This Prospectus is not related to a public offering. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PROSPECTUS

FirstGrowthFunds

Non-offering Prospectus **DATED: JUNE 9, 2020**

FIRST GROWTH FUNDS LIMITED

No securities are being offered pursuant to this Prospectus.

This amended and restated non-offering prospectus (the "**Prospectus**") amending and restating the preliminary prospectus dated December 13, 2019, of First Growth Funds Limited (the "Company" or "FGF") is being filed with the British Columbia Securities Commission (the "BCSC"). The filing is to comply with Policy 2 – *Qualifications for Listing of the Canadian Securities Exchange* (the "CSE") in order for the Company to meet one of the eligibility requirements for the listing of the Ordinary Shares on the CSE by becoming a Reporting Company as defined herein, pursuant to the applicable securities legislation in the Province of British Columbia. Upon receipt of this Prospectus by the BCSC, the Company will become a Reporting Company in British Columbia.

No securities are being offered pursuant to this Prospectus. As such, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

The Company provides advisory services to listed and unlisted companies, earns commission fees and invests in a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies and in Digital Assets**. Its investment objective is to achieve short and long term capital appreciation while preserving capital by investing in public and private equity securities across a wide diversity of industries.**

There is no market through which the securities of the Company may be sold and holders of the Company's securities may not be able to resell any such securities. This may affect the pricing of the Company's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of Company regulation. See "*Risk Factors*".

The CSE has conditionally approved the listing of the Ordinary Shares on the CSE. Listing is subject to the Company fulfilling all of the listing requirements of the CSE, including the distribution of the Ordinary Shares to a minimum number of public shareholders and the Company meeting certain financial and other minimum listing requirements.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

An investment in the securities of the Company is subject to a number of risks. Investors should carefully consider the risk factors described under the heading "*Risk Factors*" before purchasing any securities of the Company. **See "*Risk Factors*".**

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of its contents.

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Unless otherwise noted all currency amounts in this Prospectus are stated in Australian dollars.

Enforcement of Judgments

First Growth Funds Limited is incorporated pursuant to the Corporation Act, 2001 Australia and is resident in Australia. The directors and officers of the Company: Anoosh Manzoori, Athan Lekkas, Geoffrey Barnes, Michael Clarke, Mark Pryn and Robert Kleine and the auditor, Pitcher Partners are all residents of Australia. The Company and all of these persons except the auditor have appointed the following agent for service of process in British Columbia:

Name of Person or Company	Name and address of Agent
Joanne McClusky Barrister & Solicitor	#390-825 Homer Street, British Columbia V6B2W2

Investors are advised that although the Company and its officers and directors have appointed Joanne McClusky as their agent for services of process, it may not be possible for investors to enforce and collect judgments obtained in courts in British Columbia predicated on the civil liability provisions of securities legislation.

Contents Page

IMPORTANT INFORMATION ABOUT THIS PROSPECTUS

Except as otherwise indicated or the context otherwise requires in this Prospectus, reference to "the Company" or "FGF" refers to First Growth Funds Limited.

Capitalized terms, except as otherwise defined herein, are defined in the section entitled "Glossary of Terms".

Investors should rely only on the information contained in this Prospectus. We have not authorized any other person to provide investors with additional or different information. If anyone provides investors with additional, different, or inconsistent information, including information or statements in media articles about the Company, investors should not rely on it. **The Company is not making an offer to sell or seeking offers to buy Ordinary Shares or other securities of the Company.** Investors should assume that the information appearing in this Prospectus is accurate only as at its date, regardless of its time of delivery. The Company's business, financial conditions, results of operations and prospects may have changed since that date.

Third Party Information

This Prospectus includes market, industry and economic data which was obtained from various publicly available sources and other sources believed by the Company to be true. Although the Company believes it to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus, or analyzed or verified the underlying reports relied upon or referred to by such sources, or ascertained the underlying economic and other assumptions relied upon by such sources. The Company believes that its market, industry, and economic data are accurate and that its estimates and assumptions are reasonable, but there can be no assurance as to the accuracy or completeness thereof. The accuracy and completeness of the market, industry, and economic data used throughout this Prospectus are not guaranteed and the Company does not make any representation as to the accuracy of such information.

CURRENCY

Unless stated otherwise, all dollar amounts in this Prospectus are expressed in Australian dollars and references to $ are to Australian dollars. As at June 30, 2019, the exchange rate was 1.08. AUD $1.09 equalled Cdn $1.00.
As at the date of this preliminary prospectus, the exchange rate is 1.07. AUD $1.07 equalled Cdn. $1.00

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Prospectus are forward-looking statements or information (collectively "forward-looking statements"). The Company is providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in these forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "anticipates", "is expected to", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

In making these forward-looking statements, the Company has assumed that its investment policy and strategy will be successful and the underlying value of its investments will continue and grow and that the risks listed below will not adversely impact the Company.

These forward-looking statements include, among other things, statements relating to the ability of the Company to generate revenue; the success of the Company's investment strategy, use of funds, intentions to further develop, market and promote its advisory services; unanticipated cash needs and
the possible need for additional financing and the adoption of new governance policies, committees and practices.

The Forward-looking statements are based on the reasonable assumptions, estimates, opinions and analyses of management made in light of its experience and perception of historical trends, current conditions, expected future developments and other factors management of the Company believes are appropriate, relevant and reasonable in the circumstances at the date that such statements are made. The Company has based the forward looking information in this Prospectus on various material assumptions, including: the Company will sustain or increase profitability, and will be able to fund its operations with existing capital, the Company will be able to attract and retain key personnel in future if required; the general business, economic, financial market, regulatory and political conditions in which the Company operates will remain positive; the general regulatory environment will not change in a manner adverse to the business of the Company; the tax treatment of the Company and its subsidiaries will remain constant and the Company will not become subject to any material legal proceedings; the economy generally; competition, and anticipated and unanticipated costs. All of these assumptions are affected by the negative disruptive effect of the Covid 19 virus.

Covid 19 Virus Disruption

Impacts Resulting from Ongoing COVID-19 Crisis The respiratory illness COVID-19 (also referred to as the "coronavirus") has resulted in a widespread health crisis that has already adversely affected the economies and financial markets of many countries around the world. The international response to the spread of COVID-19 has led to significant restrictions on travel; temporary business closures; quarantines; global stock market and financial market volatility; a general reduction in consumer activity; operating, supply chain and project development delays and disruptions; and declining trade and market sentiment; all of which have and could further affect commodity prices, interest rates, credit ratings and credit risk. The continuing and additional business interruptions, expenses and delays relating to COVID-19, could have a material adverse impact on the Company's portfolio of assets, operations and its operating results, financial condition and the market for its securities. As at the date of this Prospectus, the duration of the business disruptions and related financial impact of COVID-19 cannot be reasonably estimated.

The Company operates in three areas: (i) it provides advisory services to listed and unlisted companies, (ii) it is licensed in Australia to present investment opportunities to accredited investors in Australia and earn commission fees and invests across a diversified portfolio of different asset classes. These three items are all affected as the companies involved in each area are likely to be negatively affected directly or indirectly by the Covid 19 Virus. Some of the effects of the Covid 19 include:

- uncertainty of how long the Covid 19 virus will cause the current widespread disruption,
- timely and novel government fiscal policy to deal with: shutdown of non-essential businesses, high rates of unemployment, novel evolving subsidy programs for laid off workers, financial concessions to business, tax cuts and government spending,
- central banks monetary policy reaction to the novel problems caused by the Covid 19 Virus to ensure adequate credit facilities to banks and other lenders;
- timely government fiscal policy reaction to the novel problems caused by the Covid 19 Virus;
- lack of a unified response and preparedness to the Covid 19 virus both within countries and by all countries;
- the ability of non- essential businesses, in particular small businesses, to withstand a lengthy shut down,
- response of those sectors of the economy directly impacting business such as credit lines, interest rates and recurring expenses such as rent, property taxes,
- novel difficulties for business short and long term planning,
- disruptions to supply chains affecting the ability to manufacture and sell products,
- permanent loss of trained staff and key persons,
- disruptions in communications and overload of the internet with so many people working from home.

This list is not exhaustive and is also subject to the almost daily evolving response of governments and health authorities to the Covid 19 Virus. The negative effect of these risks, if any on the Company's investments, advisory services, commission earnings and the likely decline in the value of the Company's assets is unknown to the Company.

Additional assumptions, some of which have a novel new level of uncertainly and unpredictability arising from the Covid 19 virus are:

- that it will list on the CSE.
- that it will be able to fund its operations from existing capital.
- its expectations regarding its revenue, expenses and operations will be met subject to the effects of the Covid 19 virus .

- expectations about the success of its operations compared to competitors.
- that it can address the impact of competition on the Company's operations.
- that the operating costs of the Company will be consistent in all material respects with the budgeted amounts.
- it will reach its expected business objectives over the next 12 months.
- its expectations that revenue derives from its investments, subject to the effects of the Covid 19 virus, will be sufficient to cover its expenses during 2020 and the 12 months following listing on the CSE.
- its expectations about growth in the industry's it invests in, subject to the effects of the Covid 19 virus will be met.
- that general economic and industry conditions in the jurisdictions of the investee companies will remain stable in relation to current general and industry conditions.
- its expectations that the investee companies it invests in will be adjusted due to the Covid 19 virus affecting their market share and value.
- that it can successfully find companies that have commercialized their product or services but are under-valued.
- expectations regarding adjustments to projected growth in revenue arising from its investment objectives and criteria and the successful realization on disposition of its investment and the availability of sufficient liquidity for future growth.
- expectations regarding interest rate fluctuations where its investments re outside of Australia.
- the economic interest of the directors in the Ordinary Shares.
- compensation arrangements for the directors and executive officers.
- that its analysis of a potential investee company where there is a related party will be adequately objective to ensure no bias.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond our control, that could influence actual results include, but are not limited to: return on investment is not guaranteed; dilution of holdings in investee companies, valuation methodologies involve subjective judgements; global economic and financial market deterioration impeding access to capital or increasing the cost of capital; the effects of tariffs on economic growth causing a downturn in general economic conditions; equity risk: the market price of the Company's investments may fluctuate and there is a risk of a loss because of a drop in the market price; liquidity risk: the Company may be unable to sell its investments and a fair price when it wishes; the value of the investments may not keep up with the rate of inflation; the value of the Company's investments depends on the skill and expertise of the directors of the Company and their ability to see trends in advance and act; the security of Digital Assets and the effectiveness of current technology to counter Cybersecurity risks, fraud and money laundering; Digital Currency exchange risks; limited history of de-centralized financial systems compared with traditional and existing centralized financial systems backed by a central authority; the ability of the Company to continue to generate revenue adequate to fund its business plans and operations; competition from other much larger well established successful investment companies and established financial institutions with larger staff and resources to evaluate investment opportunities; the effect of government regulation and compliance on the Company and the investment industry; the ability of the Company to maintain properly working systems; the inability to list on a public exchange after delisting from the ASX on December 4, 2019; volatility of the Company's share price following listing on a new exchange; failure to list on the CSE; the inability to secure additional financing; the Company's intention not to pay dividends in the near future; claims, lawsuits and other legal proceedings and challenges; conflict of interest with directors and management; and other factors beyond the Company's control.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "*Risk Factors*".

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of the Company and should be read together with the **more detailed information and financial data and statements contained elsewhere in this Prospectus.**

The Company	First Growth Funds Limited was incorporated on October 14, 1986 under the *Business Corporations Act* (Australia) with Australian incorporation number ("AIN") 006 648 835 with the name Second Board Pacific Limited. It went through several names changes: Greenchip Investment Limited on August 21, 1991, M2M Corporation Limited on January 28, 2000 and on March 29, 2011 the names was changed to the current name, First Growth Funds Limited. Its head office and registered offices are located at Level 14, 440 Collins Street, Melbourne, Victoria, Australia 3000. See "*Corporate Structure*". The Company initially listed on the ASX in 1986. On November 27, 2019 the Shareholders approved a resolution to de-list from the ASX and to list on the CSE. The Company de-listed from the ASX on December 4, 2019. The Company has applied to list its Ordinary Shares on the CSE. Listing will be subject to the Company fulfilling all the listing requirements of the CSE, including, without limitation, the distribution of the Ordinary Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements. See "*Description of the Company*".
Business of the Company	The Company provides: (i) advisory services to listed and unlisted companies, (ii) is licensed in Australia to present investment opportunities to accredited investors in Australia and earn commission fees, and (iii) invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies involved in Blockchain and Digital Currency. See "*Description of the Business*" and "*Risk Factors*" for a more detailed discussion of the business.
Market and Competition	The Company's investments are principally in Australia. Approximately 16.3% of its investments are in the United States. For further details, *see "Description of the Business*" and "*Risk Factors*".
Directors and Executive Officers	Anoosh Manzoori - CEO, director Geoff Barnes - director Athan Lekkas- director Michael Raymond Clarke – director Mark Pryn - CFO and Co-Corporate Secretary Robert Kleine – Co-Corporate Secretary *See* "Directors and Executive Officers" *for more information*
Use of Funds	**Estimated Funds Available and Use of Funds** No securities are offered pursuant to this Prospectus. This Prospectus is filed with the BCSC for the purpose of allowing the Company to become a reporting Company in British Columbia and to enable the Company to develop an organized market for its Ordinary Shares by subsequently listing on the CSE. Since no securities are offered pursuant to this Prospectus, no proceeds will be raised. All expenses incurred in connection with the preparation and filing of this Prospectus are being paid by the Company from general corporate funds. As of May 31, 2020 the Company had approximately $4,396,000 in working capital comprised of $4,449,000 cash, trade receivables of $10,000 and prepaid expenses of $9,000 minus trade and other payables of $72,000.

Estimated Funds Available: The estimated funds available to the Company in the next 12 months are as follows:	Amount
Working Capital as at March 31, 2020	$4,396,000
Total	$4,396,000

<u>Use of Available Funds</u>: The intended uses of the estimated available funds are as follows:

Principal Purpose	Estimated Cost ($)
Listing on the CSE	10,674
Odyssey Custodian fees	14,981
General and administrative expenses (see table below for a detailed breakdown of these expenses)	1,113,340
Investments	3,200,000
Unallocated	57,005
Total	4,396,000

General and Administrative Expenses	**Monthly Amount ($)**	**Annual Amount ($)**
Executive director fees	20,000	240,000
Non-executive directors fees	15,000	180,000
FGA director's fees	5,000	60,000
CFO, corporate secretary fees	6,458	77,500
Annual filing fees	520	6,240
Audit fees	3,333	40,000
CSE monthly listing fees	800	9,600
Consulting fees to a director	7,500	90,000
Arms length consulting fees	3,000	36,000
Legal fees	4,167	50,000
Office, insurance and miscellaneous	10,000	120,000
Travel	17,000	204,000
Total	92,778	1,113,340

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above, and will depend on a number of factors including those listed under the heading "Risk Factors. For example, payments regarding liabilities incurred outside of Australia, the amount set out above may vary depending on fluctuations in currency rates. As a specific example, the monthly fee due to the CSE is CDN$650. The monthly figure for this amount set out in the table above is AUD$800.

For a more detailed discussion on the Company's available funds, see "*Description of the Business*" and "*Use of Available Funds*".

***Summary Financial Information of the* Company**

The Company's fiscal year end is June 30. The following is a summary of the financial data of the Company for the nine months ended March 31, 2020 and the financial years ended June 30, 2019, 2018 and 2017. The summary should be read in conjunction with such statements and related notes and MD&A and the financial operations of the Company for the nine months ended March 31, 2020 attached as Schedule "A" and "B" to this Prospectus and the financial statements and MD&A for the year ended June 30, 2019 and 2018 that are attached as Schedules "C" and "D" to this Prospectus. See "*Selected Financial Information and "Management's Discussion and Analysis*".

Statement of Operations	Interim nine month March 31, 2020 (unaudited) ($)	Fiscal Year Ended June 30, 2019 (audited) ($)	Fiscal Year Ended June 30, 2018 (audited) $ ($)	Fiscal Year Ended June 30, 2017 (audited) ($)
Revenue	1,174,623		785,184	(98,596)
Expense	(994,251)	452,779	(1,608,274)	(773,793)
Discontinued operations		(5,519,746)		
Net income (loss)	180,372	1,150,444	(823,090)	(872,389)
		(3,916,523)		
Net income (loss) per Ordinary	0.232		(1.530)	(2.061)
Share-cents*		(5.058)		
Weighted average number of	77,298,218		53,807,315	42,338,426
Ordinary Shares outstanding*		77,434,265		
Balance Sheet				
Total assets	8,326,860		11,762,313	2,120,269
Short term liabilities	72,003	8,769,142	112,149	78,567
Long term liabilities	0	149,070	0	0
Shareholder's equity	8,254,857	0	11,650,164	2,041,693
Cash dividends declared per		8,620,072		
Ordinary Share	0		0	0
		0		

* For comparative purposes the historical balances have been adjusted pursuant to a share consolidation completed on December 2, 2019, whereby, 1,555,959,281 Ordinary Shares were consolidated on the basis of one new Ordinary Share for 20 old Ordinary Shares. Post consolidation there were 77,798,218 shares on issue. See "*Consolidated Capitalization*"

Business Objectives	Based on the estimated funds that the Company believes will be available to it over the next 12 months, the Company plans to achieve the business objectives set out below.	
Business Objectives	*Estimated Time*	*Estimated Cost ($)*
Obtain a listing of the Ordinary Shares on the CSE	One month from the date of issue of a Receipt by the BCSC for the Company's Final Prospectus.	10,674
New Investments.	Over the next 12 months	3,200,000

Listing	The CSE has conditionally approved the listing of the Ordinary Shares on the CSE. Listing is subject to the Company fulfilling all of the listing requirements of the CSE, including the distribution of the Ordinary Shares to a minimum number of public shareholders and the Company meeting certain financial and other minimum listing requirements.
Risk Factors	Investment in the Company involves a substantial degree of risk and must be regarded as highly speculative due to the nature of the Company's business and its present stage of development. Prospective investors should carefully consider, in addition to matters set forth elsewhere in this Prospectus, the risks described under "Risk Factors", which are summarized below. • the disruption arising from the Covid19 virus. • the value of the Company's investments depends on the skill and expertise of the management of the Company and their ability to see trends in advance and act.

	• liquidity risk: the Company may be unable to sell its investments at a fair price when it wishes. • the value of the investments may not keep up with the rate of inflation • Cybersecurity is a significant risk to investments in cryptocurrencies and Digital Assets. •the Company may experience an inability to attract or retain qualified personnel. • subsequent issues of Ordinary Shares by the Company will dilute your shareholdings. • future sales of Ordinary Shares by existing shareholders could cause the share price to fall. • there can be no assurance that the Company's business and investments strategy will enable it to sustain profitability in future periods. •legal proceedings may arise from time to time in the course of the Company's business. • the Company may experience significant fluctuations in its quarterly and annual results of operations for a variety of reasons, some of which are outside of the Company's control. •the Company may be subject to potential conflicts of interest. • the Company's projects may be adversely affected by risks outside the control of the Company. • subsequent to de-listing from the ASX, there can be no guarantee that an active and liquid trading market will develop or be maintained, the failure of which may have a material adverse effect on the value of the Ordinary Shares and the ability of an investor to dispose of the Ordinary Shares in a timely manner, or at all. • there can be no assurance that the price of the Ordinary Shares will not decrease after listing on the CSE. • as a reporting Company, the Company will be subject to reporting requirements under applicable securities law and stock exchange policies, which may divert management's attention. This information is presented as of the date of this Prospectus and is subject to change, completion, or amendment without notice. See "*Description of the Business*", "*Directors and Executive Officers – Conflicts of Interest*", "*Available Funds*" and "*Risk Factors*". **An investment in the Ordinary Shares is suitable for only those investors who are willing to risk a loss of their entire investment and who can afford to lose their entire investment. Investors should consult their own professional advisors to assess the income tax, legal and other aspects of an investment in the Ordinary Shares. See *"General Description of the Business" and "Risk Factors".***

GLOSSARY

"**AML**" means anti-money laundering.

"**AML Regulation**" means statutes, regulations and other laws enacted by the government of the applicable jurisdiction aimed at the prevention and detection of money laundering and terrorist financing activities.

"**ASIC**" means the "Australian Securities and Investments Commission".

"AUD$" means Australian dollars.

"**Act**" means the Australian Corporations Act 2001 (Cth).

"**ASX**" means the Australian Stock Exchange.

"**Audit Committee"** means the audit committee of the Company in accordance with NI 52-110.

"**Auditors**" means Pitcher Partners, Chartered Accountants.

"**B.C**." means the province of British Columbia.

"**BCSC**" means the British Columbia Securities Commission.

"**Bitcoin**" is a Cryptocurrency. It is a decentralized Digital Currency without a central bank or single administrator that can be sent from user to user on a peer-to-peer bitcoin network without the need for intermediaries. Each Bitcoin is a computer file which is stored as a Digital Wallet app on a smartphone or computer. Every single transaction is recorded in a public list called the Blockchain.

"**Blockchain**" means a technology that enables distributed public ledgers that hold data in a secure and encrypted way that ensures transactions cannot be altered. Examples are Bitcoin and other cryptocurrencies.

"**Board**" means the Board of Directors of the Corporation.

"**CEO**" means Chief Executive Officer.

"**CDN$**" means Canadian dollars.

"**Coinbase**" means Global Digital Asset Exchange ("GDAX), a digital currency exchange headquartered in San Francisco, California. They broker exchanges of Bitcoin, Bitcoin cash, Ethereum, Ethereum Classic, Litecoin, Tezos and many others with fiat currencies in approximately 32 countries and bitcoin transactions and storage in 190 countries.

"**CFO**" means Chief Financial Officer.

"**Cold Storage System**" means an offline storage system not connected to a network.

"Company" or "FGF" means First Growth Funds Limited.

"**Cryptocurrency**" means a Digital Asset designed to work as a medium of exchange for financial transactions. The technology controls the creation of additional units and verifies the transfer of assets. It uses decentralized control through distributed ledger technology, commonly a Blockchain, as opposed to centralized Digital Currency and central banking systems. Transactions on Blockchain are immutable as the records cannot be changed due to the distributed nature of the technology

"**Cryptocurrency Exchange**" means a business that allows customers to trade Cryptocurrencies or digital currencies for other assets such as conventional money or other digital currencies.

"**CSE**" means the Canadian Securities Exchange.

“**Custodian**” means Odyssey Trust Company.

“**Digital Asset**” means Digital Currency such as Cryptocurrencies.

“**Digital Currency**” means a type of currency available in digital form in contrast to physical such as banknotes and coins. It is not a form of cash or money for accounting purposes. It exhibits properties similar to physical currencies, but can allow for instantaneous transactions and borderless transfer-of-ownership. Examples include virtual currencies, Cryptocurrencies, and central bank Digital Currency. These currencies may be used to buy physical goods and services, but may also be restricted to certain communities such as for use inside an online game. Digital Currency is a money balance recorded electronically on a stored-value card or other devices. Another form of electronic currency is network money, allowing the transfer of value on computer networks, particularly the Internet. Electronic money is also a claim on a private bank or other financial institution such as bank deposits.

“**Escrow Agent**” means Odyssey Trust Company

“**Escrow Agreement**” means the Form 46-201 escrow agreement dated June 1, 2020 among the Company, the Escrow Agent and certain shareholders of the Company.

“**Ethereum**” means an open source, public, Blockchain-based distributed computing platform and operating system for decentralized applications.

“**Final Prospectus**” means the Prospectus of the Company for which a receipt is issued.

“**Financial Statements**” means the Company’s annual audited financial statements and the related notes thereto as at June 30, 2019 and 2018 and the unaudited interim quarterly financial statements and the related notes thereto as at March 31, 2020 and 2019.

“**FGA**” means First Growth Advisory Pty. Ltd., a subsidiary company of the Company.

“**Gemini**” means Gemini Trust Company LLC., authorized under Article III s. 96 of the New York Banking Law to provide custodial services and to operate its cryptocurrency exchange. It is licensed and regulated by the New York State Department of Financial Services.

“**Gemini BSA/AML Program**” means the program adopted by Gemini for the purpose of compliance with the U.S. Bank Secrecy Act and U.S. AML Regulation, as described under “Material Agreements –Custodian Agreements – Sub-Custodian”.

“**Hardware Wallet**” means a special type of Bitcoin Wallet which stores the user’s private keys in a secure Hardware Device. Their advantage over software wallets is that:

- private keys are often stored in a protected area of a microcontroller, and cannot be transferred out of the device in plaintext
- immune to computer viruses that steal from software wallets
- can be used securely and interactively, private keys never need to touch potentially-vulnerable software
- some of the time, the software is open source, allowing a user to validate the entire operation of the device

“**Hardware Device**” means a physical computing devise that safeguards and manages digital keys for strong authentication and provides Cryptocurrency. They can come in the form of a plug-in card or an external device that attaches directly to a computer or network server”.

“**ICO**” means an initial coin offering or initial currency offering as a type of funding using cryptocurrencies. In an ICO, a quantity of Cryptocurrency is sold in the form of "tokens" ("coins") to investors, in exchange for legal tender or other cryptocurrencies such as Bitcoin or Ethereum. The tokens sold are promoted as future functional units of currency if or when the ICO's funding goal is met and the project launches. In some cases like Ethereum the tokens are required to use the system for its purposes.

“**IFRS**” means International Financial Reporting Standards.

“Listing” means the date that the Ordinary Shares are first listed for trading on the CSE.

“**KYC”** means the process of a business verifying the identity of its clients, assessing their suitability and potential risk of illegal intentions or know your client and part of the process of preventing fraud, money laundering and maintaining the integrity of financial systems. .

“**Listing Date**” means the date of listing.

“**MD&A**” means Management’s Discussion and Analysis.

“NEO” means “Named Executive Officer”, and has the meaning ascribed by the BCSC in Form 51-102F6, as follows:

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers of the company, including its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6), for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

“NI 52-110” means National Instrument 52-110 Audit Committees.

“NI 58-101” means National Instrument 58-101 Disclosure of Corporate Governance Practices.

“**NP 46-201**” means National Policy 46-201 Escrow for Initial Public Offerings.

“NP 58-201” means National Policy 58-201 Corporate Governance Guidelines.

“**Odyssey**” means Odyssey Trust Company, the registrar and transfer agent for the Company and the Custodian of the Company’s assets.

“**Ordinary Shares**” means the ordinary shares of the Company. See “*Description of the Securities*” for a description of the rights and restrictions attached to the Ordinary Shares.

“**Person**” means a Company or individual.

“**Public Company**” means a company described in the Corporation Act, 2001(Cth) (*Australia*) as a company included in the official list of a prescribed financial market, which includes the ASX.

“**Prospectus**” means this amended and restated non-offering prospectus and any schedules and attachments thereto, dated as of the date on the cover page.

“**Reporting Issuer**” means, inter alia, a company that has issued securities in respect of which a prospectus was filed and a receipt was issued by a securities Commission of a province in Canada, has any securities that have been listed and trading on an exchange in Canada or completed a takeover with a listed issuer.

“**Receipt**” means a receipt issued by the BCSC providing approval to a prospectus.

“**Sub-Custodian**” means Gemini Trust Company LLC.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval.

“**Trading Platform**” means a place on the internet where cryptocurrencies can be exchanged.

“**Tokenetics”** means an end-to-end integrated, Blockchain software application that provides a digital, securities platform/, security token platform, built to streamline capital raising from issuance to compliant secondary trading

"**Transfer Agent Agreement**" means the Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated June 1, 2020 between the Company and Odyssey.

"**VWAP"** means the Gemini trailing 24-hour U.S. Dollar denominated Volume Weighted Average Price and is calculated by adding up the number of U. S. dollars traded for every transaction (price multiplied by the number of Cryptocurrencies traded) and then dividing by the total Cryptocurrency traded as of 4 P.M. Eastern Standard Time (the "*Prevailing Market Price*") on that respective day.

CORPORATE STRUCTURE

Name, address and Incorporation

The Company, First Growth Funds Limited was incorporated on October 14, 1986 under the *Business Corporations Act* (Australia) with Australian incorporation number ("AIN") 006 648 835 with the name Second Board Pacific Limited. It went through several names changes: Greenchip Investment Limited on August 21, 1991, M2M Corporation Limited on January 28, 2000 and on March 29, 2011 the name was changed to the current name, First Growth Funds Limited. Its head office and registered offices are located at Level 14, 440 Collins Street, Melbourne, Victoria, Australia 3000.

Wholly owned Subsidiary companies:

ICO-AN Pty Ltd., incorporated on November 17, 2017 pursuant to the Corporations Act.
First Growth Advisory Pty Ltd., ("FGA") incorporated December 8, 2018 pursuant to the Corporations Act.

The Company also owns 50% of the equity interest in Cryptodata Vault LLC, incorporated in the U.S.

GENERAL DEVELOPMENT OF THE BUSINESS

The Business

The Company provides advisory services to listed and unlisted companies "Advisory Services") through its subsidiary FGA; presents investment opportunities to accredited investors in Australia and earns commission fees (see "B -Material Agreements regarding its license with SLM Corporate Pty Ltd. and its agreement with Tripoint Global Equities, LLC and "Material Agreements: The Company also and invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies. FGF does not provide management services to these companies.

Some of the investee companies are involved in Blockchain (but not in connection to Cryptocurrency) as well as direct investments in established and liquid Cryptocurrency such as Bitcoin and Ethereum. Established means they have been in existence for some time, have a well established developer network identifiable in developer forums and online communities and listed and traded on registered U.S. based licensed Digital Currency exchanges such as CoinBase and The Custodian Liquid refers to Digital Assets that are listed on established, licensed in U.S. online exchanges such as CoinBase and The Custodian. Bitcoin was established in 2009 and leads other Cryptocurrencies in terms of market capitalization, user base and popularity with a well established developer network and has become the standard for Cryptocurrencies. Ethereum launched in 2015, is a decentralized software platform. Its applications are run on its platform specific cryptographic token, ether. It is the second largest Digital Currency behind Bitcoin and as at January 2020 its ether market cap is about 1/10th of Bitcoin making it a liquid market for investors. The Company has about 15.7% of its investment portfolio in North American companies and plans to continue to invest across all asset classes. Cryptocurrency exchanges such as Gemini, Coinbase and The Custodian are available online to buy and sell Cryptocurrencies.

Pursuant to a Custodian Agreement dated June 8, 2020 between the Company and Odyssey (the "*Custodian Agreement*") the Company's assets are held by Odyssey. Pursuant to a sub-custody agreement dated June 8, 2020, among the Company, Odyssey as the Custodian and Gemini (the "*Sub-Custody Agreement"),* Gemini will act as sub-custodian of the Company in respect of the Company's holdings in Cryptocurrencies. See Item B "Material Agreements" of this section of the Prospectus and the section of the Prospectus entitle "*Material Agreements*"

The investments in securities and Cryptocurrencies in the United States is as follows:

Company	**Investment Amount ($) as at May 31, 2020**	**Location**
Helbiz Inc	247,835	NY, USA
Cryptocurrencies	727,165	Washington DC, USA
Globex US Holdings Corporation	600,204	NY, USA
Total	$1,575,204	
% of total assets	15.7%	

The Company invests in United States companies but does not provide any services in the United States or elsewhere in

North America as it is not licensed to operate in North America. Any opportunity for placements in U.S. securities, would be pursuant to its agreement with Tripoint Global Equities, LLC, which is licensed in the U.S. In this event, the Company will only contact Australian accredited investors that are authorized under its license with SLM Corporate Pty Ltd. The license with SLM Corporate Pty Ltd. and the agreement with Tripoint Global Equities, LLC are described in details further on in this section under the heading "Material Agreements". As well see item "*Material Agreements*".

No companies are currently under consideration for investment including British Columbia or other Canadian companies. Until the Company is listed on the CSE, its investment plans are on hold.

Overview

The Company provides Advisory Services to companies, earns commission fees and invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies. Some are involved in Blockchain (but not in connection to Cryptocurrency) as well as direct investments in established and liquid Cryptocurrency (for example Bitcoin and Ethereum). The majority of its investments have no direct association with Blockchain and Cryptocurrencies.

It also invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies. Some are involved in Blockchain (but not in connection to Cryptocurrency) as well as direct investments in established and liquid Cryptocurrency (for example Bitcoin and Ethereum). The majority of its investments have no direct association with Blockchain and Cryptocurrencies. The Company seeks to have a variety of different investments across a diverse portfolio of assets and the investments held by the Company at any time may vary widely and provide the Advisory Services to many of the companies it invest in. The Company's investment mandate is to invest across a broad range of asset classes, industries, and stages in the investment cycle. The types of investments that the Company may make include (but are not limited to) are unlisted and listed securities, rights convertible into securities, debt instruments, and Cryptocurrencies and Digital Assets. The Company does not intend to limit its investments to any one sector, with some of the key investment criteria being whether or not the investment presented is of a suitable scale, strategy, line of sight to liquidity, opportunities to add value, and quality that it is likely to achieve a significant increase in value for the shareholders of the Company.

Three Year Operating History

In the past three years the Company the Company incorporated FGA in December 2018, to provide the Advisory Services to its investee companies to complement its investment returns with fee revenue.

Under Australian Corporations Law, any company engaged in dealing with securities needs to either (i) hold an AFSL license or (ii) be registered as a Corporate Authorized Representative of an AFSL holder. The Company presents investment opportunities to accredited investors in Australia for which it earns commission fees and is licensed for this activity pursuant to its arms-length agreement dated December 31, 2018 with SLM Corporate Pty.

It also invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies and has invested in a wide variety of listed and unlisted companies.

Asset Allocation

The table below is an overview of the current portfolio allocation of the Company as at June 30, 2019 (audited), March 31, 2020 (unaudited) and May 31, 2020 (unaudited).

Asset type	Note	As at June 30, 2019		As at March 31, 2020		As at May 31, 2020	
		$	%	$	%	$	%
Cash		2,255,897	27.6%	2,793,980	33.7%	4,449,321	44.1%
Financial assets (listed)	i	2,560,894	31.4%	2,999,964	36.1%	3,214,468	31.9%
Financial assets (unlisted)	i	2,451,486	30.0%	1,460,783	17.6%	1,694,033	16.8%
Intangibles (current)	ii	210,086	2.6%	109,217	1.3%	-	-
Inventories	iii	685,452	8.4%	937,156	11.3%	727,165	7.2%
Total		**8,163,815**	**100.0%**	**8,301,100**	**100.0%**	**10,084,987**	**100.0%**

Notes

i. Financial assets – listed securities are classified as current in the (SoFP) and unlisted are classified as non current.

ii. Intangibles comprise Cryptocurrency assets under development. Those assets realisable within 12 months are classified as current.

iii. Inventories comprise Cryptocurrency held for resale.

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 proceedings, material restructuring transactions by the Company or any of its subsidiaries, any within the two most recently completed financial years.

Social, Environmental Polices, 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

There have not been any material restructuring of the Company in the last three years.

Acquisitions

In 2018 the Company became a founding member and 50% owner of Cryptodata Vault LLC., an engineering company working on the development of a Hardware wallet used to store Digital Currencies.

In 2018 the Company acquired 100% of LINCD HQ Pty Ltd, a software company providing enterprise Blockchain solutions (no-Cryptocurrency). LINCD HQ Pty Ltd. was sold to Harris Technology Limited in 2019. It also has investments in a variety of companies. See "*General Description of the Business"*. Harris Technology Limited has raised a claim against the Company regarding the sale which the Company has denied. See "*Legal Proceedings and Regulatory Actions"*

Trends

The Company's investments and advisory service business are subject to the cycles of the financial markets as they relate to companies in which the Company invests and are even more so now with the effects of the Covid 19 Virus. Current global financial and economic conditions can be unpredictable. Many industries are impacted by these market conditions and substantially all industries are being affected by the Covid 19 virus. Some of the key impacts of the current financial market turmoil arising from the Covid 19 virus include contraction in credit markets resulting in a widening of credit risk; devaluations and high volatility in global equity, commodity, foreign exchange, novel fiscal policy and monetary policy and monetary markets and a lack of market liquidity. Such factors may impact the Company's investment decisions. Additionally, global economic conditions arising from the Covid 19 virus may cause a long-term decrease in asset values. If such global volatility and market turmoil continue, the Company's operations and financial condition could be adversely impacted. See "Risk Factors".

Employees and Consultants

As at the date of this Prospectus, the Company has no employees other than our directors and officers. See "*Directors and Executive Officers*".

De-Listing from the ASX on December 4, 2019.

The Ordinary Shares of the Company initially listed on the ASX in 1986. On April 4, 2019 the Ordinary Shares were halted from trading by the ASX on the basis that its activities constituted a change to the nature and scope of the Company's investments.

In 2017 and 2018 the Company had invested in Blockchain investments via equity and convertible notes in unlisted entities and pre-initial coin offerings ("ICO" and ICO investments. These investments were made in accordance with a disclosed investment strategy announced in a document called "Investment Strategy", posted on the ASX website and several news services, on February 28, 2018 and an approved prospectus filed on March 1, 2018 which stated that only 12% of investments would be in unlisted equities involved in Blockchain and only 20% would be in pre -ICO and ICO investments. This was a voluntary limit by the Company. The March 1, 2018 prospectus, filed with the ASX, offered 282,257,907 Ordinary Shares at $0.012237 each which raised $3,453,990.01; 282,257,907 bonus options exercisable at $.03 each, expiring 2 years after issue to acquire 282,257,907 Ordinary Shares; 50,000,000 Ordinary Shares at a price of $0.02 each which raised an additional $1,000,000. 21,309,841 Ordinary Shares were issued to Blockchain Global Limited in lieu of cash payment of the Underwriting fee. The offering closed March 13, 2018.

The majority of its investments are in unlisted and listed equities and cash holdings.

The Company also disclosed that its investment portfolio is based on current market conditions and the present determination of the board. The board reserves the right to alter the investment strategy and indicative asset allocation at any time without notice. Should any relevant circumstances change, the board will reassess the proposed investment strategy to ensure it is the most appropriate for the Company and its shareholders.

The Company also announced the establishment of an advisory business unit, First Growth Advisory Pty Ltd ("FGA") providing services to listed and unlisted entitles and Digital Assets and Blockchain investments. In December 2018, FGA was incorporated to carry on the advisory business.

On April 4, 2019 the ASX suspended FGF's shares from trading. No reason for the suspension was given by ASX to FGF at the time, however in subsequent discussions and queries the ASX indicated a concern that there has been a significant change to the nature of FGF's activities. Per Chapter 11 of the ASX Listing Rules if an entity proposes to make a significant change to the nature of its activities, it must provide full details to the ASX as soon as possible. Other conditions may then apply, including that ASX can require that the entity obtain the approval of its shareholders for the change, or require the entity to, in effect, re-comply with the admission requirements of the ASX. ASX raised these queries with FGF in several letters and there was a significant amount of information provided by FGF to ASX in response to their queries.

In response to ASX letters in June 2019, the Company acknowledged that is investments in Blockchain had slightly gone over from 12% to 13.4% for the period mid-February until the end of May 2019. FGF responded that, even according to its own categorization, for the months of February, March and April of 2019 year FGF was slightly over the given threshold for one asset class, being Blockchain investments (12%). In FGF''s view this was not a material lapse as: (i) the threshold was only exceeded by a very small amount (up to 13.4%, compared to the 12% threshold) and for a very short period of time; and (ii) FGF had been clear from the outset (including in its February 28, 2018 announcement) that its investment Strategy would not be constrained by a strict investment mandate, and that the board reserved the right to alter the investment Strategy and indicative asset allocation at any time without notice and (iii) the Company had entered into and disclosed to the market a binding and unconditional agreement for the sale of its interests in LINCD HQ Pty Ltd, an unlisted Blockchain investment, in January 2019 which was completed at the end of May 2019 at which point investments in unlisted Blockchain entities dropped back to less than 12% of assets.

Whether FGF's investments have remained within the asset class percentages set out in the Investment Strategy depends on the asset class each investment is allocated to. FGF and the ASX disagreed on how certain investments should be categorized, and accordingly which asset class they should be considered part of.

In any event, FGF's view remains that the investment in Blockchain of up to 13.4% for a short time would not be sufficient to result in a change in the nature of FGF's activities, particularly when the Company had a binding sale agreement of one its Blockchain assets during the same period that adjusted the holding to less than 12%..

In June the ASX advised the Company that in its view that there has been a significant change in the nature of FGF's activities, specifically that FGF's main undertaking has become "investments in, and providing Advisory Services to, entities engaged in ICOs and pre-ICOs, Cryptocurrency, and Blockchain-related technologies", and that this constitutes a significant change in the character of FGF's main undertaking from its previous undertaking of "investing in different assets and classes."

Over several months the Company was unable to resolve the ASX issues. Additionally, whilst FGF was suspended, on August 1, 2019 ASX made an announcement of new policy changes relating to listing companies engaged in Blockchain and Digital Assets including Listing rule 11.1 In many cases, a proposal by a listed entity to engage in Cryptocurrency-related activities will involve a significant change in the nature or scale of the entity's activities and therefore need to be notified to ASX under listing rule 11.1.

In October 2019, the directors of the Company determined that it was unlikely to reach a resolution with the ASX in the shorter term and, in order to reinstate liquidity for shareholders, the Board resolved to seek FGF's removal from the Official List of the ASX and pursue listing on the CSE. At a Shareholder meeting on November 27, 2019 a special resolution (requiring 75% approval) was approved by Shareholders present in person or by proxy a the meeting representing 96% of the Ordinary Shares represented at the meeting. De-listing took place on December 4, 2019.

The ASX did not conduct a formal investigation or regulatory proceedings, issue any findings or enforcement orders.

DESCRIPTION OF THE BUSINESS

This section of the Prospectus is divided into several sections.

A. Advisory Services
B. Material Agreements
C. Investment Discussion
D. New Investments in 2020

A. Advisory Services

The Company incorporated FGA in December 2018, to provide the Advisory Services to complement its investment returns with fee revenue. The Advisory Services include general corporate advice including prospectus and listing requirements, advice on corporate governance policy, audit committee requirements, director experience requirement for Public Company and Reporting Issuers, pre and post IPO and strategic advice and capital raising and equity placement service, continuous disclosure requirements. It does not provide management services. FGA appointed to its board of directors, two executives in the city of New York, New York, U.S., Jeff Pulver and James Haft, who have extensive investment experience across all asset classes. They each receive director's fees of $30,000 annually. See "*Use of Funds - General and Administrative Expenses*". The Company expects to increase its Advisory Services for the fiscal year ended June 30, 2020 particularly in the United States where it can operate under its agreement with Tripoint Global Equities, LLC. That Agreement is disclosed in detail in item B of this section. See "Material Agreements". FGA charges a success or finder's fee up to 8% on small cap equity placements and capital raising from Sophisticated Investors.

A description of FGA's active involvement with some of the Australian companies that FGF has invested in follows this discussion of FGA. Below outlines the fee revenue for the nine months ended March 31, 2020 and the year ended June 30, 2019:

Company	Fee Revenue to March 31, 2020	Fee Revenue to June 30, 2019
CCP Technologies Limited		$33,674
YPB Group Limited		$81,818
Wangle Technologies Limited		$10,000
Kleos Space S.A.		$12,500
SQID Technologies Limited	$45,545.54	

The Advisory Services were not actively promoted by the Company during the review by the ASX in 2019 and during the period leading up to the date of this Prospectus.

FGA is compensated by charging a success fee (6% to 8%) on private placements. If FGA is involved in corporate advisory activity a monthly retainer is charged based on the level of activity and complexity. The fee would range from $5000 to $15,000 per month. To date FGA has only received success fees. No companies are currently paying the month retainer.

In addition if it invests in a company that it views as a successful candidate for listing on a public exchange and accessing the public markets, the Company will through FGA, advise the investee company of the necessary requirements and steps to successfully list on a public exchange. In some instances where the directors of the investee company have never been directors of a listed company and the regulatory requirements, FGA will suggest persons with the suitable expertise and experience as directors of the investee company as it did with SQID.

FGF is actively looking for investment opportunities across all asset classes. As it leads each investment it will look to pull FGA into each opportunity to add value and provide support for greater corporate governance, access to people and financing, introductions to investor relations and new client opportunities. FGA will also work with its board and their network, and the broader investment community, to source new opportunities both in Australia and in North America. In addition to the fees paid to the NY based directors and a director Athan Lekkas, the Company has allocated $20,000 a month for travel, some of which will be allocated for FGA travel. See "Use of Funds –General Administrative Expenses". Athan Lekkas has a consulting agreement with FGA for business development activities and is paid a $90,000 annual fee. See

As part of the Company restructuring, it will not provide any Advisory Services in connection with ICOs, listings of unregulated Cryptocurrencies or the development or marketing of unregulated Cryptocurrencies.

The Company only provides services to clients based in Australia if those services require licensing. In that event it operates as a registered Corporate Authorized Representative of SLM

It does <u>not</u> provide any services:

1. outside of Australia that are not authorized under its AFSL coverage with SLM;
2. to any cryptocurrency projects;
3. as a broker dealer or advisor to cryptocurrencies.
4. on securities for compensation or assist buyers for cryptocurrencies that are securities.

