds Limited focuses on achieving the Group's overall objective of profitable growth and quality of product through a strong performance culture. The Directors consider that the structure adopted should be designed to be competitive in the listed investment market to attract, motivate and retain the best executives available. During the financial year key management personnel received fixed remuneration only.

The core of the Group's remuneration philosophy seeks to focus on:

- Driving performance over and above shareholder and market expectations;
- Ensuring that any variable payments are linked to the Group's performance and that individuals who contribute to this performance are appropriately rewarded; and
- Providing incentives for high performing individuals to align personal and corporate objectives over the medium to long-term through equity ownership.

The Group's remuneration framework aims to be structured in such a way as to drive ongoing superior performance and align executive and shareholder interests using other Listed Investment Companies as benchmarks. Key features of future remuneration strategy should include fixed remuneration appropriate to the position and relevant market benchmarks supplemented by appropriate short term and long-term incentive plans.

**Service Agreements**

***Michael Clarke (Executive Chairman)***

The Company entered into a consultancy agreement with Sparke Enterprises Pty Ltd and Mr Clarke which commenced on 1 June 2016 with a remuneration package of \$60,000 per annum\*. The agreement can be terminated by written agreement between either parties or on cessation of directorship. Mr Clarke may be awarded additional remuneration for any work performed outside of his non-executive duties. Mr Clarke was appointed Chairman and Executive Director in May 2023.

***Athan Lekkas (Non-executive Director)***

The Company has a consultancy agreement with Dalext Products Pty Ltd of \$17,500\* per month.

***Geoff Barnes (Non-executive Director)***

The Board agreed to a remuneration package of \$60,000\* per annum for non-executive Directors' fees. Mr Barnes may be awarded additional remuneration for any work performed outside of his non-executive duties.

***Anoosh Manzoori (Previous Executive Chairman)***

The Company has a consultancy agreement with Polygon Fund Pty Ltd which commenced on 14 December 2017 and was last amended on 6 December 2018 setting the annual remuneration package at \$240,000. Mr Manzoori resigned as Chairman and Executive Director on 1 May 2023.

\* As noted in the Remuneration Report, the Directors agreed to forgo their remuneration from 1 January 2023.

**Other Related Party Transactions**

None.



**First Growth Funds Limited**  
**Directors' report**  
**For the year ended 30 June 2024**

**Earnings**

The earnings of the Group for five years to 30 June 2024 is summarised below:

<b>Year ended 30 June</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020</b>
Profit/(loss) after income tax	(340,705)	(1,485,553)	(5,967,429)	1,658,004	934,339

The factors that are considered to affect total shareholders return ("TSR") are summarised below:

<b>Year ended 30 June</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>	<b>2020**</b>
Share Price in \$	0.01 CAD	0.005 CAD	0.01 CAD	0.11 CAD	0.25 CAD
Dividends declared EPS in cents	Nil (0.44)	Nil (1.91)	Nil (7.67)	Nil 2.13	Nil 1.20

\*\* The Company was listed on the Canadian Stock Exchange on June 29, 2020. The share price is as at July 3, 2020, being the first day the shares traded.

**Ordinary shares held by Directors**

Name	Balance at the start of the year	On market additions	Off market additions	Disposals	Ceased to be director	Balance at the end of the year
<b>30 June 2024</b>						
Geoff Barnes	8,472,779	-	643,000	-	-	9,115,779
Michael Clarke	751,516	50,000	-	-	-	801,516
Athan Lekkas	2,037,274	-	-	-	-	2,037,274
	<u>11,261,569</u>	<u>50,000</u>	<u>643,000</u>	<u>-</u>	<u>-</u>	<u>11,954,569</u>
<b>30 June 2023</b>						
Geoff Barnes	8,472,779	-	-	-	-	8,472,779
Michael Clarke	751,516	-	-	-	-	751,516
Athan Lekkas	2,037,274	-	-	-	-	2,037,274
Anoosh Manzoori *	7,133,035	-	-	-	(7,133,035)	-
	<u>18,394,604</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(7,133,035)</u>	<u>11,261,569</u>

\* Mr Anoosh Manzoori resigned on 1 May 2023.

The balances reported above remain unchanged at the date of this report.

***This concludes the remuneration report, which has been audited.***

**Indemnity and insurance of officers**

The Group has indemnified its Directors 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 reporting year, the Board chose not to take insurance for any aspect of the business

**First Growth Funds Limited**  
**Directors' report**  
**For the year ended 30 June 2024**

**Non-audit services**

The Directors are satisfied that the provision of non-audit services during the year is compatible with the requirements of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the services set out in note 13 to the financial statements did not compromise the external auditor's independence as the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: *Code of Ethics for Professional Accountants (including Independence Standards)* set by the Accounting Professional and Ethical Standards Board.

**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**

Connect National Audit Pty Ltd was appointed as auditor in accordance with section 327 of the *Corporations Act 2001*.

**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.

**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.

**Rounding of amounts to nearest dollar**

The Company is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to rounding in Financial/Directors' Reports amounts in the Directors' report. Amounts in the Directors' report and Financial Statements have been rounded off in accordance with the instrument to the nearest dollar.

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



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Michael Clarke  
Executive Chairman

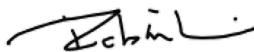
28 October 2024

**AUDITOR'S INDEPENDENCE DECLARATION  
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001**

As lead auditor for the audit of First Growth Fund Ltd for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

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

This declaration is in respect of First Growth Fund Ltd.



**ROBIN KING HENG LI CA RCA**  
**DIRECTOR**  
**CONNECT NATIONAL AUDIT PTY LTD**  
Authorised Audit Company No. 521888  
Melbourne, VIC 3000  
Date: 28 October 2024

**First Growth Funds Limited**  
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**For the year ended 30 June 2024**

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**General information**

The financial statements cover First Growth Funds Limited as a consolidated entity consisting of First Growth Funds Limited and the entities it controlled at the end of, or during, the reporting period. The financial statements are presented in Australian dollars, which is First Growth Funds Limited's functional and presentation currency. The Group's shares are listed on the Canadian Stock Exchange.

First Growth Funds Limited is a public company limited by shares listed on the Canadian Securities Exchange (CSE), incorporated and domiciled in Australia. Its registered office and principal place of business is:

311 Hay Street  
Subiaco  
Western Australia 6008  
Australia

A description of the nature of the Group'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 28 October 2024. The Directors have the power to amend and reissue the financial statements.

**First Growth Funds Limited**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the year ended 30 June 2024**

	Note	Consolidated 30 Jun 2024 \$	30 Jun 2023 \$
<b>Income/(loss) from investments</b>			
Interest revenue		24,883	3,670
Change in financial assets at fair value through profit and loss	7	(147,327)	(561,660)
Net asset impairments		-	(240,691)
Other gains and (losses)		(41,079)	(8,418)
		<u>(163,524)</u>	<u>(807,099)</u>
Net loss from investments			
<b>Operating expenses</b>			
Director related costs		-	(185,000)
Insurances		(3,600)	(83,647)
Consulting and professional fees		(117,740)	(294,268)
Listing and share registry fees		(53,370)	(62,460)
Other expenses		(2,471)	(53,079)
<b>Total operating expenses</b>		<u>(177,181)</u>	<u>(678,454)</u>
<b>Loss before income tax expense</b>		(340,705)	(1,485,553)
Income tax expense	4	-	-
<b>Loss after income tax expense for the year</b>		(340,705)	(1,485,553)
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive income for the year</b>		<u>(340,705)</u>	<u>(1,485,553)</u>
		<b>Cents</b>	<b>Cents</b>
Basic loss per share	19	(0.44)	(1.91)
Diluted loss per share	19	(0.44)	(1.91)