A director of the Company, Athan Lekkas has a contract with FGA to:

- Source new investment and advisory opportunities for the group
- Work with other investment companies, brokers and corporate advisory firms on new investment opportunities and advisory opportunities
- Work with our New York based directors on new opportunities from the US
- Work with existing portfolio companies on strategies to adding value. This includes referrals to client opportunities, assisting with private placements, etc.
- Conduct regular meetings with portfolio companies
- Make introductions to key personnel that can further support the portfolio companies

Mr. Lekkas is paid $90,000 a year for these services. See "Use of Funds – General and Administrative Expenses" and "Executive Compensation – Non Executive Directors Compensation".

B. Material Agreements

B. 1 SLM Corporate Pty. Ltd. ("SLM")

SLM, established in 1999, based in Melbourne, Australia, operates as a corporate advisory firm, specializing in providing financial and strategic advice to clients. SLM holds a Australian Financial Services License #AFSL 224034 ("AFSL"), issued by the Australian Government. It is authorized to advise wholesale clients regarding interests in managed investment schemes (excluding investor directed portfolio services) and securities. It provides: (a) general financial product advice, (b) deals in financial products by issuing, applying for, acquiring or disposing of financial products, and (c) applies for, acquires, varies or disposes of financial products.

Under Australian Corporations Law, any company engaged in dealing with securities needs to either (i) hold an AFSL license or (ii) be registered as a Corporate Authorized Representative of an AFSL holder.

Pursuant to the arms-length SLM Agreement dated December 31, 2018, the Company was appointed a Corporate Authorized Representative ("*CAR*") under SLM's AFSL, allowing the Company to engage in corporate advisory and equity capital markets, and advisory activities that fall under SLM's AFSL. Initially the activities would be limited to the promotion and distribution of equity/debt/convertible note offerings to wholesale investors. The Company considers this to be a material agreement as it provides the Company with the AFSL, which is required for the Company to be compliant under Australian laws. The Company is a registered Corporate Authorized Representative of SLM. This allows the Company to act as a 'dealer and/or broker' when it wants to raise capital from accredited investors in Australia.

When making its investments, the Company is not required to consult with SLM. The AFSL is only required when the Company is introducing accredited investors to its portfolio. The Company only needs to consult with SLM when it is acting for a portfolio company and raising capital from external investors.

SLM's roles and responsibilities include:

- review of all investor marketing materials, review source materials and confirm key assumptions and forecasts in marketing materials and offer documents and settle all investor marketing materials and offer documents prior to FGF/FGA's distribution to investors.

- receive timely updates on and attend all investor meetings as required for AFSL compliance and training purposes.

- ensure that all participating investors who subscribe for security or managed investment scheme offerings distributed by FGF/FGA qualify are wholesale investors or sophisticated investors as defined in the Corporations Act, based on a review of investor application forms and verification documents, or review of a summary compliance report prepared by a suitably experienced outsourced compliance provider (an independent lawyer or another AFSL license holder).

- ensure compliance and adherence by the Company and FGA with all of SLM's AFSL and associated compliance requirements including the Anti-Money Laundering and Counter-Terrorism Financing Act (AML/CTF) and FATCA/CRS tax status certification compliance regimes, and;

- develop and implement a suitable Authorized Representative training program.

SLM reserves the right to withdraw from the AFSL Arrangement at any time should it form the view that FGF/FGA's activities or those of its staff are in breach (or likely to become in breach) of appropriate compliance obligations pursuant to the AFSL and Corporations Act, or the compliance obligations for SLM under the AFSL Arrangement become overly onerous. The Company would seek to provide reasonable notice and the opportunity to rectify a breach where this is possible, however this would be entirely at the Company's discretion.

FGF agrees to indemnify and hold harmless SLM Corporate and its directors, officers and employees from and against all liability, loss or damage (including without limitation, all sums of money, actions, proceedings, suits, claims, demands, damages, costs, expenses, fines, settlements, assessments, judgments, costs and expenses for advice or concerning any compromise, and legal costs on a solicitor-client basis) arising out of or in connection with the carrying out of the terms of the AFSL Arrangement or resulting from or attributable directly or indirectly to the carrying out of the AFSL Arrangement.

This indemnity survives the termination or expiration of the AFSL Arrangement but does not extend to any liability arising out of or in connection with SLM's wilful misconduct, default, dishonesty, fraud or negligence.

All of the Company's directors and officers who operate under the license are required to participate in SLM's compliance programs and monthly meetings. Anoosh Manzoori, the CEO is responsible for the Company's compliance with the SML programs and attends the meetings. SLM invoices the Company $3,000 a month plus taxes.

Revenue received from this license is as follows:

Company	**Fee Revenue for the nine months ended March 31, 2020**	**Fee Revenue for the year ended June 30 2019**
CCP Technologies Limited		$33,674
YPB Group Limited		$81,818
Wangle Technologies Limited		$10,000
Kleos Space S.A.		$12,500
SQID Technologies Limited	$45,545.54	

During the ASX review period and the period prior to receipt of this Prospectus, the Company has not actively pursued this business activity. The Company plans to substantially expand this business once this Prospectus is receipted and the Company is listed on the CSE.

B. 2 **Tripoint Global Equities, LLC ("Tripoint") Dealer Selling Agreement**

Pursuant to this arms-length agreement dated February 11, 2019 between the Company and Tripoint, the Company became a dealer ("Dealer"). Shares of offering companies ("Shares") are sold solely through broker-dealers who are members of the U.S. Financial Industry Regulatory Authority ("FINRA") or who are licensed in their jurisdiction. Tripoint is licensed by FINRA. The Company is to use its best efforts to sell the Shares to qualified investors. The Company can sell must comply with all requirements of the U.S. Securities Act of 1933 as amended and the Exchange Act of 1934. The Company is not required to obtain a license from FINRA. It can operate under the license granted to Tripoint. The Company will receive commissions from the offering companies at rates to be set from time to time.

The agreement allows the Company to receive investment opportunities from Tripoint. If the Company decides to follow up on the opportunities, it may also make offers to local Australian qualified accredited investors, to co-invest, under the appropriate AFSL rules. If the Company is successful in raising capital from local Australian investors for an opportunity presented by Tripoint then the Company is entitled to commissions from Tripoint. The Company must comply with all requirements of the U.S. Securities Act of 1933 as amended and the Exchange Act of 1934. The Company is not required to obtain a license from FINRA. It can operate under the agreement with Tripoint. The Company will receive commissions from the offering companies at rates to be set from time to time.

During the review process with the ASX in 2019, FGF did not conduct any business activity pursuant to its agreement with from Tripoint. After receipt of this Prospectus and listing on the CSE, the Company plans to actively review investment opportunities from Tripoint.

No revenue has been received arising from this agreement.

B.3 Custodian Agreements

Custodian Agreement: Pursuant to an agreement dated June 8, 2020, Odyssey Trust Company has been appointed as the Custodian of the Company's asset. The Custodian is a federally regulated trust company based in Calgary, Alberta and will provide services to the Company from its office in Calgary, Alberta. The Custodian will be responsible for safekeeping of all the investments and other assets of the Company delivered to it (but not those assets of the Company not directly controlled or held by the Custodian, as the case may be). The Custodian may appoint a sub-custodian from time to time in accordance with National Instrument 81-102 – Investment Funds. The Company or the Custodian may terminate the Custodian Agreement upon at least 120 days' written notice. The Company may terminate the Custodian Agreement immediately if the Custodian ceases to be qualified to act as a custodian of the Company under applicable law. The Custodian may terminate the Custodian Agreement on 30 days' written notice to the Company in the event that the Custodian has delivered a termination notice to Gemini, or is entitled to deliver a termination notice to Gemini upon the occurrence of certain termination events, pursuant to the terms of the Sub-Custodian Agreement. The Custodian is entitled to receive fees from the Company as described under "*Use of Funds*" and to be reimbursed for all expenses and liabilities that are properly incurred by the Custodian in connection with the activities of the Company. The Custodian, in carrying out its duties concerning the safekeeping of, and dealing with, the portfolio assets of the Company is required to exercise (a) the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances; or (b) at least the same degree of care as they exercise with respect to their own property of a similar kind, if this is a higher degree of care than the degree of care referred to in (a).

Gemini has charged a start up fee of CAD$4,500 and an annual fee of $9,500 which will be paid immediately upon receipt of this prospectus. See "*Use of Funds*".

Sub-Custodian Agreement:

Gemini will act as sub-custodian of the Company in respect of the Company's holdings in Cryptocurrencies pursuant to a sub-custodian agreement between the Custodian, the Company and Gemini dated June 8, 2020 (the "Sub-Custodian Agreement").

Gemini is a trust company. It is licensed and regulated by the New York State Department of Financial Services and is qualified to act as a sub-custodian of the Company for Digital Assets held outside of Canada in accordance with National Instrument 81-102 – Investment Funds. Gemini operates in 49 U.S. states, Canada and certain other international jurisdictions. As a fiduciary under Section 100 of the New York Banking Law, Gemini is held to specific capital reserve requirements and banking compliance standards. Gemini is also subject to the laws, regulations and rules of applicable governmental or regulatory authorities, including: money service business regulations under the Financial Crimes Enforcement Network ("FinCEN"); U.S. state money transmission laws; laws, regulations, and rules of relevant tax authorities; applicable regulations and guidance set forth by FinCEN; the Bank Secrecy Act of 1970; the USA PATRIOT Act of 2001; AML Regulations as mandated by U.S. federal law and any other rules and regulations regarding anti-money laundering/counter-terrorist financing; issuances from the Office of Foreign Assets Control; the New York Banking Law; regulations promulgated by the New York Department of Financial Services from time to time; the National Futures Association; the Financial Industry Regulatory Authority; and the Commodity Exchange Act.

Gemini will use segregated cold storage addresses for the Company's Cryptocurrencies which are separate from the addresses that Gemini uses for its other customers and which are directly verifiable via Blockchain. Gemini will at all times record and identify in its books and records that such Cryptocurrencies constitute the property of the Company. Gemini will not loan, hypothecate, pledge or otherwise encumber the Company's Cryptocurrencies without the Company's instruction. Gemini, in carrying out its duties concerning the safekeeping of, and dealing with, the Company's Digital Assets, is required to take reasonable care and use commercially reasonable efforts in executing its responsibilities under the Sub-Custodian Agreement, and has agreed to adhere to the standard of care required by law, including National Instrument 81-102 – Investment Funds.

Digital Asset/Cryptocurrency Storage, Security Polices and Practices

Cryptocurrency private keys are stored in two different forms: "hot wallet" storage, whereby the private keys are connected to the internet, and "cold" storage, where digital currency private keys are stored completely offline. The Cryptocurrency that Gemini will hold for the Company will be stored offline in cold storage. When under the purview of Gemini, Cryptocurrency will only enter "hot" storage in the case of deposits and redemptions, meaning that the Cryptocurrency will only be in "hot" storage for a temporary period.

Gemini has adopted the following security policies and practices with respect to Digital Assets held in cold storage: hardware security modules ("HSMs") that have achieved a FIPS 140-2 Level 3 rating or higher are used to generate, store and manage cold storage private keys; multi-signature technology is used to provide both security against attacks and tolerance for losing access to a key or facility, eliminating single points of failure; all HSMs are geographically distributed and stored in monitored access-controlled facilities and all HSMs require the coordinated actions of multiple employees to operate.

Gemini has adopted the following security policies and practices with respect to Digital Assets held in its hot wallet: its hot wallet uses HSMs that have achieved FIPS 140-2 Level 3 rating or higher are used to manage hot wallet keys; tiered access-controls are applied to Gemini's production environment to restrict access to employees based on role, following the principle of least-privilege; administrative access to its production environment requires multi-factor authentication and it offers additional account level protections such as crypto address whitelisting, which allows customers to restrict withdrawals to addresses only included in the customer's whitelist.

Gemini BSA/AML Program

Gemini has adopted the Gemini BSA/AML Program for its Digital Asset exchange and custody service in an effort to maintain the highest possible compliance with applicable laws and regulations relating to anti-money laundering in the United States and other countries where it conducts business. This program includes robust internal policies, procedures and controls that combat any attempted use of Gemini for illegal or illicit purposes, including a customer identification program, annual training of all employees and officers in AML Regulation, filing of Suspicious Activity Reports and Currency Transaction Reports with the U.S. Financial Crimes Enforcement Network and annual internal and independent audits of the Gemini BSA/AML Program.

Website Security

Gemini has implemented certain security policies and practices to enhance security on its website, including through the use of two-factor authentication for certain user actions, such as withdrawals; a requirement for strong passwords from its users, which are cryptographically hashed using modern standards; encryption of sensitive user information, both in transit and at rest; the application of rate-limiting procedures to certain account operations such as login attempts to thwart brute force attacks; the transmission of website data over encrypted transport layer security connections; the leveraging of content-security policy and HTTP strict transport security features in modern browsers; partnerships with enterprise vendors to mitigate potential distributed denial-of-service attacks; and the use of separate access controls on internal-only sections of Gemini's website.

Internal Controls

In addition to the security policies and procedures discussed above, Gemini has also instituted the following internal controls: multiple signatories are required to transfer funds out of cold storage; Gemini's Chief Executive Officer and President are unable to individually or jointly transfer funds out of cold storage; all private keys are stored offsite and geographically distributed in monitored, access- controlled facilities; all employees undergo criminal and credit background checks, and are subject to ongoing background checks throughout their employment; and all remote-access requires public-key authentication via credentials stored on hardware tokens – passwords, one-time passwords (OTPs),or other phishable credentials are used.

Insurance

As sub-custodian, Gemini is responsible for securing the Digital Assets owned by the Company. Gemini maintains commercial crime insurance for Digital Assets custodied in its "hot wallet". To date, Gemini has never experienced a loss due to unauthorized access from its hot wallet or the cold storage vaults where the Company's Digital Assets will be custodied. The Sub-Custodian does not otherwise insure the Digital Assets held by it (e.g. bitcoins held in "cold storage"), which is consistent with industry practice for custodians of bitcoin.

Fees: Gemini charges a fee of .4% of the value of the digital assets each day set by their 4 P.M Eastern Standard Time auction. The fees for each day of the month are accrued and paid at the end of each month by payment in kind. If no auction price is available the price is the Gemini trailing 24 hour U.S. dollar denominated VWAP. There is no minimum balance required. An administrative withdrawal fee of US. $125 is charged for each withdrawal of Digital Assets.

A copy of the Custodian Agreement and Sub-Custody Agreement are available for review at www.sedar.com. See *"Material Agreements"*

C. Investment Discussion

Investment Objective

The Company's investment objective is to achieve long-term capital appreciation, while preserving capital, by actively investing in public and private equity securities and debt instruments and different assets and classes and as such it does not have a sole asset or asset class which is its main undertaking. FGF seeks to have a variety of different investments across a diverse portfolio of assets and the investments held by the Company at any time may vary widely.

The Company invests from its available funds and does not pool investor funds. Unlike private equity and venture capital funds, the Company has no capital return requirements. Such requirements may stipulate that the funds raised from investors together with any capital gains on such investment, must be returned to investors on a specified date or upon the occurrence of a specified event. These provisions often force private equity and venture capital funds to seek returns on their investments through mergers, public equity offerings or other liquidity events more quickly than they otherwise might, potentially resulting in both a lower overall return to investors and an adverse impact on their portfolio businesses.

In addition, listing on the CSE will provide investors a mechanism for the sale of their Ordinary Shares. The Ordinary Shares do not have any special rights or restrictions, including rights of redemption or retraction of the Company and there is no requirement for additional investment.

The Company believes that its capital structure and flexibility to make investments with a long-term view of up to three years and without any capital return requirements will better enable it to generate returns on invested capital.

Investment Policy

FGF is constantly assessing investment opportunities both in terms of the acquisition of assets or interests as well as the disposal of assets or interests from time to time with the intent being to maximise value and return for shareholders. The aim with investments in unlisted entities is that the equity interests held will be able to be realised on completion of a liquidity event (such as a trade sale or IPO) and that the funds raised from the realisation will be invested into further assets and interests for the benefit of shareholders

The Company will employ both a conservative, fundamental, value based approach and potential growth analysis to identifying and investing in private and public businesses in jurisdictions analyzed for the following: (i) product and sustainable competitive advantage, (ii) market size and growth rates, (iii) financial performance, (iv) management performance and (v) industry growth and performance. The Company also invests based on global political activity that affects economic activity, such as tariffs, international trade rules and new technologies.

The types of investments that the Company may make include (but are not limited to) unlisted and listed securities, derivatives, rights convertible into securities or derivatives or foreign exchange, debt instruments and interests in trusts. It also invests in unlisted equities involved in Blockchain and Digital Assets. FGF does not intend to limit its investments to any one sector, with the key investment criteria being whether or not the investment presented is of a suitable scale, and quality that it is likely to achieve a significant increase in value for the Shareholders. The Company currently has investments in unlisted equities, unlisted equities – Blockchain, listed equities, convertible notes, debt and Digital Assets.

The Company's portfolio will be adjusted regularly between asset classes over time to maximise investment returns and to ensure it has enough cash holding for working capital and for new investment opportunities. The Company's largest exposure of at least 50% will be in listed equities on the open market via a broker or via the Company's online broker accounts and by participating in private placements. These investments will be monitored and managed daily.

The Company generally take an active role in regards to its investment situations and investee companies. This may involve the Company, either alone or jointly with other shareholders, acquiring control positions, seeking to influence the governance of public or private issuers by seeking board seats, launching proxy contests or taking other actions to enhance shareholder value, or becoming actively involved in the management or board oversight of investee companies.

Additional activities can include: (i) introducing the investee companies to listed companies regarding reverse takeovers and advise on deal structure and negotiations, (ii) reviewed target companies for acquisition by an investee company, (iii) advising on the structure of corporate transactions, growth strategy and new client opportunities, (iv) introduction to new management and experienced directors, (v) introductions to investors, (vi) introductions to technology firms to assist with purchasing, supply and distribution chains, (vii) loans and equity investments in companies pre-IPO, (viii) advising on IPO financings and listing on a public exchange and (ix) advising on prospectus and listing requirements including corporate governance policy and audit committee requirements.

A discussion of its current role in certain of its investee companies is included below in the description of some of the investee companies.

In 2018 the Company's investments in Digital Assets was in early stage Digital Assets. In 2019 the Company changed its strategy to focus solely on liquid and established Digital Assets including Bitcoin and Ethereum as an example. The Digital Assets need to be established and operating for some time, have a large developer community participating in its development and commercialisation, listed on Digital Asset exchanges that are regulated under U.S. security laws.

In the future, the portfolio may include securities or other assets that are not described. In keeping with the Company's management strategy, the portfolio composition will vary over time depending on the Company's assessment of overall market conditions, opportunities and outlook including the allocation between listed entities and unlisted entities. In all cases, percentage of investment is measured at cost at the time of investment with the capital deployed.

Additional Criteria

Attractive valuations: While the Company does not intend to invest in start-up businesses at pre product and pre customer stages or businesses that have speculative business plans, it may invest in early-stage companies where the Company sees potential for growth with a pathway to positive and stable cash flows and opportunity for additional investments in the future. Examples are the Company's investment of a convertible note in 2016 in Pearl Global Limited that had developed a working prototype and was still engaged in R&D. FGF investments led Pearl Global Limited to a listing on the ASX.

Experienced and aligned management: The Company will focus on businesses with experienced, entrepreneurial management teams with strong, long-term track records and a commitment to high ethical standards and effective corporate governance.

Stage of Development: The Company will invest in businesses with innovative technologies or products reflecting the rapid changes in technologies where the technology or product is fully developed and has been commercialized with a track record of growth and increasing market share. The Company will also invest in businesses that demonstrate significant competitive advantages relative to their peers, such that they are in a position to protect their market position and profitability.

An officer or director of the Company may already be an officer, director and shareholder (related party) of an investee company at the time of investment by the Company where the investee company fits within the Company's investment objectives. In this instance the related party if a director of the Company, will be in a conflict of interest and will abstain from approval by the Board of the proposed investments. Any such investee company must fit within all of the Company's objectives and investment criteria.

Realization on investments

The Company has the flexibility to realize on any investment at any time where the Company believes that: (i) an investment is fully valued or the original plan has been fully achieved; (ii) where the Company has identified other investment opportunities that it believes present more attractive risk-adjusted return opportunities and additional capital is needed to make such investments.

Ongoing Monitoring of Portfolio Investments

The Company's investments in unlisted equities, including those involved in Blockchain technology, will be done on the basis of holding these investments for a short to medium term of one to three years and then exiting via a trade sale, IPO or a secondary sale. The Company's portfolio of unlisted equities provides exposure to private assets prior to a liquidity event. The Company will monitor the progress of each portfolio closely seeking regular quarterly progress reports and participation in any investor briefings.

The Company's portfolio will be adjusted regularly between asset classes over time to maximise investment returns and to ensure it has enough cash holding for working capital and for new investment opportunities. This could be daily in the case of liquid assets such as listed equities or listed Digital Assets. For illiquid assets such as unlisted equities adjustments this will be done over a longer period but not longer than three years.

Investment Restrictions and Voluntarily Adopted Investment Measures

In order to address certain securities regulatory or public interest policy objectives, the Company will voluntarily adopt a number of measures that will define the Company and the scope of its operations. These voluntarily adopted measures include:

(i) will not invest more than 15% of its portfolio in any one entity.

(ii) plans to allocate 50% or more in listed equities and up to 50% in unlisted equities (includes Blockchain and digital assets).

(iii) use 32% of its portfolio as a guide to investments in Digital Assets and unlisted equity Blockchain entities. The Board may adjust this figure over time. If one of the Digital Assets or Blockchain companies valuation rises too high that skews the portfolio we will use its best efforts to find liquidity and adjust the portfolio accordingly.

(iv) an officer or director of the Company may become an independent director of the investee company in order to monitor the progress of the investee company more closely.

(v) will seek shareholder approval to any proposed changes to the fundamental investment objectives, despite not being an investment fund within the meaning of applicable securities laws.

(vi) will ensure that at least half of the directors are independent.

(vii) in its continuous disclosure documents disclose fundamental changes to the Company including details of the Company's investment objectives and investment restrictions and management fees and performance fees if applicable.

(viii) until it has invested at least 75% of the $3,200,000 allocated for new investments, it will provide summary financial information for its investment.

(ix) will make its best efforts to invest the $3,200,000 allocated for new investments in the 12 months following listing on the CSE. However this schedule may be altered depending on ongoing review of investment opportunities.

(x) will not invest in any Cryptocurrency unless it is listed on a U.S. licensed and regulated, Cryptocurrency exchange.

In addition the Company has:

A. entered into a custodian agreement with Odyssey to hold the Company's portfolio of assets for safekeeping in order to minimize the risk of their theft or loss, and

B. entered into a sub-custody agreement, among the Company, Odyssey as the Custodian and Gemini as the sub-custodian to hold the Company's digital assets for safekeeping in order to minimize the risk of their theft or loss.

Refer to "Material Agreements" in item B of this section of the Prospectus and to the section of the Prospectus entitled "*Material Agreements*".

Although the Company is not a non-redeemable investment fund under Canadian securities laws, it will nonetheless voluntarily provide in its management's discussion and analysis required by National Instrument 51-102 – *Continuous Disclosure Obligations* certain disclosure only required to be provided by investment funds pursuant to Form 81-101F2, specifically: (i) item 3(5) with respect to fundamental changes to the Company's investment objectives; and (ii) item 4(1) with respect to investment restrictions (including details of the Investment Restrictions and the Company's investment objectives).

In the Company's view, the combined effect of the above-mentioned voluntarily adopted measures and the Custodian and Sub-Custody Agreements will address a variety of fundamental securities regulatory or public interest policy objectives, including, (i) existing investor protection measures will be meaningfully enhanced; (ii) the content of certain of the Company's continuous disclosure filings will be more precisely tailored to address its particular business and operations making such filings more meaningful to investors; and (iii) investee companies will be arms-length.

C. DISCUSSION OF INVESTMENTS

The discussion below is of investee companies that FGF is currently involved with. It is not an exhaustive list of all investee companies. A detailed summary of all the investments is in as Schedule "H" attached to this Prospectus.

1. Investment in Listed Equities

The Company holds an active portfolio of listed equities across various industries including technology, medical, mining and oil and gas sectors. The Company activity manages and adjusts the portfolio on a monthly basis.

The Company invests by participating in placements by equity or convertible notes or prior to their IPO. The Company can invest in any capital market but historically has been focused on the Australian market via the ASX. In some the Company helps facilitate the investment and earns fees. Some examples include:

1.1 **CCP Technologies Limited (ASX:CT1) ("CT1")**

The Company invested $250,000 in CT1 and facilitated a further investment of $561,247. Anoosh Manzoori, the CEO of the Company is an independent, non-executive director of CT1.

Date of Investments	**CPP shares Acquired**	**% of CPP shares**
7 Nov 2019	15,090,370	
30 August 2019	2,590,370	
19 August 2018	12,500,000	
Total Shares	**30,180,740**	**2.5%**

CT1 recently traded at $0.03 per share. The Company has not sold any of its CT1 shares. The Company also owns 15,090,370 fully vested CT1 options with an exercise price of $0.015 per share and a further 12,500,000 fully vested CT1 options with an exercise price of $0.03 per share.

CT1 has 1,193,607,541 shares, 523,810,474 options and 6,375,592 performance rights on issue. The Company currently controls 2.53% of CT1 and on a fully diluted basis with all options on issue converted will hold 3.35%.

1.2 **YPB Systems Limited (ASX:YPB)**

YPB has developed an anti-counterfeit platform and solution. YPB raised $1.6M in equity and a further $1.5M convertible note. The Company led the convertible note investment with a $495,000 investment with a 10% coupon on August 29, 2018. The Company has not converted its investment to YPB shares or sold any of its investment. The convertible note:

- has a three year fixed term, repayable only at maturity, non-redeemable.
- pays 10% annual interest income on a 3-year term
- is convertible at any time to ordinary equity at the lower of AUS $$0.018 or a 50% discount to the price at which YPB shares were subscribed for pursuant to the most recent capital raising of YPB preceding the date of conversion (not including the present equity placement), provided that the deemed price is no lower than $0.009.
- has a free attached unlisted option with an exercise price of $0.025, expiring 18 months from the date of conversion of the convertible note to shares

The Company was paid $81,818 on August 29, 2018 in fees for securing $1,000,000 in funding from accredited investors.

Anoosh Manzoori, the CEO and a director of the Company was a non-executive director of YPB from December 2018 to June 2019. Mr. Manzoori holds 10,260,506 CT1 representing 0.86% of the total issued shares and 7,201,682 CT1 options with an exercise price of $0.015 and also 2,000,000 CT1 options with an exercise price of $0.10. On conversion of all options and fully diluted basis Mr Manzoori will hold 1.13%.

Currently FGA is: (i) introducing YPB to investors, (ii) introducing YPB to potential new clients, and (iii) is in regular, ongoing discussions with the CEO on strategy, operational performance and capital requirements. Since FGF invested in YPB, it has introduced new client opportunities and acquisition targets, and also introduced a number of accredited investors. FGA does not have a formal agreement with YPB but it will receive a fee of between 6-8% of funds invested by investors if it has referred the investors.

1.3 Kleos Space Limited (ASX:KSS) ("Kleos")

The Company invested $200,000 in the IPO of Kleos which successfully raised $11million and listed on the ASX on July 27, 2018. KSS has developed a system of shoe-box sized satellites that give governments and corporations the ability to track geolocation data. The Company was paid a 5% finder's fee on its investment. The Company is no longer a shareholder in Kleos Space. The Company began disposing some of its shareholding in January 2019 and completed the sale of all Kleos shares in July 2019.

Acquisition Date: July 16, 2018
Percentage ownership: less than 1%.
No. of Options and terms: 250,000 with an exercise price of $0.30.
No. of shares acquired and price paid: 12,500,000 at $0.16 per share
Final Disposition date: August, 2019
The Company invoiced Kleos $12,500 in July 2018 for advisory fees and income was received in February 2019.

At all times KSS and the Company were arms-length and not related parties.

1.4 **Candy Club Holdings Ltd. (ASX:CLB) ("Candy Club")**

Candy Club Holdings Ltd. ("Candy Club") is a specialty market confectionary business, selling to wholesalers. It completed an IPO of $5,024,004 before costs and listed on the ASX on February 14, 2019. FGF invested in the IPO in the amount of $312,000 and has not sold any of the Candy Club shares. FGF owns approximately 1% of the issued and outstanding shares of Candy Club. In 2019, FGA introduced Candy Club to a technology partner to help solve their supply chain management challenges over their summer months. There are ongoing discussions with the CEO on strategy, operational performance and capital requirements. No fees were paid by Candy Club.

At all times Candy Club and the Company were arms-length and not related parties.

1.5 **Sqid Technologies Limited (CSE:SQID) ("SQID")**

The Company acquired 14.64% of the Ordinary Shares of SQID in 2019 when SQID was a private company. SQID is a successful payment gateway processor. For its fiscal year ended June 30, 2019 it processed 794,000 transactions with a value of $164,846,756. SQID's ordinary shares were listed on the CSE on January 21, 2020.

FGF had an advisory agreement with SQID dated June 13, 2019 to advise regarding post Listing IPO, capital raising with introduction to institutional funds and brokers, news flow, post listing ongoing investor relations, fund raising strategies, introductions to new clients and partnerships and corporate Advisory Services for capital management, capital raising and mergers and acquisitions. FGF had to right to nominate two directors to the board of directors. Two were recommended and appointed: John O'Connor and Michael Clarke. Michael Clarke is a director of FGF. The agreement was cancelled on November 1, 2019 and replaced with an invoice for $45,454 for services provided from December 2018 to October 2019 regarding due diligence and review of the Company's operations, industry analysis, valuation, presentations to investors and investment bankers. The $45,454.54 was paid by the issue of 151,515 Ordinary Shares to FGF. Anoosh Manzoori, CEO and director of FGF is the owner of Shape Capital Ltd. which owns 684,849 of the ordinary shares of SQID representing 8.71% of the issued ordinary shares of SQID. FGF is a promoter of SQID and owns 14.64% of the outstanding shares of SQID. Athan Lekkas, a director of the Company was appointed to the board of directors of SQID and Chairman of the Board on February 24, 2020 and was appointed CEO of SQID on March 23, 2020. Mark Pryn the CFO of the Company was appointed Joint Company Secretary of SQID on April 8, 2020.

2. Investment in Unlisted Equities

The Company invests in unlisted equities and also helps facilitate investment from other Australian sophisticated and accredited investors, defined under the regulations to the Act, as an investor who has a gross annual income of $250,000 or more in each of the prior two years or net assets of $2.5 million ("Sophisticated Investor"). Although the Company can invest in any industry it has historically invested in technology companies that own intellectual property and have the opportunity for large-scale deployments. Some of those investments include:

2.1 **Pearl Global (ASX:PGI): ("PGI").**
PG1 has developed a portable solution that can be transported to any remote location for recycling tires. This is particularly useful for the mining sector that holds a large inventory of tires with prohibitive costs of transporting these to recycling plants. The Company: (i) invested in 2016 in a $350,000 in convertible notes in PGI as part of a pre-IPO financing, (ii) worked with the PGI management and our advisors to seed further investors as part of the pre-IPO, (iii) introduced PGI to FGF's investor network, (iv) worked with the PGI management on its listing process with the ASX which included due diligence and review of PGI operations, industry analysis, valuations, advising on prospectus and listing requirements, corporate governance and regulatory compliance requirements, (v) the Company made introductions to new client opportunities from the boards network of contacts.

PG1 subsequently listed on the ASX on February 16, 2018.

Acquisition Date: December 16, 2016
Percentage holdings: 1.6%
Disposition Dates: The Company began selling its investment in PG1 in July 2018 and completed the sale of all of its investment in PG1 in October 2019

At all times PG1 and the Company were arms-length and not related parties.

2.2 **Helbiz Inc. ("Helbiz")**
It is an intra-urban transportation company with a mission to solve the first and last-mile transportation problem of high-traffic urban areas around the world. Helbiz's proprietary software and hardware is integrated into scooters to maximize vehicle life, minimize operational costs and potentially improve safety. Helbiz utilizes a customized fleet management platform, artificial intelligence, and environmental mapping to optimize operations and profitability. The company constantly monitors the platform and captures the data of all rides, riders, scooters, and personnel with advanced analytics. This data is then used to properly deploy, monitor and reposition the fleet to meet demand in different areas and maximize ridership. Helbiz completed a US$10M pre-IPO funding in August 2019.

The Company made an arms-length investment in a 10% convertible note ("Note") for the amount of U.S $150,000 with interest at the rate of 10% maturing December 31, 2020. The Company has a warrant to purchase 15 shares at a price of U.S. $2,500 each. The Note will be either (i) paid back on maturity, or (ii) automatically converted at a 30% discount to the price per share at which equity securities are sold in an IPO. In addition, the warrants will be priced at a 30% discount to the price per share at which equity securities are sold in an IPO.

Date of investment: June 17, 2019
Upon conversion of the convertible note to shares, the shares will be representing 0.0017% of the issued shares of Helbiz. The Notes have not been converted.

FGA has had discussions with the CEO of Helbiz on strategy, operational performance and capital requirements. Helbiz has established customers in Europe and USA. FGA has sourced two potential clients in Australia to assist with expansion by Helbiz in Australia. This activity is part of FGF's active role in managing its investments and no fees re paid for this by Helbiz.

At all times Helbiz and the Company were arms-length and not related parties.

2.3 Cryptodata Vault LLC. ("Cryptodata")
The Company is a 50% owner of Cryptodata, a Hardware Wallet used to store Digital Currencies. Cryptodata has built a Hardware Wallet for a fully compliant, secure and geo-fenced patent pending solution for storing digital currencies. It has built a utility Token, the SOV utility Token and a Sovereign Cash Digital Asset transaction book. It has issued 4.3 billion Sovereign Cash Tokens. The Sovereign Cash Tokens are listed on a Digital Currency exchange, BTCEXA. The Company paid U.S. $250,000 for initial development expenses. The Company received 15.56% of the Initial Tokens. The Company will also receive a commission of 6% on the sale of Cryptodata Tokens.

The Company: (i) made introductions to technology partners for the development of the Hardware Wallet, (ii) introduced other investors to CryptoData's investment round of US$2,250,000 which completed April 30, 2018, (ii) introduced Cryptodata to Blockchain Global Limited for marketing and promotional activities, (iv) researched client and partner opportunities in Australia and, (iv) facilitated a private placement by introducing investors and raising capital.

Investment date: 30 April 2018
Amount of investment: $250,000
Disposition Date: The Company wrote off its investment in Cryptodata during the fiscal year ended June 30, 2019. Cryptodata has completed its product development and requires further funding to manufacture its hardware devices and for sales, marketing and distribution activities. Cryptodata does not currently have active business operations. Given the delay Cryptodata experienced in securing funding the Company impaired this asset.

Currently the Company is in discussions with the Cryptodata management regarding business performance and operations including manufacturing, marketing and financing. FGF has had discussions with Cryptodata on structuring a new funding and has also had discussions with existing investors. FGF has also explored, with Cryptodata CEO, various business models to help support the company including a pre-sale strategy. FGF has spoken to an ASX listed entity about a possible distribution agreement to sell the hardware devices. Although the Company is a 50% owner of Cryptodata, it does not exercise control as all decisions require approval of 100% of the owners of Cryptodata.

3. Unlisted Equities (Blockchain Related)

The Company invests in unlisted equities that are Blockchain related and may also help facilitate investment from other Australian sophisticated investors and accredited investors.

3.1 **LINCD HQ Pty Ltd. ("LINCD")**
In late 2018, the Company acquired 100% of LINCD, a Blockchain software company, and on January 17, 2019 sold it to Harris Technologies Limited ("Harris") in consideration of 4,846,756 shares (still held) and 40,055,334 options to acquire Harris Shares.

While a shareholder of LINCD, FGA (i) made introductions to potential clients and resellers (ii) made introductions to investors and brokers (iii) provided sounding board to management team on operational matters (iv) reviewed strategic plans and provided ongoing advice to the LINCD board regarding business model and pricing of its product, distribution and reseller channels, potential investors and acquirers, and board composition.

At all times Harris and the Company and FGA were not related parties.

Harris has filed a claim against the Company regarding the sale of LINCD. See "*Legal Proceedings and Regulatory Actions*".

4. Cryptocurrency and Digital Assets

In the fiscal year ended June 30, 2019 the Company underwent a restructuring of its crypto and Digital Assets investment portfolio by terminating a number of partnerships that no longer align with its goals and wrote off a number of its early stage crypto investments. As part of the restructure, the Company decided to no longer invest in early stage Cryptocurrency and ICO opportunities until the market matures.

The Company will only purchase Bitcoin and Ethereum which are liquid Cryptocurrency assets listed on Gemini. They are core infrastructure technology solutions ("Protocol") used to verify transactions on their blockchain database. Tokens are created on top of Protocols and some of these have been called securities.

The Company has a small holding in Ethereum and is monitoring the market closely with the view to increase its holding over time.

The Company does not and does not plan to be a dealer, broker or provide Advisory Services in respect to investments in cryptocurrencies that are securities or derivatives.

Valuation of Digital Assets:

Gemini is a licensed Cryptocurrency exchange and the sub-custodian of the Company's Digital Assets and publishes real time prices of Digital Assets. Gemini holds a daily auction each business day at 4 P.M. Eastern Standard Time. The daily closing price of each cryptocurrency or its VWAP, is used by Gemini as the value of the Company's assets held by it.

Valuation is calculated by the sum of Cryptocurrency tokens held times the unit asset price in USD according to Gemini's daily auction price using the USD or if no trades during the trading session, then the Gemini trailing 24-hour U.S. dollar denominated VWAP as of 4 PM Eastern Standard Time.

Example:

Digital Asset	Price/Token (USD)	Number of Tokens held	Gemini Valuation
Bitcoin	$ 10,097.00	10	$ 100,970.00
Ethereum	$ 252.00	100	$ 25,200.00

5. Loans

5.1 Australian Nutrition & Sports Ltd. ("Australian Nutrition")

(i) All of this company's products are Australian-made including Nutrition/Fitness Products plus Infant and Adult Milk Formulas. The Company worked with the management of Australian Nutrition and on March 1, 2019, provided a loan of $223,984 to assist Australian Nutrition in its efforts to obtain a listing on a public exchange. The loan carries 1% interest per month. Interest is calculated monthly on daily balances and for the actual number of days elapsed from and including the first day of Loan amount received, but excluding, the last day of the date of prepayment or repayment of the Loan borrowed by the Company under this Agreement. The loan was not repaid on October 15, 2019. As a result of Australian Nutrition, appointing Administrators in March 2020 and then entering a Deed of Company Arrangement with creditors during May 2020, this loan has been fully impaired. Interested stakeholders have communicated plans to recapitalize Australian Nutrition after the Deed of Company Arrangement is completed, however, these plans are not sufficiently advanced to attribute a recoverable value above zero.

5.2 Cloud Lumen Pty Ltd. ("Cloud Lumen")

Cloud Lumen is an Australian registered company involved in the IOT and smart sensor technology for managing large scale lights for more effective energy management. On January 10, 2017, the Company invested $350,000 via a two year convertible note and $250,000 for the purchase of 1,562,500 Cloud Lumen Shares. The note bears interest at the rate of a $75,000 fixed fee payable on repayment of the Convertible note. The Company worked with Cloud Lumen management on fund raising, nominated two directors to Cloud Lumen and is now working with Cloud Lumen on a path to liquidity by a sale of its assets. As at June 30, 2019, for accounting and statutory reporting purposes, this investment was fully impaired.

6. License Agreement

Horizon Globex GmbH: (Horizon Globex).
This company has developed an end-to-end suite of Blockchain technology and is distributing a tokenetics ("Tokenetics")(1) branded security token primary offering and secondary offering token Trading platform called the Trading Platform ("*Trading Platform")* for registered and exempt offerings of digital securities that are fully compliant and operate under financial services agreements. Pursuant to an arms-length license effective February 5, 2019 the Company was granted an exclusive, non-transferable license of the Trading Platform together with a smartphone mobile user application for the territory of Australia and New Zealand ("Territory") for an indefinite term. The Company was further authorized as an exclusive reseller of the Trading Platform for the Territory for an indefinite term. Horizon Globex has clients and revenue in the United States and Europe. The Company has made and continues to make multiple introductions to clients and channel partners in Australia to assist Horizon Globex in raising funds and finding new clients in Australia. Channel Partners are resellers that can provide access to new customers and markets for Globex.

Horizon Globex and FGF are not related parties and their transactions are arms-length.

Activation Fee: The Company paid a one-time activation fee of U.S. $100,000 which includes:

(i) branding of one Trading Platform for the Company,
(ii) initial configuration of the Trading Platform hosted on the Microsoft Azure Cloud,
(iii) supply, publication and liaison with App Store reviewers for one branded Trading Platform App for Android and iOS including the creation and management of the Apple App Store and Google Play Store publication accounts,
(iv) iOS is a mobile operating system created and developed by Apple Inc. exclusively for its hardware which presently powers many of Apple Inc.'s mobile devices),
(iv) integration of a portal for KYC+AML API checks (security verification) for on-boarding App users.

Additional Fees: Horizon Globex receives the following fees:

(A) Execution Fees
(i) Buy: 0.75% of the value (token price multiplied by number of tokens) for each fill/partial-fill buy execution on Trading Platform
(ii) Sell: 0.75% of the value (token price multiplied by number of tokens) for each fill/partial-fill sell execution on Trading Platform.

(B) Trading Platform Reseller License Fees

(i) One time activation fee of U.S. $150,000 for each sub-license of the Trading Platform. A sub-licensee will received the services described above in the heading above called "Activation Fee").
(ii) Execution fees of:
(i) Buy: 1.00% of the value (token price multiplied by number of tokens) for each fill/partial-fill buy execution on the Trading Platform
(ii) ii. Sell: 1.00% of the value (token price multiplied by number of tokens) for each fill/partial-fill sell execution on the Trading Platform

Company Fees:

(a) The Company will receive a commission of U.S $50,000 from Horizon Globex for each *Trading Platform* sub-licensed in the *Licensed Territory*.

(b) The Company will receive a reseller commission of 0.25% for each fill/partial-fill buy execution and 0.25% for each fill/partial-fill sell execution on each customer Trading Platform delivered in the Licensed Territory.

(c) The Company has the right to set its own Buy and Sell Execution Fees.

There have not been any reseller licenses or sub-licenses.

Currently FGF is: (i) referring new client opportunities and channel partners in Australia to Horizon Globex, and (ii) is in regular telephone calls with Horizon Global management on business strategy and growth plans. FGF has made an introduction to an ASX listed entity that has shown interest in using some of the Globex technology. In addition, FGF has introduced an Australian investor who is also interested in exploring how he could use Globex in one of his companies. FGF is working with both of these groups to help Globex secure new revenue opportunities in Australia.

The Company did not receive any revenue from this agreement during the six months ended December 31, 2019 and during the fiscal year ended June 30, 2019.

The Company does not expect revenue from the Horizon Globex GmbH agreement to be material in 2020.

At all times Horizon Globex and the Company were arms-length and not related parties.

E. New Investments in 2020

It is difficult to give a detailed breakdown of each asset class as the Company does not yet have any targeted investments and investment decisions will be made after listing on the CSE. As a guide if we use our historical investments we plan to allocate 50% or more in listed equities and up to 50% in unlisted equities (includes Blockchain and Digital Assets). However circumstances and unforeseeable events may alter this allocation.

In addition the Company will use 32% of its portfolio as a guide to investments in Digital Assets and Blockchain entities. The board may adjust this figure over time. If one of the Digital Assets or Blockchain companies valuation rises too high that skews the portfolio we will use its best efforts to find liquidity and adjust the portfolio accordingly.

The budget for these investments is $3,200,000. See "*Use of Funds*".

Listed Equities: These will include a mix of on market investments and participation in placements. We will invest in Canada, US and Australia and are open to London market.

Unlisted Equities: These will include investments that are typically pre IPO. Pearl Global (now listed on the ASX) and SQID Technologies Limited which listed on the CSE on January 21, 2020 are two examples. Helbiz is projected to list on NASDAQ in 2020.

Unlisted Equities Blockchain: Examples of the type of planned future investments is LINCD (which was sold to listed Harris (see Item 2.4 above) and Horizon Globex (see item 2.2 above). We will continue to look for these types of investments with a focus on companies that are building core infrastructure and software in Blockchain technology. Our strategy is similar to Unlisted Equities where we are looking for short to medium term transaction to either trade sale or divest after an IPO and listing on an exchange.

Digital Assets: This is the least of our focus but we will accumulate some highly liquid and large cap Digital Assets. We are monitoring the market closely as the market evolves.

Risks

Below are some of the risks facing the Company. See the section entitled "Risk Factors" for a full discussion of all risks.

Risk Management

Any start-up or established business must continuously manage the risks by recognizing and mitigating the ambiguities and risks both in internal and external business environments that surround a company. The Company's management team manages risks proactively. Here are some of the risks that the Company faces:

Investment, Liquidity Risks

The market price of the Company's investments may fluctuate and there is a risk of a loss because of a drop in the market price. There is a liquidity risk as the Company may be unable to sell its investments and obtain a fair price when it wishes. The value of the investments may not keep up with the rate of inflation. The value of the Company's investments depends on the skill and expertise of the management of the Company and their ability to see trends in advance and act.

Technology Risk

A substantial portion of the Company's investments are dependent upon advanced technologies, which are susceptible to rapid technological change. There can be no assurance that the Company's investments will not be seriously affected by, or become obsolete because of, such technological changes. There can be no assurance that the entities in which the Company has invested can respond in a timely manner so that its response will be adequate to successfully overcome the technological change. This depends on the efficient and uninterrupted operation of their core technologies, which include specialised and proprietary software systems, IT infrastructure and back-end data processing systems. They could be exposed to damage or interruption from systems failures, computer viruses, cyber-attacks or other events. Any systemic failure or sustained disruption to their operation and technology could severely damage their business and reputation and directly impact the value of the Company's various investments.

Competitive Risks

There are many well established companies with considerably more finances already providing advice to both listed and unlisted companies. Some of these are:

.

1. Lanebury Growth Capital Ltd

http://www.

CSE: LLL

Incorporation: August 19, 2011

Location of Assets: Its primary industry focus is internet hardware, systems and software, internet media, health and education and acts like a technology incubator advisor.

Market Capitalization:

As the year end: June 30, 2019

Total revenue (loss) (($401,640)

Total assets Cdn $4,191,215

Total liabilities Cdn. $21,332

2. ThreeD Capital Inc.

http://www.threedcapital.com

CSE: IDK

Incorporation July 31, 1987 and reorganized in 2016 under its current name.

Assets: Its focus is on companies in the junior resources, artificial intelligence and Blockchain sectors. It focuses on private and public companies across a broad range of sectors including ICOs and provides its investees with Advisory Services.

Market Capitalization Cdn. $2,810,639

As the year end: June 30, 2019

Total revenue (loss) ($389,583

Total assets Cdn. $22,113,561

Total liabilities: $522,026

3. Auralite Investments Inc.

https://www.auraliteinvestments.com/

TSXV: AAAA

Incorporation: March 24, 2017

Assets: Identifying. It focuses on revolutionary technologies and new world industries in six key target segments namely environmental technology, artificial intelligence (ai), internet of things (iot) & blockchain, fintech, biotech, biopharma, and cannabis tech and quantum technology.

Market Cap: $46,271,520

As at year end July 31, 2019

Total revenue (loss)($6,578,929)

Total Assets: $3,731,845

Total Liabilities: $17,055

4. Pinetree Capital Ltd.

http://www.pinetreecapital.com/

TSX: PNP

Incorporation: May 11, 1962

Assets: it is an investment and merchant banking company. It is engaged in the small-cap market with early-stage investments in resource and technology components. Pinetree's investment portfolio includes equities, warrants, and promissory notes and convertible debentures.

Market Cap: $14,846,756

As at December 31, 2018

Total revenue (loss) ($2,325,000)

Total Assets: $16,375,000

Total Liabilities: ($395,000)

Australian Companies: $ are in AUS $

5. Auctus Alternative Investments Limited
http://www.Auctusinvest.com
ASX: AVC
Incorporation: February 15, 2011
Assets: It is an investment manager, with a primary focus on investing into companies and platforms operating globally in growth sectors with strong tailwinds and significant potential to scale.

6. Asset Resolution Limited
http://www.arlimited.com.au/
NSX: ASS
Incorporation: August 8, 2012
Assets: An investment portfolio of Distressed Property Securities, Distressed Debt and Distressed Corporate Assets.
Market Cap: $9,150,000
As at June 30, 2019
Total revenue (loss) ($295,100)
Total Assets: $9,530,639
Total Liabilities: $138,555
Market Capitalization: $1,734,600
As the year end: June 30, 2019
Total revenue (loss) $1,220,153
Total assets AUS $8,086,140

Cybersecurity Risk
Cybersecurity is a significant risk Digital Assets and Cryptocurrencies. The Company must rely on the companies in which they have invested to respond to Cybersecurity Risks. See "Risk Factors".

Fraud and Money-Laundering
FGF aims to invest only in established cryptocurrencies and it will trade these on established and regulated Cryptocurrency exchanges such as US based and licensed CoinBase and rely on their efforts to prevent fraud and money laundering

Legal and Regulatory Risks
Some of the possible legal or regulatory issues are continuous reporting requirements by the Regulatory Authorities and Exchange, tax complications, user and privacy policy, customer complaints, etc. The Company has retained professional advisors with the requisite experience to deal with these matters and will consult with them to keep it informed of possible complications before they arise.

USE OF AVAILABLE FUNDS

Available Funds and Principal Purposes

This is a non-offering Prospectus. The Company is not raising any funds in conjunction with this Prospectus, and accordingly there are no distributions of securities or resulting offering proceeds.

As of May 31, 2020, the Company had approximately $4,396,000 in working capital comprised of $4,449,000 cash, trade receivables of $10,000 and prepaid expenses of $9,000 minus trade and other payables of $72,000.

Estimated Funds Available: The estimated funds available to the Company in the next 12 months are as follows:

Source of Estimated Funds Available	**Amount ($)**
Working Capital as at May 31, 2020	4,396,000
Total	4,396,000

1. Use of Funds

The intended uses of the estimated available funds re as following:

Principal Purpose	**Amount ($)**
Listing on the CSE	10,674
Custodian fees paid up front	14,981
General and administrative expenses (1)	1,113,340
New Investments See "*General Description of Business*"	3,200,000
Unallocated Working Capital	57,005
Total	4,396,000

(1) General and Administrative Expenses	Monthly Amount ($)	Annual Amount ($)
Executive director fees (1)	20,000	240,000
Non-executive directors fees (2)	15,000	180,000
FGA directors fees (3)	5,000	60,000
CFO, corporate secretary fees	6,458	77,500
Annual filing fees	520	6,240
Audit fees	3,333	40,000
Consulting fees to a director (4)	7,500	90,000
CSE monthly listing fees	800	9,600
Consulting Fees (5)	3,000	36,000
Legal fees	4,167	50,000
Office, insurance and miscellaneous	10,000	120,000
Travel	17,000	204,000
Total	92,778	1,113,340

(1) Anoosh Manzoori, the CEO of the Company is paid $240,000 a year pursuant to his employment contract. See "*Directors and Executive Officers*" and "*Executive Compensation*" for details.

(2) The three non executive directors, Athan Lekkas, Geoff Barnes and Michael Clarke are each paid directors fees of $60,000 a year. See "Executive Compensation – Non executive director's compensation table".

(3) Two directors of FGF, Jeff Pulver and James Haft each receive director's fees of $30,000. See "Description of the Business – Advisory Services".

(4) A private company controlled by Athan Lekkas has a consulting agreement with FGA for business development for the Advisory Services provided by the Company through FGA. See "Executive Compensation – Non Executive Directors Compensation".

(5) SLM is paid this fee for the provision of its AFSL license. See "*Description of the Business – Material Agreement SLM*.

The actual amount that the Company spends in connection with each intended use of funds may vary significantly from the amounts specified above, and will depend on a number of factors including those listed under the heading "Risk Factors. For example, payments regarding liabilities incurred outside of Australia, the amount set out above may vary depending on fluctuations in currency rates. As a specific example, the monthly fee due to the CSE is CDN$650. The monthly figure for this amount set out in the table above is AUD$800.

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. The actual use of available funds will vary depending on the Company's operating and capital needs from time to time and will be subject to the discretion of the management of the Company.

The Company invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies involved in Blockchain (but not in connection to Cryptocurrency), as well as direct investments in established and liquid Cryptocurrency such as Bitcoin and Ethereum. The Company had a number of large financings in 2018. The result was the Company increasing this activity is fiscal 2018 and 2019, resulting in the use of this capital. It is anticipated that the Company will continue to use working capital in this way when it is available and the opportunities are considered positive. The decisions to acquire or dispose of these assets is completely discretionary. The Company's business strategy includes carrying a relatively large working capital balance due to the relative liquidity of these financial assets. Accordingly, the Company does not foresee a shortfall of working capital in the near or long term future.

Business Objectives and Milestones

The Company's business objective is to list on the CSE. The cost of covering administrative costs for the first 12 months following listing is estimated at $1,149,340.

Event	Time Frame	$
Listing on the CSE	Fifteen business days after receipt of a receipt for the Company's final Prospectus.	10,674
New Investments	Continuously for 12 months from Listing	3,200,000

The Board may, in its discretion, approve asset or corporate acquisitions or investments based upon the Board's consideration of the qualitative aspects of the subject acquisitions, including risk profile, technical upside, asset quality and other factors. Such acquisitions may require shareholder or regulatory approval. See "*General Description of the Business*".

The Company intends to spend a significant portion of the funds available to it according to the "Use of Funds" as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary.

The Company had a negative cash flow for the for the two years ended June 30, 2019 and June 30, 2018. To the extent that the Company has negative operating cash flow in future periods, it may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company. Refer to: (i) "Executive Summary – Statement of Operations": (ii) "Risk Factors – the Company has negative cash flow for the years ended June 30, 2019 and 2018; and (iii) the nine month interim unaudited financial statements to March 31, 2020 and the accompanying Management Discussion and Analysis attached to this Prospectus as Schedules A and B; and (iv) the audited annual financial statements for the two years ended June 30, 2019 and June 30, 2018 and the accompanying Management Discussion and Analysis attached to this Prospectus as Schedules C and D.

Risk Factors

There are certain risk associated with the business of the Company and with an investment in its securities including the following: future fluctuations in the Company's quarterly results of operations, limited market for the Company's securities, future dilution to existing and future shareholders, no history of paying dividends, competition, failure to address competitive challenges adequately; the Company's investment philosophy resulting in positive financial results, conflicts of interest; litigation; changes in laws; insurance coverage; market acceptance; acquisitions; and potential delay or future impairment. The risks and uncertainties described above are those the Company currently believes to be material, but they are not the only ones faced by the Company. There may be risks that the Company currently considers not to be material or of which the Company is not aware, that may become material risks which could materially and adversely impact the Company's operations. See "*Risk Factors*" for a full description of the risk factors affecting the Company.

DIVIDEND RECORD AND POLICY

The Company has not declared any dividends or made any distributions since incorporation. The Board may declare dividends at its discretion but does not anticipate paying dividends in the near future. While there are no restrictions in the Company's *Constitution* or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company anticipates using all available cash resources to fund working capital and grow its business. As such, the Company has no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board of Directors on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The MD&A for the nine months ended March 31, 2020 and March 31 2019 is disclosed in Schedule "B" attached to and forming part of this Prospectus.

The MD&A for the two years ended June 30, 2019 and June 30, 2018 is disclosed in Schedule "D" attached to and forming part of this Prospectus.

DESCRIPTION OF THE SECURITIES

Authorized and Issued Share Capital

Companies incorporated under the Australian Corporations Act 2001 (Cth) do not have an authorized capital and Ordinary Shares issued pursuant to the Corporations Act 2001 (Cth) do not have a par value. The issued capital of the Company as at June 30, 2019 was 1,555,959,281Ordinary Shares. On December 2, 2019 the Ordinary Shares were consolidated on the basis of one new Ordinary Share for twenty old Ordinary Shares. As of the date of this Prospectus, the issued capital is 77,798,218. See "Consolidated Capitalization".

The Company approved a new Constitution on November 27, 2019. The Constitution governs the rights and restrictions of the Ordinary Shares. All of the Ordinary Shares of the Company rank equally as to voting rights, participation in a distribution of the assets of the Company on the liquidation, dissolution or winding-up of the Company and the entitlement to dividends. The holders of the Ordinary Shares are entitled to receive notice of all meetings of shareholders and to attend and vote such Ordinary Shares at the meetings. Each Ordinary Share carries with it the right to one vote. The Ordinary Shares do not have pre-emptive rights, are not subject to redemption, have no sinking or purchase fund provisions, have no provisions restricting the issuance of additional securities or any other material restrictions, nor a requirement to contribute additional capital. Holders of the Ordinary Shares are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available. In the event of dissolution or winding up of the affairs of the Company and payment of all liabilities, surplus assets shall be paid first in repayment of paid up capital and the balance then remaining shall be distributed among the ordinary Members.

Listing of the Ordinary Shares is subject to the Company fulfilling all of the listing requirements of the CSE.

PRIOR SALES

In the past 12 months the Company has not issued any securities.

Trading Price and Volume

The Company was listed on the ASX from 1986 until December 4, 2019 when the Company voluntarily delisted from the ASX. The Ordinary Shares were halted from trading on April 4, 2019 by the ASX. The following table sets the price range and trading volume of the Shares for the 12 months prior to the halt trade, as reported by the ASX.

Month, Year	High ($)	Low ($)	Close ($)	Volume	Aggregate Value ($)
April 2018	0.019	0.012	0.017	233,052,726	3,736,141
May 2918	0.017	0.01	0.011	202,473,845	2,620,400
June 2018	0.013	0.008	0.008	232,318,669	2,380,051
July 2018	0.014	0.008	0.01	255,596,912	2,658,772
August 2018	0.016	0.008	0.015	432,892,392	5,482,863
September 2018	0.021	0.014	0.017	333,659,778	5,734,672
October 2018	0.017	0.012	0.013	106,307,957	1,532,048
November 2018	0.014	0.01	0.01	53,852,706	617,305
December 2018	0.01	0.007	.008	32,909,427	272,943
January 2019	0.009	0.006	0.006	107,646,491	732,898
February 2019	0.009	0.006	0.007	56,470,119	423,521
March 2019	0.008	0.006	0.006	44,238,347	327,944
April 2019	0.01	0.007	0.009	56,043,493	472,937

The Ordinary Shares were consolidated on the basis of one new Ordinary Share for 20 old Share on December 2, 2019.

CONSOLIDATED CAPITALIZATION

The following table sets forth the share and loan capital of the Company as at the dates below. The table should be read in conjunction with and is qualified in its entirety by the Company's unaudited quarterly financial statement ended December 31, 2019 and the accompanying MD&A attached to this Prospectus as Schedules "A" and "B" and the audited financial statements for the years ended June 30, 2019 and June 30, 2018 and the accompanying MD&A for those two years attached to this Prospectus as Schedules "C" and "D". The Ordinary Shares were consolidated on the basis of one new Ordinary Share for twenty old Ordinary Shares on December 2, 2019

Description	Amount Authorized at the date of this Prospectus	Outstanding as at the date of this Prospectus (unaudited)	Outstanding as at December 31, 2019 (unaudited)	Outstanding as at June 30, 2019 (audited)
Ordinary Shares	Not limited	77,798,218	77,798,218	1,555,959, 821

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

There are no outstanding stock options.

The Company does not have a Stock Option Plan

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

Escrow under NP 46-201

As at the date of this Prospectus, the Ordinary Shares subject to contractual restriction and escrow are as shown in the following table:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of class
Ordinary Shares	14,035,546 [(1)]	18.04% [(2)]

,

(1) These Ordinary Shares are owned by:

- 4,846,756 owned indirectly by Anoosh Manzoori. The registered shareholder is Manzoori Pty Ltd. ATF Manzoori Family Trust which is owned by Anoosh Manzoori and his wife Monia Manzoori and their children.

- 6,400,000 owned indirectly by Geoff Barnes. The registered shareholders are:
  - (i) GEBA Pty Ltd. ATF GEBA Family Trust as to 5,000,000. It is owned by Geoff Barnes and his former wife, Julie Thornton, and
  - (ii) GXB Pty Ltd. as to 1,400,000. It is owned by Geoff Barnes.

- 2,037,274 owned indirectly by Athan Lekkas. The registered shareholder are:
  - (i) Dalext Pty Ltd. ATF Dalext Unit A/C as to 1,723,637. It is owned by Athan Lekkas and his wife Lianny Lekkas, and
  - (ii) Dalext Superannuation Fund as to 313,637. It is owned by Athan Lekkas and his wife Lianny Lekkas

- 751,516 owned indirectly by Michael Clarke. The registered shareholders are:
  - (i) Sparke Enterprises Pty Ltd. ATF Sparke Enterprises Family Trust A/C as to 651,516. It is owned by Michael Clarke and his wife Joanna Clarke and their children.
  - (ii) Sparke Family Super Pty Ltd. ATF Clarke Super Fund A/C as to 100,000. It is owned by Michael Clarke and his wife Joanna Clarke.

(2) Based on 77,798,218 Ordinary Shares issued and outstanding as at the date of this Prospectus.

The 14,035,546 Ordinary Shares are held in escrow by the Company's Transfer Agent, Odyssey pursuant to an Escrow Agreement dated June 1, 2020. See "Material Agreements'.

In accordance with National Policy 46-201 Escrow for Initial Public Offerings ("NP 46-201"), all Ordinary Shares of the Company held by a principal of the Company as of the date of this Prospectus are subject to escrow restrictions. A principal who holds securities carrying less than 1% of the voting rights attached to the Company's outstanding securities is not subject to the escrow requirements under NP 46-201. Under the NP 46-201, a "principal" is defined as:

(a) a person or company who acted as a promoter of the Company within two years before the Prospectus;
(b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of the Prospectus;
(c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's IPO; or
(d) a 10% holder – a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's IPO and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

A principal's spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the Company they hold will be subject to escrow requirements. A person who holds less than 1% of the outstanding Ordinary Shares is not required to deposit their Ordinary Shares in escrow.

A Company will be classified for the purposes of escrow as either an "exempt Company", an "established Company" or an "emerging Company" as that term is defined in NP 46-201.

Uniform terms of automatic timed release escrow apply to Principals of exchange listed companies, differing only according to the classification of the Company.

The Company anticipates that on the Listing Date, it will be classified as an "emerging Company".

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter. All escrowed Ordinary Shares are subject to the direction and determination of the CSE. Specifically, escrowed Ordinary Shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the CSE. As such, the following automatic timed releases will apply to the securities held by its Principals:

Date of Automatic Timed Release	Amount of Escrowed Securities Released
On the date the Company's securities are listed on the CSE (the "Listing Date")	1/10 of the escrowed securities
6 months after the First Release	1/6 of the remaining escrowed securities
12 months after the First Release	1/5 of the remaining escrowed securities
18 months after the First Release	1/4 of the remaining escrowed securities
24 months after the First Release	1/3 of the remaining escrowed securities
30 months after the First Release	1/2 of the remaining escrowed securities
36 months after the First Release	The remaining escrowed securities

Pursuant to the terms of the Escrow Agreement, 1,218,879 Ordinary Shares will be released from escrow on the Listing Date. 1,828,318 Ordinary Shares will be released from escrow on each of the subsequent release dates.

PRINCIPAL SECURITYHOLDERS

To the knowledge of the Company's directors and officers, there is no person who beneficially own or exercise, directly or indirectly, control or direction over more than 10% of the votes attached to the Ordinary Shares.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security Holding

Name, Position with Company and Province and Country of Residence	Date of Appointment to Office	Principal Occupation for Past Five Years	Ordinary Shares Held as of the Date of this Prospectus	Percent-age of Ordinary Shares Currently Held
Anoosh Manzoori Director, CEO Chairman of Board Glen Iris, Victoria, Australia	Director since Dec. 14, 2017 Executive Chairman since Dec.8, 2018 CEO since Dec. 4, 2019	Director and officer of the Company since December 2017. Director of Shape Capital Pty Ltd. an advisory and venture investment firm (which is still active) since December 2013.	4,846,756 held indirectly (3)	6.22%
Geoff Barnes (1)(2) Director Malabar, New South Wales Australia	Director since May 16, 2014	Director of the Company, Chairman of the Board; founder and director of Peloton Capital Pty. Ltd. ("Peleton") which is a boutique investment bank that is still active.	6,400,00 held indirectly (4)	8.22%
Athan Lekkas (1)(2) Director Fitroy, South Australia, Australia	Director since July 16, 2012	Director of the Company since July 2012; since February 24, 2020, director of Sqid Technologies Limited, a payment processor that is active.	2,037,274 held indirectly (5)	2.62%
Michael Raymond Clarke (1) (2)) Director Auldana, South Australia, Australia	Director since May 19, 2014	Since August 6 2019, director of SQID Technologies Limited a payment processor company located in Wacol, Queensland, Australia; from February 2012, director of Malvern Corporation, an investment company located in Adelaide, South Australia, Australia. Both companies are currently active.	751,516 held indirectly (6)	0.97%
Mark Pryn CFO, Corporate Secretary Blackburn North, Victoria, Australia	CFO, Joint Corporate Secretary since Oct. 8, 2019	Since 2009 principal of Baudin Consulting Pty Ltd, a firm focused on providing governance, financial and regulatory compliance services. Secretary of the Company since October 8, 2018; Since April 8, 2020, joint company secretary of SQID Technologies Limited, a payment processor company listed on the CSE.	0	0

(1) Member of Audit Committee.

(2) Member of Remuneration Committee

(3) Mr. Manzoori's Ordinary Shares are held by Manzoori Family Trust A/C.

(4) Mr. Barnes's Ordinary Shares are held by GEBA Pty Ltd. ATF GEBA Family Trust as to 5,000,000 and GXB Pty Ltd. as to 1,400,000.

(5) Mr. Lekkas's Ordinary Shares are held by Dalext Pty Ltd. ATF Dalext Unit A/C as to 1,723,637 and by Dalext Superannuation Fund as to 313,637.

(6) Mr. Clarke's Ordinary Shares are held by Sparke Enterprises Pty Ltd. ATF Sparke Enterprises Family Trust A/C as to 651,516 and Sparke Family Super Pty Ltd. ATF Clarke Super Fund A/C as to 100,000.

See "*Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer*" for the details of the beneficial owners of each of the corporate entities indirectly owning the shares of the directors

The term of office of the directors currently expires every two years at the time of the Company's annual general meeting. Once listed on the CSE, the Company's directors will stand for election annually. The term of the office of the officers expires at the discretion of the Company's directors.

The Company went through a review by the ASX in 2019 and voluntarily delisted from the ASX on December 4, 2019. The ASX did not undertake any formal proceedings or investigation and no orders were made by the ASX. A detailed discussion of the Delisting is disclosed in "General Description of the Business".

Aggregate Ownership of Securities

The directors and officers of the Company, as a group, currently beneficially own, directly or indirectly, 14,035,546 Ordinary Shares representing 18.04% of the issued and outstanding Ordinary Shares of the Company.

Management Experience

The following is a brief description of the management and key personnel of the Corporation:

Anooshirvan ("Anoosh") Manzoori Age 44 – Director, CEO, Executive Chairman of the Board

Mr. Manzoori received a Bachelor of Science on April 29, 1999 from Monash University located in Melbourne, Australia and a Graduate Diploma of Business Enterprise on May 17, 2000 from Monash University. He is a current member of the Australian Institute of Company directors, since May 2013. He is a registered Expert Network Member of the Australian Governments' Department of Industry, Innovation and Science which supports innovative companies.

Prior business experience: Mr. Manzoori has extensive investment and corporate advisory experience across many verticals with a particular interest in the technology sector. His experience includes capital raising and M&A in private equity, capital markets and crypto currency and Digital Asset markets.

He was previously awarded the 'Entrepreneurial Scholarship' sponsored by Ernst & Young, The American Chamber of Commerce and Playford Capital before founding one of Australia's largest cloud hosting companies, SmartyHost, reaching over 75,000 customers before selling the company to MYOB Limited in 2008.

Mr. Manzoori has been a director of two Public Companies:

Name of Reporting Company	Name or Exchange or Market	Position	From	To
CCP Technologies Limited	ASX	Non-Executive Director	December 2016	
YPB Group Limited	ASX	Non-Executive Director	December 2018	June 2019

Mr. Manzoori is currently still a director of CCP Technologies Limited.

Pursuant to a letter of appointment dated December 14, 2017, Mr. Manzoori was appointed executive director with director's fees of $90,000 annually and options and Ordinary Shares as follows:

- 10,000,000 stock options with an exercise price of $0.03 per Share for a two year term. The stock options were approved by Shareholders on February 28, 2018 and were granted by the Board on December 2017.
- the issue of 60,000,000 Ordinary Shares provided certain milestones were met as follows:

Timeframe	Shares	Milestones
0-12 months from appointment	15,000,000	Set up an advisory business unit (ABU) within the Company to assist the Company with initial coin offerings (ICOs) and Crypto-Currency offerings. And secure a minimum of 2 strategic partners for the Company that are approved by the board, who will either participate in Company ICOs and/or can provide distribution and access to ICO and crypto-currency investors during an ICO.
0-12 months from appointment	15,000,000	First $2,000,000 consideration from the ABU or any ICO activity received by the Company (**Tranche A**). Consideration includes the cumulative of cash, shares and Crypto-currency.
12-24 months from appointment	15,000,000	Second tranche of $2,000,000 consideration (**Tranche B**) (being a combined total of $4,000,000 with Tranche A) from the ABU or any ICO activity received by the Company. Consideration includes the cumulative of cash, shares and Crypto-currency.
12-24 months from appointment	15,000,000	Third tranche of $2,000,000 consideration (being a combined total of $6,000,000 with Tranche A and Tranche B) from the ABU or any ICO activity received by the Company. Consideration includes the cumulative of cash, Shares and Crypto-Currency.

The milestones were met and the 60,000,000 Ordinary Shares were issued as follows:

Number of Shares	Date	Deemed Issue Price [(1)]
15,000,000	June 1, 2018	$.011
45,000,000	August 28, 2018	$0.016

(1) These Ordinary Shares were consolidated to 4,846,756 on December 2, 2019. The stock options were consolidated to 500,000 and expired March 31, 2020. See "Consolidated Share Capital".

The December 20, 2017 letter of appointment was amended on December 6, 2018 providing for the appointment of Mr. Manzoori as executive Chairman of the Board and to increase the fees to $240,000 per annum. The Company signed a consultancy agreement dated December 20, 2017 with Polygon Fund Pty. Ltd., a private company owned by Mr. Manzoori with the following terms:

- an indefinite term
- annual consultancy fees of $240,000 payable in 12 monthly instalments
- additional remuneration to be paid for services outside the scope of the agreement
- reimbursement of expenses
- termination on cessation as a director, on three month's notice and for cause (breach of term of agreement or for insolvency)
- maintain the confidentiality of all confidential information of the Company

There are no stock options granted to Mr. Manzoori. Mr. Manzoori will devote approximately 80% of his time to the business of the Corporation. He has not signed any non-disclosure or non-competition agreements.

Mark Pryn Age 58 CFO and Joint Corporate Secretary

Mr. Pryn is a Chartered Accountant and since 1986 has been a member of the Chartered Accountants of Australia and New Zealand and its predecessor bodies. Since December 2009, he has also been a member of the Governance Institute, Australia after receiving a diploma in applied Corporate Governance. In May 1984, he received a B.A. Economics from Monash University, Australia.

Prior setting up Baudin Consulting in 2009, Mr Pryn had over 25 years' corporate experience in senior finance and governance roles, including 10 years as an ASX listed company secretary. Mr Pryn has extensive board, financial reporting and financial management experience within the corporate and not for profit sectors. Mr. Pryn has been a corporate secretary of two Public Companies in Australia and one Reporting Issuer in Canada:

Name of Public Company	Name or Exchange or Market	Position	From	To
Opthea Limited (Formerly Circadian Technologies)	ASX	Corporate Secretary	September 2013	May 2014
Timbercorp Limited	ASX	Corporate Secretary	April 2001	May 2009
SQID Technologies Limited	CSE	Joint Corporate Secretary	April 8, 2020	

Mr. Pryn will devote approximately 10% of his time as required to the business of the Corporation.

On October 8, 2019, Baudin Consulting Pty Ltd. entered into an agreement with the Company dated October 8, 2019 to provide corporate secretary and CFO services. The base retainer is $77,500 per annum with a target of 45 days annually by either Mr. Pryn or the co-corporate secretary, Robert Kleine. If the time spent is 20% higher or lower, then either party then either party can negotiate an adjustment to better align the fees charged with actual time spent. For example if the total days worked are likely to be 54 days being 20% higher than the retainer target of 45 days Baudin Consulting can enter into negotiations for an additional fee of up to $15,500.

He has not signed a non-competition agreement. The agreement with Baudin Consulting Pty Ltd. does contain a non-disclosure term.

Non- Management Directors and non-executive Officers

Geoff Barnes Age 48 Director

Mr. Barnes is a founder and CEO of Peloton, incorporated in June 2011 where he has responsibility for equity markets stockbroking operations and corporate transactions. Mr. Barnes specializes in bringing companies to the public markets and providing capital raising solutions.

Prior to founding Peloton, Mr. Barnes was a Division Director at Macquarie Private Wealth for nine years, specializing in all commercial aspects of bringing projects to market predominantly in the energy sector. Mr. Barnes has been a director of one other Public Company:

Name of Reporting Company	Name or Exchange or Market	Position	From	To
Xped Limited (formerly Raya Group Limited)	ASX	Director	August 2013	March 2015

Pursuant to a letter of appointment dated February 26, 2018 Mr. Barnes was appointed a non executive director and it was agreed that he would be paid director's fees of $60,000 annually.

Mr. Barnes will devote approximately 30% of his time to the business of the Corporation. He has not signed any non-disclosure or non-competition agreements.

Michael Raymond Clarke Age 44 - Director

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

Mr. Clarke has been a director of one Public Company and is a director of one Reporting Issuer.

Name of Reporting Company	Name or Exchange or Market	Position	From	To
Xped Limited (formerly Raya Group Limited and Panax Geothermal Limited)	ASX	Director	February 2013	August 2016
SQID Technologies Limited	CSE	Director	August 6, 2019	

Xped Limited is an Internet of Things company based in Adelaide, Australia. Its patented technology enables any smart device to be controlled with the single tap of a smartphone.

Mr. Clarke, as a member of the Audit Committee is responsible for reviewing the audited financial statements of the Company and participating in Audit Committee meetings. He is also a member of the Remuneration Committee.

Mr. Clarke will devote approximately 15% of his time to the business of the Corporation. He has not signed any non-disclosure or non-competition agreements.

Athan Lekkas Age 44 Director

Mr Lekkas is an experienced investment advisor, particularly in the technology sector. Mr Lekkas has many years of investment banking experience and has advised on numerous cross border transactions including capital raisings, funding and structuring of acquisitions, joint ventures overseas and participated in a broad range of business and corporate advisory transactions. More recently Athan has focused on the restructure and recapitalisation of a wide range of ASX Listed companies. He was former Chairman of Panax Geothermal Limited (ASX:PAX) a Geothermal company that was successfully transformed into an Internet of Things (IoT) technology company where he was responsible for raising $25M (now called Xped). Mr Lekkas was also previously a Director of Brainy Toys Limited which was transformed from a technology company into a mining company which is now listed as a Kogi Iron (ASX: KFE), where he was instrumental and successful with identifying and funding the acquisition of a major West African Iron Ore project. Mr Lekkas was also responsible for the re-quotation of the Company in 2013 when six years of working capital was raised. On February 24, 2020, Mr. Lekkas was appointed a director of SQID Technologies Limited, a payment processor.

The Company signed a consulting agreement dated December 6, 2018 with Dalext Pty Ltd. to provide consulting services. Mr. Lekkas is responsible for business development, sourcing and due diligence on prospective investments. Pursuant to the SLM license he also advises existing portfolio companies. The agreement was assigned on Dec 2, 2019 to Dalext Products Pty Ltd. See "*Executive Compensation*" for details of fees paid than Lekkas and to Dalext Pty Ltd. in 2019, 2018 and 2017.

Mr. Lekkas has been a director of three Public Companies in Australia and is the CEO and director of one Reporting Issuer in Canada.

Name of Public Company	Name of Exchange or Market	Position	From	To
Xped Limited (Formerly Raya Group Limited and Panax Geothermal Limited)	ASX	Non-Executive Director	Feb. 2013	April 2018
Kogi Iron Limited (formerly Brainy Toys Limited)	ASX	Non-Executive Director	June 2010	Feb. 2012
Sam's Seafood Holdings Limited	ASX	Non-Executive Director	March 2007	Feb. 2011
Sqid Technologies Limited	CSE	Non-Executive Director and Chairman of the board of directors. CEO and executive director	Feb. 24, 2020 March 23, 2020	

Mr. Lekkas will devote approximately 50% of his time to the business of the Corporation. He has not signed any non-disclosure or non-competition agreements.

Robert Kleine Age 54 Joint Corporate Secretary

Mr. Kleine is a Certified Practising Accountant (CPA) and since 2000 has been a member of CPA Australia. Since 2013, he has also been a member of the Governance Institute, Australia and its predecessor bodies after receiving a diploma in applied Corporate Governance. In 1986 he received a Bachelor of Commerce from the University of Queensland, Australia.

Mr Kleine has extensive financial reporting, company secretarial and compliance support experience within ASX listed and other corporate environments. Mr. Kleine has been a corporate secretary of two Public Companies:

Name of Public Company	Name of Exchange or Market	Position	From	To
Immutep Ltd. (formerly Prima Biomed Ltd)	ASX	Corporate Secretary	July 2006	October 2009
Ultrapay Ltd. (ULT)	ASX	Corporate Secretary	June 2008	April, 2009

On October 8, 2019, Baudin Consulting Pty Ltd entered into an agreement with the Company dated October 8, 2019 to provide corporate secretary and CFO services. The base retainer is $77,500 per annum with a target of 45 days annually by either Mr. Pryn or the co-corporate secretary, Robert Kleine. Refer to the disclosure for Mark Pryn in this section of the Prospectus for additional details.

He has not signed a non-competition agreements. The agreement with Baudin Consulting Pty Ltd. does contain a non-disclosure term.

Other Reporting Company Experience

None of the directors, officers and promoters have been directors, officers or promoters of other companies that are or were a Reporting Company in any Canadian jurisdiction or elsewhere. As disclosed above they have been directors and officers of Public Companies in Australia.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the Corporation`s knowledge and other than as disclosed herein, no existing director or executive officer or a shareholder holding a sufficient number of securities of the Corporation to materially affect the control of the Corporation is, as at the date of this Prospectus, or was within ten years prior to the date of this Prospectus, a director, Chief Executive Officer or Chief Financial Officer of any company including the Corporation that:

(i) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(ii) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in that capacity as director, chief executive officer or chief financial officer.

For the purposes herein "order" means:

(a) a cease trade order;

(b) an order similar to a cease trade order; or

(c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

None of the directors or executive officers of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company. See "Principal Securityholders".

Halt Trades

The ASX issued a halt trade order on April 4, 2019**.** The Ordinary Shares remained halted from trading until the Ordinary Shares were delisted from the ASX on December 4, 2019. See "General Development of the Business"

Bankruptcies

To the Corporation`s knowledge and other than as disclosed herein, no existing director or executive officer or a shareholder holding a sufficient number of securities of the Company to materially affect the control of the Corporation:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

(b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the Corporation`s knowledge and other than as disclosed herein, no existing director or executive officer or a shareholder holding a sufficient number of securities of the Corporation to materially affect the control of the Corporation has been subject to:

(a) any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or by a provincial or territorial securities regulatory authority or has entered into a settlement agreement with a provincial or territorial securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

The directors of the Company will not be devoting all of their time to the affairs of the Company as they have employment outside of the Company and some of them are directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

During the year ended June 30, 2019, the Company had two NEOs: Anoosh Manzoori, CEO and Julie Edwards, CFO.

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, for the year ended June 30, 2019 and prior years, the Company did not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board of Directors.

The Company's remuneration strategy is based on achieving the overall objective of growing net tangible assets and profitability. The core of FGF's remuneration philosophy seeks to focus on driving performance over and above shareholder and market expectations.

The Company does not currently have either a short term or long term incentive plan in place. Currently there are no outstanding stock options. See "*Options and Other Rights to Purchase Shares*".

At this time, there are compensation agreements with the CEO and the CFO. See "*Directors and Officers*" for full details.

Option Based Awards: No option based awards have been granted.

Compensation of Named Executive Officers of the Company: The following table sets forth the compensation of the Named Executive Officers and persons earning more than $150,000 annually for the three most recently completed fiscal years. Prior to the appointment of Mr. Manzoori as Executive Chairman of the Board, the executive functions (excluding CFO) were carried out by the directors.

Summary Executive Compensation Table

Name and principal position (a)	Year (b)	Salary ($) (c)	Ordinary Share based awards ($) (d)	Option based awards ($) (e)	Non-equity incentive plan compensation ($)(f) Annual incentive plans (f1)	Long-term incentive plans (f2)	Pension value ($) (g)	All other Compensation ($) (h)	Total Compensation ($) (i)
Anoosh Manzoori (1)	2019 2018	175,007 49,694	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	360,000(2) 561,085(3)	535,007 593,850
Geoff Barnes	2018 2017	95,000 100,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	59,000(4) 84,000(5)	154,000 184,000
Athan Lekkas	2017	100,00	Nil	Nil	Nil	Nil	Nil	84,000(6)	184,000
Julie Edwards CFO	2019 2018 2017	40,000 44,658 52,100	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	40,000 44,658 52,100

(1) Pursuant to an appointment letter dated December 2017 Mr. Manzoori was paid $90,000 annually for director's fees. On December 6, 2018 he was appointed executive director and his fees were increased to $240,000 annually. The Company signed a consultancy agreement dated December 20, 2017 with Polygon Fund Pty. Ltd., a private company owned by Mr. Manzoori to provide management and investment advice. See "*Directors and Officers*"

(2) Equity based payment of 45,000,000 Ordinary Shares issued as part of Mr. Manzoori's compensation package ($360,000). See "*Directors and Officers*".

(3) This figure includes: an equity based payment of 15,000,000 Ordinary Shares issued as part of compensation package with a value of $544,156 and the payment of $16,929 to Shape Capital, a private company controlled by Mr. Manzoori for corporate advisory and secretarial services. See "*Directors and Officers*" for details of the agreements with Mr. Manzoori.

(4) In 2018 the Company paid $95,000 to Peloton Capital Pty Ltd., a private company controlled by Geoff Barnes for consulting services and paid $59,000 to Peloton Advisory Pty Ltd. also controlled by Geoff Barnes.

(5) In 2017 the Company paid $100,000 to Peloton Capital Pty Ltd. for consulting services and paid $84,000 to Peloton Advisory Pty Ltd.

(6) In 2017 the Company paid $84,000 to Dalext Pty Ltd., a private company controlled by Athan Lekkas for consulting services. The Company signed a consulting agreement dated December 6, 2018 with Dalext Pty to provide consulting services. See "*Directors and Executive Officers*" regarding details of the agreement with Dalext Pty Ltd. which was assigned on Dec 2, 2019 to Dalext Products Pty Ltd.

The Company did not have an executive director prior to Mr. Manzoori's appointment to that position in December 2018. The directors shared the responsibilities of managing and operating the Company. The fees paid to the non-executive directors are set out in the table below.

Compensation of non- executive Directors

As Geoff Barnes received compensation in the years 2018 and 2017 of more than $150,000 annually his compensation is included in the above Summary Executive Compensation Table. Mr. Lekkas also received compensation in excess of $150,000 in 2017 which is also included in the above Summary Executive Compensation Table.

Summary Compensation Table – non-executive directors

Name and principal position (a)	**Year (b)**	Salary **($) (c)**	**Ordinary Share based awards ($) (d)**	Opt-ion based **awards ($) (e)**	**Non-equity incentive plan compensation ($)(f)** Annual **incent-ive** plans **(f1)**	**Long-term** incentive plans **(f2)**	**Pen-sion** value **($) (g)**	All other Compen-sation **($) (h)**	Total Com-Pen-sation **($) (i)**
Geoff Barnes	2019	60,000	Nil	Nil	Nil	Nil	Nil	68,000(1)	128,000
Athan Lekkas	2019	60,000	Nil	Nil	Nil	Nil	Nil	50,918(2)	110,918
	2018	95,642	Nil	Nil	Nil	Nil	Nil	Nil	95,642
Michael Clarke	2019	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000
	2018	76,980	Nil	Nil	Nil	Nil	Nil	Nil	76,980
	2017	80,000	Nil	Nil	Nil	Nil	Nil	28,000(3)	108,000
Daniel Zhang	2019	60,000		Nil	Nil	Nil	Nil	Nil	60,000
	2018	18,065		Nil	Nil	Nil	Nil	Nil	18,065

(1) In 2019 the Company paid $68,000 Peloton Capital Pty Ltd., a private company controlled by Geoff Barnes (2018- $59,000), (2017- 84,000) for consulting services. As the fees paid to Mr. Barnes in 2018 and 2017 are in excess of $150,000 each year, those fees are included in the Executive Compensation Table immediately above this table

(2) In the fiscal year 2019 the Company paid $50,918, (2018- 0), (2017 - $84,000) to Dalext Pty Ltd., a private company controlled by Athan Lekkas for consulting services for business development and ongoing analysis of current and prospective investments. Fees paid to Mr. Lekkas in 2017 were in excess of $150,000 and are included in the Executive Compensation Table immediately above this table. The Company signed a consulting agreement dated December 6, 2018 with Dalext Pty to provide consulting services. See "*Directors and Executive Officers*" regarding details of the agreement with Dalext Pty Ltd. which was assigned on Dec 2, 2019 to Dalext Products Pty Ltd.

(3) In 2017 the Company paid $28,000 to Sparke Enterprises Pty Ltd., a private company controlled by Michael Clarke for consulting services.

Incentive Plans Awards

As at the year ended June 30, 2019 the Company had granted 10,000,000 Stock Option based awards to one NEO, Mr. Manzoori. As a result of the consolidation of the Company's ordinary Shares on the basis of one new Ordinary Shares for twenty old Ordinary Shares on December 2, 2019 the options were consolidated to 500,000. See "*Options and Other Rights to Purchase Securities*".

Pension Plans Benefits

The Company does not have a pension plan or provide any benefits following or in connection with retirement for the NEOs.

Termination and Change of Control Benefits

The Company does not have written employment agreements with the NEO's, nor any plans or arrangements in place with any NEO that provide for payment following or in connection with any termination, resignation, retirement, a change of control of the Company or a change in a NEO's responsibilities.

Intended Changes to Compensation

None.

Related Party Transactions
Related party transactions are disclosed in notes to the Executive Compensation Table and the Summary Compensation Table – non-executive directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus, no director, executive officer or employee of the Company is or has been indebted to the Company at any time.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee The primary purpose of the Audit Committee is to assist the Board of Directors in discharging its oversight and evaluation responsibilities. In particular, the Audit Committee oversees the financial reporting process to ensure the balance, transparency and integrity of our published financial information. The Audit Committee also reviews and reports to the Board of Directors on the quality and integrity of the Financial Statements and other financial information; compliance with legal and regulatory requirements related to financial reporting; the effectiveness of the systems of control (including risk management) established by management to safeguard the assets (real and intangible) of the Company and its subsidiaries; the proper maintenance of accounting and other records; annual and quarterly interim financial information; the independent audit process, including recommending the appointment and compensation of the external auditor, and assessing the qualifications, performance and independence of the external auditor; the performance and objectivity of our internal audit function; all non-audit services; the development and maintenance of procedures for the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by a director or officer of the Company and its subsidiaries of concerns regarding questionable accounting or auditing matters; the review of environment, insurance and other liability exposure issues relevant to the affairs of the Company; and any additional matters delegated to the committee by the Board of Directors.

The Audit Committee has the right, for the purposes of performing its duties, to maintain direct communication with the Company's external auditors and Board of Directors, to inspect all books and records of the Company and its affiliates, to seek any information it requires from any employee of the Company and its affiliates and to retain outside counsel or other experts.

The Audit Committee is required to meet at least once per quarter and is comprised of not less than three directors, a majority of whom are independent (as defined in NI 52-110) and all "financially literate" within the meaning of applicable Canadian securities laws. Geoff Barnes, Athan Lekkas and Michael Clarke are the members of the Audit Committee.

Composition of Audit Committee and Independence

NI 52-110 provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with a company, which could, in the view of that company's board of directors, reasonably interfere with the exercise of the member's independent judgment. Two of the members of the Audit Committee, Geoff Barnes and Michael Clarke meet the definition of "independence" provided in NI 52- 110. Michael Clarke is also the chairman of the audit committee. Athan Lekkas is not independent as he receives a consulting fees in addition to the fees paid to Mr. Lekkas as a director. See "*Directors and Executive Officers*" and "*Executive Compensation*" for details regarding director's fees and consulting fees paid to Mr. Lekkas directly and indirectly.

Relevant Education and Experience

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Financial Statements. All of the members of the Audit Committee are financially literate. For details regarding the education, experience and financial literacy of the members of the Audit Committee, see "*Directors and Executive Officers*".

It is intended that the Audit Committee will establish a practice of approving audit and non-audit services provided by the external auditor. The Audit Committee intends to delegate to its Chair the authority, to be exercised between regularly scheduled meetings of the Audit Committee, to preapprove audit and non-audit services provided by the independent auditor. All such pre-approvals would be reported by the Chair at the meeting of the Audit Committee next following the pre-approval. External Auditor Service Fee

The audit fees incurred to its external auditors, Pitcher Partners, Chartered Accountants, by the Company for the last two completed fiscal years are as follows:

Nature of Service	Fees Paid (or accrued) to Auditor in respect of the financial year ended June 30, 2019 **($)**	Fees Paid (or accrued) to Auditor in respect of the financial year ended June 30, 2018 **($)**
Audit Fees (1)	55,000	49,941
Audit-Related Fees (2)	Not applicable	Not applicable
Tax fees (3)	6,000	19,261
All other fees (4)	Not applicable	Not applicable
Total	61,000	69,202

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include aggregate fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services may include aggregate fees for due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes aggregate fees for tax compliance, tax planning and tax advice.

(4) "All Other Fees" include all other non-audit services, in the aggregate. These services were for the review of prior prospectus and interim unaudited financial statements filed with the Commission.