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

**First Growth Funds Limited**  
**Consolidated statement of financial position**  
**As at 30 June 2024**

	Note	Consolidated 30 Jun 2024 \$	30 Jun 2023 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	5	4,375	184,750
Trade and other receivables	6	10,000	18,938
Financial assets	7	703,719	1,262,536
Other current assets		-	3,600
<b>Total current assets</b>		<u>718,094</u>	<u>1,469,824</u>
<b>Non-current assets</b>			
Financial assets	7	2,237,999	1,809,955
Equity Accounted Investments		-	17,336
<b>Total non-current assets</b>		<u>2,237,999</u>	<u>1,827,291</u>
<b>Total assets</b>		<u>2,956,093</u>	<u>3,297,115</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	8	63,798	64,113
<b>Total current liabilities</b>		<u>63,798</u>	<u>64,113</u>
<b>Total liabilities</b>		<u>63,798</u>	<u>64,113</u>
<b>Net assets</b>		<u>2,892,295</u>	<u>3,233,002</u>
<b>Equity</b>			
Issued capital	9	67,635,788	67,635,788
Accumulated losses		(64,743,493)	(64,402,786)
<b>Total equity</b>		<u>2,892,295</u>	<u>3,233,002</u>

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

**First Growth Funds Limited**  
**Consolidated statement of changes in equity**  
**For the year ended 30 June 2024**

<b>Consolidated</b>	<b>Issued capital</b> <b>\$</b>	<b>Accumulated losses</b> <b>\$</b>	<b>Total equity</b> <b>\$</b>
Balance at 1 July 2022	67,635,788	(62,917,233)	4,718,555
Loss after income tax expense for the year	-	(1,485,553)	(1,485,553)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	(1,485,553)	(1,485,553)
Balance at 30 June 2023	<u>67,635,788</u>	<u>(64,402,786)</u>	<u>3,233,002</u>

<b>Consolidated</b>	<b>Issued capital</b> <b>\$</b>	<b>Accumulated losses</b> <b>\$</b>	<b>Total equity</b> <b>\$</b>
Balance at 1 July 2023	67,635,788	(64,402,786)	3,233,002
Loss after income tax expense for the year	-	(340,705)	(340,705)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	-	(340,705)	(340,705)
Balance at 30 June 2024	<u>67,635,788</u>	<u>(64,743,491)</u>	<u>(2,892,297)</u>

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

**First Growth Funds Limited**  
**Consolidated statement of cash flows**  
**For the year ended 30 June 2024**

	Note	Consolidated 30 Jun 2024 \$	30 Jun 2023 \$
<b>Cash flows from operating activities</b>			
Loss after income tax expense for the year		(340,705)	(1,485,553)
Adjustments for:			
Fair value adjustments through profit and loss		147,327	561,660
Share of profit from equity accounted investment		-	-
Net asset impairments		-	240,691
		<u>(206,353)</u>	<u>(686,872)</u>
Change in operating assets and liabilities:			
Decrease / (increase) in trade and other receivables		8,938	(52)
Decrease / (increase) financial assets		782	532,041
Decrease / (increase) in other current assets		3,600	(3,600)
Increase / (decrease) in trade and other payables		(315)	(34,019)
Decrease / (increase) in equity accounted investments		-	(155,200)
Net cash used in operating activities		<u>(180,373)</u>	<u>(344,032)</u>
<b>Cash flows from investing activities</b>			
Net cash from investing activities		<u>-</u>	<u>-</u>
<b>Cash flows from financing activities</b>			
Net cash from financing activities		<u>-</u>	<u>-</u>
Net increase/(decrease) in cash and cash equivalents		(180,373)	(344,032)
Cash and cash equivalents at the beginning of the financial year		184,750	528,782
Cash and cash equivalents at the end of the financial year	5	<u>4,375</u>	<u>184,750</u>

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



**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
**For the year ended 30 June 2024**

**Note 1. Material Accounting policies**

This note provides an overview of the Group's accounting policies that relate to the preparation of the financial report as a whole and do not relate to specific items. Accounting policies for specific items in the consolidated statement of financial position or consolidated statement of profit or loss and other comprehensive income have been included in the respective note.

**New or amended Accounting Standards and Interpretations adopted**

The Group 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, without material impact.

**Basis of preparation**

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

*Historical cost convention*

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss.

*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 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 2.

*Classifications*

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year. The financial statements are prepared in accordance with the same accounting principles for the reporting period and the comparative period presented.

*Going concern*

The financial statements have been prepared on a going concern basis.

For the year ended 30 June 2024, the Group incurred a net loss of \$340,705 (2023: \$1,485,553) and had operating cash outflows of \$180,373 (2023: \$344,032). As at 30 June 2024, the Group had cash and cash equivalent balances of \$4,375 (2023: \$184,750).

Based on operating cashflow projections, the directors' anticipate the need to raise further capital, or realise assets, within the coming 12 month period in order to continue to meet its ongoing commitments as and when they fall due. The directors' have concluded that the going concern basis of accounting remains appropriate, noting the following:

- The Group has readily available liquid investments that can be realised as and when needed; and
- The Group has access to capital market funding options.

Should the Group be unsuccessful with the initiatives detailed above then, there is a material uncertainty which may cast significant doubt as to whether the Group will be able to continue as a going concern and may therefore be required to realise assets and extinguish liabilities other than in the ordinary course of business with the amount realised being different from those shown in the financial statement.

*Rounding of amounts to nearest dollar*

The Company is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to rounding in Financial/Directors' Reports. Amounts in the Directors' report and Financial Statements have been rounded off in accordance with the instrument to the nearest dollar.

**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
**For the year ended 30 June 2024**

**Note 1. Material Accounting policies (continued)**

**Parent entity information**

In accordance with the *Corporations Act 2001*, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 16.

**Operating segments**

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

**Foreign currency translation**

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

**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 Group for the annual reporting period ended 30 June 2023. These new or amended Accounting Standards and Interpretations will not materially impact the Group's financial statements.

**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. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

*Fair value measurement hierarchy*

The Group is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

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

*Investment entity*

During the period, management has determined that the Group is now an investment entity, following the wind up of its advisory business and shift in core activities to investment management. Accordingly, the Group has elected to adopt the exemption in applying the equity method to accounting for investments, with these now being recorded as financial assets measured at fair value through profit or loss. This change has been applied prospectively during the current period.

*Valuation of financial assets*

The Group invests in various financial instruments exposing it to a number of financial risks, including market risk, credit risk and liquidity risk.

**First Growth Funds Limited**  
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**For the year ended 30 June 2021**

**Note 3. Operating segments**

The Group's operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

The Director are of the opinion that there is one reportable segment in the Group as the CODM reviews results, assess performance and allocates resources at a Group level.

As the information reported to the CODM is the consolidated results of the Group, the segment results are shown throughout these financial statements and are not duplicated here.

**Note 4. Income tax**

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>30 June 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense	(340,705)	(1,485,553)
Tax expense/(Tax benefit) at the statutory tax rate of 25%	(85,176)	(371,388)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Deferred tax asset/(liability) not recognised	(85,176)	371,388
Income tax expense	<u>-</u>	<u>-</u>

Potential tax benefits from tax losses (set out below) have not been recognised as the Directors do not believe the conditions for recovery can be met.

	<b>Consolidated</b>	<b>Consolidated</b>
	<b>30 June 2024</b>	<b>Restated</b>
	<b>\$</b>	<b>30 Jun 2023</b>
		<b>\$</b>
<i>Tax losses not recognised</i>		
Unused tax losses for which no deferred tax asset has been recognised	27,479,172	27,138,467
Potential tax benefit @ 25%	6,869,793	6,784,617
Franking credits available for subsequent financial years based on a tax rate of 25%	21,069	21,069

The company also carries forward a capital tax loss of \$2,549,104.

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

**Note 5. Franking credits**

The amounts noted in note 4 represent the balance of the franking account as at the end of the financial year, adjusted for:

- franking credits that will arise from the payment of the amount of the provision for income tax at the reporting date;
- franking debits that will arise from the payment of dividends recognised as a liability at the reporting date, and;
- franking credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

Franking Credits also known as Imputation Credits are a type of tax credit that allows Australian Companies to pass on tax paid at the company level to shareholders. The benefits are these franking credits can be used to reduce income tax paid on dividends or potentially be received as a tax refund.