Exemption

The Company is relying on an exemption provided in section 6.1 of NI 52-110 from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

Audit Committee Charter

The Board of Directors has adopted an Audit Committee charter that sets out the roles and responsibilities of the Audit Committee. A copy of the charter is attached hereto as Schedule "E".

Corporate Governance

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with day- to-day management of the Company.

The Company has adopted a Corporate Governance Policy to ensure that effective corporate governance practices are followed and to ensure that the Board of Directors functions independently of management. The Corporate Governance Policy is attached hereto as Schedule "F" to this Prospectus.

The following sets forth the Company's disclosure of its corporate governance practices as they relate to the corporate governance guidelines set forth in National Policy 58-201. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Board of Directors will monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the company, other than interests and relationships arising from holding Ordinary Shares or securities in the company. In addition, where a company has a significant shareholder, NI 58 101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Currently, the Board of Directors is comprised of four directors, namely Anoosh Manzoori, Athan Lekkas, Michael Clarke and Geoff Barnes. Mr. Manzoori is not considered independent, as he is the CEO of the Company. Athan Lekkas is not considered independent as he receives a consulting fee in addition to his director's fees. See "*Directors and Executive Officers*" for details of the agreement with Mr. Manzoori and Mr. Lekkas. Michael Clarke and Geoff Barnes are considered independent for the purposes of NP 58-201. The Board of Directors may meet independently of management as needed. The independent directors would exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

<u>Directorships</u>
Michael Clarke is a director of Sqid Technologies Limited, listed on the CSE. None of the other directors of the Company have served as a directors of other Reporting Companies. Some of the directors have been or currently are directors of Public Companies listed on the ASX. See "*Directors and Executive Officers*".

<u>Position Descriptions</u>
The Company does not currently have written position descriptions for the chairman of the Board of Directors, or for the chair of each of the committees.

<u>Orientation and Continuing Education</u>
Each new director of the Company is briefed about the nature of the Company's business, its corporate strategy and current issues within the Company. New directors will be encouraged to review the Company's public disclosure records as filed on SEDAR at www.sedar.com after the Company becomes a reporting Company. Directors are also provided with access to management to better understand the operations of the Company, and to the Company's legal counsel to discuss their legal obligations as directors of the Company.

<u>Ethical Business Conduct</u>
The Board of Directors is considering implementing a written code of ethical conduct for its directors, officers and future employees. The Board of Directors is also required to comply with the conflict of interest provisions of the Act and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest. See "*Directors and Executive Officers - "Conflicts of Interest*" and "*Risk Factors*".

<u>Trading Policy</u>
The Company has adopted a Trading Policy regarding the prohibition of trading with knowledge of insider information which is attached hereto as Schedule "G" to this Prospectus. Insider Information is information, including inter alia, material facts or material changes known only to the insiders of the Company, and their advisors and others on a need to know basis which is not available to the public, which could be expected to have a material effect on the price of value of the Ordinary Shares.

<u>Nomination of Directors</u>
The Company's management is in contact with individuals involved in the technology sector. From these sources management has made a number of contacts and in the event that the Company requires any new directors, such individuals will be brought to the attention of the Board of Directors. The Company will conduct reference and background checks on suitable candidates. New nominees generally must have a track record in business management, areas of strategic interest to the Company, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

<u>Other Board Committees</u>
Other than as disclosed herein, there are no other committees of the Board of Directors as of the date of this Prospectus.

<u>Assessments</u>
Neither the Company nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board of Directors as a whole. The contributions of individual directors are monitored by other members of the Board of Directors on an informal basis through observation.

RISK FACTORS

This section describes the material risks affecting the Company's business, financial condition, operating results and prospects.

The Company's securities should be considered a highly speculative investment due to the nature of the Company's business and its present operations. An investor should carefully review the risk factors set out below and all of the information disclosed in this Prospectus before making an investment decision. There may be other risks and uncertainties that are not known to the Company or that the Company currently believes are not material, but which also may have a material adverse effect on its business, financial condition, operating results or prospects.

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. There is no market through which the Ordinary Shares may be sold.

No Market for the Shares: With the delisting of the Ordinary Shares from the ASX on December 4, 2019, there is no market through which the Ordinary Shares may be sold and there are no assurances that any market will develop in the future. This means that there is no central place, such as a stock exchange or stock quotation system, to purchase or resell the Ordinary Shares. This means that even if you locate a buyer or seller and negotiate your own sale, you may still not be allowed to sell the Ordinary Shares or to pledge the Ordinary Shares as collateral for a loan. Accordingly, an investment in the Ordinary Shares should only be considered by investors who are able to bear the economic risk of a long-term investment and do not require liquidity.

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.

Uncertainty of Additional Financing: There are no assurances that the Company's future working capital will be adequate to execute its business plan or objectives as contemplated herein. The Company does not have any commitments to obtain additional financing and if required in future, there is no assurance that the Company will be able to arrange for such financing, or that such financing will be available on commercially reasonable terms. The failure to obtain such financing on a timely basis could have a material adverse effect on the Company. Equity financing and the additional issuance of equity securities will result in the substantial dilution to the Company's shareholders.

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 favourable 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

Uncertainty of Use of Proceeds: Although the Company has set out its intended use of available funds in this Prospectus, the uses and figures provided are estimates only and are subject to change. While management does not contemplate any material variation from such estimates, management retains broad discretion in the application of such proceeds. See "*Use of Proceeds*".

Negative Cash flow for the two year ended June 30, 2019 and 2018. The Company has negative cash flow for the two years ended June 30, 2019 and June 30, 2018. To the extent that the Company has negative operating cash flow in future periods, it may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company. The Company's actual financial position and results of operations may differ materially from the expectations of the Company's management.

Covid 19 Virus Disruption

Impacts Resulting from Ongoing COVID-19 Crisis The respiratory illness COVID-19 (also referred to as the "coronavirus") has resulted in a widespread health crisis that has already adversely affected the economies and financial markets of many countries around the world. The international response to the spread of COVID-19 has led to significant restrictions on travel; temporary business closures; quarantines; global stock market and financial market volatility; a general reduction in consumer activity; operating, supply chain and project development delays and disruptions; and declining trade and market sentiment; all of which have and could further affect commodity prices, interest rates, credit ratings and credit risk. The continuing and additional business interruptions, expenses and delays relating to COVID-19, could have a material adverse impact on the Company's portfolio of assets, operations and its operating results, financial condition and the market for its securities. As at the date of this Prospectus, the duration of the business disruptions and related financial impact of COVID-19 cannot be reasonably estimated.

The Company operates in three areas: (i) it provides advisory services to listed and unlisted companies, (ii) it is licensed in Australia to present investment opportunities to accredited investors in Australia and earn commission fees and invests across a diversified portfolio of different asset classes. These three items are all affected as the companies involved in each area are likely to be negatively affected directly or indirectly by the Covid 19 Virus. Some of the effects of the Covid 19 include:

- uncertainty of how long the Covid 19 virus will cause the current widespread disruption,
- timely and novel government fiscal policy to deal with: shutdown of non-essential businesses, high rates of unemployment, novel evolving subsidy programs for laid off workers, financial concessions to business, tax cuts and government spending,
- central banks monetary policy reaction to the novel problems caused by the Covid 19 Virus to ensure adequate credit facilities to banks and other lenders;
- timely government fiscal policy reaction to the novel problems caused by the Covid 19 Virus;
- lack of a unified response and preparedness to the Covid 19 virus both within countries and by all countries;
- the ability of non- essential businesses, in particular small businesses, to withstand a lengthy shut down,
- response of those sectors of the economy directly impacting business such as credit lines, interest rates and recurring expenses such as rent, property taxes,
- novel difficulties for business short and long term planning,
- disruptions to supply chains affecting the ability to manufacture and sell products,
- permanent loss of trained staff and key persons,
- disruptions in communications and overload of the internet with so many people working from home.

This list is not exhaustive and is also subject to the almost daily evolving response of governments and health authorities to the Covid 19 Virus. The negative effect of these risks, if any on the Company's investments, advisory services, commission earnings and the likely decline in the value of the Company's assets is unknown 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.

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, 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.

Modification of the Investment Policy: Although the Company has an Investment Policy regarding the types of interests that it seeks to acquire or invest the Company may modify such policy in the future or make exceptions to such policy for valid reasons, subject to shareholder approval in some circumstances as set forth in the Investment Policy. If the Company modifies it's Investment Policy or makes exceptions to it, that may have the effect of materially increasing the risk profile of an investment in the Company. In addition, the Company's investment portfolio may be highly concentrated in a small number of investments, which may result in significant losses to and materially adversely affect the Company's financial position if any of those investments do not perform as anticipated.

Insurance Risk: The Company has directors and officer's liability insurance for financial institutions which covers claims to a maximum annually of $10,000,000 with worldwide coverage excluding the U.S. No claims have ever been made against the Company. There is always the possibility that the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Technology Risk: The Company's Blockchain and Digital Currency assets use advanced technologies, which are susceptible to rapid technological change and there is no assurance that adequate responses will be made in a timely manner to successfully overcome the technological challenges and changes.

Digital Assets Risks: Lack of regulation, acceptance, price stability and volatility.

Lack of Regulation: Cryptocurrency exchanges and other trading venues are relatively new and, in most cases, largely unregulated and may therefore be more exposed to fraud and failure To the extent that Cryptocurrency exchanges or other trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in Cryptocurrency prices. Cryptocurrency market prices depend, directly or indirectly, on the prices set on exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other currencies. In the past several years, a number of Cryptocurrency exchanges have been closed due to fraud, business failure or security breaches. In many of these instances, the customers of the closed exchanges were not compensated or made whole for the partial or complete losses of their account balances in such exchanges. While smaller exchanges are less likely to have the infrastructure and capitalization that provide larger exchanges with additional stability, larger exchanges may be more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems) and may be more likely to be targets of regulatory enforcement action.

Lack of Acceptance: Traditional banks and banking services may limit or refuse the provision of banking services to businesses that supply cryptographic or cryptocurrencies as payment, and may refuse to accept money derived from Cryptocurrency-related businesses. This may make management of bank accounts held by companies operating in the field difficult.

Competition: All aspects of the Digital Currency and Blockchain industries – in particular the development of pre-ICO, ICOs, Digital Currency security providers and Digital Currency exchanges face significant competition. The rapid pace of innovation and development within the industry, together with the high number of competitors and relatively low barriers to market entry mean there is no guarantee the Company's ventures in these industries will be effective or profitable. A list of some of the competitors is listed in "General Description of the Business".

Legal and Regulatory Risk: A key concern often raised about Digital Currency is its ability to hinder or evade law enforcement and facilitate criminal activity due to users being anonymous and the transactions are outside the usual channels of international finance and government regulation. It is unclear what the regulatory response will be and whether that response will seriously impact the digital current market.

Valuation and Price Volatility of Cryptocurrencies: Cryptocurrency prices are highly volatile, can fluctuate substantially and are affected by numerous factors beyond the Company's control, including hacking, demand, inflation and expectations with respect to the rate of inflation, global or regional political or economic events. Cryptocurrencies may be subject to momentum pricing, which is typically associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Cryptocurrency market prices are determined primarily using data from various exchanges, over-the-counter markets, and derivative platforms. Momentum pricing may have resulted, and may continue to result, in speculation regarding future appreciation in the value of cryptocurrencies, inflating and making their market prices more volatile. As a result, they may be more likely to fluctuate in value due to changing investor confidence in future appreciation (or depreciation) in their market prices, which could adversely affect the value of the Company's investments.

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 that 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.

Dividends
The Company does not anticipate paying any dividends on its Shares in the near future.

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 described by this Prospectus. Accordingly, the Shares under this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those Shares.

Investors should consider that the investment in the Company is speculative, carefully consider the foregoing risk factors and should consult their professional advisers to assess income tax, legal and other aspects of an investment in the Shares before making financial decisions regarding a purchase of the Company's Ordinary Shares.

PROMOTERS

There are no promoters.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

In 2019, Harris Technologies Group ("Harris") of Hallam, Victoria, Australia acquired from the Company all of the issued shares of Lincd HQ Pty Ltd. ("Lincd"). On April 3, 2020 Harris filed a claim against the Company alleging a discrepancy in the financial accounts of Lincd. The Company has denied the claim. The parties attended mediation on June 2, 2020. On June 10, 2020 the board of Harris will meet to to consider the Company's proposal that the claim be withdrawn with each party to bear its own costs. Legal counsel has advised that it is unlikely that any legal proceedings will proceed and if brought, such proceedings will be unsuccessful for Harris. There are no other legal proceedings, regulatory actions, pending legal proceedings, or regulatory actions to which the Company is or is likely to be a party.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of officers, senior officers, any shareholders who beneficially own, directly or indirectly, more than 10% of the outstanding Ordinary Shares or any known associate or affiliate of such persons, in any transaction since incorporation or in any proposed transaction, which has materially affected or is reasonably expected to materially affect the Company. See "*Business Description*" and the disclosure therein.

AUDITOR, TRANSFER AGENTS AND REGISTRAR

Auditor

The auditor of the Company is Pitcher Partners, Chartered Accountants and member of the Institute of Chartered Accountants of Australia. Pitcher Partners is located at Level 38, 345 Queen St Brisbane QLD 4000, GPO Box 1144 Brisbane QLD 4001. Pitcher Partners was appointed the audit of the Company on February 15 2017.

Registrar and Transfer Agent and Escrow Agent

The Transfer Agent and Registrar of the Company's Ordinary Shares and the Company's Escrow Agent is Odyssey Trust Company, #323-409 Granville Street, Vancouver, BC V6C 1T2 who will maintain the Company's central securities register.

MATERIAL CONTRACTS

The following are the material contracts of the Company that are outstanding as of the date of the Prospectus:

(a) Escrow Agreement dated June 1, 2020 between the Company, the Escrow Agent and certain shareholders of the Company. See "Escrowed Securities and Other Securities Subject to Resale Restrictions on Transfer".

(b) Transfer Agent Agreement with Odyssey Trust Company dated June 1, 2020.

(c) SLM Corporate Pty Ltd. agreement dated December 31 2018. See "General Description Of The Business".

(d) Tripoint Global Equities, LLC agreement dated February 11, 2020. See "General Description Of The Business".

(e) Custodian Agreement with Odyssey Trust Company dated June 8, 2020. See "General Description of the Business".

(f) Sub -Custody Agreement with Odyssey Trust Company and Gemini Trust Company LLC dated June 8, 2020. See "General Description of the Business".

EXPERTS

The following persons or companies whose profession or business gives authority to a statement made by the person or company are named in the Prospectus as having prepared or certified a part of that document or a report of valuation described in the Prospectus:

Pitcher Partners, Chartered Accountants, audited the year-end audited financial statements ended June 30, 2019 and June 30, 2018 and is completing a a review engagement report of the six month interim unaudited financial statements ended December 31, 2019 and 2018. Pitcher Partners is a member of the Institute of Chartered Accountants of Australia and as of the date of this Prospectus did not own or have any registered or beneficial interests, directly or indirectly, in any securities or other property of the Company.

OTHER MATERIAL FACTS

There are no further facts or particulars in respect of the securities being distributed pursuant to this Prospectus that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

FINANCIAL STATEMENTS

The financial statements of the Company attached to this Prospectus are:

- The unaudited, comparative interim financial statements for the nine months ended March 31, 2020.
- The audited, annual, comparative financial statements for the fiscal years ended June 30, 2019 and June 30, 2018.

Schedule A March 31, 2020 quarterly unaudited financial statement

FIRST GROWTH FUNDS LIMITED.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended March 31, 2020 and 2019

(Unaudited)

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The Condensed Interim Consolidated Financial Statements have been prepared by, and are the responsibility of, the Consolidated Entity's management.

FIRST GROWTH FUNDS LIMITED.
(An Investment and Advisory Group)
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT MARCH 31, 2020 AND 2019
(Expressed in Australian Dollars)
(unaudited)

	Note	31 March 2020	30 June 2019
Current assets			
Cash and cash equivalents		2,793,980	2,255,897
Trade and other receivables	8	4,342	78,896
Inventories (cryptocurrencies)	9	937,156	685,452
Financial assets	10	2,999,964	2,560,894
Intangible assets (cryptocurrrencies)	11	109,217	210,086
Other		21,418	-
Total current assets		6,866,077	5,791,225
Non-current assets			
Financial assets	9	1,460,783	2,451,486
Intangible assets (cryptocurrencies)	11	-	0
Total non-current assets		1,460,783	2,451,486
Total assets		8,326,860	8,242,711
Current liabilities			
Trade and other payables		72,003	149,070
Total current liabilities		72,003	149,070
Total liabilities		72,003	149,070
Net assets		**8,254,857**	**8,093,641**
Equity			
Issued capital	12	67,635,788	67,635,788
Reserves		-	19,156
Accumulated losses		(59,380,931)	(59,561,303)
Total equity		**8,254,857**	**8,093,641**

Approved on behalf of the Board:

"Anoosh Manzoori"
Anoosh Manzoori, CEO, Director

The accompanying notes are an integral part of these financial statements.

FIRST GROWTH FUNDS LIMITED.
(An Investment and Advisory Group)
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE PROFIT AND LOSS FOR THE NINE MONTHS ENDED MARCH 31, 2020 AND 2019
(Expressed in Australian Dollars)
(unaudited)

	Note	Nine months ended		Three months ended	
		31 Mar 2020	31 Mar 2019	31 Mar 2020	31 Mar 2019
Income (loss) from continuing operations		$	$	$	$
Revenue from continuing operations	5	45,455	138,211	-	(1,319)
Direct costs		-	(193,145)	-	21,181
Net income (loss) from continuing operations		45,455	(54,934)	-	19,862
Income (loss) from investments					
Interest revenue		72,072	90,937	23,577	19,462
Dividends received		-	18,167	-	3,812
Financial assets at fair value through profit and loss	6	1,053,914	(500,868)	534,666	57,205
Asset impairments	7	0	-	-	-
Other gains and losses		3,182	-	3,182	-
Income (loss) from investments		1,129,168	(391,764)	561,425	80,479
Net income (loss)		1,174,623	(446,968)	561,425	100,341
Operating expenses					
AFSL[1] support		(27,000)	(80,700)	(8,568)	(23,474)
Director related costs	4	(360,000)	(265,007)	(122,500)	(85,713)
Director - share based payments	4	19,156	(360,000)	19,156	-
Insurance and professional fees		(436,545)	(301,591)	(101,978)	(109,487)
Listing and share registry fees		(47,248)	(28,916)	-	(1,787)
Travel expenses		(57,134)	(164,875)	-	(29,311)
Other expenses		(85,480)	(110,875)	(35,165)	(34,241)
Total operating expenses		(994,251)	(1,311,964)	(249,055)	(255,984)
Profit/(loss) before income tax expense		180,372	(1,758,662)	312,370	(155,643)
Income tax expense		-	-	-	-
Profit/(loss) after income tax expense		180,372	(1,758,662)	312,370	(155,643)
Other comprehensive income, net of tax		-	-	-	-
Comprehensive income (loss)		180,372	(1,758,662)	312,370	(155,643)
		Cents	**Cents**	**Cents**	**Cents**
Basic and diluted earnings per share**		0.002	(2.275)	0.402	(0.201)
Weighted average number of ordinary shares on issue**		77,798,281	77,313,809	77,298,281	77,298,218

*** The comparative weighted average number of ordinary shares and the resultant earnings per share calculations have been adjusted to reflect the 20 for 1 share consolidation completed December 2, 2019*.

[1] AFSL – Australian Financial Services Licence

The accompanying notes are an integral part of these financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDER'S EQUITY FOR THE NINE MONTHS ENDED MARCH 31, 2020 AND 2019

(Expressed in Australian Dollars)
(Unaudited)

Consolidated	Issued capital $	Share option reserve $	Accumulated losses $	Total equity $
Balance at 1 July 2018	67,155,788	139,156	(55,644,780)	11,650,164
Loss after income tax expense for the period	-	-	(1,758,662)	(1,758,662)
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive income	-	-	(1,758,662)	(1,758,662)
Transactions with owners in their capacity as owners:				
Milestone shares issued to key management personnel	-	360,000	-	360,000
Milestone shares converted to ordinary shares	480,000	(480,000)	-	-
Balance at 31 March 2019	**67,635,788**	**19,156**	**(57,403,442)**	**10,251,502**

Consolidated	Issued capital $	Share option reserve $	Accumulated losses $	Total equity $
Balance at 1 July 2019	67,635,788	19,156	(59,561,303)	8,093,641
Profit after income tax expense	-	(19,156)	180,372	161,216
Other comprehensive income, net of tax	-	-	-	-
Total comprehensive income	-	(19,156)	180,372	161,216
Balance at 31 March 2020 (note 11)	**67,635,788**	**-**	**(59,380,931)**	**8,254,857**

FIRST GROWTH FUNDS LIMITED.
(An Investment and Advisory Group)
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED MARCH 31, 2020 AND 2019
(Expressed in Australian Dollars) (Unaudited)

	Note	Nine months ended	
		31 Mar 2020	**31 Mar 2019**
		$	**$**
CASH PROVIDED BY (USED IN)			
OPERATING ACTIVITES			
Profit / (loss) after tax		180,372	(1,758,662)
Adjustments for non cash items			
Fair value adjustments through profit and loss	6	(1,053,914)	500,868
Impairment – loans and intangibles	7	0	-
Advisory fees settled in shares	5	(45,455)	-
Director - share based payments / (credits)		(19,156)	360,000
Changes in non cash working capital balances			
Decrease / (increase) in receivables		23,233	(18,885)
Decrease / (increase) in inventories		(251,704)	(118,106)
Decrease / (increase) financial assets		1,702,323	(3,960,316)
Decrease / (increase) in other current assets		(21,418)	(15,632)
Decrease / (increase) in payables		(77,067)	(22,190)
Cash provided by (used in) operating activities		**437,214**	**(5,032,923)**
INVESTING ACTIVITES			
Intangible asset proceeds		100,869	-
Net cash from subsidiary acquisition		-	2,022
Cash provided by (used in) investing activities		**100,869**	**2,022**
Increase / (decrease) in cash		**538,083**	**(5,030,901)**
Cash, beginning		2,255,897	8,024,964
Cash closing		**2,793,980**	**2,994,063**
SUPPLEMENTAL DISCLOSURES:			
Cash paid for interest		–	–
Cash paid for income taxes		–	–
NON CASH TRANSACTION INFORMATION:			
Director - share based payments		–	360,000
Advisory fees settled in shares	5	45,455	-
Trade receivable – share based settlement		33,675	-

The accompanying notes are an integral part of these financial statements.

NATURE AND CONTINUANCE OF OPERATIONS

1. The Parent Entity, First Growth Funds Limited is incorporated under the Laws of the Australia, specifically the Corporations Act 2001. The registered office of First Growth Funds Limited is located at Level 14 440 Collins St Melbourne, Victoria, 3000, Australia and its principal place of business is located at Level 5 56 Pitt Street Sydney, New South Wales, 2000, Australia. The Consolidated Entity is seeking to list its shares on the Canadian Securities Exchange.

   The Consolidated Entity comprises First Growth Funds as the parent and two wholly owned controlled entities:

   - ICO-AN Pty Ltd (incorporated in Australia 17 November 2017)
   - First Growth Advisory Pty Ltd (incorporated in Australia 8 December 2018)

The Group's principal business activities are to provide advisory services to both listed and private unlisted companies and 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..

2. BASIS OF PRESENTATION

   1. Statement of compliance

      These financial statements are prepared in compliance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. These financial statements should be read in conjunction with the Consolidated Entity's financial statements for the year ended June 30, 2019.

      These financial statements were approved for issue by the Board of Directors on June **9, 2020**.

   2. Measurement basis

      The financial statements have been prepared on the historical cost basis except for the following:
      - Financial assets and financial liabilities which are initially recognised at their fair values and subsequently measured at their respective fair values;
      - Inventories are valued at the lower of their cost and the net realisable value; and
      - Intangible assets are valued at their recoverable amounts being the net of their cost and any asset impairments.

      These financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional and presentation currency of the Consolidated Entity is the Australian dollar.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

   The policies applied in these unaudited Condensed Interim Consolidated Financial Statements are based on IFRS issued and outstanding as the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited Condensed Interim Consolidated Financial Statements as compared with the most recent annual financial statements as at and for the year ended June 30, 2019. Any subsequent changes to IFRS that are given effect in the Consolidated Entity's annual financial statements for the year ending June 30, 2019 could result in restatement of these unaudited condensed interim consolidated financial statements.

4. RELATED PARTY TRANSACTIONS AND BALANCES

The directors of the Parent Entity and wholly owned controlled entities are identified as related parties and key management personnel. During the interim nine month period ended March 2020, the Consolidated Entity incurred the following related party transactions:

(a) Director fees**
- Parent Entity $315,000 (2019 - $265,007).
- Controlled Entities $45,000 (2019 - $nil).

(b) Director related consulting fees** to the amount of $67,500 (2019 - $93,918).

(c) Share based compensation costs to directors to the amount of $19,156 credit (2019 - $360,000).

(d) No post-employment benefits, other long-terms benefits and termination benefits were made during the interim nine month periods ended March 31, 2020 and 2019.

As at March 31, 2020, included in accounts payable as due to directors is $20,000 (June 30, 2019 – $28,905).

*** Director fees and Director related consulting fees are included in the Consolidated Statements of Comprehensive Income (Loss) included under the respective headings of Director Related Costs, AFSL support and Insurance and Professional fees.*

(Expressed in Australian Dollars) (Unaudited)

5. NET INCOME (LOSS) FROM CONTINUING OPERATIONS

	Nine months ended		Three months ended	
	31 Mar 2020	31 Mar 2019	31 Mar 2020	31 Mar 2019
	$	$	$	$
Advisory / Commission income	45,455	56,175	-	-
Digital currency sales (inventories)	-	81,818	-	-
Other	-	218	-	(1,319)
Income from continuing operations	45,455	138,211	-	(1,319)
Direct costs	-	(193,145)	-	21,181
Net income (Loss) from continuing operations	45,455	(54,934)	-	19,862

6. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT AND LOSS

	Nine months ended		Three months ended	
	31 Mar 2020	31 Mar 2019	31 Mar 2020	31 Mar 2019
	$	$	$	$
Realised Gains (Losses)	(167,583)	(169,146)	(79,361)	102,015
Unrealised Gains (Losses)	1,221,497	(331,722)	614,027	(44,810)
	1,053,914	(500,868)	534,666	57,205

7. ASSET IMPAIRMENTS

	Nine months ended		Three months ended	
	31 Mar 2020	31 Mar 2019	31 Mar 2020	31 Mar 2019
	$	$	$	$
Intangibles impairment (note 11)	-	-	-	-
Loans receivable impairment (note 8)	-	-	-	-
	-	-	-	-

(Expressed in Australian Dollars) (Unaudited)

8. TRADE AND OTHER RECEIVABLES

	31 Mar 2020 $	30 June 2019 $
Trade receivables	-	107,584
Loss allowance for trade receivables	-	(39,875)
Loans receivable (i)	240,144	598,808
Impairment allowance for loan receivable	(240,144)	(598,808)
GST receivable	4,342	11,187
Total	**4,432**	**78,896**

(i) The Company originally provided a short term loan to Australian Nutrition and Sports Limited at 1% interest per month. The loan term was subsequently extended to 15 October 2019, however the loan repayment did not occur. As a result of Australian Nutrition, appointing Administrators in March 2020 and then entering a Deed of Company Arrangement with creditors during May 2020, this loan has been fully impaired. Interested stakeholders have communicated plans to recapitalize Australian Nutrition after the Deed of Company Arrangement is completed, however, these plans are not sufficiently advanced to attribute a recoverable value above zero.

9. INVENTORIES

	31 Mar 2020 $	30 June 2019 $
Cryptocurrencies held for sale	987,865	736,181
Provision for impairment	(50,729)	(50,729)
Total	937,156	685,452

Cryptocurrency holdings

As at 31 March 2020,, the Group held:

- 907,730,000 Sovereign Cash Tokens (SOV) tokens which are listed on the digital currency exchange BTCEXA. The carrying value of the SOV tokens in $638,252 (2019: 638,252).
- 23.496 BITCOIN tokens purchased in March 2020. The carrying value of the BITCOIN tokens is $251,704 (2019: Nil).
- 255.5 Ethererum ("ETH") tokens received during the year as a refund upon exiting cryptocurrency under development contracts with Bankorous and Proton. The carrying value of the ETH tokens is $47,200 (2019: nil). As at June 30 2019, the balances held with Bankorous and Proton were classified as Intangibles – cryptocurrency under development.

Accounting policies for inventories

Inventories are measured at the lower of cost and net realisable value. Cryptocurrencies are recognised as inventories where they are held for sale in the ordinary course of business in accordance with guidance provided by the International Financial Reporting Interpretations Committee ('IFRIC') during June 2019.

(Expressed in Australian Dollars) (Unaudited)

10. FINANCIAL ASSETS

	31 Mar 2020 $	**30 June 2019 $**
CURRENT		
Listed securities at fair value through profit and loss	2,999,964	2,560,894
Total	2,999,964	2,560,894
NON-CURRENT		
Unlisted equity securities at fair value through profit and loss	695,688	1,731,987
Unlisted convertible notes at amortised costs	765,095	719,499
Total	1,460,783	2,451,486

11. INTANGIBLES

	31 Mar 2020 $	**30 June 2019 $**
CURRENT		
Cryptocurrencies under development	109.217	210,086
Total	109,217	210,086
NON-CURRENT		
Cryptocurrencies under development	-	-
Total	-	-

Cryptocurrencies under development

The prior year balances represent 'rights to acquire tokens' under contract. As at the reporting date the remaining intangible asset has been classified as current due to management's intention to exit this contract.

Movements during the reporting period are set out below.

	Current	Non-current	Total
Opening balance	210,086	-	210,086
Refund received	(100,869)	-	(100,869)
Impairments (note 7)	-	-	-
Transfer to Inventories (note 9)	-	-	-
Closing balance	109,217	-	109,217

(Expressed in Australian Dollars) (Unaudited)

12. SHARE CAPITAL

(a) Authorized Share Capital

Effective July 1 1998, the Australian Corporations Law abolished the concept of authorized capital and par value in relation to Share Capital.

(b) Issued and Outstanding Ordinary Shares

	Number of Ordinary Shares	Amount
		$
Balance, June 30, 2019	1,555,959,281	67,635,788
Movements during the period		
Share consolidation December 2, 2019 (1 for 20)	(1,478,161,063)	Nil
Balance, March 31, 2020	77,298,218	67,635,788

(c) Share Options

	Number of Options on issue
Balance, June 30, 2019	292,257,907
Movements during the period	
Option consolidation December 2, 2019 (1 for 20)	(277,645,000)
Options lapsed March 12, 2020	(14,612,907)
Balance, March 31, 2020	Nil

The Share Option details were:

Grant date:	13 March 2018
Expiry date	12 March 2020
Fair value at grant date	(adjusted for consolidation) $0.038.

There were no options granted to any directors or key management personnel during the reporting period or the previous financial year.

(d) Shares held in escrow

As at March 31, 2020 and March 31, 2019, there were no shares held in escrow.

13. INCOME TAXES

Future tax benefits which may arise as a result of these non-capital losses and other income tax pools have not been recognized in these financial statements and have been offset by a valuation allowance.

No deferred income tax asset has been recognized because the amount of future taxable profit that will be available to realize such assets is unpredictable. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The amount of deferred income tax asset considered realizable could change materially in the near term based on future taxable income during the carry forward period.

14. MANAGEMENT OF CAPITAL

The objective when managing capital is to safeguard the assets. The Consolidated Entity is not subject to any externally imposed capital requirements.

As at March 31, 2020, the Consolidated Entity capital resources include all the components of shareholders' equity. The Consolidated Entity manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Parent Entity may attempt to issue Ordinary Shares.

15. COMMITMENTS

Nil.

16. SUBSEQUENT EVENT(S)

1. Subsequent to March 31, 2020, financial markets have continued to be negatively impacted by the novel Coronavirus or COVID-19, which was declared a pandemic by the World Health Organization on March 12, 2020. This has resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this uncertainty on our future financial results.
2. On April 3 2020,the Company received a letter from Harris Technologies Limited (ASX:HT8) claiming $358,830 compensation due to an alleged breach of a warranty of a share purchase agreement completed May 24 2019., The Company strongly disputes this claim and contingent liability and through its legal advisors has responded accordingly to Harris Technologies Limited.
3. On April 21, 2020, the company completed the following:
   a. The sale of its 30,000,000 shares in Harris Technology Limited (ASX:HT8) for $1,430,000. The shares were acquired May 24, 2019 with a fair value at the time of $990,930.
   b. The sale of 100% of its stake in Human Protocol for US$70,000 (AUD$110,000).
4. On June 8, 2020 the Company entered into a Custodian Agreement with Odyssey Trust Company (the "Custodian") to hold all of the Company's portfolio of assets for safekeeping in order to minimize the risk of their theft or loss.
5. On June 8, 2020 the Company entered into a Sub-Custody Agreement with the Custodian and Gemini Trust Company LLC ("Gemini"). Gemini will act as sub-custodian of the Company in respect of the Company's holdings in Cryptocurrencies.

No other matters or circumstances have arisen since the end of the reporting period that have significantly affected or may have a significant effect on the financial operations of, the financial performance of those operations, or the financial position of, the consolidated entity, in the subsequent reporting period.

Schedule B MD&A March 31, 2020 quarterly unaudited financial statement

DISCLAIMER FOR FORWARD-LOOKING INFORMATION

Certain statements in this Management Discussion and Analysis ("MD&A") are forward-looking statements or information (collectively "forward-looking statements"). The Company is providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in these forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "anticipates", "is expected to", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that its investment strategy will be successful, and the underlying value of its investments will continue and grow and that the risks listed below will not adversely impact the Company.

In making these forward-looking statements, the Company has assumed that its advisory services, licensed activities which earns commission fees and its investment policy and strategy will be successful, and the underlying value of its investments will continue and grow and that the risks listed below will not adversely impact the Company. All of these assumptions are subject to the disruptive effects of the Covid 19 virus.

These forward-looking statements include, among other things, statements relating to the ability of the Company to generate revenue; the success of the Company's investment strategy, use of funds, intentions to further develop, market and promote its advisory services; unanticipated cash needs and the possible need for additional financing and the adoption of new governance policies, committees and practices.

The forward-looking statements are based on the reasonable assumptions, estimates, opinions and analyses of management made in light of its experience and perception of historical trends, current conditions, expected future developments and other factors management of the Company believes are appropriate, relevant and reasonable in the circumstances at the date that such statements are made. The Company has based the forward looking information in this MD&A on various material assumptions, including: the Company will sustain or increase profitability, and will be able to fund its operations with existing capital, the Company will be able to attract and retain key personnel in future if required; the general business, economic, financial market, regulatory and political conditions in which the Company operates will remain positive; the general regulatory environment will not change in a manner adverse to the business of the Company; the tax treatment of the Company and its subsidiaries will remain constant and the Company will not become subject to any material legal proceedings; the economy generally; competition, and anticipated and unanticipated costs. All of these assumptions are subject to the disruptive effects of the Covid 19 virus.

Forward looking statements (continued)

Covid 19 Virus Disruption

These Forward-looking statements are also subject to the risks and disruptions arising from the Covid 19 Virus. The Company operates in three areas: (i) it provides advisory services to listed and unlisted companies, (ii) it is licensed in Australia to present investment opportunities to accredited investors in Australia, and (iii) earns commission fees and invests across a diversified portfolio of different asset classes. These three items are all affected as the companies involved in each area are likely to be negatively affected directly or indirectly by the Covid 19 Virus. Some of the effects of the Covid 19 include:

- uncertainty of how long the Covid 19 virus will cause the current widespread disruption,
- timely and novel government fiscal policy to deal with: shutdown of non-essential businesses, high rates of unemployment, novel evolving subsidy programs for laid off workers, financial concessions to business, tax cuts and government spending,
- central banks' monetary policy reaction to the novel problems caused by the Covid 19 Virus to ensure adequate credit facilities to banks and other lenders;
- timely government fiscal policy reaction to the novel problems caused by the Covid 19 Virus;
- lack of a unified response and preparedness to the Covid 19 virus both within countries and by all countries;
- the ability of non- essential businesses, in particular small businesses, to withstand a lengthy shut down,
- response of those sectors of the economy directly impacting business such as credit lines, interest rates and recurring expenses such as rent, property taxes,
- novel difficulties for business short and long term planning,
- disruptions to supply chains affecting the ability to manufacture and sell products,
- permanent loss of trained staff and key persons,
- disruptions in communications and overload of the internet with so many people working from home.

This list is not exhaustive and is also subject to the almost daily evolving response of governments and health authorities to the Covid 19 Virus. The negative effect of these risks, if any on the Company's investments, advisory services, commission earnings and the likely decline in the value of the Company's assets is unknown to the Company.

Additional assumptions, some of which have a novel new level of uncertainly and unpredictability arising from the Covid 19 virus are:

- that it will list on the CSE.
- that it will be able to fund its operations from existing capital.
- its expectations regarding its revenue, expenses and operations will be met, subject to the effects of the Covid 19 virus.
- that it will successfully expand its Advisory Services which were not promoted in 2019 during the ASX review.
- that its commission fees arising from its license with SLM Corporate Pty. Ltd will increase.
- that it will act on investment opportunities from Tripoint Global Equities, LLC and earn commission fees through its licenses with SLM Corporate Pty. Ltd. This business was not actively pursued in 2019 during the ASX review.
- expectations about the success of its operations compared to competitors.
- that it can address the impact of competition on the Company's operations.
- that the operating costs of the Company will be consistent in all material respects with the budgeted amounts.
- it will reach its expected business objectives over the next 12 months.
- its expectations that revenue derives from its investments, subject to the effects of the Covid 19 virus, will be sufficient to cover its expenses during 2020 and the 12 months following listing on the CSE.
- its expectations about growth in the industries it invests in, subject to the effects of the Covid 19 virus, will be met.
- that general economic and industry conditions in the jurisdictions of the investee companies willbe adjusted due to the Covid 19 virus.
- its expectations that the investee companies it invests in, will be adjusted as a result of the Covid 19 virus affecting their market share and value.
- that it can successfully find companies that have commercialized their product or services but are under-valued.
- expectations regarding adjustments to projected growth in revenue arising from its investment objectives and criteria and the successful realization on disposition of its investment and the availability of sufficient liquidity for future growth.
- expectations regarding interest rate fluctuations where its investments re outside of Australia.
- the economic interest of the directors in the Ordinary Shares.
- compensation arrangements for the directors and executive officers.
- that its analysis of a potential investee company where there is a related party will be adequately objective to ensure no bias.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond our control, that could influence actual results include, but are not limited to: failure to expand the Advisory Services and earn additional commission fees , return on investment is not guaranteed; dilution of holdings in investee companies, valuation methodologies involve subjective judgements; risks relating to global economic and financial market deterioration impeding access to capital or increasing the cost of capital; and the novel negative affects of the Covid 19 virus in particular; the effects of tariffs on economic growth causing a downturn in general economic conditions; equity risk; the market price of the Company's investments may fluctuate and there is a risk of a loss because of a drop in the market price; liquidity risk; the Company may be unable to sell its investments and a fair price when it wishes; the value of the investments may not keep up with the rate of inflation; the value of the Company's investments depends on the skill and expertise of the management of the Company and their ability to see trends in advance and act; the security of Digital Assets and the effectiveness of current technology to counter Cybersecurity risks, fraud and money laundering; digital currency exchange risks; limited history of de-centralized financial systems compared with traditional and existing centralized financial systems backed by a central authority; the ability of the Company to continue to generate revenue adequate to fund its business plans and

Forward looking statements (continued):

operations; 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; the effect of government regulation and compliance on the Company and the investment industry; the ability of the Company to maintain properly working systems; reliance on key personnel; the inability to list on a public exchange after delisting from the ASX on December 4, 2019; volatility of the Company's share price following listing on a new exchange; failure to list on the CSE; the inability to secure additional financing; the Company's intention not to pay dividends in the near future; claims, lawsuits and other legal proceedings and challenges; conflict of interest with directors and management; and other factors beyond the Company's control.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "*Risk Factors and Uncertainties*".

1.1 – Date and Basis of Discussion & Analysis

This management discussion and analysis ("MD&A") is dated as of June**, 2020 and should be read in conjunction with the unaudited financial statements of First Growth Funds Limited for the nine months ended March 31, 2020 ("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 – Overall Performance

Business Structure

The Company, First Growth Funds Limited was incorporated on October 14, 1986 under the *Business Corporations Act* (Australia) with Australian incorporation number ("AIN") 006 648 835 with the name Second Board Pacific Limited. It went through several name changes: Greenchip Investment Limited on August 21, 1991, M2M Corporation Limited on January 28, 2000 and on March 29, 2011 the name was changed to the current name, First Growth Funds Limited. Its head office and registered offices are located at Level 14, 440 Collins Street Melbourne, Victoria 3000, Australia.

Wholly owned Subsidiary companies:

1) ICO-AN Pty Ltd., incorporated on November 17, 2017 pursuant to the *Business Corporations Act* (Australia).
2) First Growth Advisory Pty Ltd., ("FGA") incorporated December 8, 2018 pursuant to the *Business Corporations Act* (Australia).

Nature of Business

The Company provides Advisory Services to companies, earns commission fees and invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies involved in Blockchain (but not in connection to Cryptocurrency), as well as direct investments in established and liquid Cryptocurrency (for example Bitcoin and Ethereum). The Company, currently has about 15.7% of its investment portfolio in North American companies and plans to continue to invest across all asset classes.
.

Investment Objective

The Company's investment objective is to achieve long-term capital appreciation, while preserving capital, by actively investing in public and private equity securities and debt instruments and different assets and classes and as such it does not have a sole asset or asset class which is its main undertaking. FGF seeks to have a variety of different investments.

The Company invests from its available funds and does not pool investor funds. Unlike private equity and venture capital funds, the Company has no capital return requirements. Such requirements may stipulate that the funds raised from investors together with any capital gains on such investment, must be returned to investors on a specified date or upon the occurrence of a specified event. These provisions often force private equity and venture capital funds to seek returns on their investments through mergers, public equity offerings or other liquidity events more quickly than they otherwise might, potentially resulting in both a lower overall return to investors and an adverse impact on their portfolio businesses.

In addition, listing on the CSE will provide investors a mechanism for the sale of their Ordinary Shares. The Ordinary Shares do not have any special rights or restrictions, including rights of redemption or retraction of the Company and there is no requirement for additional investment.

1.2 – Overall Performance (continued)

The Company believes that its capital structure and flexibility to make investments with a long-term view of up to three years and without the capital return requirements of traditional private investment vehicles will better enable it to generate returns on invested capital.

Investment Policy

FGF is constantly assessing investment opportunities both in terms of the acquisition of assets or interests as well as the disposal of assets or interests-from time to time with the intent being to maximise value and return for shareholders. The aim with investments in unlisted entities is that the equity interests held will be able to be realised on completion of a liquidity event (such as a trade sale or IPO) and that the funds raised from the realisation will be invested into further assets and interests for the benefit of shareholders

The Company will employ both a conservative, fundamental, value based approach and potential growth analysis to identifying and investing in private and public businesses in jurisdictions analyzed for the following: (i) product and sustainable competitive advantage, (ii) market size and growth rates, (iii) financial performance, (iv) management performance and (v) industry growth and performance. The Company also invests based on global political activity that affects economic activity, such as tariffs, international trade rules and new technologies.

The types of investments that the Company may make include (but are not limited to) unlisted and listed securities, derivatives, rights convertible into securities or derivatives or foreign exchange, debt instruments and interests in trusts. It also invests in unlisted equities involved in Blockchain and Digital Assets. FGF does not intend to limit its investments to any one sector, with the key investment criteria being whether or not the investment presented is of a suitable scale, and quality that it is likely to achieve a significant increase in value for the Shareholders. The Company currently has investments in unlisted equities, unlisted equities – Blockchain, listed equities, convertible notes, debt and Digital Assets.

The Company's portfolio will be adjusted regularly between asset classes over time to maximise investment returns and to ensure it has enough cash holding for working capital and for new investment opportunities. The Company's largest exposure of at least 50% will be in listed equities on the open market via a broker or via the Company's online broker accounts and by participating in private placements. These investments will be monitored and managed daily.

In 2018 the Company's investments in Digital Assets was in early stage Digital Assets. In 2019 the Company changed its strategy to focus solely on liquid and established Digital Assets including Bitcoin and Ethereum as an example. The Digital Assets need to be established and operating for some time, have a large developer community participating in its development and commercialisation, listed on Digital Asset exchanges that are regulated under U.S. security laws.

In the future, the portfolio may include securities or other assets that are not described. In keeping with the Company's management strategy, the portfolio composition will vary over time depending on the Company's assessment of overall market conditions, opportunities and outlook including the allocation between listed entities and unlisted entities. In all cases, percentage of investment is measured at cost at the time of investment with the capital deployed.

1.2 – Overall Performance (continued)

Additional Criteria

Attractive valuations: While the Company does not intend to invest in start-up businesses at pre product and pre customer stages or businesses that have speculative business plans, it may invest in early-stage companies where the Company sees potential for growth and positive and stable cash flows and opportunity for additional investments in the future. Examples are the Company's investment of a convertible note in Pearl Global Limited in 2016 that had developed a working prototype and was still engaged in R&D. FGF investments led Pearl Global Limited to a listing on the ASX.

Experienced and aligned management: The Company will focus on businesses with experienced, entrepreneurial management teams with strong, long-term track records and a commitment to high ethical standards and effective corporate governance.

Stage of Development: The Company will invest in businesses with innovative technologies or products reflecting the rapid changes in technologies where the technology or product is fully developed and has been commercialized with a track record of growth and increasing market share. The Company will also invest in businesses that demonstrate significant competitive advantages relative to their peers, such that they are in a position to protect their market position and profitability.

An officer or director of the Company may already be an officer, director and shareholder (related party) of an investee company at the time of investment by the Company where the investee company fits within the Company's investment objectives. In this instance the related party if a director of the Company, will be in a conflict of interest and will abstain from approval by the Board of the proposed investments. Any such investee company must fit within all of the Company's objectives and investment criteria.

Realization on investments

The Company has the flexibility to realize on any investment at any time where the Company believes that: (i) an investment is fully valued or the original plan has been fully achieved; (ii) where the Company_has identified other investment opportunities that it believes present more attractive risk-adjusted return opportunities and additional capital is needed to make such investments.

Ongoing Monitoring of Portfolio Investments

The Company's investments in unlisted equities, including those involved in Blockchain technology, will be done on the basis of holding these investments for a short to medium term of one to three years and then exiting via a trade sale, IPO or a secondary sale. The Company's portfolio of unlisted equities provides exposure to private assets prior to a liquidity event. The Company will monitor the progress of each portfolio closely seeking regular quarterly progress reports and participation in any investor briefings.

The Company's portfolio will be adjusted regularly between asset classes over time to maximise investment returns and to ensure it has enough cash holding for working capital and for new investment opportunities. This could be daily in the case of liquid assets such as listed equities or listed Digital Assets. For illiquid assets such as unlisted equities adjustments this will be done over a longer period but not longer than three years.

1.2 – Overall Performance (continued)

Investment Restrictions and Requirements and Voluntarily Adopted Investment Measures

In order to address certain securities regulatory or public interest policy objectives, the Company will voluntarily adopt a number of measures that will define the Company and the scope of its operations. These voluntarily adopted measures include:

The Company has established the following restrictions:

(i) will not invest more than 15% of its portfolio in any one entity.
(ii) plans to allocate 50% or more in listed equities and up to 50% in unlisted equities (includes Blockchain and digital assets).
(iii) use 32% of its portfolio as a guide to investments in Digital Assets and unlisted equity Blockchain entities. The Board may adjust this figure over time. If one of the Digital Assets or Blockchain companies valuation rises too high that skews the portfolio we will use its best efforts to find liquidity and adjust the portfolio accordingly.
(iv) an officer or director of the Company may become an independent director of the investee company in order to monitor the progress of the investee company more closely.
(v) will seek shareholder approval to any proposed changes to the fundamental investment objectives, despite not being an investment fund within the meaning of applicable securities laws.
(vi) will ensure that at least half of the directors are independent.
(vii) in its continuous disclosure documents disclose fundamental changes to the Company including details of the Company's investment objectives and investment restrictions and management fees and performance fees if applicable.
(viii) until it has invested at least 75% of the $3,200,000 allocated for new investments, it will provide summary financial information for its investment.
(ix) will make its best efforts to invest of the $3,200,000 allocated for new investments in the 12 months following listing on the CSE. However, this schedule may be altered depending on ongoing review of investment opportunities.

Pursuant to a Custodian Agreement dated June 8, 2020 between the Company and Odyssey Trust Company (the "Custodian") (the "*Custodian Agreement*") the Company's assets are held by Odyssey. Pursuant to a sub-custody agreement dated June 8, 2020, among the Company, Odyssey as the Custodian and Gemini Trust Company LLC ("Gemini") (the "*Sub-Custody Agreement"),* Gemini will act as sub-custodian of the Company in respect of the Company's holdings in Cryptocurrencies.

In the Company's view, the combined effect of the above-mentioned voluntarily adopted measures and the Custodian Agreement will address a variety of fundamental securities regulatory or public interest policy objectives, including, (i) existing investor protection measures will be meaningfully enhanced; (ii) the content of certain of the Company's continuous disclosure filings will be more precisely tailored to address its particular business and operations making such filings more meaningful to investors.

1.2 – Overall Performance (continued)

De-Listing from the ASX on December 4, 2019.

The Ordinary Shares of the Company initially listed on the ASX in 1986. On April 4, 2019 the Ordinary Shares were halted from trading by the ASX on the basis that its activities constituted a change to the nature and scope of the Company's investments. The Company delisted from the ASX on December 4, 2019.

In 2017 and 2018 the Company had invested in Blockchain investments via equity and convertible notes in unlisted entities and pre-initial coin offerings ("ICO" and ICO investments. These investments were made in accordance with a disclosed investment strategy announced on February 28, 2018 and an approved prospectus filed on 1 March, 2018 which stated that only 12% of investments would be in unlisted equities involved in Blockchain and only 20% would be in pre -ICO and ICO investments. The majority of its investments are in unlisted and listed equities and cash holdings.

The Company also disclosed that its investment portfolio is based on current market conditions and the present determination of the board. The board reserves the right to alter the investment strategy and indicative asset allocation at any time without notice. Should any relevant circumstances change, the board will reassess the proposed investment strategy to ensure it is the most appropriate for the Company and its shareholders.

The Company also announced the establishment of an advisory business unit, First Growth Advisory Pty Ltd ("FGA") providing services to listed and unlisted entitles and Digital Assets and Blockchain investments. In December 2018, FGA was incorporated to carry on the advisory business.

On April 4, 2019, the ASX suspended FGF's shares from trading. No reason for the suspension was given by ASX to FGF at the time, however in subsequent discussions and queries the ASX indicated a concern that there has been a significant change to the nature of FGF's activities. Per Chapter 11 of the ASX Listing Rules if an entity proposes to make a significant change to the nature of its activities, it must provide full details to the ASX as soon as possible. Other conditions may then apply, including that ASX can require that the entity obtain the approval of its shareholders for the change, or require the entity to, in effect, re-comply with the admission requirements of the ASX. ASX raised these queries with FGF in several letters and there was a significant amount of information provided by FGF to ASX in response to their queries.

In response to ASX letters in June 2019, the Company acknowledged that is investments in Blockchain had slightly gone over from 12% to 13.4% for the period mid-February until the end of May 2019. FGF responded that, even according to its own categorization, for the months of February, March and April of 2019 year FGF was slightly over the given threshold for one asset class, being Blockchain investments (12%). In FGF''s view this was not a material lapse as: (i) the threshold was only exceeded by a very small amount (up to 13.4%, compared to the 12% threshold) and for a very short period of time; and (ii) FGF had been clear from the outset (including in its 28 February 2018 announcement) that its investment Strategy would not be constrained by a strict investment mandate, and that the board reserved the right to alter the investment Strategy and indicative asset allocation at any time without notice and (iii) the Company had entered into and disclosed to the market a binding and unconditional agreement for the sale of its interests in LINCD HQ Pty Ltd, an unlisted Blockchain investment, in January 2019 which was completed at the end of May 2019 at which point investments in unlisted Blockchain entities dropped back to less than 12% of assets.

Whether FGF's investments have remained within the asset class percentages set out in the Investment Strategy depends on the asset class each investment is allocated to. FGF and the ASX disagree on how certain investments should be categorized, and accordingly which asset class they should be considered part of.

1.2 – Overall Performance (continued)

In any event, FGF's view remains that the investment in Blockchain of up to 13.4% for a short time would not be sufficient to result in a change in the nature of FGF's activities, particularly when the Company had a binding sale agreement of one its Blockchain assets during the same period that adjusted the holding to less than 12%..

In June the ASX advised the Company that in its view that there has been a significant change in the nature of FGF's activities, specifically that FGF's main undertaking has become "investments in, and providing advisory services to, entities engaged in ICOs and pre-ICOs, Cryptocurrency, and Blockchain-related technologies", and that this constitutes a significant change in the character of FGF's main undertaking from its previous undertaking of "investing in different assets and classes"

Over several months the Company was unable to resolve the ASX issues. Additionally, whilst FGF was suspended, on 1 August, 2019 ASX made an announcement of new policy changes relating to listing companies engaged in Blockchain and digital assets including Listing rule 11.1 In many cases, a proposal by a listed entity to engage in Cryptocurrency-related activities will involve a significant change in the nature or scale of the entity's activities and therefore need to be notified to ASX under listing rule 11.1.

In October 2019, the directors of the Company determined that it was unlikely to reach a resolution with the ASX in the shorter term and, in order to reinstate liquidity for shareholders, the Board resolved to seek FGF's removal from the Official List of the ASX and pursue listing on the CSE. At a Shareholder meeting on November 27, 2019 a special resolution (requiring 75% approval) was approved by Shareholders present in person or by proxy at the meeting representing 96% of the Ordinary Shares represented at the meeting. De-listing took place on December 4, 2019. The ASX did not conduct a formal investigation or regulatory proceedings, issue any findings or enforcement orders.

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 proceedings, material restructuring transactions by the Company or any of its subsidiaries, any within the two most recently completed financial years.

Social, Environmental Polices, 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
There have not been any material restructuring of the Company in the last three years.

Acquisitions
In 2018 the Company became a founding member and 50% owner of Cryptodata Vault LLC. An engineering company working on the development of a hardware wallet used to store Digital Currencies.

In 2018 the Company acquired 100% of LINCD HQ Pty Ltd, a software company providing enterprise Blockchain solutions (no-Cryptocurrency). LINCD HQ was sold to Harris Technology Limited in 2019.

It also has investments in a variety of companies. See "*Description of the Business"*

1.2 – Overall Performance (continued)

Trends

The Company's advisory service business, its commission fees and its investments are subject to the cycles of the financial markets as they relate to companies in which the Company invests. Current global financial and economic conditions can be unpredictable and are even more so now with the effects of the Covid 19 Virus. Many industries are impacted by these market conditions and substantially all industries are being affected by the Covid 19 virus Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk; devaluations and high volatility in global equity, commodity, foreign exchange novel fiscal policy and monetary policy in response to the Covid 19 policy and monetary markets and a lack of market liquidity. Such factors may impact the Company's investment decisions. Additionally, global economic conditions arising from the Covid 19 virus may cause a long-term decrease in asset values. If such global volatility and market turmoil continue, the Company's operations and financial condition could be adversely impacted. See "Risk Factors and Uncertainties".

DESCRIPTION OF THE BUSINESS

Overview

The Company provides Advisory Services to companies, is licensed to present investment opportunities to accredited investor for which is earns commission fees and FGF invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies. Some are involved in Blockchain (but not in connection to Cryptocurrency) as well as direct investments in established and liquid Cryptocurrency (for example Bitcoin and Ethereum). The majority of its investments have no direct association with Blockchain and Cryptocurrencies.

FGF seeks to have a variety of different investments across a diverse portfolio of assets and the investments held by the Company at any time may vary widely. The Company also seeks to provide the Advisory Services to many of the companies it invests in The Company's investment mandate is to invest across a broad range of asset classes, industries, and stages in the investment cycle. The types of investments that the Company may make include (but are not limited to) are unlisted and listed securities, rights convertible into securities, debt instruments, and Cryptocurrencies and Digital Assets. FGF does not intend to limit its investments to any one sector, with some of the key investment criteria being whether or not the investment presented is of a suitable scale, strategy, line of sight to liquidity, opportunities to add value, and quality that it is likely to achieve a significant increase in value for the shareholders of FGF.

Three Year Operating History

In the past three years the Company the Company incorporated FGA in December 2018, to provide the Advisory Services to its investee companies to complement its investment returns with fee revenue.

Under Australian Corporations Law, any company engaged in dealing with securities needs to either (i) hold an AFSL license or (ii) be registered as a Corporate Authorized Representative of an AFSL holder. The Company presents investment opportunities to accredited investors in Australia for which it earns commission fees and is licensed for this activity pursuant to its arms-length agreement dated December 31, 2018 with SLM Corporate Pty. Ltd.

It has also invested in a wide variety of listed and unlisted companies. The discussion below is of some of the investments over the past three years and is not an exhaustive list of all investments, some of which have been sold.

1.2 – Overall Performance (continued)

DESCRIPTION OF THE BUSINESS (continued)

Asset Allocation

The table below is an overview of the current portfolio allocation as at as at June 30, 2019.
March 31, 2020 (unaudited) and as at May 31 2020(unaudited)

Asset type	Note	As at June 30, 2019		As at March 31, 2020		As at May 31, 2020	
		$	%	$	%	$	%
Cash		2,255,897	27.6%	2,793,980	33.7%	4,449,321	44.1%
Financial assets (listed)	i	2,560,894	31.4%	2,999,964	36.1%	3,214,468	31.9%
Financial assets (unlisted)	i	2,451,486	30.0%	1,460,783	17.6%	1,694,033	16.8%
Intangibles (current)	ii	210,086	2.6%	109,217	1.3%	-	-
Inventories	iii	685,452	8.4%	937,156	11.3%	727,165	7.2%
Total		**8,163,815**	**100.0%**	**8,301,100**	**100.0%**	**10,084,987**	**100.0%**

Notes

i. Financial assets – listed securities are classified as current in the (SoFP) and unlisted are classified as non current.
ii. Intangibles comprise Cryptocurrency assets under development. Those assets realisable within 12 months are classified as current.
iii. Inventories comprise Cryptocurrency held for resale.

iv. le.

A detailed Summary of Investments is attached as Schedule "H" to the Prospectus to which this MD&A is attached.

Advisory Services

The Company incorporated FGA in December 2018, to provide the Advisory Services to complement its investment returns with fee revenue. The Advisory Services include general corporate advice including prospectus and listing requirements, advice on corporate governance policy, audit committee requirements, director experience requirement for Public Company and Reporting Issuers, pre and post IPO and strategic advice and capital raising and equity placement service, continuous disclosure requirements. It does not provide management services. FGA appointed to its board of directors, two executives in the city of New York, New York, U.S., Jeff Pulver and James Haft, who have extensive investment experience across all asset classes. They each receive director's fees of $30,000 annually. See "Use of Funds - General and Administrative Expenses". The Company expects to increase its Advisory Services for the fiscal year ended June 30, 2020 particularly in the United States where it can operate under its agreement with Tripoint Global Equities, LLC. That Agreement is disclosed in detail in item B of this section. See "Material Agreements". FGA charges a success or finder's fee up to 8% on small cap equity placements and capital raising from Sophisticated Investors.

A description of FGA's active involvement with some of the Australian companies that FGF has invested in follows this discussion of FGA. Below outlines the fee revenue for the six months ended two years ended June 30, 2019 and 2018:

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

Company	Fee Revenue to March 31, 2020	Fee Revenue to June 30, 2019
CCP Technologies Limited		$33,674
YPB Group Limited		$81,818
Wangle Technologies Limited		$10,000
Kleos Space S.A.		$12,500
SQID Technologies Limited	$45,545.54	

The Advisory Services were not actively promoted by the Company during the review by the ASX in 2019 and during the period leading up to the date of this Prospectus.

FGA is compensated by charging a success fee (6% to 8%) on private placements. If FGA is involved in corporate advisory activity a monthly retainer is charged based on the level of activity and complexity. The fee would range from $5000 to $15,000 per month. To date FGA has only received success fees. No companies are currently paying the month retainer.

In addition if it invests in a company that it views as a successful candidate for listing on a public exchange and accessing the public markets, the Company will through FGA, advise the investee company of the necessary requirements and steps to successfully list on a public exchange. In some instances where the directors of the investee company have never been directors of a listed company and the regulatory requirements, FGA will suggest persons with the suitable expertise and experience as directors of the investee company as it did with SQID.

FGF is actively looking for investment opportunities across all asset classes. As it leads each investment it will look to pull FGA into each opportunity to add value and provide support for greater corporate governance, access to people and financing, introductions to investor relations and new client opportunities. FGA will also work with its board and their network, and the broader investment community, to source new opportunities both in Australia and in North America. In addition to the fees paid to the NY based directors and a director Athan Lekkas, the Company has allocated $20,000 a month for travel, some of which will be allocated for FGA travel. See "Use of Funds –General Administrative Expenses". Athan Lekkas has a consulting agreement with FGA for business development activities and is paid a $90,000 annual fee. See

As part of the Company restructuring, it will not provide any Advisory Services in connection with ICOs, listings of unregulated Cryptocurrencies or the development or marketing of unregulated Cryptocurrencies.

The Company only provides services to clients based in Australia if those services require licensing. In that event it operates as a registered Corporate Authorized Representative of SLM

It does not provide any services:

1. outside of Australia that are not authorized under its AFSL coverage with SLM;
2. to any cryptocurrency projects;
3. as a broker dealer or advisor to cryptocurrencies.
4. on securities for compensation or assist buyers for cryptocurrencies that are securities.

A director of the Company, Athan Lekkas has a contract with FGA to:

- Source new investment and advisory opportunities for the group
- Work with other investment companies, brokers and corporate advisory firms on new investment opportunities and advisory opportunities

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

- Work with our New York based directors on new opportunities from the US
- Work with existing portfolio companies on strategies to adding value. This includes referrals to client opportunities, assisting with private placements, etc.
- Conduct regular meetings with portfolio companies
- Make introductions to key personnel that can further support the portfolio companies

Mr. Lekkas is paid $90,000 a year for these services. See "Use of Funds – General and Administrative Expenses" and "Executive Compensation – Non Executive Directors Compensation".

<u>Material Agreements</u>

<u>SLM Corporate Pty Ltd. ("SLM")</u>

SLM, established in 1999, based in Melbourne, Australia, operates as a corporate advisory firm, specializing in providing financial and strategic advice to clients. SLM holds an Australian Financial Services License #AFSL 224034 ("AFSL"), issued by the Australian Government. It is authorized to advise wholesale clients regarding interests in managed investment schemes (excluding investor directed portfolio services) and securities. It provides: (a) general financial product advice, (b) deals in financial products by issuing, applying for, acquiring or disposing of financial products, and (c) applies for, acquires, varies or disposes of financial products.

Under Australian Corporations Law, any company engaged in dealing with securities needs to either (i) hold an AFSL license or (ii) be registered as a Corporate Authorized Representative of an AFSL holder.

Pursuant to the arms-length SLM Agreement dated December 31, 2018, the Company was appointed a Corporate Authorized Representative ("*CAR*") under SLM's AFSL allowing the Company to engage in corporate advisory and equity capital markets, and advisory activities that fall under SLM's AFSL. Initially the activities would be limited to the promotion and distribution of equity/debt/convertible note offerings to wholesale investors. The Company considers this to be a material agreement as it provides the Company with the AFSL. As a registered Corporate Authorized Representative of SLM the Company can act as a 'dealer and/or broker' when it wants to raise capital from accredited investors in Australia.

When making its investments, the Company is not required to consult with SLM. The AFSL is only required when the Company is introducing accredited investors to its portfolio. The Company only needs to consult with SLM when it is acting for a portfolio company and raising capital from external investors.

SLM's roles and responsibilities include:

- review of all investor marketing materials, review source materials and confirm key assumptions and forecasts in marketing materials and offer documents and settle all investor marketing materials and offer documents prior to FGF/FGA's distribution to investors.

- receive timely updates on and attend all investor meetings as required for AFSL compliance and training purposes.

- ensure that all participating investors who subscribe for security or managed investment scheme offerings distributed by FGF/FGA qualify are wholesale investors or sophisticated investors as defined in the Corporations Act, based on a review of investor application forms and verification documents, or review of a summary compliance report prepared by a suitably experienced outsourced compliance provider (an independent lawyer or another AFSL license holder).

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

- ensure compliance and adherence by the Company and FGA with all of SLM's AFSL and associated compliance requirements including the Anti-Money Laundering and Counter-Terrorism Financing Act (AML/CTF) and FATCA/CRS tax status certification compliance regimes, and;

- develop and implement a suitable Authorized Representative training program.

SLM reserves the right to withdraw from the AFSL Arrangement at any time should it form the view that FGF/FGA's activities or those of its staff are in breach (or likely to become in breach) of appropriate compliance obligations pursuant to the AFSL and Corporations Act, or the compliance obligations for SLM under the AFSL Arrangement become overly onerous. The Company would seek to provide reasonable notice and the opportunity to rectify a breach where this is possible, however this would be entirely at the Company's discretion.

FGF agrees to indemnify and hold harmless SLM Corporate and its directors, officers and employees from and against all liability, loss or damage (including without limitation, all sums of money, actions, proceedings, suits, claims, demands, damages, costs, expenses, fines, settlements, assessments, judgments, costs and expenses for advice or concerning any compromise, and legal costs on a solicitor-client basis) arising out of or in connection with the carrying out of the terms of the AFSL Arrangement or resulting from or attributable directly or indirectly to the carrying out of the AFSL Arrangement.

This indemnity survives the termination or expiration of the AFSL Arrangement but does not extend to any liability arising out of or in connection with SLM's willful misconduct, default, dishonesty, fraud or negligence.

All of the Company's directors and officers who operate under the license are required to participate in SLM's compliance programs and monthly meetings. Anoosh Manzoori, the CEO is responsible for the Company's compliance with the SML programs and attends the meetings. SLM invoices the Company $3,000 a month plus taxes.

Revenue received from this license is as follows:

Company	Fee Revenue for the nine months ended March 31, 2020	Fee Revenue for the year ended June 30 2019
CCP Technologies Limited		$33,674
YPB Group Limited		$81,818
Wangle Technologies Limited		$10,000
Kleos Space S.A.		$12,500
SQID Technologies Limited	$45,545.54	

During the ASX review period and the period prior to receipt of this Prospectus, the Company has not actively pursued this business activity. The Company plans to substantially expand this business once this Prospectus is receipted and the Company is listed on the CSE.

Tripoint Global Equities, LLC ("Tripoint") Dealer Selling Agreement:
Pursuant to this arms-length agreement dated February 11, 2019 between the Company and Tripoint, the Company became a dealer ("Dealer"). Shares of offering companies ("Shares") are sold solely through broker-dealers who are members of the U.S. Financial Industry Regulatory Authority ("FINRA") or who are licensed in their jurisdiction. Tripoint is licensed by FINRA. The Company is to use its best efforts to sell the Shares to qualified investors. The Company can sell must comply with all requirements of the U.S. Securities Act of 1933 as amended and the Exchange Act of 1934. The Company is not required to obtain a license from FINRA. It can operate under the license granted to Tripoint. The Company will receive commissions from the offering companies at rates to be set from time to time.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

The agreement allows the Company to receive investment opportunities from Tripoint. If the Company decides to follow up on the opportunities, it may also make offers to local Australian qualified accredited investors, to co-invest, under the appropriate AFSL rules. If the Company is successful in raising capital from local Australian investors for an opportunity presented by Tripoint then the Company is entitled to commissions from Tripoint. The Company must comply with all requirements of the U.S. Securities Act of 1933 as amended and the Exchange Act of 1934. The Company is not required to obtain a license from FINRA. It can operate under the agreement with Tripoint. The Company will receive commissions from the offering companies at rates to be set from time to time.

During the review process with the ASX in 2019, FGF did not conduct any business activity pursuant to its agreement with from Tripoint. After receipt of this Prospectus and listing on the CSE, the Company plans to actively review investment opportunities from Tripoint.

No revenue has been received arising from this agreement.

Investment in Listed Equities

The Company holds an active portfolio of listed equities across various industries including technology, medical, mining and oil and gas sectors. The Company activity manages and adjusts the portfolio on a monthly basis.

The Company invests by participating in placements by equity or convertible notes or prior to their IPO. The Company can invest in any capital market but historically has been focused on the Australian market via the ASX. In some the Company helps facilitate the investment and earns fees. Some examples include:

1. CCP Technologies Limited (ASX:CT1) ("CT1")

The Company invested $250,000 in CT1 and facilitated a further investment of $561,247. Anoosh Manzoori, the CEO of the Company is an independent, non-executive director of CT1.

Date of Investments	CPP shares Acquired	% of CPP shares
7 Nov 2019	15,090,370	
30 August 2019	2,590,370	
19 August 2018	12,500,000	
Total Shares	**30,180,740**	**2.5%**

CT1 closing trading price as at May 31, 2020 $0.034 per share. The Company has not sold any of its CT1 shares.

The Company also owns 15,090,370 fully vested CT1 options with an exercise price of $0.015 per share and a further 12,500,000 fully vested CT1 options with an exercise price of $0.03 per share.

CT1 currently has 1,193,607,541 shares and 530,186,066 options and performance rights on issue.

The Company currently controls 2.5% of CT1 and on a fully diluted basis with all options on issue converted will hold 3.4%.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

2. YPB Systems Limited (ASX:YPB)

YPB has developed an anti-counterfeit platform and solution. YPB raised $1.6M in equity and a further $1.5M convertible note. The Company led the convertible note investment with a $495,000 investment with a 10% coupon on August 29, 2018. The Company has not converted its investment to YPB shares or sold any of its investment. The convertible note:

- has a three year fixed term, repayable only at maturity, non-redeemable.
- pays 10% annual interest income on a 3-year term
- is convertible at any time to ordinary equity at the lower of AUS $$0.018 or a 50% discount to the price at which YPB shares were subscribed for pursuant to the most recent capital raising of YPB preceding the date of conversion (not including the present equity placement), provided that the deemed price is no lower than $0.009.
- has a free attached unlisted option with an exercise price of $0.025, expiring 18 months from the date of conversion of the convertible note to shares

The Company was paid $81,818 on August 29, 2018 in fees for securing $1,000,000 in funding from accredited investors.

Anoosh Manzoori, the CEO and a director of the Company was a non-executive director of YPB from December 2018 to June 2019. Mr. Manzoori holds 6,117,648 CT1 representing 0.55% of the total issued shares and 3,058,824 CT1 options with an exercise price of $0.015 and also 2,000,000 CT1 options with an exercise price of $0.10.

Currently FGA is: (i) introducing YPB to investors, (ii) introducing YPB to potential new clients, and (iii) is in regular, ongoing discussions with the CEO on strategy, operational performance and capital requirements. Since FGF invested in YPB, it has introduced new client opportunities and acquisition targets, and also introduced a number of accredited investors. FGA does not have a formal agreement with YPB but it will receive a fee of between 6-8% of funds invested by investors if it has referred the investors.

3. Kleos Space Limited (ASX:KSS) ("Kleos").

The Company invested $200,000 in the IPO of Kleos which successfully raised $11million and listed on the ASX on July 27, 2018. KSS has developed a system of shoe-box sized satellites that give governments and corporations the ability to track geolocation data. The Company was paid a 5% finder's fee on its investment. The Company is no longer a shareholder in Kleos Space. The Company began disposing some of its shareholding in January 2019 and completed the sale of all Kleos shares in July 2019.

Acquisition Date: July 16, 2018

Percentage ownership: less than 1%.

No. of Options and terms: 250,000 with an exercise price of $0.30.

No. of shares acquired and price paid: 12,500,000 at $0.16 per share

Final Disposition date: August, 2019

The Company invoiced Kleos $12,500 in July 2018 for advisory fees and income was received in February 2019.

At all times KSS and the Company were arms-length and not related parties.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

4. Candy Club Holdings Ltd. (ASX:CLB) ("Candy Club")

Candy Club Holdings Ltd. ("Candy Club") is a specialty market confectionary business, selling to wholesalers. It completed an IPO of $5,024,004 before costs and listed on the ASX on February 14, 2019. FGF invested in the IPO in the amount of $312,000 and has not sold any of the Candy Club shares. FGF owns approximately 1% of the issued and outstanding shares of Candy Club. In 2019, FGA introduced Candy Club to a technology partner to help solve their supply chain management challenges over their summer months. There are ongoing discussions with the CEO on strategy, operational performance and capital requirements. No fees were paid by Candy Club.

At all times Candy Club and the Company were arms-length and not related parties.

5. Harris Technologies Limited. (ASX:HT8) ("Harris")

(i) After the Company's investment in LINCD HQ Pty Ltd. was sold by the Company to Harris on January 17, 2019, the Company became a major shareholder and investor in Harris. (See "Unlisted Entities" below regarding details of the sale). Harris is a reseller of technology products and solutions aimed at small and medium businesses. Harris has 185,001,811 issued shares. The Company owns 30,000,000 shares of Harris representing 15.7% of the issued shares of Harris. See Schedule "H, Schedule of Investments". The Company also holds: 20,055,334 options with exercise price of each Option is $0.025. The exercise of any Options is conditional upon Lincd receiving no less than $1.35 million revenue within 24 months from date of issue.

(ii) 20,000,000 options with exercise price of each Option is $0.035. The exercise of any Options is conditional upon Lincd receiving no less than $1.05 million revenue within 24 months from date of issue.

Harris has revenues of circa $10M and is cash flow positive. They operate in the ecommerce sector.

The Company and Harris are not related parties.

6. SQID Technologies Limited (CSE:SQID) ("SQID").

The Company acquired 14.64% of the Ordinary Shares of SQID in 2019 when SQID was a private company. SQID is a successful payment gateway processor. For its fiscal year ended June 30, 2019 it processed 794,000 transactions with a value of $163,000,000. SQID's ordinary shares were listed on the CSE on January 21, 2020.

FGF had an advisory agreement with SQID dated June 13, 2019 to advise regarding post Listing IPO, capital raising with introduction to institutional funds and brokers, news flow, post listing ongoing investor relations, fund raising strategies, introductions to new clients and partnerships and corporate Advisory Services for capital management, capital raising and mergers and acquisitions. FGF had to right to nominate two directors to the board of directors. Two were recommended and appointed: John O'Connor and Michael Clarke. Michael Clarke is a director of FGF. The agreement was cancelled on November 1, 2019 and replaced with an invoice for $45,454 for services provided from December 2018 to October 2019 regarding due diligence and review of the Company's operations, industry analysis, valuation, presentations to investors and investment bankers. The $45,454.54 was paid by the issue of 151,515 Ordinary Shares to FGF. Anoosh Manzoori, CEO and director of FGF is the owner of Shape Capital Ltd. which owns 684,849 of the ordinary shares of SQID representing 8.71% of the issued ordinary shares of SQID. FGF is a promoter of SQID and owns 14.64% of the outstanding shares of SQID. Athan Lekkas, a director of the Company was appointed to the board of directors of SQID and Chairman of the Board on February 24, 2020 and was appointed CEO of SQID on March 23, 2020. Mark Pryn the CFO of the Company was appointed Joint Company Secretary of SQID on April 8, 2020.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

Investment in Unlisted Equities

The Company invests in unlisted equities and also helps facilitate investment from other Australian sophisticated and accredited investors, defined under the regulations to the Act, as an investor who has a gross annual income of $250,000 or more in each of the prior two years or net assets of $2.5 million ("Sophisticated Investor"). Although the Company can invest in any industry it has historically invested in technology companies that own intellectual property and have the opportunity for large-scale deployments. Some of those successful investments that led to exits include:

1. Pearl Global (ASX:PGI):

("PGI"). PG1 has developed a portable solution that can be transported to any remote location for recycling tires. This is particularly useful for the mining sector that holds a large inventory of tires with prohibitive costs of transporting these to recycling plants. The Company: (i) invested in 2016 in a $350,000 in convertible notes in PGI as part of a pre-IPO financing, (ii) worked with the PGI management and our advisors to seed further investors as part of the pre-IPO, (iii) introduced PGI to FGF's investor network, (iv) worked with the PGI management on its listing process with the ASX which included due diligence and review of PGI operations, industry analysis, valuations, advising on prospectus and listing requirements, corporate governance and regulatory compliance requirements, (v) the Company made introductions to new client opportunities from the boards network of contacts.

PG1 subsequently listed on the ASX on February 16, 2018.

Acquisition Date: December 16, 2016
Percentage holdings: 1.6%
Disposition Dates: The Company began selling its investment in PG1 in July 2018 and completed the sale of all of its investment in PG1 in October 2019

At all times PG1 and the Company were arms-length and not related parties.

2. Helbiz Inc. ("Helbiz"):

It is an intra-urban transportation company with a mission to solve the first and last-mile transportation problem of high-traffic urban areas around the world. Helbiz's proprietary software and hardware is integrated into scooters to maximize vehicle life, minimize operational costs and potentially improve safety. Helbiz utilizes a customized fleet management platform, artificial intelligence, and environmental mapping to optimize operations and profitability. The company constantly monitors the platform and captures the data of all rides, riders, scooters, and personnel with advanced analytics. This data is then used to properly deploy, monitor and reposition the fleet to meet demand in different areas and maximize ridership. Helbiz completed a US$10M pre-IPO funding in August 2019.

The Company made an arms-length investment in a 10% convertible note ("Note") for the amount of U.S $150,000 with interest at the rate of 10% maturing December 31, 2020. The Company has a warrant to purchase 15 shares at a price of U.S. $2,500 each. The Note will be either (i) paid back on maturity, or (ii) automatically converted at a 30% discount to the price per share at which equity securities are sold in an IPO. In addition, the warrants will be priced at a 30% discount to the price per share at which equity securities are sold in an IPO.

Date of investment: June 17, 2019

Upon conversion of the convertible note to shares, the shares will be representing 0.0017% of the issued shares of Helbiz. The Notes have not been converted.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

FGA has had discussions with the CEO of Helbiz on strategy, operational performance and capital requirements. Helbiz has established customers in Europe and USA. FGA has sourced two potential clients in Australia to assist with expansion by Helbiz in Australia. This activity is part of FGF's active role in managing its investments and no fees re paid for this by Helbiz.

At all times Helbiz and the Company were arms-length and not related parties.

3. Cryptodata Vault LLC. ("Cryptodata")

The Company is a 50% owner of Cryptodata, a hardware wallet used to store Digital Currencies. Cryptodata has built a hardware wallet for a fully compliant, secure and geo-fenced patent pending solution for storing digital currencies. It has built a utility Token, the SOV utility Token and a Sovereign Cash digital asset transaction book. It has issued 4.3 billion Sovereign Cash Tokens. The Sovereign Cash Tokens are listed on a digital currency exchange, BTCEXA. The Company paid U.S. $250,000 for initial development expenses. The Company received 15.56% of the Initial Tokens. The Company will also receive a commission of 6% on the sale of Cryptodata Tokens.

The Company: (i) made introductions to technology partners for the development of the Hardware Wallet, (ii) introduced other investors to CryptoData's investment round of US$2,250,000 which completed April 30, 2018, (ii) introduced Cryptodata to Blockchain Global Limited for marketing and promotional activities, (iv) researched client and partner opportunities in Australia and, (iv) facilitated a private placement by introducing investors and raising capital.

Investment date: 30 April 2018
Amount of investment: $250,000
Disposition Date: The Company wrote off its investment in Cryptodata during the fiscal year ended June 30, 2019. Cryptodata has completed its product development and requires further funding to manufacture its hardware devices and for sales, marketing and distribution activities. Cryptodata does not currently have active business operations. Given the delay Cryptodata experienced in securing funding, the Company impaired this asset.

Currently the Company is in discussions with the Cryptodata management regarding business performance and operations including manufacturing, marketing and financing. FGF has had discussions with Cryptodata on structuring a new funding and has also had discussions with existing investors. FGF has also explored, with Cryptodata CEO, various business models to help support the company including a pre-sale strategy. FGF has spoken to an ASX listed entity about a possible distribution agreement to sell the hardware devices. Although the Company is a 50% owner of Cryptodata, it does not exercise control as all decisions require approval of 100% of the owners of Cryptodata.

Unlisted Equities (Blockchain Related)

The Company invests in unlisted equities that are Blockchain related and may also help facilitate investment from other Australian sophisticated investors and accredited investors.

1. LINCD HQ Pty Ltd. ("LINCD")

In late 2018, the Company acquired 100% of LINCD, a Blockchain software company, and on January 17, 2019 sold it to Harris Technologies Limited ("Harris") in consideration of 30,000,000 shares and 40,055,334 options to acquire Harris Shares.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

While a shareholder of LINCD, FGA (i) made introductions to potential clients and resellers (ii) made introductions to investors and brokers (iii) provided sounding board to management team on operational matters (iv) reviewed strategic plans and provided ongoing advice to the LINCD board regarding business model and pricing of its product, distribution and reseller channels, potential investors and acquirers, and board composition.

Further information relating to Harris Technologies Limited is provided in the Subsequent Events note at section 1.16 of this document.

Cryptocurrency and Digital Assets

In the fiscal year ended June 30, 2019 the Company underwent a restructuring of its crypto and Digital Assets investment portfolio by terminating a number of partnerships that no longer align with its goals and wrote off a number of its early stage crypto investments. As part of the restructure, the Company decided to no longer invest in early stage Cryptocurrency and ICO opportunities until the market matures.

The Company will focus on more established investments and to allocate all future Cryptocurrency investments to arms-length established, listed and liquid Cryptocurrency assets. Examples include Bitcoin and Ethereum that have large liquidity and well established Blockchain protocols. Bitcoin and Ethereum are not securities. They are core infrastructure technology solutions (“Protocol”) used to verify transactions on their blockchain database. Tokens are created on top of Protocols and some of these have been called securities.

The only Digital Assets that the Company will invest in are established cryptocurrencies that are well established, listed on licensed exchanges in the United States and have a high level of liquidity.

The Company has a small holding in Ethereum and is monitoring the market closely with the view to increase its holding over time. Additionally, it is following the developments of Bitcoin, Ethereum, Ripple, and Stellar and expects to increase its exposure based on market activity, developments of the product and technology, market adoption, regulation, and price action.

The Company does not and does not plan to be a dealer, broker or provide Advisory Services in respect to investments in cryptocurrencies that are securities or derivatives.

Loans

1. Australian Nutrition & Sports Ltd. (“Australian Nutrition”).

All of this company’s products are Australian made including Nutrition/Fitness Products plus Infant and Adult Milk Formulas. The Company worked with the management of Australian Nutrition and on March 1, 2019 and provided a loan of $223,984 with 1% interest per month. Interest is calculated monthly on daily balances and for the actual number of days elapsed from and including the first day of Loan amount received, but excluding, the last day of the date of prepayment or repayment of the Loan borrowed by the Company under this Agreement. The loan was not repaid on October 15, 2019. *As a result of Australian Nutrition, appointing an Administrator in March 2020 and then entering a Deed of Company Arrangement with creditors during May 2020, this loan has been fully impaired. Interested stakeholders have communicated plans to recapitalize Australian Nutrition after the Deed of Company Arrangement is completed, however, these plans are not sufficiently advanced to attribute a recoverable value above zero.*

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

2. Cloud Lumen Pty Ltd. ("Cloud Lumen")

Cloud Lumen is an Australian registered company involved in the IOT and smart sensor technology for managing large scale lights for more effective energy management. On January 10, 2017, the Company invested $350,000 via a two year convertible note and $250,000 for the purchase of 1,562,500 Cloud Lumen Shares. The note bears interest at the rate of a $75,000 fixed fee payable on repayment of the Convertible note. As at 30 June 2019, for accounting and statutory reporting purposes, this investment was fully impaired.

License Agreement

Horizon Globex GmbH: This company has developed an end-to-end suite of Blockchain technology and is distributing a tokenetics ("Tokenetics")[(1)] branded security token primary offering and secondary offering token trading platform called the Trading Platform ("*Trading Platform")* for registered and exempt offerings of digital securities that are fully compliant and operate under financial services agreements. Pursuant to an arms-length license effective February 5, 2019 the Company was granted an exclusive, non-transferable license of the Trading Platform together with a smartphone mobile user application for the territory of Australia and New Zealand for an indefinite term. The Company was further authorized as an exclusive reseller of the Trading Platform for the territory. Horizon Globex has clients and revenue in the United States and Europe. The Company has made and continues to make multiple introductions to clients and channel partners in Australia to assist Horizon Globex in raising funds and finding new clients in Australia. Channel Partners are resellers that can provide access to new customers and markets for Globex.

Activation Fee: The Company paid a one-time activation fee of U.S. $100,000 which includes:

(i) branding of one Trading Platform for the Company,
(ii) initial configuration of the Trading Platform hosted on the Microsoft Azure Cloud,
(iii) supply, publication and liaison with App Store reviewers for one branded Trading Platform App for Android and iOS including the creation and management of the Apple App Store and Google Play Store publication accounts,
(iv) iOS is a mobile operating system created and developed by Apple Inc. exclusively for is hardware which presently powers many of Apple Inc.'s mobile devices),
(iv) integration of a portal for KYC+AML API checks (security verification) for on-boarding App users.

Additional Fees: Horizon Globex receives the following fees:

(A) Execution Fees
- (i) Buy: 0.75% of the value (token price multiplied by number of tokens) for each fill/partial-fill buy execution on Trading Platform
- (ii) Sell: 0.75% of the value (token price multiplied by number of tokens) for each fill/partial-fill sell execution on Trading Platform.

(B) Trading Platform Reseller License Fees
- (i) One-time activation fee of U.S. $150,000 for each sub-license of the Trading Platform. A sub-licensee will receive the services described above in the heading above called "Activation Fee").
- (ii) Execution fees of:
  - (i) Buy: 1.00% of the value (token price multiplied by number of tokens) for each fill/partial-fill buy execution on the Trading Platform
  - (ii) ii. Sell: 1.00% of the value (token price multiplied by number of tokens) for each fill/partial-fill sell execution on the Trading Platform

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

Company Fees:

(a) The Company will receive a commission of U.S $50,000 from Horizon Globex for each *Trading Platform* sub-licensed in the *Licensed Territory*.

(b) The Company will receive a reseller commission of 0.25% for each fill/partial-fill buy execution and 0.25% for each fill/partial-fill sell execution on each customer Trading Platform delivered in the Licensed Territory.

(c) The Company has the right to set its own Buy and Sell Execution Fees.

There have not been any reseller licenses or sub-licenses.

The Company does not expect potential revenue from Horizon Globex GmbH agreements to be material.

New Investments in 2020

It is difficult to give a detailed breakdown of each asset class as the Company does not yet have any targeted investments and investment decisions will be made after listing on the CSE. As a guide if we use our historical investments, we plan to allocate over 50% in listed equities and up to 50% in unlisted equities (includes Blockchain and digital assets). However, circumstances and unforeseeable events may alter this allocation. In addition, the Company will use 32% of its portfolio as a guide to investments in Digital Assets and Blockchain entities. The board may adjust this figure over time. If one of the digital assets or Blockchain companies' valuation rises too high that skews the portfolio we will use its best efforts to find liquidity and adjust the portfolio accordingly. The budget for these investments is $2,000,000. See "*Use of Funds*".

Listed Equities: These will include a mix of on market investments and participation in placements. We will invest in Canada, US and Australia and are open to London market.

Unlisted Equities: These will include investments that are typically pre-IPO. Perl Global (now listed on ASX) and SQID Technologies Limited (now listed on the CSE) are two examples. The company expects Helbiz to list on NASDAQ..
Unlisted Equities Blockchain: Examples of the type of planned future investments is LINCD (which was sold to listed Harris Technology) and Horizon Globex. We will continue to look for these types of investments with a focus on companies that are building core infrastructure and software in Blockchain technology. Our strategy is similar to Unlisted Equities where we are looking for short to medium term transaction to either trade sale or divest after an IPO and listing on an exchange.

Digital Assets: This is the least of our focus, but we will accumulate some highly liquid and large cap digital assets. We are monitoring the market closely as the market evolves.

DESCRIPTION OF THE BUSINESS (continued)

1.3 – Selected Annual Information – N/A

1.4 – Results of Operations

During the nine months ended March 31, 2020, the Company had a comprehensive profit of $180,372 (2019-$1,758,662 loss).

During the nine months ended March 31, 2020, the Company recorded income from continuing operations of $45,455 (2019 – $138,211) and net income from continuing operations of $45,455 (2019-$54,934 loss). The current period income relates to SQID advisory fees and the prior period loss is largely attributable to cryptocurrency sales.

During the nine months ended March 31, 2020, net investment income was $1,129,168 (2019-$391,764 loss). The largest item was a gain on financial assets at fair value through profit and loss of $1,053,914 (2019-$500,868 loss). This includes a fair value gain of $739,394 on the SQID Technologies Limited investment which listed on the Canadian Stock Exchange during January 2020.

During the nine months ended March 31, 2020, the Company incurred operating expenses of $994,251 (2019 – $1,311,964), comprising director related costs $360,000 (2019 – $265,007), share-based payments to directors $19,156 credit (2019 – $360,000), insurance and professional fees $436,545 (2019 – $266,144), travel expenses $57,134 (2019 – $164,875), AFSL support fees $27,000 (2019 – $80,700), other expenses $85,480 (2019 – $110,875) and listing and share registry fees $47,248 (2019 – $28,916) On March 12, 2020, the share options on issue expired and resulted in a reversal of a previous share based payment. Excluding one off share-based payments and credits, operating expenses increased by $61,443 (6.5%) compared to the previous period. This increase is attributable to ASX negotiations prior to delisting in December 2019 and preparatory work for the Canadian Securities Exchange listing application.

During the nine months ended March 31, 2020, cash balances increased by $538,083 to $2,793,980. The increase includes operating cash flows of $437,214 largely attributable to the realization of financial assets, less operating costs and less purchases of cryptocurrencies held for resale. Cash flows from investing activities were $100,869 relating to a refund upon exiting a contract with a cryptocurrency token provider. During the nine months ended 31 March 2020, current and non-current intangible assets (cryptocurrency under development) reduced from $557,695 as at June 30 2019 to $109,217 largely due to further impairment losses of $300,409 and the $100,869 refund received from the cryptocurrency token provider . The residual balance of $109,217 was realized during April 2020.