**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
**For the year ended 30 June 2022**

**Note 6. Trade and other receivables**

	<b>Consolidated</b>	
	<b>30 June 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
<i>Current assets</i>		
Loan – Sienna Mining Ltd	10,000	-
Other receivables - GST	-	18,938
	<u>10,000</u>	<u>18,938</u>
	<u><u>10,000</u></u>	<u><u>18,938</u></u>

**Note 7. Financial assets**

	<b>Consolidated</b>	
	<b>30 June 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
<i>Current assets</i>		
Listed securities at fair value through profit or loss	<u>703,719</u>	<u>1,262,536</u>
	<u>703,719</u>	<u>1,262,536</u>
<i>Non-current assets</i>		
Unlisted securities at fair value through profit or loss	<u>2,237,999</u>	<u>1,809,955</u>
	<u>2,237,999</u>	<u>1,809,955</u>
	<u><u>2,941,718</u></u>	<u><u>3,072,491</u></u>

*Accounting policy: Net gain / (losses) on investments and other financial assets*

Gains and losses arising from disposal and changes in fair value of investments and other financial assets are recognised in the statement of profit or loss and other comprehensive income in the period in which they arise.

Refer to note 11 for further information on fair value measurement.

**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
**For the year ended 30 June 2024**

**Note 8. Financial assets (continued)**

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

<b>2024</b>	<b>Listed securities</b>	<b>Unlisted securities</b>	<b>Total</b>
Balance at 1 July 2023	1,262,536	1,809,955	3,072,491
Reclassification	-	17,336	17,336
Additions	-	114,500	114,500
Disposals	(115,281)	-	(115,281)
Fair value change through profit or loss	(443,537)	296,208	(147,329)
Balance at 30 June 2024	<u>703,719</u>	<u>2,237,999</u>	<u>2,941,718</u>
Current	703,719	-	703,719
Non-current	-	2,237,999	2,237,999
	<u>703,719</u>	<u>2,237,999</u>	<u>2,941,718</u>
	<b>Listed securities</b>	<b>Unlisted securities</b>	<b>Total</b>
	<b>2023</b>		
Balance at 1 July 2022	3,280,171	886,021	4,166,192
Additions	404,687	-	404,687
Disposal proceeds	(936,731)	-	(936,728)
Fair value through profit or loss	(1,485,591)	923,934	(561,660)
Balance at 30 June 2023	<u>1,262,536</u>	<u>1,809,955</u>	<u>3,072,491</u>
Current	1,262,536	-	1,262,536
Non-current	-	1,809,955	1,809,955
	<u>1,262,536</u>	<u>1,809,955</u>	<u>3,072,491</u>

**Note 8. Trade and other payables**

	<b>Consolidated</b>	
	<b>30 June 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
<i>Current liabilities</i>		
Trade payables	18,798	1,313
Other payables and accruals	45,000	62,800
	<u>63,798</u>	<u>64,113</u>

Refer to note 10 for further information on financial risk management.

**First Growth Funds Limited**  
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**For the year ended 30 June 2021**

**Note 9. Issued capital**

	<b>Consolidated</b>			
	<b>30 Jun 2024</b>	<b>30 Jun 2023</b>	<b>30 Jun 2024</b>	<b>30 Jun 2023</b>
	<b>Shares</b>	<b>Shares</b>	<b>\$</b>	<b>\$</b>
Ordinary shares - fully paid	<u>77,798,218</u>	<u>77,798,218</u>	<u>67,635,788</u>	<u>67,635,788</u>

*Ordinary shares*

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

For resolutions determined by 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. The Company will call for a poll or substantive resolutions.

*Capital risk management*

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

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

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

**Note 10. Financial risk management**

***Financial risk management objectives***

The Group's activities expose it to several financial risks, including market risk, credit risk and liquidity risk. The Group's management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group, mindful of the cost of such measures and the competing demands of other investment. Risks are monitored using sensitivity analysis for interest rate and foreign exchange risks and aging analysis for credit risk.

The Group identifies and evaluates mitigation activities for risk and to develop policy for risk management across all group operations pursuant to written risk management principles approved by the Board.

***Market risk***

Market risk is a risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

- Foreign currency risk
- Price risk
- Interest rate risk

*Foreign currency risk*

Foreign currency risk is the risk that the fair value or future cash flows of financial instruments would fluctuate due to changes in foreign exchange rates. The Group's exposure to foreign currency risk arises from financial assets held in United States of America and Canadian dollars.

**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
**For the year ended 30 June 2024**

**Note 10. Financial risk management (continued)**

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

<b>Consolidated</b>	<b>Assets</b>		<b>Liabilities</b>	
	<b>30 June 2024</b>	<b>30 Jun 2023</b>	<b>30 Jun 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
US dollars	1,799,988	1,809,955	-	-
Canadian dollars	12,887	68,885	-	-
	<u>1,812,875</u>	<u>1,878,840</u>	<u>-</u>	<u>-</u>

The Group had assets denominated in foreign currencies of \$1,812,875 (2023: \$1,878,840). The table below shows the Group loss before tax and equity impact of a 10% strengthening and 10% weakening of the Australian dollar as at the reporting date. The percentage change is the expected overall volatility of the significant currencies, which is based on an assessment of reasonable possible fluctuations taking into consideration movements over the previous 12 months and the spot rate as at reporting date.

<b>Consolidated - 30 Jun 2024</b>	<b>% change</b>	<b>AUD weakened</b>		<b>AUD strengthened</b>		
		<b>Effect on profit before tax</b>	<b>Effect on equity</b>	<b>% change</b>	<b>Effect on profit before tax</b>	<b>Effect on equity</b>
USD Assets	10%	179,999	179,999	10%	(179,999)	(179,999)
CAD Assets	10%	1,289	1,289	10%	(1,289)	(1,289)
		<u>181,287</u>	<u>181,287</u>		<u>(181,287)</u>	<u>(181,287)</u>

<b>Consolidated - 30 Jun 2023</b>	<b>% change</b>	<b>AUD weakened</b>		<b>AUD strengthened</b>		
		<b>Effect on profit before tax</b>	<b>Effect on equity</b>	<b>% change</b>	<b>Effect on profit before tax</b>	<b>Effect on equity</b>
USD Assets	10%	180,996	180,996	10%	(180,996)	(180,996)
CAD Assets	10%	6,888	6,888	10%	(6,888)	(6,888)
		<u>187,884</u>	<u>187,884</u>		<u>(187,884)</u>	<u>(187,884)</u>

*Price risk*

The Group's exposure to equity securities price risk arises from investments classified in the balance sheet as listed and unlisted equities at fair value through profit or loss.

**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
**For the year ended 30 June 2024**

**Note 10. Financial risk management (continued)**

Based on this exposure, had the share prices increased or decreased by 10% (2023:10%) the impact on the Group's result before tax and net assets would have been:

	% change	Average price increase		% change	Average price decrease	
		Effect on profit before tax	Effect on equity		Effect on profit before tax	Effect on equity
<b>Consolidated - 30 Jun 2024</b>						
Listed securities	10%	<u>70,372</u>	<u>70,372</u>		<u>(70,372)</u>	<u>(70,372)</u>
<b>Consolidated - 30 Jun 2023</b>						
Listed securities	10%	<u>126,254</u>	<u>126,254</u>	10%	<u>(126,254)</u>	<u>(126,254)</u>

For sensitivities in respect of unlisted securities and unlisted convertible notes, refer to Note 11

**Interest rate risk**

Interest rate risk arises from the Group's interest-bearing financial assets and liabilities. The Group carries cash balances with major Australian Banks which are exposed to variable interest rates. The Australian Reserve Bank cash rate is 4.35% at 30 June 2024, accordingly the impact of a 100 basis point movement in interest rates is deemed immaterial. The Group does not currently carry financial liabilities with variable interest rates.

**Credit risk**

Credit risk is the risk that a contracting entity will not complete its obligations under a financial instrument creating a financial loss. Credit risk arises from cash and cash equivalents, deposits with banks and through exposures to wholesale and retail customers.

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

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.