1.5 – Summary of Quarterly Results and Financial Position (Unaudited)

Quarters Ended	31-Mar-20	31-Dec-19	30-Sep-19	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18
Income (Loss) from continuing operations							
Revenue	-	45,455	-	97,253	(1,319)	83,139	56,391
Direct costs	-	-	-	(96,621)	21,181	(214,326)	-
Net income (loss) from continuing operations	-	45,455	-	632	19,862 -	131,187	56,391
Income (Loss) from investments							
Interest revenue	23,577	25,712	22,783	108,211	19,462	44,938	26,537
Dividend revenue	-	-	-	-	3,812	8,910	5,445
Financial assets at fair value through profit or loss	534,666	(56,649)	575,897	(826,396)	57,205	(499,050)	(59,023)
Asset impairments	-	-	-	(2,089,867)	-	-	-
Other gains and losses	3,182	-	-	1,150,443	-	-	-
Net income (loss) from investments	561,425	(30,937)	598,680	(1,657,609)	80,479	(445,202)	(27,041)
Net income (loss)	561,425	14,518	598,680	(1,656,977)	100,341	(576,389)	29,350
Operating expenses							
AFSL support fees	8,568	9,185	9,247	9,123	23,474	50,226	7,000
Director related costs	120,000	118,558	121,442	181,301	85,713	110,712	68,582
Director- share based payments	(19,156)	-	-	-	-	-	360,000
Insurance and professional fees	104,478	189,110	142,957	183,033	109,487	100,814	91,290
Listing and share registry fees	-	13,304	33,944	15,519	1,787	(11,266)	38,395
Travel expenses	-	17,539	39,595	54,082	29,311	90,804	44,760
Other expenses	35,165	45,081	5,234	57,826	6,212	58,163	46,500
Total operating expenses	249,055	392,777	352,419	500,884	255,984	399,453	656,527
Comprehensive Income (Loss)	312,370	(378,259)	246,261	(2,157,861)	(155,643)	(975,842)	(627,177)
Basic and diluted earnings cents per share (adjusted)**	0.402	0.402	0.325	(0.087)	(0.200)	(1.254)	(0.821)
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	76,355,363

** On December 2 2019, the company completed a share consolidation of 1 new ordinary share for every 20 shares on issue

1.5 – Summary of Quarterly Results and Financial Position (Unaudited)

As at	31-Mar-20	31-Dec-19	30-Sep-19	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18	30-Jun-18
Current Assets								
Cash and cash equivalents	2,793,980	3,221,037	3,095,294	2,255,897	2,994,063	4,302,902	6,203,537	8,024,964
Trade and other receivables	4,342	12,319	15,862	78,896	1,642,220	1,198,457	823,733	421,249
Inventory (cryptocurrencies)	937,156	685,452	685,452	685,452	342,983	342,983	-	224,877
Financial assets	2,999,964	1,559,547	2,049,695	2,560,894	2,898,182	2,829,714	2,303,077	1,628,771
Intangible assets	109,217	109,217	109,217	210,086	-	-	-	-
Other current assets	21,418	32,663	32,956	-	15,632	27,113	24,851	214,834
Total Current Assets	6,866,077	5,620,235	5,988,476	5,791,225	7,893,080	8,701,169	9,355,198	10,514,695
Non-Current Assets								
Financial assets	1,460,783	2,448,057	2,484,162	2,451,486	1,533,631	678,864	1,037,636	332,866
Intangible assets	-	-	-	-	914,750	1,273,578	1,139,629	914,752
Goodwill	-	-	-	-	-	23,049	-	-
Total Non-current Assets	1,460,783	2,448,057	2,484,162	2,451,486	2,448,381	1,975,491	2,177,265	1,247,618
Total Assets	8,326,860	8,068,292	8,472,638	8,242,711	10,341,461	10,676,660	11,532,463	11,762,313
Liabilities								
Current Liabilities								
Accounts payable	72,003	106,649	132,736	149,070	89,959	269,515	149,476	112,149
Total Current Liabilities	72,003	106,649	132,736	149,070	89,959	269,515	149,476	112,149
Total Liabilities	72,003	106,649	132,736	149,070	89,959	269,515	149,476	112,149
Net Assets	**8,254,857**	**7,961,643**	**8,339,902**	**8,093,641**	**10,251,502**	**10,407,145**	**11,382,987**	**11,650,164**
Equity								
Share Capital	67,635,788	67,635,788	67,635,788	67,635,788	67,635,788	67,635,788	67,635,788	67,155,788
Reserves	-	19,156	19,156	19,156	19,156	19,156	19,156	139,156
Retained Earnings	(59,380,931)	(59,693,301)	(59,315,042)	(59,561,303)	(57,403,442)	(57,247,799)	(56,271,957)	(55,644,780)
Total Equity	**8,254,857**	**7,961,643**	**8,339,902**	**8,093,641**	**10,251,502**	**10,407,145**	**11,382,987**	**11,650,164**

1.6 – Liquidity and Capital Resources

The Company's primary source of funding has been from raising equity. In the short term the Company is planning to maintain cash reserves to cover operating costs whilst actively investigating strategically aligned investment opportunities. In the long-term additional funds may be required to fund strategically aligned investments. The Company's ability to raise cash depends on various capital market conditions. There is no assurance that the Company will be able to obtain any additional financing on terms acceptable to the Company. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Actual funding requirements may vary from those planned due to a number of factors.

There can be no certainty that the Company's existing cash balances or that the proceeds from the issuance of its Ordinary Shares will provide sufficient funds for all of the Company's cash requirements. Should the need arise, the Company may pursue other financing options. There is no assurance that the Company will be successful in obtaining the funds it may require to sustain operations or that the terms of any financing obtained will be acceptable.

As at March 31, 2020, the Company had cash and cash equivalents on hand of $2,793,980 (June 30, 2019 – $2,255,897) and working capital[1] of $6,794,074 (June 30, 2019 – $5,642,155).

Cash balances increased by $538,083 during the reporting period. The increase includes operating cash flows of $437,214 largely attributable to the realization of financial assets, less operating costs and an increase in inventory balances relating to cryptocurrencies held for resale. Cash flows from investing activities were $100,869 r relating to negotiated refunds from contracts with cryptocurrency token providers.

It is anticipated that the Company will continue to use working capital in this way when it is available and when the opportunities are considered positive. The decisions as to when to acquire or dispose of these assets is completely at First Growth's discretion. The Company's business strategy includes carrying a relatively large working capital balance due to the relative liquidity of these financial assets. Accordingly, the Company does not foresee a shortfall of working capital in the near- or long-term future.

Shareholder's equity as at March 31, 2020 was $8,254,857 (30 June 2018 – $8,093,641). Although the Company has been successful in the past in raising the necessary funding to continue operations, there can be no certainty it will be able to do so in the future.

1.7 – Off Balance Sheet Arrangements

As at December 31, 2019, there were no off-balance sheet arrangements to which the Company was committed.

1.8 – Not used and left blank intentionally

[1] Working capital is defined as Current Assets less Current Liabilities in the Statement of Financial Position.

1.09 – Transactions with Related Parties

The Company has identified its directors and senior officers as its key management personnel. No post-employment benefits, other long-terms benefits and termination benefits were made during the nine months ended March 31, 2020 and 2019. The following table provides the total amount of transactions with related parties for the nine months ended March 31, 2020 and 2019 and outstanding payables as at March 31, 2020 and June 30, 2019:

	2020	**2019**
Transactions	**$**	**$**
Director fees _ Parent entity **		
Anoosh Manzoori	180,000	115,007
Geoff Barnes	45,000	45,000
Michael Clark	45,000	45,000
Athan Lekkas	45,000	45,000
Daniel Zhang (resigned July 2019)	-	15,000
Director fees **– external directors of First Growth Advisory Pty Ltd	45,000	-
Share-based payments / (credit) ** – Anoosh Manzoori	(19,156)	360,000
Advisory **		
Shape Capital Pty Ltd. (1)	-	-
Peloton Capital Pty Ltd. (3)	-	73,000
Dalext Pty Ltd. (4)	67,500	20,918
*** In the Results from Operations, Director fees are shown as Director Related Costs and Director Advisory expenses are included in Professional and Insurance and/or AFSL support expenses. Share based payments are separately disclosed in the Results from Operations.*		
Balances:	March 31, 2020 $	June 30, 2019 $
Accounts Payable and accruals		
Polygon Fund Pty Ltd. (2)	20,000	22,000
Shape Capital Pty Ltd. (1)	-	927
Sparke Enterprises Pty Ltd. (4)	-	3,024
Daltext Pty Ltd (5)	-	2,954

(1) Shape Capital Pty Ltd. is a company controlled by Anoosh Manzoori, a director FGF.

(2) Polygon Funds Pty Ltd a company controlled by Anoosh Manzoori, a director FGF

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

(4) Dalext Pty Ltd. is a company controlled by Athan Lekkas, a director FGF.

(5) Sparke Enterprises Pty Ltd is a company controlled by Athan Lekkas, a director FGF.

1.10 Third Quarter

During the three months ended March 31, 2020, the Company had a comprehensive income of $312,370 (2019 – $155,643 loss).

During the three months ended March 31, 2020, the Company recorded income from continuing operations of $ nil (2019 – $1,319 negative) and net income from continuing operations of $nil (2019-$19,862 gain). The prior period gain is largely attributable to prior period adjustments to Cryptocurrency trading results.

During the three months ended March 31, 2020, net investment gain was $561,425 (2019-$80,479). including gains on financial assets at fair value through profit and loss of $534,666 (2018-$57,205). A gain at fair value through profit and loss of $739,394 was recorded in relation to the investment in SQID Technologies Limited which listed on the Canadian Stock Exchange during January 2020.

During the three months ended March 31, 2020, the Company incurred operating expenses of $249,055 (2019 – $255,984), comprising director related costs of $120,000(2019 – $85,713), share based payment credits $19,156 (2019-$nil) insurance and professional fees of $104,478 (2019 – $109,487), travel expenses of $nil (2019 – $29,311), AFSL support fees of $8,568 (2019 – $23,474), other expenses of $35,165 (2019 – $6,212) and ASX and share registry fees of $nil (2019 – $1,787). Excluding the one-off share based payment credits, operating costs were $12,227 (4.8%) higher than the previous period. This increase is largely attributable to preparatory work for the Canadian Stock Exchange listing application.

1.11 – Proposed Transactions

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

1.12 – Critical Accounting Estimates

The Company has outlined the basis of its critical accounting estimates and judgements in Note 2 of the June 30, 2019 Financial Statements.

1.13 – Changes in Accounting Policies – International Financial Reporting Standards ("IFRS")

Future Changes in Accounting Policies

The financial statements for the nine months ended March 31, 2020 are prepared in compliance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. These financial statements should be read in conjunction with the Consolidated Entity's financial statements for the year ended June 30, 2019.

New accounting standards adopted by the Company:

Nil.

New accounting standards issued but not yet effective:

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

IFRS 16 Leases - On January 13, 2016, the IASB issued IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15, "Revenue from contracts with customers" at or before the date of initial adoption of IFRS 16.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the new standards, however, there may be enhanced disclosure requirements.

1.14 – Financial Instruments and Other Instruments

Financial risk management objectives

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

The consolidated entity identifies and evaluates mitigation activities for risk and to develop policy for risk management across all consolidated entity 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.

Market risk comprises three types of risk:

- 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 consolidated entity is not exposed to any significant foreign currency risk.

1.14 – Financial Instruments and Other Instruments (continued)

Financial risk management objectives (continued)

Price risk

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

Based on this exposure, had the share prices increased or decreased by 10% (2018: 10%) the impact on the consolidated entity's loss before tax and net assets would have been:

March 31, 2020

	Increase 10%		*Decrease 10%*	
	Impact on profit before tax	*Impact on equity*	*Impact on profit before tax*	*Impact on equity*
Listed securities	299,996	299,996	(299,996)	(299,996)

March 31, 2019

	Increase 10%		*Decrease 10%*	
	Impact on profit before tax	*Impact on equity*	*Impact on profit before tax*	*Impact on equity*
Listed securities	289,818	289,818	(289,818)	(289,818)

Interest rate risk

Interest rate risk arises from the consolidated entity's interest-bearing financial liabilities. The consolidated entity has no financial liabilities with variable interest rates so is not exposed to any interest rate risk.

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

The consolidated entity has a total credit risk exposure of $765,095 on its convertible notes invested with various parties at reporting date.

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.

1.14 – Financial Instruments and Other Instruments (continued)

Financial risk management objectives (continued)

Liquidity risk

Liquidity risk is the risk that the consolidated entity'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 consolidated entity's predominant exposure to liquidity risk is through investments in overseas start-up businesses which can experience significant volatility whilst in their infancy.

Remaining contractual maturities of financial liabilities

The following tables detail the consolidated entity's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the amortised cost of discounted cash flows of the financial instruments stated on the statement of financial position:

As at March 31 2020

	1 year or less	*Between 1 and 2 years*	*Between 2 and 5 years*	*Over 5 years*	*Remaining contractual maturities*
	$	*$*	*$*	*$*	*$*
Non-derivatives					
Non-interest bearing					
Trade and other payables	72,003	-	-	-	72,003
Total non-derivatives	72,003	-	-	-	72,003

As at June 30 2019

	1 year or less	*Between 1 and 2 years*	*Between 2 and 5 years*	*Over 5 years*	*Remaining contractual maturities*
	$	*$*	*$*	*$*	*$*
Non-derivatives					
Non-interest bearing					
Trade and other payables	149,070	-	-	-	149,070
Total non-derivatives	149,070	-	-	-	149,070

1.14 – Financial Instruments and Other Instruments *(continued)*

Fair value hierarchy

The following tables detail the consolidated entity'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

	Level 1	Level 2	Level 3	Total
	$	$	$	$
March 31, 2020				
Financial assets at fair value through profit or loss				
- Listed securities	2,999,964	-	-	2,999,964
- Unlisted securities (ii)	-	-	695,688	695,688
Financial assets at amortised cost				
- Convertible notes in unlisted companies (ii)	-	-	765,095	765,095
Intangible assets (i)	-	-	-	-
Total assets	2,999,964	-	1,460,783	4,460,747

	Level 1	Level 2	Level 3	Total
	$	$	$	$
June 30, 2019				
Financial assets at fair value through profit or loss				
- Listed securities	2,560,894	-	-	2,560,894
- Unlisted securities (ii)	-	-	1,731,987	1,731,987
Financial assets at amortised cost				
- Convertible notes in unlisted companies (ii)	-	-	719,499	719,499
Intangible assets (i)	156,687	-	-	156,687
Total assets	2,717,581	-	2,451,486	5,169,067

(i) Intangible assets being those refunded in ETH, are valued at fair value and are level 1 instruments within the fair value hierarchy, as quoted prices are available for ETH tokens in active markets.

(ii) The investment in unlisted securities are valued at fair value and convertible notes at amortized cost are level 3 instruments within the fair value hierarchy, as there are no observable inputs. The directors have considered the available information regarding this investment and believe it is currently appropriate to recognize a fair value of $695,688 (2019-$1,731,987).

1.15 – Other MD&A Requirements

Share Capital

Effective July 1 1998, under Australian Corporations Law the concept of authorized capital and par value in relation to Share Capital was abolished.

	2020	2020	2019	2019
	No. of ordinary shares	$	No. of ordinary shares	$
Opening balance	**1,555,959,281**	**67,635,788**	1,510,959,281	67,155,788
Movements				
Share consolidation December 2, 2019 (1 for 20)	(1,478,161,063)	-	-	-
Milestone share converted to ordinary shares****	-	-	45,000,000	480,000
Closing balancn	**77,298,218**	**67,635,788**	1,555,959,281	67,635,788

**** A 20 for 1 share and option consolidation was completed December 2, 2019 following shareholder approval at the Annual General Meeting held November 27, 2019.*

***** The final parcel of milestone shares granted during the year ended June 30 2019 and converted to ordinary shares issued to a related entity of Anoosh Manzoori.*

Share Options

2019

Grant date	*Expiry date*	*Fair value at grant date*	*Balance as at 30 June 2019*	*Consolidation***	*Expired*	*Exercise*	*Exercise price*	*Balance as at 31 March 2020*
13-Mar-18	12-Mar-20	$0.0019	292,257,907	(292,257,907)	-	-	$0.03	-
13-Mar-18	12-Mar-20	$0.0380	-	14,612,907	(14,612,907)		$0.60	-

*** A 20 for 1 share and option consolidation was completed December 2, 2019 following shareholder approval at the Annual General Meeting held November 27, 2019.*

Options are granted on terms determined by the Directors or otherwise approved by the company at a general meeting. The options are granted for no consideration. Options are generally granted for a two or three year period and entitlement to the options are vested on a time basis and/or on a specific performance based criteria. Options granted as described above carry no dividend or voting rights. When exercised, each option is converted to one ordinary share.

1.15 – Other MD&A Requirements (continued)

Share Options (continued)

The amount assessed as fair value at the grant date is allocated equally over the period from grant date to vesting date. Fair values at grant date are determined using the Black-Scholes options pricing method that considers the exercise price, the term of the option, the vesting and market related criteria, the impact of dilution, the non-tradable nature of the option, the share price at grant date and the risk of the underlying share and the risk-free interest rate for the term of the option.

Performance share rights

The total number of performing share rights outstanding was Nil as at March 31, 2020 and as at the date of this report.

1.16 – Subsequent events

1. On January 7, 2020, the company applied to list on the Canadian Stock Exchange (CSE). Listing is subject to a receipted prospectus by the B.C. Securities Commission and meeting the CSE listing and distribution requirements.

2. On April 3, 2020,the Company received a letter from Harris Technologies Limited (ASX:HT8) claiming $358,830 compensation due to an alleged breach of a warranty of a share purchase agreement completed May 24 2019., The Company strongly disputes this claim and contingent liability and through its legal advisors has responded accordingly to Harris Technologies Limited.

3. On April 21, 2020, the company announced the following:
    a. The sale of its 30,000,000 shares in Harris Technology Limited (ASX:HT8) for $1,430,000. The shares were acquired May 24, 2019 with a fair value at the time of $990,930.
    b. The sale of 100% of its stake in Human Protocol for US$70,000 (AUD$110,000).

4. On June 8, 2020 the Company signed a custodian agreement with Odyssey Trust Company (the "Custodian"). The Custodian has been engaged to hold all of the Company's portfolio of assets for safekeeping in order to minimize the risk of their theft or loss.

5. On June 8, 2020 the Company entered into a Sub-Custody Agreement with the Custodian and Gemini Trust Company LLC ("Gemini"). Gemini will act as sub-custodian of the Company in respect of the Company's holdings in Cryptocurrencies.

No other matters or circumstances have arisen since the end of the reporting period that have significantly affected or may have a significant effect on the financial operations of, the financial performance of those operations, or the financial position of, the consolidated entity, in the subsequent reporting period.

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. There is no market through which the Ordinary Shares may be sold.

No Market for the Shares: With the delisting of the Ordinary Shares from the ASX on December 4, 2019, **t**here is no market through which the Ordinary Shares may be sold and there are no assurances that any market will develop in the future. This means that there is no central place, such as a stock exchange or stock quotation system, to purchase or resell the Ordinary Shares. This means that even if you locate a buyer or seller and negotiate your own sale, you may still not be allowed to sell the Ordinary Shares or to pledge the Ordinary Shares as collateral for a loan. Accordingly, an investment in the Ordinary Shares should only be considered by investors who are able to bear the economic risk of a long-term investment and do not require liquidity.

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.

Uncertainty of Additional Financing: There are no assurances that the Company's future working capital will be adequate to execute its business plan or objectives as contemplated herein. The Company does not have any commitments to obtain additional financing and if required in future, there is no assurance that the Company will be able to arrange for such financing, or that such financing will be available on commercially reasonable terms. The failure to obtain such financing on a timely basis could have a material adverse effect on the Company. Equity financing and the additional issuance of equity securities will result in the substantial dilution to the Company's shareholders.

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

Uncertainty of Use of Proceeds: Although the Company has set out its intended use of available funds in this Prospectus, the uses and figures provided are estimates only and are subject to change. While management does not contemplate any material variation from such estimates, management retains broad discretion in the application of such proceeds. See "*Use of Proceeds*".

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 operates in three areas: (i) it provides advisory services to listed and unlisted companies, (ii) it is licensed in Australia to present investment opportunities to accredited investors in Australia and earn commission fees and invests across a diversified portfolio of different asset classes. These three items are all affected as the companies involved in each area are likely to be negatively affected directly or indirectly by the Covid 19 Virus. Some of the effects of the Covid 19 include:

- uncertainty of how long the Covid 19 virus will cause the current widespread disruption,
- timely and novel government fiscal policy to deal with: shutdown of non-essential businesses, high rates of unemployment, novel evolving subsidy programs for laid off workers, financial concessions to business, tax cuts and government spending,
- timely central bank's monetary policy reaction to the novel problems caused by the Covid 19 virus to ensure adequate credit facilities to banks and other lenders;
- timely government fiscal policy reaction to the novel problems caused by the Covid 19 Virus;
- lack of a unified response and preparedness to the Covid 19 virus both within countries and by all countries;
- the ability of non- essential businesses, in particular small businesses, to withstand a lengthy shut down,
- response of those sectors of the economy directly impacting business such as credit lines, interest rates and recurring expenses such as rent, property taxes,
- novel difficulties for business short and long term planning,
- disruptions to supply chains affecting the ability to manufacture and sell products,
- permanent loss of trained staff and key persons,
- disruptions in communications and overload of the internet with so many people working from home.

This list is not exhaustive and is also subject to the almost daily evolving response of governments and health authorities to the Covid 19 Virus. The negative effect of these risks, if any on the Company's investments, advisory services, commission earnings and the likely decline in the value of the Company's assets is unknown to the Company.

RISK FACTORS AND UNCERTAINTIES (continued)

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, 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.

Insurance Risk: The Company has directors and officer's liability insurance for financial institutions which covers claims to a maximum annually of $10,000,000 with worldwide coverage excluding the U.S. No claims have ever been made against the Company. There is always the possibility that the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Technology Risk: **T**he Company's Blockchain and Digital Currency assets use advanced technologies, which are susceptible to rapid technological change and there is no assurance that adequate responses will be made in a timely manner to successfully overcome the technological challenges and changes.

Digital Assets Risks: Lack of regulation, acceptance, price stability and volatility.

Lack of Regulation: Cryptocurrency exchanges and other trading venues are relatively new and, in most cases, largely unregulated and may therefore be more exposed to fraud and failure To the extent that Cryptocurrency exchanges or other trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in Cryptocurrency prices. Cryptocurrency market prices depend, directly or indirectly, on the prices set on exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other currencies. In the past several years, a number of Cryptocurrency exchanges have been closed due to fraud, business failure or security breaches. In many of these instances, the customers of the closed exchanges were not compensated or made whole for the partial or complete losses of their account balances in such exchanges. While smaller exchanges are less likely to have the infrastructure and capitalization that provide larger exchanges with additional stability, larger exchanges may be more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems) and may be more likely to be targets of regulatory enforcement action.

RISK FACTORS AND UNCERTAINTIES (continued)

Lack of Acceptance: Traditional banks and banking services may limit or refuse the provision of banking services to businesses that supply Cryptographic or Cryptocurrencies as payment and may refuse to accept money derived from Cryptocurrency-related businesses. This may make management of bank accounts held by companies operating in the field difficult.

Competition: All aspects of the Digital Currency and Blockchain industries – in particular the development of pre-ICO, ICOs, digital currency security providers and digital currency exchanges face significant competition. The rapid pace of innovation and development within the industry, together with the high number of competitors and relatively low barriers to market entry mean there is no guarantee the Company's ventures in these industries will be effective or profitable. Refer to the Company's prospectus to which this MD&A is attached for a list of competitors.

Legal and Regulatory Risk: A key concern often raised about digital currency is its ability to hinder or evade law enforcement and facilitate criminal activity due to users being anonymous and the transactions are outside the usual channels of international finance and government regulation. It is unclear what the regulatory response will be and whether that response will seriously impact the digital current market.

Valuation and Price Volatility of Cryptocurrencies: Cryptocurrency prices are highly volatile, can fluctuate substantially and are affected by numerous factors beyond the Company's control, including hacking, demand, inflation and expectations with respect to the rate of inflation, global or regional political or economic events. One Bitcoin had a value of U.S. $20,000 in December 2017, $3,430 in December 2018 and in 2019 it has fluctuated between lows of approximately $3,300 and a high of $12,360. At the end of October 2019, it was around $8,300. Cryptocurrencies may be subject to momentum pricing, which is typically associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Cryptocurrency market prices are determined primarily using data from various exchanges, over-the-counter markets, and derivative platforms. Momentum pricing may have resulted, and may continue to result, in speculation regarding future appreciation in the value of Cryptocurrencies, inflating and making their market prices more volatile. As a result, they may be more likely to fluctuate in value due to changing investor confidence in future appreciation (or depreciation) in their market prices, which could adversely affect the value of the Company's investments.

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 that 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.

RISK FACTORS AND UNCERTAINTIES (continued)

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.

Dividends: The Company does not anticipate paying any dividends on its Shares in the near future.

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 described by this Prospectus. Accordingly, the Shares under this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those Shares.

Investors should consider that the investment in the Company is speculative, carefully consider the foregoing risk factors and should consult their professional advisers to assess income tax, legal and other aspects of an investment in the Shares before making financial decisions regarding a purchase of the Company's Ordinary Shares.

APPROVAL

The Board of Directors of the Company approved the disclosure contained in this MD&A on June 9, 2020.

Schedule C June 30, 2019 annual audited financial statements

FirstGrowthFunds Limited

ABN 34 006 648 835

Consolidated Financial Statements – for the years ended 30 June 2019 and 2018

Table of Contents **Page**

PITCHER PARTNERS

Level 38, 345 Queen Street
Brisbane, QLD 4000

Postal address
GPO Box 1144
Brisbane, QLD 4001

p. +61 7 3222 8444

Independent Auditor's Report to the Members of First Growth Funds Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of First Growth Funds Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group presents fairly, in all material respects:

(a) the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended; and

(b) complying with International Financial Reporting Standards ("IFRS").

We conducted our audit in accordance with International Standards on Auditing ("ISA"). 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 ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Emphasis of matter – Revised financial statements

We draw attention to Note 1 in the financial statements, which discusses that the financial statements have been revised and reissued to include revisions to the financial statements previously filed with the ASX on 20 November 2019, as part of the Canadian Securities Exchange ("CES") listing process. The other information in the Group's 2019 Annual Report filed with the ASX on 20 November 2019 including the Directors Report (containing the Remuneration Report) has also been revised and reissued. This audit report supersedes our audit report on the previously issued 2019 Annual Report filed with the ASX on 20 November 2019. Our opinion is not modified in respect to this matter.

Other Information

The directors are responsible for the other information. The other information comprises any information in addition to 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.

Responsibilities of the Directors for the Financial Report

The directors of the Group are responsible for the preparation of the financial report that presents fairly in all material respects in accordance with IFRS and for such internal control as the directors determine is necessary to enable the preparation of the financial report achieves fair presentation and is free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the ISA 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.

As part of an audit in accordance with the ISA, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

Pitcher Partners

PITCHER PARTNERS

DANIEL COLWELL
Partner

Brisbane, Queensland
June 9, 2020

First Growth Funds Limited
Revised Consolidated Statement of Financial Position
As at 30 June 2019 and 2018
(Expressed in Australian Dollars)

	Note	2019 $	2018 $
Assets			
Current Assets			
Cash and cash equivalents	7	**2,255,897**	8,024,964
Trade and other receivables	8	**78,896**	15,694
Inventories (cryptocurrencies)	9	**685,452**	224,880
Financial assets	10	**2,560,894**	2,034,326
Intangible assets (cryptocurrencies)	11	**210,086**	-
Other assets	12	**-**	214,834
Total current assets		**5,791,225**	10,514,698
Non-current Assets			
Financial assets	10	**2,451,486**	-
Investments accounted for using the equity method	13	**-**	332,866
Intangible assets (cryptocurrencies)	11	**-**	914,749
Total non-current assets		**2,451,486**	1,247,615
Total assets		**8,242,711**	11,762,313
Liabilities			
Current liabilities			
Trade and other payables	14	**149,070**	112,149
Total current liabilities		**149,070**	112,149
Total liabilities		**149,070**	112,149
Net Assets		**8,093,641**	11,650,164
Equity			
Contributed equity	15	**67,635,788**	67,155,788
Share option reserve	16	**19,156**	139,156
Accumulated losses		**(59,561,303)**	(55,644,780)
Total equity		**8,093,641**	11,650,164

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

Anoosh
Manzoori
Director
June 9, 2020

First Growth Funds Limited
Revised Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the years ended 30 June 2019 and 2018
(Expressed in Australian Dollars)

	Note	2019 $	2018 $
Income			
Revenue from continuing operations	4	**253,631**	678,827
Interest revenue calculated using the effective interest method		**199,148**	106,356
Expenses			
Cost of sales (inventories)	5	**(224,030)**	-
Losses on financial assets at fair value through profit or loss	4	**(1,077,265)**	-
Commissions		**(65,736)**	-
AFSL support and secretarial fees		**(89,823)**	(43,474)
Director related costs		**(806,308)**	(879,537)
Impairment losses	5	**(2,089,867)**	(20,000)
Fair value adjustments	5	**(250,000)**	-
Insurance and professional fees		**(484,624)**	(351,312)
ASX and share registry fees		**(44,435)**	(93,296)
Brokerage costs		**(51,762)**	(24,527)
Travel expenses		**(218,957)**	(153,866)
Other expenses		**(116,939)**	(42,262)
Loss before income tax expense from continuing operations		**(5,066,967)**	(823,090)
Income tax expense	6	**-**	-
Loss after income tax expense from continuing operations		**(5,066,967)**	(823,090)
Profit from discontinued operation after tax	25	**1,150,443**	-
Loss for the period after tax		**(3,916,523)**	(823,090)
Total comprehensive income for the period attributable to owners of First Growth Funds Limited arises from:			
Continuing operations		**(5,066,967)**	(823,090)
Discontinued operations	25	**1,150,443**	-
		(3,916,523)	(823,090)

	Note	2019 Cents	2018 Cents
Earnings / (losses) per share attributable to the owners of First Growth Funds Limited			
Basic and diluted earnings / (losses) per share	29	**(0.327)**	(0.076)

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

First Growth Funds Limited
Revised Consolidated Statement of Changes in Equity
For the years ended 30 June 2019 and 2018
(Expressed in Australian Dollars)

	Contributed equity $	Share option reserve $	Accumulated losses $	Total equity $
Balance at 1 July 2018	**67,155,788**	**139,156**	**(55,644,780)**	**11,650,164**
Loss after income tax expense for the year	-	-	(3,916,523)	**(3,916,523)**
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive income for the year	**-**	**-**	(3,916,523)	**(3,916,523)**
Transactions with owners in their capacity as owners:				
Milestone shares issued to key management personnel	-	360,000	**-**	**360,000**
Milestone shares converted to ordinary shares	480,000	(480,000)	**-**	
Balance at 30 June 2019	**67,635,788**	**19,156**	**(59,561,303)**	**8,093,641**
Balance at 1 July 2017	**56,863,383**	**296,347**	**(55,118,037)**	**2,041,693**
Loss after income tax expense for the year	**-**	**-**	(823,090)	**(823,090)**
Other comprehensive income for the year, net of tax	**-**	**-**	-	**-**
Total comprehensive income for the year	**-**	**-**	(823,090)	**(823,090)**
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs	10,052,405	-	-	**10,052,405**
Options issued to key management personnel	-	19,156	-	**19,156**
Milestone shares issued to key management personnel	-	360,000	-	**360,000**
Milestone shares converted to ordinary shares	240,000	(240,000)	-	**-**
Transfer of expired Options' value	-	(296,347)	296,347	**-**
Balance at 30 June 2018	**67,155,788**	**139,156**	**(55,644,780)**	**11,650,164**

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

First Growth Funds Limited
Revised Consolidated Statement of Cash Flows
For the years ended 30 June 2019 and 2018
(Expressed in Australian Dollars)

	Note	2019 $	2018 $
Cash flows from operating activities			
Proceeds from sales of inventories (cryptocurrencies)		**97,471**	-
Receipts from the course of operations		**56,498**	-
Interest received		**92,079**	70,801
Dividends received		**18,167**	-
Payments to suppliers		**(1,455,806)**	(956,365)
Payments for inventories (cryptocurrencies)		**(688,981)**	(224,880)
Proceeds from sale of financial assets – listed securities		**8,449,789**	4,909,015
Payments for financial assets – listed securities		**(9,719,177)**	(5,030,987)
Payments for financial assets – unlisted securities		**(1,571,544)**	-
Payments for convertible notes		**(712,694)**	-
Proceeds from deposits refunded		**214,834**	-
Payments for deposits for shares		**-**	(214,834)
Net cash used in operating activities	28	**(5,219,364)**	(1,447,250)
Cash flows from investing activities			
Acquisition of subsidiaries, net of cash acquired	24	**2,022**	-
Disposal of subsidiaries, net of cash disposed	25	**(8,718)**	-
Payments for equity accounted investments		**-**	(332,866)
Payments for intangibles (cryptocurrencies)		**-**	(914,749)
Loans provided		**(543,007)**	-
Net cash used in investing activities		**(549,703)**	(1,247,615)
Cash flows from financing activities			
Proceeds from issue of shares		**-**	4,455,911
Proceeds from exercise of share options		**-**	5,550,486
Payments for issue of share		**-**	(118,991)
Net cash from financing activities		**-**	9,887,406
Effect of exchange rate movement		**-**	(7,902)
Net (decrease)/increase in cash & cash equivalents		**(5,769,067)**	7,184,639
Cash & cash equivalents at the beginning of the financial year		**8,024,964**	840,325
Cash & cash equivalents at the end of the financial year	7	**2,255,897**	8,024,964

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

Note 1 Nature and Continuance of Operations

The Parent Entity, First Growth Funds Limited is incorporated under the Laws of Australia, specifically the Corporations Act 2001. The registered office of First Growth Funds Limited is located at Level 14 44 Collins St Melbourne, Victoria, 3000, Australia and its principal place of business is located at Level 5 56 Pitt Street Sydney, New South Wales, 2000, Australia. The Consolidated Entity is seeking to list its shares on the Canadian Securities Exchange.

The Consolidated Entity ("Group") comprises First Growth Funds as the parent and two wholly owned controlled entities:

- ICO-AN Pty Ltd (incorporated in Australia 17 November 2017)
- First Growth Advisory Pty Ltd (incorporated in Australia 8 December 2018)

The Group's principal business activities are to provide advisory services to both listed and private unlisted companies, to present investment opportunities to accredited investors in Australia and earn commission fees and 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..

Revised financial statements

On 2 October 2019, the Group filed its 2019 Annual Report including consolidated financial statements for the year ended 30 June 2019.with the Australian Stock Exchange ("ASX") in accordance with the listing rules.

On 20 November 2019, the Group filed with the ASX, an Amended 2019 Annual Report to correct transposition errors in the consolidated financial statements ("financial statements").

On 27 November 2019, shareholders approved a resolution to delist from the Australian Stock Exchange. On 7 January 2020, the Company applied to list on the Canadian Stock Exchange ("CSE"). Listing was subject to a receipted prospectus by the B.C. Securities Commission and meeting the CSE listing and distribution requirements.

These financial statements include revisions to the financial statements previously filed with the ASX, as part of the CSE listing process. The revision details are set out below.

1. Additional subsequent events of a non-adjusting nature were included at note 30 Subsequent Events.
2. Subsequent events of an adjusting nature which confirmed or provided better information in relation to conditions and circumstances prevailing at 30 June 2019, resulted in additional asset impairments of $526,431; comprising loan receivables $226,022 (note 8(i)), current intangibles $200,792 (note 11) and non-current intangibles $99,617 (note 11).
3. The Group's loss before income tax expense from continuing operations increased from $4,540,535 to $5,066,967 as a result of the asset impairments referred to above. This also resulted in the Group's total assets, net assets and total equity decreasing by $526,431.
4. Note 1 was renamed Nature and Continuance of Operations and was amended to note the intention to seek a CSE listing and to provide further information in relation to the principal business activities.
5. The accounting policies and critical accounting judgements, estimates and assumptions were combined under Note 2 which was renamed Accounting Policies.
6. The critical accounting judgements, estimates and assumptions disclosure was expanded under the Note 2(m) Use of Judgements – refer sub paragraphs 1 to 5.
7. Note 5 Operating profit was amended to include the additional asset impairments of $526,431 referred to above.
8. Note 8 Trade and other receivables was amended to include the additional loan receivables impairments of $226,022 referred to above.
9. Note 9 Inventories (cryptocurrencies held for resale) was amended to include a transfer of Ethereum tokens totalling $47,200 from current intangibles. Additionally the disclosure was amended to include a table showing the type of cryptocurrency, its value, quantity of tokens held and movements during the period.
10. Note 11 Intangible assets (cryptocurrencies under development) was amended as follows:
    - further current intangible impairments of $200,792 and non-current intangible impairments of $99,617;
    - the reclassification of the residual non-current intangible balance to current intangibles; and

- the transfer of Ethereum tokens held totalling $47,200 to inventories (cryptocurrency held for resale).

11. Note 27 Interests in associates was amended to include additional information under sub-note (ii) explaining why the company did not have control over the investee pursuant to IFRS 10 paragraph 6.

Basis of preparation

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for the following:

- Financial assets and financial liabilities which are initially recognised at their fair values and subsequently measured at their respective values in accordance with IFRS 9 and IFRS 13;
- Inventories are valued at the lower of their cost and the net realisable value per IAS 2;
- Intangible assets are valued at their recoverable amounts being the net of their carrying values and the impairment losses provided for the reporting year.

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 consolidated entity'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.

Comparatives

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.

Parent entity and subsidiary **information**

These financial statements present the results of the consolidated entity only. Supplementary information about the parent entity and its subsidiaries is disclosed in Note 23 and Note 26 respectively.

Note 2. Accounting policies

This note provides an overview of First Growth Funds Limited 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 balance sheet or statement of profit or loss and other comprehensive income have been included in the respective note.

(a) New or amended Accounting Standards adopted

The consolidated entity has adopted all new or amended Accounting Standards issued by the International Accounting Standards Board ('IASB') that are mandatory for the current reporting period.

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

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

IFRS 9 Financial Instruments

The consolidated entity has adopted IFRS 9 from 1 July 2018. The standard introduced new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows which arise on specified dates and that are solely principal and interest. A debt investment shall be measured at fair value through other comprehensive income if it is held within a business model whose objective is to both hold assets in order to collect contractual cash flows which arise on specified dates that are solely principal and interest as well as selling the asset on the basis of its fair value. All other financial assets are classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading or contingent consideration recognised in a business combination) in other comprehensive income ('OCI'). Despite these requirements, a financial asset may be irrevocably designated as measured at fair value through profit or loss to reduce the effect of, or eliminate, an accounting mismatch. For financial liabilities designated at fair value through profit or loss, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements use an 'expected credit loss' ('ECL') model to recognise an allowance. Impairment is measured using a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. For receivables, a simplified approach to measuring expected credit losses using a lifetime expected loss allowance is available.

IFRS 15 Revenue from Contracts with Customers

The consolidated entity has adopted IFRS 15 from 1 July 2018. The standard provides a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price. This is described further in the accounting policies below. Credit risk is presented separately as an expense rather than adjusted against revenue. Contracts with customers are presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Customer acquisition costs and costs to fulfil a contract can, subject to certain criteria, be capitalised as an asset and amortised over the contract period. The impact on the financial performance and position of the consolidated entity from the adoption of these Accounting Standards is detailed in note 3.

(b) Principles of consolidation

The consolidated financial statements incorporate the assets, liabilities, revenue and expenses of all subsidiaries of First Growth Funds Limited (the parent entity) as at 30 June 2019. The parent entity and its subsidiaries together are referred to in these financial statements as the ‘consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. Control occurs when the parent entity is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct its activities.

Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases. Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

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

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

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

(c) 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.

(d) Foreign currency translation

The financial report is presented in Australian dollars, which is First Growth Fund Limited's functional and presentation currency.

Foreign currency transactions

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

Foreign operations

The consolidated entity had no foreign operations during the reporting year.

(e) Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest

in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

(f) Discontinued operations

A discontinued operation is a component of the consolidated entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

(g) Current and non-current classification

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

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

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

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

(h) Goods and Services Tax ('GST') and other similar taxes

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

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

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

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

(i) New Accounting Standards not yet mandatory or early adopted

International Accounting Standards that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2019. The consolidated entity's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the consolidated entity, are set out below.

IFRS 16 Leases

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. The standard replaces IAS 17 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use' asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under IFRS 16 will be higher when compared to lease expenses under IAS 17. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under IFRS 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases. IFRS 16 will not impact the consolidated entity as there are no operating leases.

(j) Rounding of amounts

Amounts in this report have been rounded off into the nearest dollar.

(k) Earnings per share

Basic earnings per share

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

Diluted earnings per share

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

(l) Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

(m) Use of Judgements

The significant judgements, estimates and assumptions that may affect the carrying amounts of assets and liabilities within the next financial year are discussed below.

1) *Investment Entity*

   Management has determined that FGF is not an investment entity pursuant to IFRS 10, which defines several characteristics of an investment entity. The Company does not provide investment management services for fees. The Company's business activities consist primarily of advisory services and finder's fees. The Company realizes capital appreciation and investment income; however, this is not the primary business activity. The Company does not measure and evaluate substantially all its investments at fair value. Accordingly, management has determined the Company is not an investment entity pursuant to IFRS 10.

2) *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.

   Financial assets (refer note 10) include listed and unlisted securities, convertible notes and any associated accrued interest. Listed securities are classified under Australian Accounting Standards as "level 1" (i.e. where the valuation is based on quoted prices in the market), unlisted securities are classified as "level 3" (i.e. where inputs are unobservable) and convertible notes are accounted for at amortised cost

3) *a. Accounting for digital currency assets (cryptocurrencies)*
The Group holds a several digital currency assets classified as inventories (ICO tokens) or intangible assets (pre- ICO tokens).Judgement is required to apply the lower of cost or net realisable value test to inventories and to assess intangibles for impairment..

Inventories (refer note 10) are measured at the lower of cost or net realisable value

Intangible assets (refer note 11) are measured using the cost mode and are assessed for impairment when there are indicators of impairment..

b.. Investments using the equity method
The company accounts for investment using the equity method when it does not have control over the investee pursuant to IFRS 10 paragraph 6. The Company's 50% interest in Cryptodata Vault LLC did not provided the Company with control over the investee as the joint investors must act together with the Company to direct the relevant activities of the investee.

4) *Deferred income taxes*
The Company recognises the deferred tax benefit of deferred tax assets to the extent their recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions from deferred tax assets. There are no deferred tax balances recognised.

In assessing the probability of realising income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. There are no income tax liabilities recognised

5) *Going concern*
These financial statements have been prepared on a going concern basis which assumes that the Company is a will continue in operation for the foreseeable future and at least one year.

Note 3. Restatement of comparatives – adoption of IFRS 9 'Financial Instruments' and IFRS 15 'Revenue from Contracts with Customers'

Adoption of IFRS 9 'Financial Instruments'

The consolidated entity has adopted IFRS 9 from 1 July 2018, using the full retrospective approach of adoption (with the exemption of hedge accounting) and comparatives have been restated.

The investment classifications 'Available-for-sale financial assets' and 'Held-to-maturity investments' are no longer used and 'Financial assets at fair value through other comprehensive income' was introduced. There were no investments held in these categories as at 30 June 2018.

'Interest revenue' is no longer included in the 'Revenue' note and is now shown separately on the face of the statement of profit or loss and other comprehensive income, resulting in a reclassification of $106,357 for the year ended 30 June 2018. The consolidated entity has applied the simplified approach to measuring expected credit losses on trade receivables and the lifetime approach to measuring expected credit losses on loan receivables. Refer to note 8 for further details.

IFRS 15 Revenue from Contracts with Customers

The consolidated entity has adopted IFRS 15 from 1 July 2018. The standard provides a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price. This is described further in the accounting policies below. Credit risk is presented separately as an expense rather than adjusted against revenue. Contracts with customers are presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Customer acquisition costs and costs to fulfil a contract can, subject to certain criteria, be capitalised as an asset and amortised over the contract period.