**Liquidity risk**

Liquidity risk is the risk that the Group's operational performance will be adversely affected through the failure to satisfy an obligation for settlement of a financial transaction within contractual terms or that operational decisions made to ensure sufficient funding is available to meet such settlement will adversely affect the value of financial assets (including sale of financial assets at values less than their fair market values). The Group's predominant exposure to liquidity risk is through investments in overseas start-up businesses which can experience significant volatility whilst in their infancy.



**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
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**Note 10. Financial risk management (continued)**

*Remaining contractual maturities*

The following tables detail the Group'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.

<b>Consolidated - 30 Jun 2024</b>	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	63,798	-	-	-	63,798
Total non-derivatives		63,798	-	-	-	63,798

<b>Consolidated - 30 Jun 2023</b>	Weighted average interest rate %	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
<b>Non-derivatives</b>						
<i>Non-interest bearing</i>						
Trade payables	-	64,113	-	-	-	64,113
Total non-derivatives		64,113	-	-	-	64,113

**Note 11. Fair value measurement**

*Fair value hierarchy*

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three-level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

<b>Consolidated - 30 Jun 2024</b>	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<i>Financial assets at fair value through profit or loss</i>				
Listed securities (i)	692,521	-	11,198	703,719
Unlisted securities (ii) & (iii)	-	-	2,237,999	2,237,999
Total assets	692,591	-	2,249,197	2,941,718

<b>Consolidated - 30 Jun 2023</b>	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
<i>Financial assets at fair value through profit or loss</i>				
Listed securities (i)	1,239,251	-	23,285	1,262,536
Unlisted securities (ii) & (iii)	-	-	1,809,955	1,809,955
Total assets	1,239,251	-	1,833,240	3,072,491

**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
**For the year ended 30 June 2024**

**Note 11. Fair value measurement (continued)**

- (i) Quoted trading prices in active markets are not available for listed securities in very limited circumstances. Where there are no observable valuation inputs, investments in listed securities are classified as Level 3 in the fair value hierarchy. To determine the enterprise value as an approximation of fair value of a listed security classified as Level 3, most recent capital raise price is applied.
- (ii) Investments in unlisted securities valued at fair value and classified as Level 3 within the fair value hierarchy. The Directors have considered the available information regarding these investments and believe it is currently appropriate to recognise a fair value of \$2,249,197 (30 June 2023: \$1,809,955) based on either consideration the Group has paid for recent acquisitions or where applicable recent consideration paid by other investors.
- (iii) *Sensitivity tables*  
The table below sets out the potential impact to profit before tax and equity resulting from a 20% increase and 20% decrease in the fair values of investments categorised as Level 3 in the fair value hierarchy.

	Increase 20%	Increase 20%	Decrease 20%	Decrease 20%
	Impact on profit before tax	Impact on equity	Impact on profit before tax	Impact on equity
Listed securities	2,240	2,240	(2,240)	(2,240)
Unlisted securities	447,600	447,600	(447,600)	(447,600)
Consolidated - 30 Jun 2024	<u>449,840</u>	<u>449,840</u>	<u>(449,840)</u>	<u>(449,840)</u>
Listed securities	4,657	4,657	(4,657)	(4,657)
Unlisted securities	361,991	361,991	(361,991)	(361,991)
Consolidated - 30 Jun 2023	<u>366,648</u>	<u>366,648</u>	<u>(366,648)</u>	<u>(366,648)</u>

*Movements in level three hierarchy assets*

During the reporting period, the carrying value of investments classified as level 3 under the fair value hierarchy increased by \$415,957 to \$2,249,197 (2023: increased by \$270,167 to \$1,833,240). The net increase comprised an increase in level 3 listed investments held of \$114,500 (2023: reduction of \$678,994) and net fair value gains in unlisted investments of \$301,457 (2023: \$936,546).

*Fair values of other financial assets and liabilities*

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 12. Key management personnel disclosures**

*Compensation*

The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	<b>Consolidated</b>	
	<b>30 June 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
Short-term benefits - key management personnel *	-	290,000
Independent Directors of First Growth Advisory Pty Ltd (a wholly owned subsidiary)	-	-
	<u>-</u>	<u>290,000</u>

\* This includes consultancy services with Dalext Pty Ltd (a related entity of Athan Lekkas) noting the Directors agreed to forgo directors fees effective from January 2023 until such time the company increases cash reserves.

**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
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**Note 13. Remuneration of auditors**

During the financial year the following fees were paid or payable for services provided by the auditors of the Company:

	<b>Consolidated</b>	
	<b>30 June 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
<i>Audit services</i>		
Audit of the financial statements – Connect Audit	25,000	-
Review of the financial statements - Pitcher Partners	25,618	67,000
	<hr/>	<hr/>
<i>Other services - Pitcher Partners</i>		
Tax compliance services	7,890	16,370
	<hr/>	<hr/>
	<u>58,508</u>	<u>83,370</u>

**Note 14. Contingencies and Commitments**

As at 30 June 2024 the Group had no contingent liabilities or off balance sheet commitments (2023: \$Nil).

**Note 15. Related party transactions**

*Parent entity*

First Growth Funds Limited is the parent entity.

*Subsidiaries*

Interests in subsidiaries are set out in note 17.

*Associates*

Interests in associates are set out in note 18.

*Key management personnel*

Disclosures relating to key management personnel are set out in note 12.

*Transactions with related parties*

The following transactions occurred with related parties:

	<b>Consolidated</b>	
	<b>30 June 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
<i>Payment for goods and services:</i>		
Investment trade brokerage from Peloton Capital Pty Ltd (a related entity of Geoff Barnes)	-	3,420

*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.

**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
**For the year ended 30 June 2021**

**Note 16. Parent entity information**

Set out below is the supplementary information about the parent entity.

*Statement of profit or loss and other comprehensive income*

	<b>Parent</b>	
	<b>30 June 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax	(340,705)	(1,485,553)
Total comprehensive income/(loss)	(340,705)	(1,485,553)

*Statement of financial position*

	<b>Parent</b>	
	<b>30 June 2024</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
Total current assets	718,094	1,469,824
Total assets	2,956,093	3,297,115
Total current liabilities	63,798	64,113
Total liabilities	63,798	64,113
Equity		
Issued capital	67,635,788	67,635,788
Accumulated losses	(64,743,493)	(64,402,786)
Total equity	<u>2,892,295</u>	<u>3,233,002</u>

*Guarantees entered into by the Company in relation to the debts of its subsidiaries*

The Company had no guarantees in relation to the debts of its subsidiaries as at 30 June 2024 and 30 June 2023.

*Contingent liabilities*

The Company entity had no contingent liabilities as at 30 June 2024 and 30 June 2023.

*Going Concern*

The results of the parent entity mirror that of the group as the wholly owned subsidiary was deregistered during the year and the going concern assumption disclosed in note 1 applies to the parent entity as well.

*Capital commitments - Property, plant and equipment*

The Company had no capital commitments for property, plant and equipment as at 30 June 2024 and 30 June 2023.

**Note 17. Interests in 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 'Material Accounting policies':

<b>Name</b>	<b>Principal place of business / Country of incorporation</b>	<b>Ownership interest</b>	
		<b>30 June 2024</b>	<b>30 Jun 2023</b>
		<b>%</b>	<b>%</b>
First Growth Advisory Pty Ltd*	Australia	Nil.	100.00%

\* Deregistered on 20 December 2023

**First Growth Funds Limited**  
**Notes to the consolidated financial statements**  
**For the year ended 30 June 2023**

**Note 18. Equity Accounted Investments**

Interests in associates are accounted for using the equity method of accounting. Information relating to associates that are material to the Group are set out below:

Name	Principal place of business / Country of incorporation	Ownership interest	
		30 June 2024 %	30 Jun 2023 %
Cryptodata Vault LLC (ordinary shares)	United States of America	50.00%	50.00%

The carrying value of the interests in associates for Cryptodata Vault LLC is nil after an impairment of \$332,866 was booked during the year ended 30 June 2019.

**Note 19. Earnings per share**

	Consolidated	
	30 June 2024 \$	30 Jun 2023 \$
Loss after income tax	<u>(340,705)</u>	<u>(1,485,553)</u>
	<b>Cents</b>	<b>Cents</b>
Basic loss per share	(0.44)	(1.91)
Diluted loss per share	(0.44)	(1.91)
	<b>Number</b>	<b>Number</b>
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>77,798,218</u>	<u>77,798,218</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>77,798,218</u>	<u>77,798,218</u>

**Note 20. Events after the reporting period**

The Company holds an investment in an unlisted public company (Sienna) with a carrying value of \$438,011 at 7c per share. Subsequent to the year end, the investee initiated a capital raise at 2c per share however this is a non-adjusting event because the initiation for the capital raise occurred after the year end. Accordingly the carrying value at the balance date has not been adjusted for the ongoing capital raise.

No other matter or circumstance has arisen since 30 June 2024 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.

**CONSOLIDATED ENTITY DISCLOSURE STATEMENT**

This Consolidated Entity Disclosure Statement (CEDS) has been prepared in accordance with **the Corporations Act 2001** and includes certain information for each entity that was part of the consolidated entity at the end of the 2024 financial year.

**Determination of Tax Residency**

Section 295 (3A) of the Corporation Act 2001 defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgment as there are currently several different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

- **Australian tax residency**  
 The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5.
- **Foreign tax residency**  
 Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in determining tax residency and ensure compliance with applicable foreign tax legislation.

Additional disclosures on the tax status of partnerships and trusts have been provided where relevant.

<b>Name of entity</b>	<b>Type of entity</b>	<b>Trustee, partner or participant in joint venture</b>	<b>% of share capital held</b>	<b>Country of incorporation</b>	<b>Australian resident or foreign resident (for tax purposes)</b>	<b>Foreign tax jurisdiction(s) of foreign residents</b>
First Growth Funds Limited	Body Corporate	N/A	N/A	Australia	Australian	N/A
First Growth Advisory Pty Ltd*	Body Corporate	N/A	100	Australia	Australian	N/A

\* Deregistered on 20 December 2023

**First Growth Funds Limited**  
**Directors' declaration**  
**For the year ended 30 June 2024**

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 Group's financial position as at 30 June 2024 and of its performance for the financial year ended on that date;
- the consolidated entity disclosure statement on page 27 is true & correct; and

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



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Michael Clarke  
Executive Chairman

28 October 2024

**Independent Auditor's Report  
To the Members of First Growth Fund Ltd  
Report on the Audit of the Financial Report**

**Opinion**

We have audited the accompanying financial report of First Growth Fund Ltd (the "group"), which comprises the statement of financial position as at 30 June 2024, the statement of profit or loss and other comprehensive income, the statement of cash flows and the statement of changes in equity for the financial year ended on that date, notes comprising a summary of material accounting policies and other explanatory information, the directors' declaration of the group as set out on page 30 and the consolidated entity disclosure statement.

In our opinion the financial report of First Growth Fund Ltd is in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the entity's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

**Basis for opinion**

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

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the group, 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.

**Emphasis of Matter - Material Uncertainty Related to Going Concern**

As described in Note 1, For the year ended 30 June 2024, the Group incurred a net loss of \$340,705 (2023: \$1,485,553) and had operating cash outflows of \$180,373 (2023: \$344,032). As at 30 June 2024, the Group had cash and cash equivalent balances of \$4,375 (2023: \$184,750).

Based on operating cashflow projections, the directors' anticipate the need to raise further capital, or realise assets, within the coming 12 month period in order to continue to meet its ongoing commitments as and when they fall due. The directors' have concluded that the going concern basis of accounting remains appropriate, noting the following:

- The Group has readily available liquid investments that can be realised as and when needed; and
- The Group has access to capital market funding options.

Should the Group be unsuccessful with the initiatives detailed above then, there is a material uncertainty which may cast significant doubt as to whether the Group will be able to continue as a going concern and may therefore be required to realise assets and extinguish liabilities other than



in the ordinary course of business with the amount realised being different from those shown in the financial statement. Our opinion is unmodified 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.

Key Audit Matter	How our audit addressed the key audit matter
<p><b>Investment Valuation at Fair Value through Profit and Loss</b></p>	
<p>As at 30 June 2024 the Company’s statement of financial position includes financial assets at fair value through other profit and loss of \$703,719 of listed investments and \$2,237,999 of unlisted investments.</p> <p>The Company is an investment entity with investments in equity instruments which are classified at fair value through profit and loss. Initial recognition is at fair value (being cost) with the group electing to present in profit and loss the changes in the fair value of the investments.</p> <p>We focused on this area as a key audit matter due to the amounts involved being material.</p>	<p>Our procedures included, inter alia:</p> <ul style="list-style-type: none"> <li>• Inspecting documentation to verify the valuation of the portfolio as at 30 June 2024.</li> <li>• Randomly and judgmentally selecting investments and agreeing closing market value to third party evidence.</li> <li>• Recalculating the movement in fair value for the year.</li> </ul> <p>Review of the appropriateness of the Company’s disclosures in the financial report in accordance with AASB 7 and AASB 9.</p>

### Other Matter

The financial report of First Growth Fund Limited, for the half-year ended 31 December 2023 and year ended 30 June 2023, was reviewed/audited by another auditor who expressed an unmodified conclusion/opinion on those reports on 14 March 2024 and 3 October 2023, respectively.

### Information Other Than the Financial Report and Auditor’s Report Thereon

The Directors are responsible for the other information. The other information comprises the information included in the Company’s annual report for the year ended 30 June 2024 but does not include the financial report and our auditor’s report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. 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.

## **Matters Relating to the Electronic Presentation of the Audited Financial Report**

This auditor's report relates to the financial report of First Growth Fund Ltd for the year ended 30 June 2024, intended to be included on the Company's or other websites. The Company's Directors are responsible for the integrity of the Company's or other websites. We have not been engaged to report on the integrity of the Company's website. The auditor's report refers only to the statements named above. It does not provide an opinion on any other information which may have been hyperlinked to/from these statements. If users of this report are concerned with the inherent risks arising from electronic data communications, they are advised to refer to the hard copy of the audited financial report to confirm the information included in the audited financial report presented on websites.

## **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 and have determined that the basis of preparation described in Note 1 to the financial report is appropriate to meet the requirements of the *Corporations Act 2001* and is appropriate to meet the needs of the members. The directors' responsibility also includes 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 the basis of preparation, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

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

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

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: <http://www.auasb.gov.au/Home.aspx>. This description forms part of our auditor's report.

## **Report on the Remuneration Report**

### **Opinion on the Remuneration Report**

We have audited the Remuneration Report included in pages 5 to 8 of the directors' report for the financial year ended 30 June 2024.

In our opinion the Remuneration Report of First Growth Fund Ltd for the financial year ended 30 June 2024, complies with section 300A of the *Corporations Act 2001*.

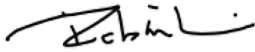
### **Responsibilities**

The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our

responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

*Connect National Audit*

**CONNECT NATIONAL AUDIT PTY LTD**  
ASIC Authorised Audit Company No.: 521888



**Robin King Heng Li RCA CA**  
Director  
Date: 28 October 2024

## SCHEDULE B: MANAGEMENT DISCUSSION AND ANALYSIS

# FIRST GROWTH FUNDS LIMITED (CSE:FGFL)

## Management Discussion and Analysis

For the year ended 30 June 2024

*(All values are expressed in Australian dollars unless otherwise specified)*

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# FIRST GROWTH FUNDS LIMITED (CSE:FGFL)

## Management Discussion and Analysis

For the year ended 30 June 2024

*(All values are expressed in Australian dollars unless otherwise specified)*

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### *1.1 – Date and Basis of Discussion & Analysis*

This management discussion and analysis (“MD&A”) is dated as of 28 October 2024 and should be read in conjunction with the audited annual financial statements of First Growth Funds Limited for the year ended June 30, 2024 (“the Financial Statements”). The Financial Statements are prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”). Unless expressly stated otherwise, all financial information is presented in Australian dollars.