(Expressed in Australian Dollars)

Note 3. Restatement of comparatives – adoption of IFRS 9 'Financial Instruments' and IFRS 15 'Revenue from Contracts with Customers' (continued)

The impact on the statement of profit or loss and other comprehensive income and statement of financial position is as follows:

Statement of profit or loss and other comprehensive income

Extract	2018 $ Reported	2018 $ Adjustment	2018 $ Restated
Revenue from continuing operations	785,184	(106,357)	678,827
Interest revenue calculated using the effective interest method	-	106,357	106,357
Loss before income tax expense	(823,090)	-	(823,090)
Income tax expense	-	-	-
Loss after income tax expense	**(823,090)**	**-**	**(823,090)**

Statement of financial position at the beginning of the earliest comparative period

Assets	2018 $ Reported	2018 $ Adjustment	2018 $ Restated
Current assets			
Trading investments	1,628,771	(1,628,771)	-
Financial assets	-	1,628,771	1,628,771
Total current assets	1,628,771	-	1,628,771
Total assets	**1,628,771**	**-**	**1,628,771**

Note 4. Revenue from continuing operations

	2019 $	2018 $
Sales of inventories (cryptocurrencies)	**97,471**	-
Commission income	**137,993**	-
Gain on financial assets at fair value through profit or loss	**-**	678,827
Dividend income	**18,167**	-
Revenue from continuing operations	**253,631**	678,827
Losses on financial assets at fair value through profit or loss	**(1,077,265)**	-

Accounting policy for revenue recognition

The consolidated entity recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent

(Expressed in Australian Dollars)

Note 4. Revenue from continuing operations (continued)

events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Revenue from contracts with customers - sales of inventories (cryptocurrencies)

Revenue from the sale of inventories is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Revenue from contracts with customers - rendering of services – commission income

Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

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.

Interest

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

Note 5. Operating profit

	2019 $	2018 $
Cost of sales (inventories)	**224,030**	-
Impairment		
- Intangible assets (see Note 11)	**657,463**	-
- Investments accounted for using the equity method (see Notes 13 and 27)	**332,866**	-
- Inventory write downs (see Note 9)	**50,729**	20,000
- Loan receivables (see Note 8)	**598,808**	-
- Convertible notes (see Note 10)	**450,000**	-
Total impairments	**2,089,867**	20,000
Fair value adjustments		
- Unlisted securities at fair value through profit or loss (see Note 10)	**250,000**	-

Note 6. Income tax expense

	2019 $	2018 $
Numerical reconciliation of income tax expense to prima facie tax payable		
Loss before income tax expense from continuing operations	**(5,066,967)**	(823,090)
Tax at the Australian tax rate of 27.50% (2018: 27.50%)	**(1,393,416)**	(226,350)
Tax effect amounts which are not deductible / (taxable) in calculating taxable income:		
Deferred tax asset not recognised	**1,393,416**	226,350
Income tax expense	**-**	-

Potential tax benefits from tax losses have not been recognised as the directors do not believe the conditions for recovery can be met.

Franking credits available for subsequent financial years based on a tax rate of 27.50%	**14,781**	7,159

Note 6. Income tax expense (continued)

The above amounts 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.

Accounting policy for income taxes

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or

- When the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal can be controlled, and it is probable that the temporary difference will not reverse in the foreseeable future.

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

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

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

The parent entity and its subsidiaries have not formed an income tax consolidated group under the Australian tax consolidation regime.

Note 7. Cash and cash equivalents

	2019 $	2018 $
Cash at bank	**2,255,897**	8,024,964

Accounting policy for cash and cash equivalents

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

(Expressed in Australian Dollars)

Note 8. Trade and other receivables

	2019 $	2018 $
Trade receivables	**107,584**	7,500
Loss allowance for trade receivables	**(39,875)**	-
Loans receivable (i) and (ii)	**598,808**	-
Impairment allowance for loans receivable	**(598,808)**	-
GST receivable	**11,187**	8,194
	78,896	15,694

(i) On 1 March 2019 the consolidated entity entered into a short-term arrangement with Australian Nutrition and Sports Limited. The loan balance as at 30 June 2019 was $226,022. After the reporting date, the loan repayment date was been extended to 15 October 2019. This loan has been fully impaired , as a result of Australian Nutrition, appointing an Administrator in March 2020 and then entering a Deed of Company Arrangement with creditors during May 2020,.

(ii) On 30 August 2018 the Parent entered into a $372,786 loan arrangement with LINCD HQ Pty Ltd ("LINCD"), a wholly owned subsidiary of the Parent for a period of the reporting year for one year at 10% p.a. interest. On disposal of LINCD, the term of the loan was extended to 24 May 2020, being one year from disposal date and repayable only if LINCD generates revenue of at least AU$600,000 before 24 May 2020. Management have assessed the recoverability of the loan using the lifetime expected loss allowance method and have fully impaired the loan.

Allowance for expected credit losses

The consolidated entity has recognised a net loss of $39,875 (2018: nil) for specific debtors for which such evidence exists. Trade receivables past due but not impaired amount to $67,709 (2018: $7,500).

At 30 June 2019, an ageing analysis of those receivables are as follows:

Not overdue	-	7,500
1 to 30 days past due	30,667	-
31 to 60 days past due	-	-
61 days plus past due	37,042	-
	67,709	7,500

Accounting policy for trade and other receivables

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

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

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

(Expressed in Australian Dollars)

Note 9. Inventories

	2019 $	2018 $
Cryptocurrencies held for sale	**736,181**	224,880
Provision for impairment	**(50,729)**	-
	685,452	224,880

Accounting policies for inventories

Inventories are measured at the lower of cost and net realisable value. Cryptocurrencies are recognised as inventories where they are held for sale in the ordinary course of business in accordance with guidance provided by the International Financial Reporting Interpretations Committee ('IFRIC') during June 2019.

Cryptocurrency details and movements

As at 30 June 2019, the Group held 907,730,000 Sovereign Cash Tokens (SOV) tokens and 255.5 Ethereum tokens both of which are listed on the digital currency exchange BTCEXA. As at 30 June 2018, the Group held during the year 3,157,480 LYM Tokens. During the year the LYM Tokens were sold. LYM Tokens had a trading pair (pegged) with Ethereum (ETH) which is traded on the BTCEXA digital currency exchange During the year the LYM Tokens were sold. .

2019	**Sovereign Cash Tokens**		**LYM Tokens**		**Ethereum Tokens**	
	Number	**$**	Number	$	Number	$
Balance, July 1, 2018	**-**	**-**	3,157,480	224,880	-	-
Sales	-	-	(3,157,480)	(224,880)	-	-
Purchases	907,730,000	688,981	-	-	-	-
Transfer from intangibles	-	-	-	-	255.5	47,200
Provision for impairment	-	(50,729)	-	-	-	-
Balance, June 30, 2019	**907,730,000**	**638,252**	-	-	255.5	47,200

2018	**Sovereign Cash Tokens**		**LYM Tokens**		**LYM Tokens**	
	Number	**$**	Number	$	Number	$
Balance, July 1, 2017	**-**	**-**	**-**	**-**	**-**	**-**
Purchases	-	-	3,157,480	244,880	-	-
Transfer from intangibles	-	-	-	-	-	-
Provision for impairment	-	-	-	(20,000)	-	-
Balance, June 30, 2018	**-**	**-**	3,157,480	224,880	-	-

Note 10. Investments and other financial assets

	2019 $	2018 $
Current		
Listed securities at fair value through profit or loss (i)	**2,560,894**	1,378,771
Unlisted securities at fair value through profit or loss (i)	**-**	250,000
Convertible notes receivable at amortised cost	**-**	405,555
	2,560,894	2,034,326

(Expressed in Australian Dollars)

Non-current

Unlisted securities at fair value through profit or loss (i)	**1,731,987**	-
Convertible notes receivable at amortised cost	**719,499**	-
	2,451,486	-

(i) Refer to note 19 for further information on fair value measurement.

Reconciliations

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

	Convertible notes	*Unlisted securities*
Opening balance 1 July 2017	-	-
Additions	405,555	250,000
Balance at 30 June 2018	405,555	250,000
Additions	763,944	1,731,987
Impairment losses	(450,000)	-
Fair value adjustments	-	(250,000)
Balance at 30 June 2019	719,499	1,731,987

Accounting policies for investments and other financial assets

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

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

Financial assets at fair value through profit or loss

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

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

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

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

(Expressed in Australian Dollars)

Note 11. Intangible assets

	2019 $	2018 $
Current		
Cryptocurrencies under development to be refunded	**210,086**	-
Non-current		
Cryptocurrencies under development (i)	**-**	914,749
Total intangible assets	**210,086**	914,749

(i) These balance represents 'rights to acquire tokens' under contracts. At the reporting date, these tokens have not been issued to the consolidated entity.

At reporting date some intangible assets have been classified as current due to management's intent to terminate these contracts.

Reconciliations

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

	Cryptocurrencies under development	
	2019	**2018**
	$	**$**
Opening balance 1 July 2018 and 2017	914,749	-
Additions	-	914,749
Transfer to inventories	(47,200)	
Impairment losses	(657,463)	-
Balance at 30 June 2019 and 2018	**210,086**	**914,749**

Impairment

Management have considered the recoverable amount of intangible assets individually based on information known to management as at the date of this report.The intangible impairments recorded for the year ended 30 June 2019, include counterparty defaults on negotiated refund arrangements to terminate contracts providing rights to acquire cryptocurrency tokens and also losses on the sale of rights.

Accounting policy for intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset.

Cryptocurrencies under development

The consolidated entity measures its cryptocurrencies under development (which are pre-ICO such as unlisted tokens or rights to acquire / distribute tokens) at cost in accordance with IFRS 138 Intangible Assets. Unlisted tokens or rights to acquire / distribute tokens is recognised in accordance with IFRICs June 2019 guidance issued on crypto-assets.

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

(Expressed in Australian Dollars)

Note 12. Other assets

	2019 **$**	**2018** **$**
Deposits for shares not yet issued (i)		
Balance at July 1, 2017 and 2018	214,834	214,834
Refunded	(214,834)	-
Balance at June 30, 2019 and 2018	**-**	214,834

(i) In the previous reporting period, the consolidated entity subscribed for units in Datable Technologies Corporation which was refunded during the current reporting period due to the offer being undersubscribed.

Note 13. Investments accounted for using the equity method

	2019 **$**	**2018** **$**
Investment in associate		
Balance at July 1, 2017 and 2018	332,866	332,866
Impairment	(332,866)	-
Balance at June 30, 2019 and 2018	-	332,866

Refer to Note 27 for further details on associates.

Accounting policy for associates

Associates are entities over which the consolidated entity has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the consolidated entity's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the consolidated entity's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the consolidated entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The consolidated entity discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Note 14. Trade and other payables

	2019 **$**	**2018** **$**
Trade payables	**54,215**	60,584
Other payables and accruals	**94,855**	51,565
	149,070	112,149

Accounting policy for trade and other payables

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

(Expressed in Australian Dollars)

Note 15. Contributed equity

	2019 No. of ordinary shares	**2019 $**	**2018 No. of ordinary shares**	**2018 $**
Balance at the beginning of the financial period	**1,510,959,281**	**67,155,788**	864,768,511	56,863,383
Options exercised at $0.02 each	-	-	277,623,038	5,552,460
13.03.18 Shares issued at $0.012 each	-	-	353,567,748	4,714,704
Milestone shares issued at fair value	-	-	15,000,000	165,000
Milestone shares entitled to be issued	-	-	-	240,000
Milestone shares converted to ordinary shares (i)	**45,000,000**	**480,000**	-	-
Registry rounding adjustment	**-**	**-**	(16)	-
Less costs incurred from capital raising	**-**	**-**	-	(379,759)
Balance at the end of the financial period	**1,555,959,281**	**67,635,788**	1,510,959,281	67,155,788

(i) The $480,000 represents the final parcel of milestone shares granted in the reporting year and converted to ordinary shares issued to a related entity of Anoosh Manzoori.

Ordinary shares

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

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

Capital risk management

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

In order to maintain or adjust the capital structure, the consolidated entity may return capital to shareholders, issue new shares or sell assets to reduce debt. The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current parent entity's share price at the time of the investment.

The capital risk management policy remains unchanged from the last reporting year’s Annual Report.

Accounting policy for contributed equity

Contributed equity is the consolidated entity’s ordinary shares issued and classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(Expressed in Australian Dollars)

Note 16. Share option reserve

	2019 $	2018 $
Share based payment reserve	**19,156**	139,156

Movements	2019 $	2018 $
Balance at beginning of year	139,156	296,384
Options issued to key management personnel	-	19,156
Milestone shares issued to key management personnel	360,000	360,000
Milestone shares converted to ordinary shares	(480,000)	(240,000)
Transfer of expired options	-	(296,384)
Balance at end of year	19,156	139,156

The share-based payments reserve is used to record the expenses associated with options and performance rights granted to employees and key management personnel under equity-settled share-based arrangements.

Note 17. Share based payments

Share based payments expensed in the financial statements with respect to performance rights issued during the previous reporting period.

The expense recognised in relation to the share-based payment transactions was recognised within director fees expense within the statement of profit or loss as follows:

	2019 $	2018 $
Share-based payments expense	**360,000**	544,156

Share options

Options are granted on terms determined by the Directors or otherwise approved by the company at a general meeting. The options are granted for no consideration. Options are usually granted for a two or three year period and entitlement to the options are vested on a time basis and/or on a specific performance-based criteria. Options granted as described above carry no dividend or voting rights. When exercised, each option is converted to one ordinary share.

The amount assessed as fair value at the grant date is allocated equally over the period from grant date to vesting date. Fair values at grant date are determined using the Black-Scholes options pricing method that considers the exercise price, the term of the option, the vesting and market related criteria, the impact of dilution, the non-tradable nature of the option, the share price at grant date and the risk of the underlying share and the risk-free interest rate for the term of the option.

There were no options granted to any directors or key management personnel during the reporting year.

The following table shows the number and movement of options during the year:

2019

Grant date	*Expiry date*	*Fair value at grant date*	*Balance as at 30 June 2018*	*Granted*	*Vested*	*Expired*	*Exercise*	*Exercise price*	*Balance as at 30 June 2019*
13-Mar-18	12-Mar-20	$0.0019	292,257,907	-	-	-	-	$0.03	292,257,907

2018

Grant date	*Expiry date*	*Fair value at grant date*	*Balance as at 30 June 2017*	*Granted*	*Vested*	*Expired*	*Exercise*	*Exercise price*	*Balance as at 30 June 2018*
1-Aug-16	17-Feb-18	$0.0080	35,000,000	-	-	(35,000,000)	-	$0.02	-
13-Mar-18	12-Mar-20	$0.0019	-	292,257,907	292,257,907	-	-	$0.03	292,257,907
			35,000,000	292,257,907	292,257,907	(35,000,000)	-		292,257,907

(Expressed in Australian Dollars)

Note 17. Share based payments (continued)

Share options outstanding at 30 June 2019 had a weighted average contractual life of 257 days (2018: 400 days) and a weighted average fair value of $0.03 (2018: $0.022). The fair value of share options was calculated using an expected share price volatility of 110% and risk-free interest rate of 3%.

Performance share rights

Performance rights are provided to directors as approved by shareholders. The performance criteria is determined by the board.

The fair value of performance rights is determined at the grant date using the Black-Scholes options pricing method taking into account the term of the performance right, impact of dilution, the share price at grant date the expected price volatility of the underlying share, the expected dividend yield and the risk-free rate for the term of the performance right and an appropriate probability weighting to factor the likelihood of the satisfaction of non-vesting conditions.

The following table shows the number and movement of performance rights during the year.

2019

Grant date	*Expiry date*	*Fair value at grant date*	*Balance as at 30 June 2018*	*Granted*	*Vested*	*Expired*	*Exercise*	*Balance as at 30 June 2019*
28-Feb-18	27-Feb-20	$0.016	15,000,000	-	15,000,000	-	(15,000,000)	-
28-Feb-18	27-Feb-20	$0.016	15,000,000	-	15,000,000	-	(15,000,000)	-
			30,000,000		30,000,000		(30,000,000)	-

2018

Grant date	*Expiry date*	*Fair value at grant date*	*Balance as at 30 June 2017*	*Granted*	*Vested*	*Expired*	*Exercise*	*Balance as at 30 June 2018*
28-Feb-18	27-Feb-20	$0.011	-	15,000,000	15,000,000	-	(15,000,000)	-
28-Feb-18	27-Feb-20	$0.016	-	15,000,000	15,000,000	-	(15,000,000)	-
28-Feb-18	27-Feb-20	$0.016	-	15,000,000	-	-	-	15,000,000
28-Feb-18	27-Feb-20	$0.016	-	15,000,000	-	-	-	15,000,000
			-	60,000,000	30,000,000		(30,000,000)	30,000,000

The fair value of performance rights expensed in the reporting period was calculated using an expected share price volatility of 110% and risk-free interest rate of 3%.

Other share-based payments

In the previous reporting period 21,309,841 shares were issued to Blockchain Global Limited in lieu of a cash payment for underwriting fees with a fair value of $260,769 on 13 March 2018.

Accounting policy for share based payments

Share-settled and cash-settled share-based compensation benefits are provided to employees.

Share-settled transactions are awards of shares, or options over shares that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of share-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the product of the market price on the grant date multiplies the number of shares entitled to the employee or applying the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions. Such transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

(Expressed in Australian Dollars)

Note 17. Share based payments (continued)

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability. Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied. If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification. If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited. If share-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and

any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Note 18. Financial risk management

Financial risk management objectives

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

The consolidated entity identifies and evaluates mitigation activities for risk and to develop policy for risk management across all consolidated entity 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.

Market risk comprises three types of risk:

- 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 consolidated entity is not exposed to any significant foreign currency risk.

Price risk

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

Based on this exposure, had the share prices increased or decreased by 10% (2018: 10%) the impact on the consolidated entity's loss before tax and net assets would have been:

2019

	Increase 10%		***Decrease 10%***	
	Impact on profit before tax	***Impact on equity***	***Impact on profit before tax***	***Impact on equity***
Listed securities	256,089	256,089	(256,089)	(256,089)
Unlisted securities				

2018

	Increase 10%		***Decrease 10%***	
	Impact on profit before tax	***Impact on equity***	***Impact on profit before tax***	***Impact on equity***
Listed securities	137,877	137,877	(137,877)	(137,877)

(Expressed in Australian Dollars)

Note 18. Financial risk management (continued)

Interest rate risk

Interest rate risk arises from the consolidated entity's interest-bearing financial liabilities. The consolidated entity has no financial liabilities with variable interest rates so is not exposed to any interest rate risk.

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

The consolidated entity has a total credit risk exposure of $719,499 (2018: $405,555) on its convertible notes invested with various parties at reporting date. Management have impaired convertible notes invested by $450,000 (2018: nil) for expected losses.

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 consolidated entity'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 consolidated entity's predominant exposure to liquidity risk is through investments in overseas start-up businesses which can experience significant volatility whilst in their infancy.

Remaining contractual maturities of financial liabilities

The following tables detail the consolidated entity's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the amortised cost of discounted cash flows of the financial instruments stated on the statement of financial position:

2019

	1 year or less	*Between 1 and 2 years*	*Between 2 and 5 years*	*Over 5 years*	*Remaining contractual maturities*
	$	*$*	*$*	*$*	*$*
Non-derivatives					
Non-interest bearing					
Trade and other payables	149,070	-	-	-	149,070
Total non-derivatives	149,070	-	-	-	149,070

2018

	1 year or less	*Between 1 and 2 years*	*Between 2 and 5 years*	*Over 5 years*	*Remaining contractual maturities*
	$	*$*	*$*	*$*	*$*
Non-derivatives					
Non-interest bearing					
Trade and other payables	112,149	-	-	-	112,149
Total non-derivatives	112,149	-	-	-	112,149

(Expressed in Australian Dollars)

Note 19. Fair value measurement

Fair value hierarchy

The following tables detail the consolidated entity'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

	Level 1 $	Level 2 $	Level 3 $	Total $
2019				
Financial assets at fair value through profit or loss				
- Listed securities	2,560,894	-	-	2,560,894
- Unlisted securities (ii)	-	-	1,731,987	1,731,987
Financial assets at amortised cost				
- Convertible notes in unlisted companies (ii)	-	-	719,499	719,499
Intangible assets (i)	156,687	-	-	156,687
Total assets	2,717,581	-	2,451,486	5,169,067

	Level 1 $	Level 2 $	Level 3 $	Total $
2018				
Financial assets at fair value through profit or loss				
- Listed securities	1,378,771	-	-	1,378,771
- Unlisted securities (ii)	-	-	250,000	250,000
Financial assets at amortised cost				
- Convertible notes in unlisted companies (ii)	-	-	405,555	405,555
Total assets	1,378,771	-	655,555	2,034,326

(i) Intangible assets being those refunded in ETH, are valued at fair value and are level 1 instruments within the fair value hierarchy, as quoted prices are available for ETH tokens in active markets.

(ii) The investment in unlisted securities are valued at fair value and convertible notes at amortised cost are level 3 instruments within the fair value hierarchy, as there are no observable inputs. The directors have considered the available information regarding this investment and believe it is currently appropriate to recognise a fair value of $1,731,987 based on the *cost approach*, reflecting the current replacement cost of the asset.

(Expressed in Australian Dollars)

Note 20. Remuneration of the auditors

During the financial year the following fees were paid or payable for services provided by the current Auditor (Pitcher Partners), the auditor of the consolidated entity, and its related practices:

	2019 $	2018 $
Audit services – Pitcher Partners		
Audit or review of the financial statements	**55,000**	49,941
Non-audit services – Pitcher Partners		
Tax and other compliance services	**6,000**	19,261
	61,000	69,202

Note 21. Key management personnel disclosures

Compensation

The aggregate compensation made to directors of the consolidated entity is set out below:

	2019 $	2018 $
Short-term employee benefits	**415,007**	335,381
Share-based payments	**360,000**	544,156
	775,007	879,537

Note 22. Related party transactions

The following transactions occurred during the reporting year with related parties in addition to the compensation payments in the above Notes to the financial statements:

	2019 $	2018 $
Corporate advisory and secretarial services from Shape Capital Pty Ltd (a related entity of Anoosh Manzoori)	**-**	16,929
Consulting services from Peloton Capital Pty Ltd (a related entity of Geoff Barnes)	**68,000**	59,000
Consulting services from Dalext Pty Ltd (a related entity of Athan Lekkas)	**50,918**	-
	118,918	75,929

Note 23. The parent entity's information

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

	2019 $	2018 $
Statement of profit or loss and other comprehensive income		
Loss for the year	**(3,916,523)**	(823,090)
Total comprehensive loss for the year	**(3,916,523)**	(823,090)
Current assets	**5,791,225**	10,514,598
Total assets	**8,242,711**	11,762,313
Current liabilities	**149,070**	112,149
Total liabilities	**149,070**	112,149
Contributed equity	**67,635,788**	67,155,788
Share options reserve	**19,156**	139,156
Accumulated losses	**(59,561,303)**	(55,644,780)
Total equity	**8,093,641**	11,650,164

(Expressed in Australian Dollars)

Note 23. The parent entity's information (continued)

The parent company has not entered into any guarantees in relation to debts of its subsidiaries nor do it and its subsidiaries have any such debts or contingent liabilities as at the ends of this and last reporting years. In addition, the parent company has no capital commitments for property, plant and equipment as at the ends of this and last reporting years.

Note 24. Business combination

On 16 July 2018 the consolidated entity acquired 100% of the issued shares in LINCD HQ Pty Ltd ('LINCD'), a software and service company providing blockchain business solutions, for a consideration of $940.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

	LINCD *$*
Cash and cash equivalents	2,962
Trade and other receivables	21,582
Inventories	51,168
Property, plant and equipment	106
Trade and other payables	(38,926)
Director loans	(4,000)
Other liabilities	(55,000)
Total identified net liability assumed	(22,108)
Consideration transferred	(940)
Goodwill **	23,048
Consideration transferred	(940)
Less: cash and cash equivalents received in the acquisition	2,962
Net cash inflow on acquisition	2,022

** Goodwill recognised -qualitative factors

The qualitative factors that make up the goodwill recognised include intangible assets that did not qualify for separate recognition and the potential for short term realisation. During the same reporting period the goodwill was recognised, it was also derecognised, following the disposal of LINCD on 24 May 2019. This disposal resulted in a profit on discontinued operations of $1,150,443. Refer to note 25 for further details.

(Expressed in Australian Dollars)

Note 25. Discontinued operations

Description

On 24 May 2019 the consolidated entity sold LINCD HQ Pty Ltd (incorporated in Australia), a subsidiary of First Growth Funds Limited, to Harris Technologies Limited (ASX: HT8) for consideration of $1,150,443 resulting in a gain on disposal before income tax of $1,150,443.

Financial performance information	**2019** **$**
Revenue from continuing operations	13,408
Cost of sales (inventories)	(40,000)
Impairment losses	(23,084)
Other expenses	(74,469)
Loss before income tax expense	(124,145)
Income tax expense	-
Loss after income tax expense from discontinued operations	(124,145)

Cash flow information	**2019** **$**
Net cash from / (used in) operating activities	(336,073)
Net cash from / (used in) investing activities	341,829
Net increase in cash and cash equivalents from discontinued operations	5,756

Carrying amounts of assets and liabilities disposed	**2019** **$**
Cash and cash equivalents	8,718
Inventories	291,867
Financial assets	2,000
Total assets	**302,585**
Trade and other payables	426,730
Total liabilities	**426,760**
Net liabilities	**(124,145)**

Details of the disposal	**2019** **$**
Total sale consideration	
- Tranche 1: 30,000,000 shares in HT8 @ market price $0.030	990,000
- Tranche 2: 20,055,334 options in HT8 @ fair value $0.008	160,443
- Tranche 3: 20,000,000 options in HT8 @ fair value $nil	-
Carrying amount of net liabilities disposed	(124,145)
Gain on deconsolidation of net liabilities	124,145
Profit on discontinued operation before income tax	1,150,443
Income tax expense	**-**
Profit on discontinued operation after income tax	**1,150,443**

(Expressed in Australian Dollars)

Note 26. Interest in subsidiaries (controlled entities)

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 24(b) 'Principles of Consolidation':

			Equity holdings	
Name of entity	*Country of incorporation*	*Class of shares*	*2019 %*	*2018 %*
ICO-AN Pty Ltd (incorporated 17 November 2017)	Australia	Ordinary	100	-
First Growth Advisory Pty Ltd (incorporated 8 December 2018)	Australia	Ordinary	100	-
LINCD HQ Pty Ltd (acquired 16 July 2018 and disposed 24 May 2019)	Australia	Ordinary	-	-

Note 27. Interest in associates

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

			Equity holdings	
Name of entity	*Country of incorporation*	*Class of shares*	*2019 %*	*2018 %*
Cryptodata Vault LLC	United States of America	Ordinary	50	50

Reconciliation of the consolidated entity's carrying amount

Opening carrying amount	332,866
Impairment (i)	(332,866)
Closing carrying amount	-

(i) The investment has been fully impaired at reporting date as the net liability position of the associate is greater than the carrying amount of the investment.

(ii) The company did not consolidate this investment as it did not have control over the investee pursuant to IFRS 10 paragraph 6. The Company's 50% interest provided collective control over the investee pursuant to whereby the joint investors must act together to direct the relevant activities of the investee

(Expressed in Australian Dollars

Note 28. Cash Flows' Reconciliation

Reconciliation of the loss after tax to the net cash flows from operations	**2019 $**	**2018 $**
Loss after income tax	**(3,916,523)**	(823,090)
Adjustments for non-cash items:		
- Impairment losses	**2,362,950**	20,000
- Foreign currency (gains) / losses	**-**	7,902
- Share-based payments	**360,000**	544,156
- Gain on disposal of discontinued operations	**(1,026,298)**	-
- Bad debt expense	**39,875**	-
Change in operating assets and liabilities		
- (Increase) / decrease in trade and other receivables	**(137,296)**	(21,035)
- (Increase) / decrease in inventories (cryptocurrencies)	**(464,101)**	(244,880)
- (Increase) / decrease in financial assets	**(2,528,551)**	(748,771)
- (Increase) / decrease in other assets	**214,834**	(214,834)
- Increase / (decrease) in trade and other payables	**(124,254)**	33,572
Net cash used in operating activities	**(5,219,364)**	(1,447,250)

Note 29. Earnings / (losses) per share

	2019 $	**2018 $**
Earnings per share from continuing operations		
Loss after income tax	**(5,066,967)**	(823,090)
Weighted average number of ordinary shares used in calculating basic earnings per share	**1,548,685,308**	1,076,146,301
Weighted average number of ordinary shares used in calculating basic earnings per share	**1,548,685,308**	1,076,146,301
	Cents	*Cents*
Basic and diluted loss per share	**(0.327)**	(0.076)
Earnings per share from discontinued operations		
Profit after income tax	**1,150,443**	-
Weighted average number of ordinary shares used in calculating basic earnings per share	**1,548,685,308**	-
Weighted average number of ordinary shares used in calculating basic earnings per share	**1,548,685,308**	-
	Cents	*Cents*
Basic and diluted loss per share	**0.074**	-

Note 30. Subsequent events

- On 4 July 2019, the company announced its further responses to ASX's queries raised on 1 July 2019 regarding Acudeen investment in accordance with ASX Listing Rules.
- On 8 July 2019, the company announced Daniel Zhang's resignation as a director of the company and also Blockchain Global Ltd renounced its right to nominate another director to the company's Board. The company also announced that it has tendered written documentations to terminate the following agreements:
  - Acudeen Token Agreement

Note 30. Subsequent events (continued)

- Blockshine Japan Corporation Alliance Agreement
- MOU with Blockchain Global Ltd and HCash Tech Pty Ltd

- On 11 July 2019, the company announced that the company will not issue and, Blockchain Global Ltd has agreed not to receive, any milestone shares, regardless of whether the milestones (per the agreement dated 1 March 2018) were met. The company did not issue any such shares since the signing date of this agreement.
- On November 27, 2019, at the Annual General Meeting, shareholders approved:
  - a special resolution for the Company to be removed from the Official List of the Australian Stock Exchange (ASX). Removal from the Official List of the Australian Stock Exchange occurred December 4, 2017,
  - a special resolution for the Company to adopt a new Constitution, and
  - an ordinary resolution to consolidate the number of shares and options on issue at a ratio of 1 new security for 20 old securities. Shareholders were advised that in the event their individual holdings were not easily divisible by 20 the outcome would be rounded up to the nearest whole number.
- Share consolidation occurred December 2, 2019 and the resultant number of securities on issue is set out below:

  Ordinary shares: 77,798,218

  Share options: 14,612,907
- On December 4, 2019, the Company delisted from the Australian Stock Exchange
- On January 7, 2020, the Company applied to list on the Canadian Stock Exchange (CSE). Listing is subject to a receipted prospectus by the B.C. Securities Commission and meeting the CSE listing and distribution requirements.
- On March 12, 2020, the World Health Organisation declared the novel Coronavirus or COVID-19 a pandemic. Subsequently financial markets have been negatively impacted together with significant economic uncertainty. Consequently, it is difficult to reliably measure the potential impact of this uncertainty on our future financial results.
- On April 21, 2020, the company completed the following:
  - The sale of its 30,000,000 shares in Harris Technology Limited (ASX:HT8) for $1,430,000. The shares were acquired May 24, 2019 with a fair value at the time of $990,930.
  - The sale of 100% of its stake in Human Protocol for US$70,000 (AUD$110,000).
- On April 3 2020,the Company received a letter from Harris Technologies Limited (ASX:HT8) claiming $358,830 compensation due to an alleged breach of a warranty of a share purchase agreement completed May 24 2019., The Company strongly disputes this claim and contingent liability and through its legal advisors has responded accordingly to Harris Technologies Limited.

-

- On June 8, 2020 the Company entered into a Custodian Agreement with Odyssey Trust Company (the “Custodian”) to hold all of the Company’s portfolio of assets for safekeeping in order to minimize the risk of their theft or loss.

- On June 8, 2020 the Company entered into a Sub-Custody Agreement with the Custodian and Gemini Trust Company LLC (“Gemini”). Gemini will act as sub-custodian of the Company in respect of the Company’s holdings in Cryptocurrencies.

No other matters or circumstances have arisen since the end of the reporting year that have significantly affected or may have a significant effect on the financial operations of, the financial performance of those operations, or the financial position of, the consolidated entity, in the subsequent reporting year.

DIRECTORS DECLARATION

The directors declare that:

1. In the directors' opinion, the financial statements and notes thereto, as set out on pages 8 to 35:

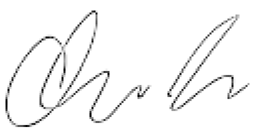
   (a) comply with International Financial Reporting Standards as stated in Note 1; and

   (b) presents fairly, in all material respects the financial position of the group as at 30 June 2019 and of its performance for the year ended on that date.

2. In the directors' opinion there are reasonable grounds to believe that First Growth Funds Limited and its controlled entities will be able to pay its debts as and when they become due and payable.

This declaration has been made after receiving the declarations required to be made by the chief executive officer and chief financial officer to the directors for the financial year ending 30 June 2019.

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



Anoosh Manzoori
Melbourne
Director

Date June 9 2020

Schedule D MD&A June 30, 2019 annual audited financial statements

DISCLAIMER FOR FORWARD-LOOKING INFORMATION

Certain statements in this Management Discussion and Analysis (“MD&A”) are forward-looking statements or information (collectively “forward-looking statements”). The Company is providing cautionary statements identifying important factors that could cause the Company’s actual results to differ materially from those projected in these forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as “may”, “anticipates”, “is expected to”, “estimates”, “intends”, “plans”, “projection”, “could”, “vision”, “goals”, “objective” and “outlook”) are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that its investment strategy will be successful, and the underlying value of its investments will continue and grow and that the risks listed below will not adversely impact the Company.

In making these forward-looking statements, the Company has assumed that its advisory services, licensed activities which earns commission fees and its investment policy and strategy will be successful, and the underlying value of its investments will continue and grow and that the risks listed below will not adversely impact the Company. All of these assumptions are subject to the disruptive effects of the Covid 19 virus.

These forward-looking statements include, among other things, statements relating to the ability of the Company to generate revenue; the success of the Company’s investment strategy, use of funds, intentions to further develop, market and promote its advisory services; unanticipated cash needs and the possible need for additional financing and the adoption of new governance policies, committees and practices.

The forward-looking statements are based on the reasonable assumptions, estimates, opinions and analyses of management made in light of its experience and perception of historical trends, current conditions, expected future developments and other factors management of the Company believes are appropriate, relevant and reasonable in the circumstances at the date that such statements are made. The Company has based the forward looking information in this MD&A on various material assumptions, including: the Company will sustain or increase profitability, and will be able to fund its operations with existing capital, the Company will be able to attract and retain key personnel in future if required; the general business, economic, financial market, regulatory and political conditions in which the Company operates will remain positive; the general regulatory environment will not change in a manner adverse to the business of the Company; the tax treatment of the Company and its subsidiaries will remain constant and the Company will not become subject to any material legal proceedings; the economy generally; competition, and anticipated and unanticipated costs. All of these assumptions are affected by the negative disruptive effect of the Covid 19 virus.

Forward looking statements (continued):

Covid 19 Virus Disruption

These Forward-looking statements are also subject to the risks and disruptions arising from the Covid 19 Virus. The Company operates in three areas: (i) it provides advisory services to_listed and unlisted companies, (ii) it is licensed in Australia to present investment opportunities to accredited investors in Australia, and (iii) earns commission fees and invests across a diversified portfolio of different asset classes. These three items are all affected as the companies involved in each area are likely to be negatively affected directly or indirectly by the Covid 19 Virus. Some of the effects of the Covid 19 include:

- uncertainty of how long the Covid 19 virus will cause the current widespread disruption,
- timely and novel government fiscal policy to deal with: shutdown of non-essential businesses, high rates of unemployment, novel evolving subsidy programs for laid off workers, financial concessions to business, tax cuts and government spending,
- central banks' monetary policy reaction to the novel problems caused by the Covid 19 Virus to ensure adequate credit facilities to banks and other lenders;
- timely government fiscal policy reaction to the novel problems caused by the Covid 19 Virus;
- lack of a unified response and preparedness to the Covid 19 virus both within countries and by all countries;
- the ability of non- essential businesses, in particular small businesses, to withstand a lengthy shut down,
- response of those sectors of the economy directly impacting business such as credit lines, interest rates and recurring expenses such as rent, property taxes,
- novel difficulties for business short and long term planning,
- disruptions to supply chains affecting the ability to manufacture and sell products,
- permanent loss of trained staff and key persons,
- disruptions in communications and overload of the internet with so many people working from home.

This list is not exhaustive and is also subject to the almost daily evolving response of governments and health authorities to the Covid 19 Virus. The negative effect of these risks, if any on the Company's investments, advisory services, commission earnings and the likely decline in the value of the Company's assets is unknown to the Company.

Forward looking statements (continued)

Additional assumptions, some of which have a novel new level of uncertainly and unpredictability arising from the Covid 19 virus are:

- that it will list on the CSE.
- that it will be able to fund its operations from existing capital.
- its expectations regarding its revenue, expenses and operations will be met, subject to the effects of the Covid 19 virus.
- that it will successfully expand its Advisory Services which were not promoted in 2019 during the ASX review.
- that its commission fees arising from its license with SLM Corporate Pty. Ltd will increase.
- that it will act on investment opportunities from Tripoint Global Equities, LLC and earn commission fees through its licenses with SLM Corporate Pty. Ltd. This business was not actively pursued in 2019 during the ASX review.
- expectations about the success of its operations compared to competitors.
- that it can address the impact of competition on the Company's operations.
- that the operating costs of the Company will be consistent in all material respects with the budgeted amounts.
- it will reach its expected business objectives over the next 12 months.
- its expectations that revenue derives from its investments, subject to the effects of the Covid 19 virus, will be sufficient to cover its expenses during 2020 and the 12 months following listing on the CSE.
- its expectations about growth in the industries it invests in, subject to the effects of the Covid 19 virus will be met.
- that general economic and industry conditions in the jurisdictions of the investee companies will be adjusted due to the Covid 19 virus.
- its expectations that the investee companies it invests in will be adjusted as a result of the Covid 19 virus affecting their market share and value.
- that it can successfully find companies that have commercialized their product or services but are under-valued.
- expectations regarding adjustments to projected growth in revenue arising from its investment objectives and criteria and the successful realization on disposition of its investment and the availability of sufficient liquidity for future growth.
- expectations regarding interest rate fluctuations where its investments re outside of Australia.
- the economic interest of the directors in the Ordinary Shares.
- compensation arrangements for the directors and executive officers.
- that its analysis of a potential investee company where there is a related party will be adequately objective to ensure no bias.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond our control, that could influence actual results include, but are not limited to: failure to expand the Advisory Services and earn additional commission fees , return on investment is not guaranteed; dilution of holdings in investee companies, valuation methodologies involve subjective judgements; risks relating to global economic and financial market deterioration impeding access to capital or increasing the cost of capital and the novel negative affects of the Covid 19 virus in particular; the effects of tariffs on economic growth causing a downturn in general economic conditions; equity risk; the market price of the Company's investments may fluctuate and there is a risk of a loss because of a drop in the market price; liquidity risk; the Company may be unable to sell its investments and a fair price when it wishes; the value of the investments may not keep up with the rate of inflation; the value of the Company's investments depends on the skill and expertise of the management of the Company and their ability to see trends in advance and act; the security of Digital Assets and the effectiveness of current

Forward looking statements (continued)

technology to counter Cybersecurity risks, fraud and money laundering; digital currency exchange risks; limited history of de-centralized financial systems compared with traditional and existing centralized financial systems backed by a central authority; the ability of the Company to continue to generate revenue adequate to fund its business plans and operations; 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; the effect of government regulation and compliance on the

Company and the investment industry; the ability of the Company to maintain properly working systems; reliance on key personnel; the inability to list on a public exchange after delisting from the ASX on December 4, 2019; volatility of the Company's share price following listing on a new exchange; failure to list on the CSE; the inability to secure additional financing; the Company's intention not to pay dividends in the near future; claims, lawsuits and other legal proceedings and challenges; conflict of interest with directors and management; and other factors beyond the Company's control.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "*Risk Factors and Uncertainties*".

1.1 – Date and Basis of Discussion & Analysis

This management discussion and analysis ("MD&A") is dated as of **, 2020 and should be read in conjunction with the audited financial statements of First Growth Funds Limited for the year ended June 30, 2019 ("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 – Overall Performance

Business Structure

The Company, First Growth Funds Limited was incorporated on October 14, 1986 under the *Business Corporations Act* (Australia) with Australian incorporation number ("AIN") 006 648 835 with the name Second Board Pacific Limited. It went through several name changes: Greenchip Investment Limited on August 21, 1991, M2M Corporation Limited on January 28, 2000 and on March 29, 2011 the name was changed to the current name, First Growth Funds Limited. Its head office and registered offices are located at Level 14, 440 Collins Street Melbourne, Victoria 3000, Australia.

Wholly owned Subsidiary companies:

1) ICO-AN Pty Ltd., incorporated on November 17, 2017 pursuant to the Corporations Act.
2) First Growth Advisory Pty Ltd., ("FGA") incorporated December 8, 2018 pursuant to the Corporations Act.

Nature of Business

The Company provides Advisory Services to companies, earns commission fees and invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies involved in Blockchain (but not in connection to Cryptocurrency), as well as direct investments in established and liquid Cryptocurrency (for example Bitcoin and Ethereum). The Company has about 15.7% of its investment portfolio in North American companies and plans to continue to invest across all asset classes.

Investment Objective

The Company's investment objective is to achieve long-term capital appreciation, while preserving capital, by actively investing in public and private equity securities and debt instruments and different assets and classes and as such it does not have a sole asset or asset class which is its main undertaking. FGF seeks to have a variety of different investments.

The Company invests from its available funds and does not pool investor funds. Unlike private equity and venture capital funds, the Company has no capital return requirements. Such requirements may stipulate that the funds raised from investors together with any capital gains on such investment, must be returned to investors on a specified date or upon the occurrence of a specified event. These provisions often force private equity and venture capital funds to seek returns on their investments through mergers, public equity offerings or other liquidity events more quickly than they otherwise might, potentially resulting in both a lower overall return to investors and an adverse impact on their portfolio businesses.

In addition, listing on the CSE will provide investors a mechanism for the sale of their Ordinary Shares. The Ordinary Shares do not have any special rights or restrictions, including rights of redemption or retraction of the Company and there is no requirement for additional investment.

1.2 – Overall Performance (continued)

The Company believes that its capital structure and flexibility to make investments with a long-term view of up to three years and without the capital return requirements of traditional private investment vehicles will better enable it to generate returns on invested capital.

Investment Policy ~~Strategy~~

FGF is constantly assessing investment opportunities both in terms of the acquisition of assets or interests as well as the disposal of assets or interests from time to time with the intent being to maximise value and return for shareholders. The aim with investments in unlisted entities is that the equity interests held will be able to be realised on completion of a liquidity event (such as a trade sale or IPO) and that the funds raised from the realisation will be invested into further assets and interests for the benefit of shareholders

The Company will employ both a conservative, fundamental, value based approach and potential growth analysis to identifying and investing in private and public businesses in jurisdictions analyzed for the following: (i) product and sustainable competitive advantage, (ii) market size and growth rates, (iii) financial performance, (iv) management performance and (v) industry growth and performance. The Company also invests based on global political activity that affects economic activity, such as tariffs, international trade rules and new technologies.

The types of investments that the Company may make include (but are not limited to) unlisted and listed securities, derivatives, rights convertible into securities or derivatives or foreign exchange, debt instruments and interests in trusts. It also invests in unlisted equities involved in Blockchain and Digital Assets. FGF does not intend to limit its investments to any one sector, with the key investment criteria being whether or not the investment presented is of a suitable scale, and quality that it is likely to achieve a significant increase in value for the Shareholders. The Company currently has investments in unlisted equities, unlisted equities – Blockchain, listed equities, convertible notes, debt and Digital Assets.

The Company's portfolio will be adjusted regularly between asset classes over time to maximise investment returns and to ensure it has enough cash holding for working capital and for new investment opportunities. The Company's largest exposure of at least 50% will be in listed equities on the open market via a broker or via the Company's online broker accounts and by participating in private placements. These investments will be monitored and managed daily.

In 2018 the Company's investments in Digital Assets was in early stage Digital Assets. In 2019 the Company changed its strategy to focus solely on liquid and established Digital Assets including Bitcoin and Ethereum as an example. The Digital Assets need to be established and operating for some time, have a large developer community participating in its development and commercialisation, listed on Digital Asset exchanges that are regulated under U.S. security laws.

In the future, the portfolio may include securities or other assets that are not described. In keeping with the Company's management strategy, the portfolio composition will vary over time depending on the Company's assessment of overall market conditions, opportunities and outlook including the allocation between listed entities and unlisted entities. In all cases, percentage of investment is measured at cost at the time of investment with the capital deployed.

1.2 – Overall Performance (continued)

Additional Criteria

Attractive valuations: While the Company does not intend to invest in start-up businesses at pre product and pre customer stages or businesses that have speculative business plans, it may invest in early-stage companies where the Company sees potential for growth and positive and stable cash flows and opportunity for additional investments in the future. Examples are the Company's investment of a convertible note in Pearl Global Limited in 2016 that had developed a working prototype and was still engaged in R&D. FGF investments led Pearl Global Limited to a listing on the ASX.

Experienced and aligned management: The Company will focus on businesses with experienced, entrepreneurial management teams with strong, long-term track records and a commitment to high ethical standards and effective corporate governance.

Stage of Development: The Company will invest in businesses with innovative technologies or products reflecting the rapid changes in technologies where the technology or product is fully developed and has been commercialized with a track record of growth and increasing market share. The Company will also invest in businesses that demonstrate significant competitive advantages relative to their peers, such that they are in a position to protect their market position and profitability.