### *1.2 – Corporate information*

#### **Business Structure**

The Company was incorporated on 14 October 1986 under the *Corporations Act* (Australia) with Australian company number (“ACN”) 006 648 835. It went through several name changes: and on 29 March 2011 the name was changed to the current name, First Growth Funds Limited. Its head office and registered offices are located at 311 Hay Street Subiaco, Western Australia 6008, Australia.

Wholly owned Subsidiary companies:

- 1) First Growth Advisory Pty Ltd., (“FGA”) incorporated 8 December 2018 pursuant to the *Corporations Act* (Australia) was deregistered on 20 December 2023.

#### **Nature of Business**

The Group’s principal business activities are to manage a diversified portfolio of different assets and classes including large and small cap listed equities, private equity and pre-IPO investments, convertible notes, loans and cryptocurrencies investments. Advisory services ceased during the current period, with the ongoing focus being investment management.

#### **Bankruptcy, Receivership, Receiverships, Restructuring**

There have not been any bankruptcy, receivership or similar proceedings against the Company or any of its subsidiaries, or any voluntary bankruptcy, receivership or similar proceeding by the Company or any of its subsidiaries, within the two most recently completed financial years. Except for the deregistration of First Growth Advisory Pty Ltd on 20 December 2023 and ICO-AN Pty Ltd on 10 February 2022, there has not been any material restructuring transactions.

#### **Social, Environmental Policies, Seasonal Issues**

There are no social and environmental policies or seasonal and environmental issues that have or are expected to affect the Company and its business.

#### **Material Restructurings**

Except for the deregistration of First Growth Advisory Pty Ltd and ICO-AN Pty Ltd, there have not been any material restructuring of the Company in the last three years.

#### **Acquisitions**

See “*Description of the Business*” including the asset allocation section

# FIRST GROWTH FUNDS LIMITED (CSE:FGFL)

## Management Discussion and Analysis

For the year ended 30 June 2024

*(All values are expressed in Australian dollars unless otherwise specified)*

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### DESCRIPTION OF THE BUSINESS

#### Overview

The Group's principal business activities are to manage a diversified portfolio of different assets and classes including large and small cap listed equities, private equity and pre-IPO investments, convertible notes, loans and cryptocurrency investments.

Advisory services undertaken by First Growth Advisory Pty Ltd ceased during the current period as the subsidiary was deregistered on 20th December 2023 with the ongoing focus of the Group being investment management.

#### Investment portfolio

The Company manages an active portfolio listed and unlisted securities across international borders and various industries including technology, medical, mining and oil and gas sectors. Investments actions include on-market trading and participation in pre or post IPO placements.

#### Asset Allocation

Set out below is the asset allocations as at 30 June 2022, as at 30 June 2023 and 30 June 2024.

Asset type	Note	As at 30 June 2022		As at 30 June 2023		As at 30 June 2024	
		\$	%	\$	%	\$	%
Cash		528,782	11.02%	184,750	5.64%	4,375	0.15%
Current financial assets (listed)		3,280,171	68.37%	1,262,536	38.56%	703,719	23.89%
Non-current financial assets (unlisted)		886,021	18.47%	1,809,955	55.27%	2,237,999	75.96%
Equity accounted investments		102,827	2.14%	17,336	0.53%	-	-
<b>Total</b>		<b>4,797,801</b>	<b>100%</b>	<b>3,274,577</b>	<b>100%</b>	<b>2,946,093</b>	<b>100%</b>

#### Material Agreements

No new material agreements were entered into during the quarter ending 30 June 2024.

# FIRST GROWTH FUNDS LIMITED (CSE:FGFL)

## Management Discussion and Analysis

For the year ended 30 June 2024

*(All values are expressed in Australian dollars unless otherwise specified)*

### 1.3– Selected Annual Information - NA

#### 1.4 – Results of Operations

Quarters Ended	30 Jun 2024	31 Mar 2024	31 Dec 2023	30 Sep 2023	30 Jun 2023	31 Mar 2023	31 Dec 2022	30 Sep 2022	30 Jun 2022
<b>Income (Loss) from continuing operations</b>									
Revenue	-	-	-	-	-	-	-	-	-
Direct costs	-	-	-	-	-	-	-	-	-
Net income (loss) from continuing operations	-	-	-	-	-	-	-	-	-
<b>Income (Loss) from investments</b>									
Interest revenue	200	3,724	20,521	438	714	588	1,356	1,014	88
Dividend revenue	-	-	-	-	-	-	-	-	-
Financial assets at fair value through profit or loss	(324,215)	(510,260)	48,052	639,096	1,423,289	102,135	(1,542,642)	39,738	(1,769,624)
Asset impairments	-	-	-	-	(137,864)	-	(102,827)	-	-
Other gains and losses	(6,215)	(4,380)	(9,932)	(20,553)	(549,866)	175	(15,787)	(27,120)	(2,333)
Net income (loss) from investments	(330,230)	(510,916)	58,641	618,982	736,273	102,898	(1,659,901)	13,632	(1,771,869)
<b>Net income (loss)</b>	<b>(330,230)</b>	<b>(510,916)</b>	<b>58,641</b>	<b>618,982</b>	<b>736,273</b>	<b>102,898</b>	<b>(1,659,901)</b>	<b>13,632</b>	<b>(1,771,869)</b>
<b>Operating expenses</b>									
AFSL support fees	-	-	-	-	3,000	9,000	9,186	9,000	9,190
Director related costs	-	-	-	-	-	5,000	90,000	90,000	85,243
Director- share based payments	-	-	-	-	-	-	-	-	-
Consulting and professional fees	35,150	14,988	51,007	20,195	63,242	81,232	131,171	102,270	142,100
Listing and share registry fees	7,666	8,726	34,086	2,891	5,835	5,094	33,987	17,543	5,715
Travel expenses	-	-	-	-	-	-	-	-	-
Income tax expenses	-	-	-	-	-	-	-	-	13,910
Other expenses	1	232	2,200	40	4,862	4,651	6,185	7,194	3,821
Total operating expenses	42,817	23,946	87,294	23,126	76,939	104,977	270,529	226,008	259,978
<b>Comprehensive Income (Loss)</b>	<b>(373,047)</b>	<b>(534,862)</b>	<b>(28,652)</b>	<b>595,856</b>	<b>659,334</b>	<b>(2,079)</b>	<b>(1,930,430)</b>	<b>(212,376)</b>	<b>(2,031,847)</b>
Basic and diluted earnings cents per share (adjusted)**	(0.480)	(0.687)	(0.037)	0.766	0.847	(0.003)	(2.481)	(0.273)	(2.612)
Weighted average number of ordinary shares (adjusted)**	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218
** On December 2 2019, the company completed a share consolidation of 1 new ordinary share for every 20 shares on issue									
WACC QTR	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218
WACC TYD	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218	77,798,218

### Year ended 30 June 2024

For the year ended 30 June 2024, the net consolidated loss was \$340,705 (30 June 2023: loss of \$1,485,553) and net cash outflow from operating activities was \$180,373 (2023: \$344,032 outflow from operating activities).

Net cash out flow from operating activities includes financial asset acquisitions totalling \$180,374 and proceeds from disposal totalling \$115,281.

As at 30 June 2024, total assets were \$2,956,093 (2023: \$3,297,115) and net assets were \$2,892,895 (2023: \$3,233,002).

Net loss from investments was \$163,524 (30 June 2023: loss of \$807,099) comprising interest revenue \$24,883 (30 June 2023: \$3,670), net financial asset fair value losses \$147,327 (30 June 2023 : loss of \$561,660), other losses of \$41,079 (30 June 2023: losses of \$8,418) and net asset impairments of nil (30 June 2023: \$240,691).

During the year ended 30 June 2024 material fair value gains/losses include:

- \$306,175 gain attributable to the investment in Sienna Mining Ltd,
- \$225,900 loss attributable to the investment in Magnum Mining and Exploration Ltd - MGU (ASX)
- \$149,599 loss attributable to the investment in Haranga Resources Ltd - HAR (ASX).

Cash balances at the end of the reporting period were \$4,375 (30 June 2023: \$184,750).



**FIRST GROWTH FUNDS LIMITED (CSE:FGFL)**  
**Management Discussion and Analysis**  
**For the year ended 30 June 2024**

*(All values are expressed in Australian dollars unless otherwise specified)*

**1.5 – Summary of Quarterly Financial Position**

As at	30 Jun 2024	31 Mar 2024	31 Dec 2023	30 Sep 2023	30 Jun 2023	31 Mar 2023	31 Dec 2022	30 Sep 2022	30 Jun 2022
<b>Current Assets</b>									
Cash and cash equivalents	4,375	37,296	21,158	34,450	184,750	220,898	297,554	447,224	528,782
Trade and other receivables	10,000	0	90,100	154,288	18,938	13,227	(6,861)	(30,964)	18,886
Inventory (cryptocurrencies)	-	-	-	-	-	-	-	-	-
Financial assets - Current	703,719	1,013,543	1,600,074	1,901,632	1,262,536	1,814,366	1,752,875	3,110,584	3,280,171
Intangible assets	-	-	-	-	-	-	-	-	-
Other current assets	-	-	-	3,600	3,600	23,612	43,623	353,785	-
<b>Total Current Assets</b>	<b>718,094</b>	<b>1,050,838</b>	<b>1,711,332</b>	<b>2,093,970</b>	<b>1,469,824</b>	<b>2,072,103</b>	<b>2,087,191</b>	<b>3,880,628</b>	<b>3,827,839</b>
<b>Non-Current Assets</b>									
Financial assets - Non Current	2,237,999	2,277,671	2,201,399	1,809,955	1,827,291	599,286	587,800	727,924	886,021
Equity accounted investments	-	-	-	17,336	-	-	-	-	102,827
Intangible assets	-	-	-	-	-	-	-	-	-
Goodwill	-	-	-	-	-	-	-	-	-
<b>Total Non-current Assets</b>	<b>2,237,999</b>	<b>2,277,671</b>	<b>2,201,399</b>	<b>1,827,291</b>	<b>1,827,291</b>	<b>599,286</b>	<b>587,800</b>	<b>727,924</b>	<b>988,848</b>
<b>Total Assets (Note 1)</b>	<b>2,956,093</b>	<b>3,328,509</b>	<b>3,912,732</b>	<b>3,921,261</b>	<b>3,297,115</b>	<b>2,671,388</b>	<b>2,674,990</b>	<b>4,608,552</b>	<b>4,816,687</b>
<b>Liabilities</b>									
<b>Current Liabilities</b>									
Trade and other payables	63,798	63,168	112,528	92,404	64,113	97,721	99,244	102,376	98,132
Other Current Liabilities	0	0	0	0	0	0	0	0	0
<b>Total Current Liabilities</b>	<b>63,798</b>	<b>63,168</b>	<b>112,528</b>	<b>92,404</b>	<b>64,113</b>	<b>97,721</b>	<b>99,244</b>	<b>102,376</b>	<b>98,132</b>
<b>Total Liabilities</b>	<b>63,798</b>	<b>63,168</b>	<b>112,528</b>	<b>92,404</b>	<b>64,113</b>	<b>97,721</b>	<b>99,244</b>	<b>102,376</b>	<b>98,132</b>
<b>Net Assets</b>	<b>2,892,294</b>	<b>3,265,341</b>	<b>3,800,204</b>	<b>3,828,857</b>	<b>3,233,002</b>	<b>2,573,667</b>	<b>2,575,747</b>	<b>4,506,176</b>	<b>4,718,555</b>
<b>Equity</b>									
Share Capital	67,635,788	67,635,788	67,635,788	67,635,788	67,635,788	67,635,788	67,635,788	67,635,788	67,635,788
Current Year Earnings	(340,706)	32,341	567,204	595,856	(1,485,551)	(2,144,885)	(2,142,806)	(212,376)	-
Retained Earnings	(64,402,788)	(64,402,788)	(64,402,788)	(64,402,788)	(62,917,235)	(62,917,235)	(62,917,235)	(62,917,235)	(62,917,233)
<b>Total Equity</b>	<b>2,892,294</b>	<b>3,265,341</b>	<b>3,800,204</b>	<b>3,828,856</b>	<b>3,233,002</b>	<b>2,573,667</b>	<b>2,575,747</b>	<b>4,506,176</b>	<b>4,718,555</b>

**1.6 – Liquidity and Capital Resources**

As at 30 June 2024:

- the Company had current assets totaling \$718,094 (30 June 2023: \$1,469,824) and
- shareholder's equity of \$2,892,294 (30 June 2023: \$3,233,002).

The decrease in capital resources is primarily attributable to the adverse net fair value changes described above in addition to operational costs during the year.

**1.7 – Off Balance Sheet Arrangements**

As at 30 June 2024, there were no off-balance sheet arrangements to which the Group was committed.

**1.8 – Transactions with Related Parties**

The Company has identified its directors and senior officers as its key management personnel. The following table provides the total amount of related party transactions and balances.

**FIRST GROWTH FUNDS LIMITED (CSE:FGFL)**  
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	<u>Twelve months ended</u>	
	<u>Jun 30 2024</u>	<u>Jun 30 2023</u>
<b>Transactions**</b>	<b>\$</b>	<b>\$</b>
Director fees (Parent)***		
Anoosh Manzoori ****	-	120,000
Geoff Barnes	-	30,000
Michael Clarke	-	35,000
Athan Lekkas	-	105,000
	<u>-</u>	<u>290,000</u>
Trade Brokerage – Peloton Capital Pty Ltd <sup>(3)</sup>	-	3,420

\*\* *Director fees and Director related advisory fees are included in the Consolidated Statements of Comprehensive Income (Loss) included under the respective headings of Director Related Costs and Consulting and Professional fees.*

\*\*\* *Director fees are paid to director-controlled entities.*

\*\*\*\* *Mr. Manzoori resigned as a director on 1 May 2023.*

No post-employment benefits, other long-term benefits and termination benefits were paid.

	<b>Jun 30</b>	<b>Jun 30</b>
	<b>2024</b>	<b>2024</b>
<b>Balances</b>	<b>\$</b>	<b>\$</b>
Accounts Payable and accruals		
Polygon Fund Pty Ltd <sup>(1)</sup>	-	-
Dalex Pty Ltd <sup>(2)</sup>	-	-
Peloton Capital Pty Ltd <sup>(3)</sup>	-	-

<sup>(1)</sup> Polygon Funds Pty Ltd, a company controlled by Mr. Manzoori. He resigned as a director on 1 May 2023.

<sup>(2)</sup> Dalex Pty Ltd is a company controlled by Athan Lekkas, a FGF director.

<sup>(3)</sup> Peloton Capital Pty Ltd is a company controlled by Geoff Barnes, a FGF director.

# FIRST GROWTH FUNDS LIMITED (CSE:FGFL)

## Management Discussion and Analysis

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### Ordinary shares held by directors

Name**	Opening balance	Movements	Balance as at 30 Jun 2024
Geoff Barnes	8,472,779	643,000	9,115,779
Michael Clarke	751,516	50,000	801,516
Athan Lekkas	2,037,274	-	2,037,274
	<b>11,261,569</b>	<b>693,000</b>	<b>11,954,569</b>

\*\* Balances held by directors and/or director-controlled entities.

The directors do not hold any options.

### Other director positions held by directors

Director	Other directorships held	FGFL Relationship	Other transactions or balances
Michael Clarke	SQID Technologies Limited (CSE:SQID)	FGFL holds a 14.2% interest in	Nil
Athan Lekkas	SQID Technologies Limited (CSE:SQID)	SQID.	
Athan Lekkas	Magnum Mining and Resources Limited (ASX: MGU)	FGFL holds a less than 5% interest in MGU	Nil
Michael Clarke	Sienna Mining Limited (Unlisted)	FGFL holds approx 16.7% interest in	Nil
Athan Lekkas	Sienna Mining Limited (Unlisted)	Sienna Mining Limited	

### 1.9 Fourth Quarter –not applicable

### 1.10 – Proposed Transactions

The Group has no proposed transactions as at the date of this document.

### 1.11 – Critical Accounting Estimates

Refer to the Audited Financial Statements for the year ended 30 June 2024 - Note 2. Critical accounting judgements, estimates and assumptions.

### 1.12 – Changes in Accounting Policies – International Financial Reporting Standards (“IFRS”)

During the year, management has determined that the Group is now an investment entity, following the wind up of its advisory business and shift its core activities to investment management. Accordingly, the Group has elected to adopt the exemption in applying the equity method to accounting for investments, with these now being recorded as financial assets measured at fair value through profit or loss. This change has been applied prospectively during the current period.

### 1.13 – Financial Instruments and Other Instruments

#### Part A Financial Risk Management

Refer to the Audited Financial Statements for the year ended 30 June 2024 - Note 10. Financial risk management.

#### Part B Fair Value Measurement

Refer to the Audited Financial Statements for the period ended 30 June 2024 - Note 1. Fair value measurement.

**FIRST GROWTH FUNDS LIMITED (CSE:FGFL)**

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***1.14 – Other MD&A Requirements***

**Share Capital**

There were no changes in Share Capital during the reporting period.

**Share Options –NIL**

***1.15– Subsequent events***

The Company holds an investment in an unlisted public company (Sienna Mining Ltd) with a carrying value of \$438,011 at 7c per share. Subsequent to the year end, the investee initiated a capital raise at 2c per share however this is a non-adjusting event because the initiation for the capital raise occurred after the year end. Accordingly, the carrying value at the balance date has not been adjusted for the ongoing capital raise.

No other matter or circumstance has arisen since 30 June 2024 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.

# FIRST GROWTH FUNDS LIMITED (CSE:FGFL)

## Management Discussion and Analysis

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### RISK FACTORS AND UNCERTAINTIES

**An investment in the Ordinary Shares of the Company should only be made by persons who can afford a significant or total loss of their investment.**

**Risk of No Return on Investment:** There is no assurance that the business of the Company will continue to be operated successfully, or that the business will continue to generate sufficient or any income to meet its obligations. There is no assurance that an investment in the Ordinary Shares will earn a specified rate of return or any return over the life of the Company.

**Global Financial Conditions:** Global financial conditions over the last few years have been characterized by volatility and the bankruptcy of several financial institutions or the rescue thereof by governmental authorities. These factors may affect the ability of the Company to obtain equity or debt financing in the future on terms favorable to it. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such levels of volatility and market turmoil continue, the operations of the Company may suffer adverse impact and the price of the Ordinary Shares may be adversely affected.

#### *Risks Specific to the Company*

**Reliance on the Directors and Officers:** The Company has a small management team composed of the directors and the unexpected loss of any of these individuals would have a serious impact on the business. They are responsible for the successful operation of the Company. At present, there is no key-man insurance in place for any members of the management team. The loss of services of any of these personnel to develop the business and make appropriate decisions in respect of the management thereof could have a material adverse effect on the business of the Company.

**Covid 19 Virus Disruption:** The Company invests across a diversified portfolio of different asset classes. Investments in the portfolio are likely to be negatively affected directly or indirectly by the Covid 19 Virus.

**Conflicts of Interest:** The directors and officers of the Company are not in any way limited or affected in their ability to carry on other transactions or business ventures for their own account or for the account of others, and may be engaged in the ownership, acquisition, and operation of businesses, which compete with the Company. Investment in the Company will not carry with it the right for either the Company or an investor to invest in any investment or venture of the directors and officers of the Company, or to any profit therefrom or to any interest therein. The directors have a responsibility to identify and acquire suitable investments on behalf of the Company. To the extent that an opportunity arises to enter into such an agreement, the directors of the Company have the discretion to determine whether the Company will avail itself of the investment opportunity and, if it does not, any of the directors of the Company will be able to decide amongst themselves whether to pursue the opportunity for their respective accounts. If the investment opportunity did not arise solely from their activities on behalf of the Company, the directors of the Company have no obligation to offer an investment opportunity to the Company. Future conflicts of interest will be dealt with in accordance with applicable laws, statutes, and regulations.

**Operational Risks:** The Company will be affected by several operational risks against which it may not be adequately insured or for which insurance is not available including catastrophic accidents; fires; changes in the regulatory environment; impact of non-compliance with laws and regulations; labour disputes; natural phenomena such as inclement weather conditions, floods, earthquakes, and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's premises, personal injury or death, environmental damage, resulting in adverse impacts on the Company's operations, costs, monetary losses,

## FIRST GROWTH FUNDS LIMITED (CSE:FGFL)

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#### RISK FACTORS AND UNCERTAINTIES (cont.)

potential legal liability and future cash flows, earnings, and financial condition. The Company may also be subject to or affected by liability or sustain loss risks and hazards against which it cannot insure or which it may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

**Technology Risk:** The Company's assets, may be susceptible to rapid technological change and there is no assurance that adequate responses will be made in a timely manner.

**Management of Growth:** The Company may experience a period of significant growth that will place a strain upon its management systems and resources. Its future will depend in part on the ability of its officers and directors to implement and improve financial and management controls, reporting systems and procedures on a timely basis and to expand, train motivate and manage additional future staff. The Company's current and planned personnel, systems, procedures, and controls may be inadequate to support its future operations. There are no plans to hire additional staff at this time.

**Increases in Competition:** There is significant competition from other much larger well-established successful investment companies with larger staff and resources to evaluate investment opportunities, in particular established financial institution such as banks. There is no assurance that the Company's investment strategy will be successful or more successful than its competition. Any material deterioration in the Company's competitive position could materially adversely affect the Company's business, operating and financial performance.

**Exposure to Adverse Macroeconomic Conditions:** The Company is exposed to changes in general economic conditions in Australia and internationally and is affected by macroeconomic conditions such as tariffs and other trade barriers, economic recessions, downturns or extended periods of uncertainty or volatility all of which may materially adversely affect the Company's business, operating and financial performance.

**Acquisition Risk and Associated Risk of Dilution:** The Company's possible expansion strategy includes pursuing acquisitions. The successful implementation of acquisitions will depend on a range of factors including acquisition costs, funding arrangements, business cultural compatibility and operational integration. To the extent acquisitions are not successfully integrated with the Company's existing business, the financial performance of the Company could be materially adversely affected. Future acquisitions may involve the issue of Ordinary Shares for consideration. In this event, Shareholders' interests will be diluted. Ordinary Shares may also be issued for other purposes such as debt reduction. Effective due diligence by the Company is ongoing to minimize the risk in integrating acquisition targets although this cannot be guaranteed. There are no specific acquisitions proposed at this time.

**Currency Exchange Risk:** The Company is exposed to fluctuations in currency exchange rates, which could negatively affect our financial condition and results of operations. In particular, exchange rate fluctuations may affect the value of its assets located in North America and Cryptocurrencies are generally sold in U.S. dollars.

**Unforeseen Expenses:** All expenses that the Company is aware of are taken into account. There is a risk that unforeseen expenses may develop which could materially negatively affect the business operations.

**Permits and Government Regulations:** There are currently no permits or government regulations in Australia that affect the Company's operations beyond business license requirement and the requirements of the Corporations Act, 2001.

**Environmental and Safety Regulations and Risks, Climate Change:** There are currently no environmental laws and regulations affect the operations of the Company. None are anticipated as the Company's does not have physical operations other than business offices. The Company, like all other businesses and persons in the world is exposed to the effects of climate change. The direct effects on the Company's business is not foreseeable at this time.

## **FIRST GROWTH FUNDS LIMITED (CSE:FGFL)**

### **Management Discussion and Analysis**

**For the year ended 30 June 2024**

***(All values are expressed in Australian dollars unless otherwise specified)***

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**List Not Exhaustive:** The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by Shareholders. The above factors and others not specifically referred to above may in the future materially affect the financial performance of the Company and the value of the shares.

#### **DISCLAIMER FOR FORWARD-LOOKING INFORMATION**

This MD&A contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature they involve risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release. Readers are cautioned that the foregoing list of factors is not exhaustive.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the Canadian Securities Exchange. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.

#### **APPROVAL**

The Board of Directors of the Company approved the disclosure contained in this MD&A on 28 October 2024.