An officer or director of the Company may already be an officer, director and shareholder (related party) of an investee company at the time of investment by the Company where the investee company fits within the Company's investment objectives. In this instance the related party if a director of the Company, will be in a conflict of interest and will abstain from approval by the Board of the proposed investments. Any such investee company must fit within all of the Company's objectives and investment criteria.

Realization on investments

The Company has the flexibility to realize on any investment at any time where the Company believes that: (i) an investment is fully valued or the original plan has been fully achieved; (ii) where the Company_has identified other investment opportunities that it believes present more attractive risk-adjusted return opportunities and additional capital is needed to make such investments.

Ongoing Monitoring of Portfolio Investments

The Company's investments in unlisted equities, including those involved in Blockchain technology, will be done on the basis of holding these investments for a short to medium term of one to three years and then exiting via a trade sale, IPO or a secondary sale. The Company's portfolio of unlisted equities provides exposure to private assets prior to a liquidity event. The Company will monitor the progress of each portfolio closely seeking regular quarterly progress reports and participation in any investor briefings.

The Company's portfolio will be adjusted regularly between asset classes over time to maximise investment returns and to ensure it has enough cash holding for working capital and for new investment opportunities. This could be daily in the case of liquid assets such as listed equities or listed Digital Assets. For illiquid assets such as unlisted equities adjustments this will be done over a longer period but not longer than three years.

1.2 – Overall Performance (continued)

Investment Restrictions and Requirements and Voluntarily Adopted Investment Measures

In order to address certain securities regulatory or public interest policy objectives, the Company will voluntarily adopt a number of measures that will define the Company and the scope of its operations. These voluntarily adopted measures include:

The Company has established the following restrictions:

(i) will not invest more than 15% of its portfolio in any one entity.
(ii) plans to allocate 50% or more in listed equities and up to 50% in unlisted equities (includes Blockchain and digital assets).
(iii) use 32% of its portfolio as a guide to investments in Digital Assets and unlisted equity Blockchain entities. The Board may adjust this figure over time. If one of the Digital Assets or Blockchain companies valuation rises too high that skews the portfolio we will use its best efforts to find liquidity and adjust the portfolio accordingly.
(iv) an officer or director of the Company may become an independent director of the investee company in order to monitor the progress of the investee company more closely.
(v) will seek shareholder approval to any proposed changes to the fundamental investment objectives, despite not being an investment fund within the meaning of applicable securities laws.
(vi) will ensure that at least half of the directors are independent.
(vii) in its continuous disclosure documents disclose fundamental changes to the Company including details of the Company's investment objectives and investment restrictions and management fees and performance fees if applicable.
(viii) until it has invested at least 75% of the $3,200,000 allocated for new investments, it will provide summary financial information for its investment.
(ix) will make its best efforts to invest of the $3,200,000allocated for new investments in the 12 months following listing on the CSE. However, this schedule may be altered depending on ongoing review of investment opportunities.

Pursuant to a Custodian Agreement dated June 8, 2020 between the Company and Odyssey (the "*Custodian Agreement*") the Company's assets are held by Odyssey. Pursuant to a sub-custody agreement dated June 8, 2020, among the Company, Odyssey as the Custodian and Gemini (the "*Sub-Custody Agreement"),* Gemini will act as sub-custodian of the Company in respect of the Company's holdings in Cryptocurrencies.

In the Company's view, the combined effect of the above-mentioned voluntarily adopted measures and the Custodian Agreement will address a variety of fundamental securities regulatory or public interest policy objectives, including, (i) existing investor protection measures will be meaningfully enhanced; (ii) the content of certain of the Company's continuous disclosure filings will be more precisely tailored to address its particular business and operations making such filings more meaningful to investors.

1.2 – Overall Performance (continued)

De-Listing from the ASX on December 4, 2019.

The Ordinary Shares of the Company initially listed on the ASX in 1986. On April 4, 2019 the Ordinary Shares were halted from trading by the ASX on the basis that its activities constituted a change to the nature and scope of the Company's investments. The Company delisted from the ASX on December 4, 2019.

In 2017 and 2018 the Company had invested in Blockchain investments via equity and convertible notes in unlisted entities and pre-initial coin offerings ("ICO" and ICO investments. These investments were made in accordance with a disclosed investment strategy announced on February 28, 2018 and an approved prospectus filed on 1 March, 2018 which stated that only 12% of investments would be in unlisted equities involved in Blockchain and only 20% would be in pre -ICO and ICO investments. The majority of its investments are in unlisted and listed equities and cash holdings.

The Company also disclosed that its investment portfolio is based on current market conditions and the present determination of the board. The board reserves the right to alter the investment strategy and indicative asset allocation at any time without notice. Should any relevant circumstances change, the board will reassess the proposed investment strategy to ensure it is the most appropriate for the Company and its shareholders.

The Company also announced the establishment of an advisory business unit, First Growth Advisory Pty Ltd ("FGA") providing services to listed and unlisted entitles and Digital Assets and Blockchain investments. In December 2018, FGA was incorporated to carry on the advisory business.

On April 4, 2019, the ASX suspended FGF's shares from trading. No reason for the suspension was given by ASX to FGF at the time, however in subsequent discussions and queries the ASX indicated a concern that there has been a significant change to the nature of FGF's activities. Per Chapter 11 of the ASX Listing Rules if an entity proposes to make a significant change to the nature of its activities, it must provide full details to the ASX as soon as possible. Other conditions may then apply, including that ASX can require that the entity obtain the approval of its shareholders for the change, or require the entity to, in effect, re-comply with the admission requirements of the ASX. ASX raised these queries with FGF in several letters and there was a significant amount of information provided by FGF to ASX in response to their queries.

In response to ASX letters in June 2019, the Company acknowledged that is investments in Blockchain had slightly gone over from 12% to 13.4% for the period mid-February until the end of May 2019. FGF responded that, even according to its own categorization, for the months of February, March and April of 2019 year FGF was slightly over the given threshold for one asset class, being Blockchain investments (12%). In FGF''s view this was not a material lapse as: (i) the threshold was only exceeded by a very small amount (up to 13.4%, compared to the 12% threshold) and for a very short period of time; and (ii) FGF had been clear from the outset (including in its 28 February 2018 announcement) that its investment Strategy would not be constrained by a strict investment mandate, and that the board reserved the right to alter the investment Strategy and indicative asset allocation at any time without notice and (iii) the Company had entered into and disclosed to the market a binding and unconditional agreement for the sale of its interests in LINCD HQ Pty Ltd, an unlisted Blockchain investment, in January 2019 which was completed at the end of May 2019 at which point investments in unlisted Blockchain entities dropped back to less than 12% of assets.

Whether FGF's investments have remained within the asset class percentages set out in the Investment Strategy depends on the asset class each investment is allocated to. FGF and the ASX disagree on how certain investments should be categorized, and accordingly which asset class they should be considered part of.

1.2 – Overall Performance (continued)

In any event, FGF's view remains that the investment in Blockchain of up to 13.4% for a short time would not be sufficient to result in a change in the nature of FGF's activities, particularly when the Company had a binding sale agreement of one its Blockchain assets during the same period that adjusted the holding to less than 12%..

In June the ASX advised the Company that in its view that there has been a significant change in the nature of FGF's activities, specifically that FGF's main undertaking has become "investments in, and providing advisory services to, entities engaged in ICOs and pre-ICOs, Cryptocurrency, and Blockchain-related technologies", and that this constitutes a significant change in the character of FGF's main undertaking from its previous undertaking of "investing in different assets and classes"

Over several months the Company was unable to resolve the ASX issues. Additionally, whilst FGF was suspended, on 1 August, 2019 ASX made an announcement of new policy changes relating to listing companies engaged in Blockchain and digital assets including Listing rule 11.1 In many cases, a proposal by a listed entity to engage in Cryptocurrency-related activities will involve a significant change in the nature or scale of the entity's activities and therefore need to be notified to ASX under listing rule 11.1.

In October 2019, the directors of the Company determined that it was unlikely to reach a resolution with the ASX in the shorter term and, in order to reinstate liquidity for shareholders, the Board resolved to seek FGF's removal from the Official List of the ASX and pursue listing on the CSE. At a Shareholder meeting on November 27, 2019 a special resolution (requiring 75% approval) was approved by Shareholders present in person or by proxy at the meeting representing 96% of the Ordinary Shares represented at the meeting. De-listing took place on December 4, 2019. The ASX did not conduct a formal investigation or regulatory proceedings, issue any findings or enforcement orders.

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 proceedings, material restructuring transactions by the Company or any of its subsidiaries, any within the two most recently completed financial years.

Social, Environmental Polices, 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
There have not been any material restructuring of the Company in the last three years.

Acquisitions
In 2018 the Company became a founding member and 50% owner of Cryptodata Vault LLC. An engineering company working on the development of a hardware wallet used to store Digital Currencies.

In 2018 the Company acquired 100% of LINCD HQ Pty Ltd, a software company providing enterprise Blockchain solutions (no-Cryptocurrency). LINCD HQ was sold to Harris Technology Limited in 2019.

It also has investments in a variety of companies. See "*Description of the Business"*

1.2 – Overall Performance (continued)

Trends

The Company'sadvisory service business, its commission fees and its investments are subject to the cycles of the financial markets as they relate to companies in which the Company invests. Current global financial and economic conditions can be unpredictable and are even more so now with the effects of the Covid 19 Virus. Many industries are impacted by these market conditions and substantially all industries are being affected by the Covid 19 virus. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk; devaluations and high volatility in global equity, commodity, foreign exchange, novel fiscal policy and monetary policy in response to the Covid 19 policy and monetary markets and a lack of market liquidity. Such factors may impact the Company's investment decisions. Additionally, global economic conditions arising from the Covid 19 virus may cause a long-term decrease in asset values. If such global volatility and market turmoil continue, the Company's operations and financial condition could be adversely impacted. See "Risk Factors and Uncertainties".

DESCRIPTION OF THE BUSINESS

Overview

The Company provides Advisory Services to companies, is licensed to present investment opportunities to accredited investor for which is earns commission fees and FGF invests across a diversified portfolio of different asset classes, including equity and convertible note investments in large and small cap listed and private companies. Some are involved in Blockchain (but not in connection to Cryptocurrency) as well as direct investments in established and liquid Cryptocurrency (for example Bitcoin and Ethereum). The majority of its investments have no direct association with Blockchain and Cryptocurrencies. FGF seeks to have a variety of different investments across a diverse portfolio of assets and the investments held by the Company at any time may vary widely. The Company also seeks to provide the Advisory Services to many of the companies it invests in. The Company's investment mandate is to invest across a broad range of asset classes, industries, and stages in the investment cycle. The types of investments that the Company may make include (but are not limited to) are unlisted and listed securities, rights convertible into securities, debt instruments, and Cryptocurrencies and Digital Assets. FGF does not intend to limit its investments to any one sector, with some of the key investment criteria being whether or not the investment presented is of a suitable scale, strategy, line of sight to liquidity, opportunities to add value, and quality that it is likely to achieve a significant increase in value for the shareholders of FGF.

Three Year Operating History

In the past three years the Company the Company incorporated FGA in December 2018, to provide the Advisory Services to its investee companies to complement its investment returns with fee revenue.

Under Australian Corporations Law, any company engaged in dealing with securities needs to either (i) hold an AFSL license or (ii) be registered as a Corporate Authorized Representative of an AFSL holder. The Company presents investment opportunities to accredited investors in Australia for which it earns commission fees and is licensed for this activity pursuant to its arms-length agreement dated December 31, 2018 with SLM Corporate Pty. Ltd.

It has also invested in a wide variety of listed and unlisted companies. The discussion below is of some of the investments over the past three years and is not an exhaustive list of all investments, some of which have been sold.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

Asset Allocation

The table below is an overview of the current portfolio allocation as at as at June 30, 2019.
March 31, 2020 (unaudited) and as at May 31 2020(unaudited)

Asset type	Note	As at June 30, 2019		As at March 31, 2020		As at May 31, 2020	
		$	%	$	%	$	%
Cash		2,255,897	27.6%	2,793,980	33.7%	4,449,321	44.1%
Financial assets (listed)	i	2,560,894	31.4%	2,999,964	36.1%	3,214,468	31.9%
Financial assets (unlisted)	i	2,451,486	30.0%	1,460,783	17.6%	1,694,033	16.8%
Intangibles (current)	ii	210,086	2.6%	109,217	1.3%	-	-
Inventories	iii	685,452	8.4%	937,156	11.3%	727,165	7.2%
Total		**8,163,815**	**100.0%**	**8,301,100**	**100.0%**	**10,084,987**	**100.0%**

Notes

i. Financial assets – listed securities are classified as current in the (SoFP) and unlisted are classified as non current.
ii. Intangibles comprise Cryptocurrency assets under development. Those assets realisable within 12 months are classified as current.
iii. Inventories comprise Cryptocurrency held for resale.

A detailed Summary of Investments is attached as Schedule "H" to the Prospectus to which this MD&A is attached.

Advisory Services

The Company incorporated FGA in December 2018, to provide the Advisory Services to complement its investment returns with fee revenue. The Advisory Services include general corporate advice including prospectus and listing requirements, advice on corporate governance policy, audit committee requirements, director experience requirement for Public Company and Reporting Issuers, pre and post IPO and strategic advice and capital raising and equity placement service, continuous disclosure requirements. It does not provide management services. FGA appointed to its board of directors, two executives in the city of New York, New York, U.S., Jeff Pulver and James Haft, who have extensive investment experience across all asset classes. They each receive director's fees of $30,000 annually. See "*Use of Funds - General and Administrative Expenses*". The Company expects to increase its Advisory Services for the fiscal year ended June 30, 2020 particularly in the United States where it can operate under its agreement with Tripoint Global Equities, LLC. That Agreement is disclosed in detail in item B of this section. See "Material Agreements". FGA charges a success or finder's fee up to 8% on small cap equity placements and capital raising from Sophisticated Investors.

A description of FGA's active involvement with some of the Australian companies that FGF has invested in follows this discussion of FGA. Below outlines the fee revenue for the six months ended two years ended June 30, 2019 and 2018:

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

Company	Fee Revenue to December 31, 2019	Fee Revenue to June 30, 2019
CCP Technologies Limited		$33,674
YPB Group Limited		$81,818
Wangle Technologies Limited		$10,000
Kleos Space S.A.		$12,500
SQID Technologies Limited	$45,545.54	

The Advisory Services were not actively promoted by the Company during the review by the ASX in 2019 and during the period leading up to the date of this Prospectus.

FGA is compensated by charging a success fee (6% to 8%) on private placements. If FGA is involved in corporate advisory activity a monthly retainer is charged based on the level of activity and complexity. The fee would range from $5000 to $15,000 per month. To date FGA has only received success fees. No companies are currently paying the month retainer.

In addition if it invests in a company that it views as a successful candidate for listing on a public exchange and accessing the public markets, the Company will through FGA, advise the investee company of the necessary requirements and steps to successfully list on a public exchange. In some instances where the directors of the investee company have never been directors of a listed company and the regulatory requirements, FGA will suggest persons with the suitable expertise and experience as directors of the investee company as it did with SQID.

FGF is actively looking for investment opportunities across all asset classes. As it leads each investment it will look to pull FGA into each opportunity to add value and provide support for greater corporate governance, access to people and financing, introductions to investor relations and new client opportunities. FGA will also work with its board and their network, and the broader investment community, to source new opportunities both in Australia and in North America. In addition to the fees paid to the NY based directors and a director Athan Lekkas, the Company has allocated $20,000 a month for travel, some of which will be allocated for FGA travel. See "Use of Funds –General Administrative Expenses". Athan Lekkas has a consulting agreement with FGA for business development activities and is paid a $90,000 annual fee. See

As part of the Company restructuring, it will not provide any Advisory Services in connection with ICOs, listings of unregulated Cryptocurrencies or the development or marketing of unregulated Cryptocurrencies.

The Company only provides services to clients based in Australia if those services require licensing. In that event it operates as a registered Corporate Authorized Representative of SLM

It does <u>not</u> provide any services:

1. outside of Australia that are not authorized under its AFSL coverage with SLM;
2. to any cryptocurrency projects;
3. as a broker dealer or advisor to cryptocurrencies.
4. on securities for compensation or assist buyers for cryptocurrencies that are securities.

A director of the Company, Athan Lekkas has a contract with FGA to:

- Source new investment and advisory opportunities for the group
- Work with other investment companies, brokers and corporate advisory firms on new investment opportunities and advisory opportunities.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

- Work with our New York based directors on new opportunities from the US
- Work with existing portfolio companies on strategies to adding value. This includes referrals to client opportunities, assisting with private placements, etc.
- Conduct regular meetings with portfolio companies
- Make introductions to key personnel that can further support the portfolio companies

Mr. Lekkas is paid $90,000 a year for these services. See "Use of Funds – General and Administrative Expenses" and "Executive Compensation – Non Executive Directors Compensation".

Material Agreements

SLM Corporate Pty Ltd. ("SLM")

SLM, established in 1999, based in Melbourne, Australia, operates as a corporate advisory firm, specializing in providing financial and strategic advice to clients. SLM holds an Australian Financial Services License #AFSL 224034 ("AFSL"), issued by the Australian Government. It is authorized to advise wholesale clients regarding interests in managed investment schemes (excluding investor directed portfolio services) and securities. It provides: (a) general financial product advice, (b) deals in financial products by issuing, applying for, acquiring or disposing of financial products, and (c) applies for, acquires, varies or disposes of financial products.

Under Australian Corporations Law, any company engaged in dealing with securities needs to either (i) hold an AFSL license or (ii) be registered as a Corporate Authorized Representative of an AFSL holder.

Pursuant to the arms-length SLM Agreement dated December 31, 2018, the Company was appointed a Corporate Authorized Representative ("*CAR*") under SLM's AFSL allowing the Company to engage in corporate advisory and equity capital markets, and advisory activities that fall under SLM's AFSL. Initially the activities would be limited to the promotion and distribution of equity/debt/convertible note offerings to wholesale investors. The Company considers this to be a material agreement as it provides the Company with the AFSL. As a registered Corporate Authorized Representative of SLM the Company can act as a 'dealer and/or broker' when it wants to raise capital from accredited investors in Australia.

When making its investments, the Company is not required to consult with SLM. The AFSL is only required when the Company is introducing accredited investors to its portfolio. The Company only needs to consult with SLM when it is acting for a portfolio company and raising capital from external investors.

SLM's roles and responsibilities include:

- review of all investor marketing materials, review source materials and confirm key assumptions and forecasts in marketing materials and offer documents and settle all investor marketing materials and offer documents prior to FGF/FGA's distribution to investors.

- receive timely updates on and attend all investor meetings as required for AFSL compliance and training purposes.

- ensure that all participating investors who subscribe for security or managed investment scheme offerings distributed by FGF/FGA qualify are wholesale investors or sophisticated investors as defined in the Corporations Act, based on a review of investor application forms and verification documents, or review of a summary compliance report prepared by a suitably experienced outsourced compliance provider (an independent lawyer or another AFSL license holder).

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

- ensure compliance and adherence by the Company and FGA with all of SLM's AFSL and associated compliance requirements including the Anti-Money Laundering and Counter-Terrorism Financing Act (AML/CTF) and FATCA/CRS tax status certification compliance regimes, and;

- develop and implement a suitable Authorized Representative training program.

SLM reserves the right to withdraw from the AFSL Arrangement at any time should it form the view that FGF/FGA's activities or those of its staff are in breach (or likely to become in breach) of appropriate compliance obligations pursuant to the AFSL and Corporations Act, or the compliance obligations for SLM under the AFSL Arrangement become overly onerous. The Company would seek to provide reasonable notice and the opportunity to rectify a breach where this is possible, however this would be entirely at the Company's discretion.

FGF agrees to indemnify and hold harmless SLM Corporate and its directors, officers and employees from and against all liability, loss or damage (including without limitation, all sums of money, actions, proceedings, suits, claims, demands, damages, costs, expenses, fines, settlements, assessments, judgments, costs and expenses for advice or concerning any compromise, and legal costs on a solicitor-client basis) arising out of or in connection with the carrying out of the terms of the AFSL Arrangement or resulting from or attributable directly or indirectly to the carrying out of the AFSL Arrangement. This indemnity survives the termination or expiration of the AFSL Arrangement but does not extend to any liability arising out of or in connection with SLM's willful misconduct, default, dishonesty, fraud or negligence.

All of the Company's directors and officers who operate under the license are required to participate in SLM's compliance programs and monthly meetings. Anoosh Manzoori, the CEO is responsible for the Company's compliance with the SML programs and attends the meetings. SLM invoices the Company $3,000 a month plus taxes.

Revenue received from this license is as follows:

Company	Fee Revenue for the six months ended December 31, 2019	Fee Revenue for the year ended June 30 2019
CCP Technologies Limited		$33,674
YPB Group Limited		$81,818
Wangle Technologies Limited		$10,000
Kleos Space S.A.		$12,500
SQID Technologies Limited	$45,545.54	

During the ASX review period and the period prior to receipt of this Prospectus, the Company has not actively pursued this business activity. The Company plans to substantially expand this business once this Prospectus is receipted and the Company is listed on the CSE.

Tripoint Global Equities, LLC ("Tripoint") Dealer Selling Agreement:
Pursuant to this arms-length agreement dated February 11, 2019 between the Company and Tripoint, the Company became a dealer ("Dealer"). Shares of offering companies ("Shares") are sold solely through broker-dealers who are members of the U.S. Financial Industry Regulatory Authority ("FINRA") or who are licensed in their jurisdiction. Tripoint is licensed by FINRA. The Company is to use its best efforts to sell the Shares to qualified investors. The Company can sell must comply with all requirements of the U.S. Securities Act of 1933 as amended and the Exchange Act of 1934. The Company is not required to obtain a license from FINRA. It can operate under the license granted to Tripoint. The Company will receive commissions from the offering companies at rates to be set from time to time.

1.2 – Overall Performance (continued

DESCRIPTION OF THE BUSINESS (continued)

The agreement allows the Company to receive investment opportunities from Tripoint. If the Company decides to follow up on the opportunities, it may also make offers to local Australian qualified accredited investors, to co-invest, under the appropriate AFSL rules. If the Company is successful in raising capital from local Australian investors for an opportunity presented by Tripoint then the Company is entitled to commissions from Tripoint. The Company must comply with all requirements of the U.S. Securities Act of 1933 as amended and the Exchange Act of 1934. The Company is not required to obtain a license from FINRA. It can operate under the agreement with Tripoint. The Company will receive commissions from the offering companies at rates to be set from time to time.

During the review process with the ASX in 2019, FGF did not conduct any business activity pursuant to its agreement with from Tripoint. After receipt of this Prospectus and listing on the CSE, the Company plans to actively review investment opportunities from Tripoint.

No revenue has been received arising from this agreement.

Investment in Listed Equities

The Company holds an active portfolio of listed equities across various industries including technology, medical, mining and oil and gas sectors. The Company activity manages and adjusts the portfolio on a monthly basis.

The Company invests by participating in placements by equity or convertible notes or prior to their IPO. The Company can invest in any capital market but historically has been focused on the Australian market via the ASX. In some the Company helps facilitate the investment and earns fees. Some examples include:

1. CCP Technologies Limited (ASX:CT1) ("CT1")

The Company invested $250,000 in CT1 and facilitated a further investment of $561,247. Anoosh Manzoori, the CEO of the Company is an independent, non-executive director of CT1.

Date of Investments	CPP shares Acquired	% of CPP shares
7 Nov 2019	15,090,370	
30 August 2019	2,590,370	
19 August 2018	12,500,000	
Total Shares	**30,180,740**	**2.5%**

CT1 closing trading price as at May 31, 2020 $0.034 per share. The Company has not sold any of its CT1 shares.

The Company also owns 15,090,370 fully vested CT1 options with an exercise price of $0.015 per share and a further 12,500,000 fully vested CT1 options with an exercise price of $0.03 per share.

CT1 currently has 1,193,607,541 shares and 530,186,066 options and performance rights on issue.

The Company currently controls 2.5% of CT1 and on a fully diluted basis with all options on issue converted will hold 3.4%.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

2. YPB Systems Limited (ASX:YPB)

YPB has developed an anti-counterfeit platform and solution. YPB raised $1.6M in equity and a further $1.5M convertible note. The Company led the convertible note investment with a $495,000 investment with a 10% coupon on August 29, 2018. The Company has not converted its investment to YPB shares or sold any of its investment. The convertible note:

- has a three year fixed term, repayable only at maturity, non-redeemable.
- pays 10% annual interest income on a 3-year term
- is convertible at any time to ordinary equity at the lower of AUS $$0.018 or a 50% discount to the price at which YPB shares were subscribed for pursuant to the most recent capital raising of YPB preceding the date of conversion (not including the present equity placement), provided that the deemed price is no lower than $0.009.
- has a free attached unlisted option with an exercise price of $0.025, expiring 18 months from the date of conversion of the convertible note to shares

The Company was paid $81,818 on August 29, 2018 in fees for securing $1,000,000 in funding from accredited investors.

Anoosh Manzoori, the CEO and a director of the Company was a non-executive director of YPB from December 2018 to June 2019. Mr. Manzoori holds 6,117,648 CT1 representing 0.55% of the total issued shares and 3,058,824 CT1 options with an exercise price of $0.015 and also 2,000,000 CT1 options with an exercise price of $0.10.

Currently FGA is: (i) introducing YPB to investors, (ii) introducing YPB to potential new clients, and (iii) is in regular, ongoing discussions with the CEO on strategy, operational performance and capital requirements. Since FGF invested in YPB, it has introduced new client opportunities and acquisition targets, and also introduced a number of accredited investors. FGA does not have a formal agreement with YPB but it will receive a fee of between 6-8% of funds invested by investors if it has referred the investors.

3. Kleos Space Limited (ASX:KSS) ("Kleos").

The Company invested $200,000 in the IPO of Kleos which successfully raised $11million and listed on the ASX on July 27, 2018. KSS has developed a system of shoe-box sized satellites that give governments and corporations the ability to track geolocation data. The Company was paid a 5% finder's fee on its investment. The Company is no longer a shareholder in Kleos Space. The Company began disposing some of its shareholding in January 2019 and completed the sale of all Kleos shares in July 2019.

Acquisition Date: July 16, 2018

Percentage ownership: less than 1%.

No. of Options and terms: 250,000 with an exercise price of $0.30.

No. of shares acquired and price paid: 12,500,000 at $0.16 per share

Final Disposition date: August, 2019

The Company invoiced Kleos $12,500 in July 2018 for advisory fees and income was received in February 2019.

At all times KSS and the Company were arms-length and not related parties.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

4. Candy Club Holdings Ltd. (ASX:CLB) ("Candy Club")

Candy Club Holdings Ltd. ("Candy Club") is a specialty market confectionary business, selling to wholesalers. It completed an IPO of $5,024,004 before costs and listed on the ASX on February 14, 2019. FGF invested in the IPO in the amount of $312,000 and has not sold any of the Candy Club shares. FGF owns approximately 1% of the issued and outstanding shares of Candy Club. In 2019, FGA introduced Candy Club to a technology partner to help solve their supply chain management challenges over their summer months. There are ongoing discussions with the CEO on strategy, operational performance and capital requirements. No fees were paid by Candy Club.

At all times Candy Club and the Company were arms-length and not related parties.

5. Harris Technologies Limited. (ASX:HT8) ("Harris")

(i) After the Company's investment in LINCD HQ Pty Ltd. was sold by the Company to Harris on January 17, 2019, the Company became a major shareholder and investor in Harris. (See "Unlisted Entities" below regarding details of the sale). Harris is a reseller of technology products and solutions aimed at small and medium businesses. Harris has 185,001,811 issued shares. The Company owns 30,000,000 shares of Harris representing 15.7% of the issued shares of Harris. See Schedule "H, Schedule of Investments". The Company also holds:20,055,334 options with exercise price of each Option is $0.025. The exercise of any Options is conditional upon Lincd receiving no less than $1.35 million revenue within 24 months from date of issue.

(ii) 20,000,000 options with exercise price of each Option is $0.035. The exercise of any Options is conditional upon Lincd receiving no less than $1.05 million revenue within 24 months from date of issue.

Harris has revenues of circa $10M and is cash flow positive. They operate in the ecommerce sector.. The Company and Harris are not related parties.

6. SQID Technologies Limited (CSE:SQID) ("SQID").

The Company acquired 14.64% of the Ordinary Shares of SQID in 2019 when SQID was a private company. SQID is a successful payment gateway processor. For its fiscal year ended June 30, 2019 it processed 794,000 transactions with a value of $163,000,000. SQID's ordinary shares were listed on the CSE on January 21, 2020.

FGF had an advisory agreement with SQID dated June 13, 2019 to advise regarding post Listing IPO, capital raising with introduction to institutional funds and brokers, news flow, post listing ongoing investor relations, fund raising strategies, introductions to new clients and partnerships and corporate Advisory Services for capital management, capital raising and mergers and acquisitions. FGF had to right to nominate two directors to the board of directors. Two were recommended and appointed: John O'Connor and Michael Clarke. Michael Clarke is a director of FGF. The agreement was cancelled on November 1, 2019 and replaced with an invoice for $45,454 for services provided from December 2018 to October 2019 regarding due diligence and review of the Company's operations, industry analysis, valuation, presentations to investors and investment bankers. The $45,454.54 was paid by the issue of 151,515 Ordinary Shares to FGF. Anoosh Manzoori, CEO and director of FGF is the owner of Shape Capital Ltd. which owns 684,849 of the ordinary shares of SQID representing 8.71% of the issued ordinary shares of SQID. FGF is a promoter of SQID and owns 14.64% of the outstanding shares of SQID. Athan Lekkas, a director of the Company was appointed to the board of directors of SQID and Chairman of the Board on February 24, 2020 and was appointed CEO of SQID on March 23, 2020. Mark Pryn the CFO of the Company was appointed Joint Company Secretary of SQID on April 8, 2020.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

Investment in Unlisted Equities

The Company invests in unlisted equities and also helps facilitate investment from other Australian sophisticated and accredited investors, defined under the regulations to the Act, as an investor who has a gross annual income of $250,000 or more in each of the prior two years or net assets of $2.5 million ("Sophisticated Investor"). Although the Company can invest in any industry it has historically invested in technology companies that own intellectual property and have the opportunity for large-scale deployments. Some of those successful investments that led to exits include:

1. Pearl Global (ASX:PGI):

("PGI"). PG1 has developed a portable solution that can be transported to any remote location for recycling tires. This is particularly useful for the mining sector that holds a large inventory of tires with prohibitive costs of transporting these to recycling plants. The Company: (i) invested in 2016 in a $350,000 in convertible notes in PGI as part of a pre-IPO financing, (ii) worked with the PGI management and our advisors to seed further investors as part of the pre-IPO, (iii) introduced PGI to FGF's investor network, (iv) worked with the PGI management on its listing process with the ASX which included due diligence and review of PGI operations, industry analysis, valuations, advising on prospectus and listing requirements, corporate governance and regulatory compliance requirements, (v) the Company made introductions to new client opportunities from the boards network of contacts.

PG1 subsequently listed on the ASX on February 16, 2018.

Acquisition Date: December 16, 2016
Percentage holdings: 1.6%
Disposition Dates: The Company began selling its investment in PG1 in July 2018 and completed the sale of all of its investment in PG1 in October 2019

At all times PG1 and the Company were arms-length and not related parties.

2. Helbiz Inc. ("Helbiz"):

It is an intra-urban transportation company with a mission to solve the first and last-mile transportation problem of high-traffic urban areas around the world. Helbiz's proprietary software and hardware is integrated into scooters to maximize vehicle life, minimize operational costs and potentially improve safety. Helbiz utilizes a customized fleet management platform, artificial intelligence, and environmental mapping to optimize operations and profitability. The company constantly monitors the platform and captures the data of all rides, riders, scooters, and personnel with advanced analytics. This data is then used to properly deploy, monitor and reposition the fleet to meet demand in different areas and maximize ridership. Helbiz completed a US$10M pre-IPO funding in August 2019.

The Company made an arms-length investment in a 10% convertible note ("Note") for the amount of U.S $150,000 with interest at the rate of 10% maturing December 31, 2020. The Company has a warrant to purchase 15 shares at a price of U.S. $2,500 each. The Note will be either (i) paid back on maturity, or (ii) automatically converted at a 30% discount to the price per share at which equity securities are sold in an IPO. In addition, the warrants will be priced at a 30% discount to the price per share at which equity securities are sold in an IPO.

Date of investment: June 17, 2019

Upon conversion of the convertible note to shares, the shares will be representing 0.0017% of the issued shares of Helbiz. The Notes have not been converted.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

FGA has had discussions with the CEO of Helbiz on strategy, operational performance and capital requirements. Helbiz has established customers in Europe and USA. FGA has sourced two potential clients in Australia to assist with expansion by Helbiz in Australia. This activity is part of FGF's active role in managing its investments and no fees re paid for this by Helbiz.

At all times Helbiz and the Company were arms-length and not related parties.

3. Cryptodata Vault LLC. ("Cryptodata")

The Company is a 50% owner of Cryptodata, a hardware wallet used to store Digital Currencies. Cryptodata has built a hardware wallet for a fully compliant, secure and geo-fenced patent pending solution for storing digital currencies. It has built a utility Token, the SOV utility Token and a Sovereign Cash digital asset transaction book. It has issued 4.3 billion Sovereign Cash Tokens. The Sovereign Cash Tokens are listed on a digital currency exchange, BTCEXA. The Company paid U.S. $250,000 for initial development expenses. The Company received 15.56% of the Initial Tokens. The Company will also receive a commission of 6% on the sale of Cryptodata Tokens.

The Company: (i) made introductions to technology partners for the development of the Hardware Wallet, (ii) introduced other investors to CryptoData's investment round of US$2,250,000 which completed April 30, 2018, (ii) introduced Cryptodata to Blockchain Global Limited for marketing and promotional activities, (iv) researched client and partner opportunities in Australia and, (iv) facilitated a private placement by introducing investors and raising capital.

Investment date: 30 April 2018
Amount of investment: $250,000
Disposition Date: The Company wrote off its investment in Cryptodata during the fiscal year ended June 30, 2019. Cryptodata has completed its product development and requires further funding to manufacture its hardware devices and for sales, marketing and distribution activities. Cryptodata does not currently have active business operations. Given the delay Cryptodata experienced in securing funding the Company impaired this asset.

Currently the Company is in discussions with the Cryptodata management regarding business performance and operations including manufacturing, marketing and financing. FGF has had discussions with Cryptodata on structuring a new funding and has also had discussions with existing investors. FGF has also explored, with Cryptodata CEO, various business models to help support the company including a pre-sale strategy. FGF has spoken to an ASX listed entity about a possible distribution agreement to sell the hardware devices. Although the Company is a 50% owner of Cryptodata, it does not exercise control as all decisions require approval of 100% of the owners of Cryptodata.

Unlisted Equities (Blockchain Related)

The Company invests in unlisted equities that are Blockchain related and may also help facilitate investment from other Australian sophisticated investors and accredited investors.

1. LINCD HQ Pty Ltd. ("LINCD")

In late 2018, the Company acquired 100% of LINCD, a Blockchain software company, and on January 17, 2019 sold it to Harris Technologies Limited ("Harris") in consideration of 30,000,000 shares and 40,055,334 options to acquire Harris Shares.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

While a shareholder of LINCD, FGA (i) made introductions to potential clients and resellers (ii) made introductions to investors and brokers (iii) provided sounding board to management team on operational matters (iv) reviewed strategic plans and provided ongoing advice to the LINCD board regarding business model and pricing of its product, distribution and reseller channels, potential investors and acquirers, and board composition.

Further information relating to Harris Technologies Limited is provided in the Subsequent Events note at section 1.16 of this document.

Cryptocurrency and Digital Assets

In the fiscal year ended June 30, 2019 the Company underwent a restructuring of its crypto and Digital Assets investment portfolio by terminating a number of partnerships that no longer align with its goals and wrote off a number of its early stage crypto investments. As part of the restructure, the Company decided to no longer invest in early stage Cryptocurrency and ICO opportunities until the market matures.

The Company will focus on more established investments and to allocate all future Cryptocurrency investments to arms-length established, listed and liquid Cryptocurrency assets. Examples include Bitcoin and Ethereum that have large liquidity and well established Blockchain protocols. Bitcoin and Ethereum are not securities. They are core infrastructure technology solutions ("Protocol") used to verify transactions on their blockchain database. Tokens are created on top of Protocols and some of these have been called securities.

The only Digital Assets that the Company will invest in are established cryptocurrencies that are well established, listed on licensed exchanges in the United States and have a high level of liquidity.

The Company has a small holding in Ethereum and is monitoring the market closely with the view to increase its holding over time. Additionally, it is following the developments of Bitcoin, Ethereum, Ripple, and Stellar and expects to increase its exposure based on market activity, developments of the product and technology, market adoption, regulation, and price action.

The Company does not and does not plan to be a dealer, broker or provide Advisory Services in respect to investments in cryptocurrencies that are securities or derivatives.

Loans

1. Australian Nutrition & Sports Ltd. ("Australian Nutrition").

All of this company's products are Australian made including Nutrition/Fitness Products plus Infant and Adult Milk Formulas. The Company worked with the management of Australian Nutrition and on March 1, 2019 and provided a loan of $223,984 with 1% interest per month. Interest is calculated monthly on daily balances and for the actual number of days elapsed from and including the first day of Loan amount received, but excluding, the last day of the date of prepayment or repayment of the Loan borrowed by the Company under this Agreement. The loan was not repaid on October 15, 2019. As a result of Australian Nutrition, appointing an Administrator in March 2020 and then entering a Deed of Company Arrangement with creditors during May 2020, this loan has been fully impaired. Interested stakeholders have communicated plans to recapitalize Australian Nutrition after the Deed of Company Arrangement is completed, however, these plans are not sufficiently advanced to attribute a recoverable value above zero.

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

2. Cloud Lumen Pty Ltd. ("Cloud Lumen")

Cloud Lumen is an Australian registered company involved in the IOT and smart sensor technology for managing large scale lights for more effective energy management. On January 10, 2017, the Company invested $350,000 via a two year convertible note and $250,000 for the purchase of 1,562,500 Cloud Lumen Shares. The note bears interest at the rate of a $75,000 fixed fee payable on repayment of the Convertible note. As at 30 June 2019, for accounting and statutory reporting purposes, this investment was fully impaired.

License Agreement

Horizon Globex GmbH: This company has developed an end-to-end suite of Blockchain technology and is distributing a tokenetics ("Tokenetics")[1] branded security token primary offering and secondary offering token trading platform called the Trading Platform ("*Trading Platform")* for registered and exempt offerings of digital securities that are fully compliant and operate under financial services agreements. Pursuant to an arms-length license effective February 5, 2019 the Company was granted an exclusive, non-transferable license of the Trading Platform together with a smartphone mobile user application for the territory of Australia and New Zealand for an indefinite term. The Company was further authorized as an exclusive reseller of the Trading Platform for the territory. Horizon Globex has clients and revenue in the United States and Europe. The Company has made and continues to make multiple introductions to clients and channel partners in Australia to assist Horizon Globex in raising funds and finding new clients in Australia. Channel Partners are resellers that can provide access to new customers and markets for Globex.

Activation Fee: The Company paid a one-time activation fee of U.S. $100,000 which includes:

(i) branding of one Trading Platform for the Company,
(ii) initial configuration of the Trading Platform hosted on the Microsoft Azure Cloud,
(iii) supply, publication and liaison with App Store reviewers for one branded Trading Platform App for Android and iOS including the creation and management of the Apple App Store and Google Play Store publication accounts,
(iv) iOS is a mobile operating system created and developed by Apple Inc. exclusively for is hardware which presently powers many of Apple Inc.'s mobile devices),
(iv) integration of a portal for KYC+AML API checks (security verification) for on-boarding App users.

Additional Fees: Horizon Globex receives the following fees:

(A) Execution Fees
- (i) Buy: 0.75% of the value (token price multiplied by number of tokens) for each fill/partial-fill buy execution on Trading Platform
- (ii) Sell: 0.75% of the value (token price multiplied by number of tokens) for each fill/partial-fill sell execution on Trading Platform.

(B) Trading Platform Reseller License Fees
- (i) One-time activation fee of U.S. $150,000 for each sub-license of the Trading Platform. A sub-licensee will receive the services described above in the heading above called "Activation Fee").
- (ii) Execution fees of:
  - (i) Buy: 1.00% of the value (token price multiplied by number of tokens) for each fill/partial-fill buy execution on the Trading Platform
  - (ii) ii. Sell: 1.00% of the value (token price multiplied by number of tokens) for each fill/partial-fill sell execution on the Trading Platform

1.2 – Overall Performance (continued
DESCRIPTION OF THE BUSINESS (continued)

Company Fees:

(a) The Company will receive a commission of U.S $50,000 from Horizon Globex for each *Trading Platform* sub-licensed in the *Licensed Territory*.

(b) The Company will receive a reseller commission of 0.25% for each fill/partial-fill buy execution and 0.25% for each fill/partial-fill sell execution on each customer Trading Platform delivered in the Licensed Territory.

(c) The Company has the right to set its own Buy and Sell Execution Fees.

There have not been any reseller licenses or sub-licenses.

<u>The Company does not expect potential revenue from Horizon Globex GmbH agreements to be material.</u>

<u>New Investments in 2020</u>

It is difficult to give a detailed breakdown of each asset class as the Company does not yet have any targeted investments and investment decisions will be made after listing on the CSE. As a guide if we use our historical investments, we plan to allocate over 50% in listed equities and up to 50% in unlisted equities (includes Blockchain and digital assets). However, circumstances and unforeseeable events may alter this allocation. In addition, the Company will use 32% of its portfolio as a guide to investments in Digital Assets and Blockchain entities. The board may adjust this figure over time. If one of the digital assets or Blockchain companies' valuation rises too high that skews the portfolio we will use its best efforts to find liquidity and adjust the portfolio accordingly. The budget for these investments is $2,000,000. See "*Use of Funds*".

Listed Equities: These will include a mix of on market investments and participation in placements. We will invest in Canada, US and Australia and are open to London market.

Unlisted Equities: These will include investments that are typically pre-IPO. Perl Global (now listed on ASX) and SQID Technologies Limited (now listed on the CSE) are two examples. The company expects Helbiz to list on NASDAQ.

Unlisted Equities Blockchain: Examples of the type of planned future investments is LINCD (which was sold to listed Harris Technology) and Horizon Globex. We will continue to look for these types of investments with a focus on companies that are building core infrastructure and software in Blockchain technology. Our strategy is similar to Unlisted Equities where we are looking for short to medium term transaction to either trade sale or divest after an IPO and listing on an exchange.

Digital Assets: This is the least of our focus, but we will accumulate some highly liquid and large cap digital assets. We are monitoring the market closely as the market evolves.

1.3 – Selected Annual Information

As at	June 30 2019	June 30 2018	June 30 2017
	$	$	$
Current Assets	5,791,225	10,514,695	2,120,269
Other Assets	2,451,486	1,247,618	-
Total Assets	8,242,711	11,762,313	2,120,269
Current Liabilities	149,070	(112,149)	(78,576)
Net Assets	8,391,781	11,650,164	2,041,693
Shareholders' Equity	67,654,944	67,294,944	57,159,730
Deficit	(59,561,303)	(55,644,780)	(55,118,037)
Total Shareholders' Equity	8,093,641	11,650,164	2,041,693
Years Ended			
Revenue	235,464	-	-
Direct costs	(289,766)	-	-
Net loss from continuing operations	(54,302)	-	-
Net income (loss) from investments*	(2,049,373)	765,183	(98,596)
Operating Expenses	(1,812,848)	(1,588,273)	(773,793)
Comprehensive Loss	(3,916,523)	(823,090)	(872,389)

* The Net income (loss) from investments includes "Profit from discontinued operations" which was disclosed separately in the 2019 Audited Financial statements.

Cash dividends declared per Ordinary Share	-	-	-
Basic and diluted earnings per share (cents)	(5.058)	(1.530)	(2.061)
Weighted average number of Ordinary Shares outstanding *	77,434,265	53,807,315	42,338,426

* The weighted average number of Ordinary Shares have been adjusted pursuant to a share consolidation completed on December 2 2019, whereby, 1,555,959,281 Ordinary Shares were consolidated on the basis of one new Ordinary Share for 20 old Ordinary Shares. Post consolidation there were 77,798,218 shares on issue.

At the end of the fiscal year ended June 30, 2017, net assets were $2,041,693 including cash $840,835, listed and unlisted investments totaling $1,230,000 and other net liabilities totaling $29,142. The Company recorded a comprehensive loss of $872,389 comprising a net loss from investments of $98,596 and operating expenses of $773,793. The capital structure comprised 865 million Listed Ordinary Shares and 441 million Listed Options with an exercise price of $0.02 and an expiry date of 28 February 2018.

During the fiscal year ended June 30, 2018, net assets increased by $9,608,471 to $11,650,164 as a result of share-based payments totaling $544,146, new ordinary share issues totaling $9,887,405 (net of issue costs), and a comprehensive loss of $823,090.

The share-based payments $544,146 (2019- $360,000) relate to Milestone Shares (Performance Rights) issued to director Anoosh Manzoori following his appointment in November 2017.

1.3 – Selected Annual Information (continued)

On January 2, 2018, the Company announced a share placement, led by Blockchain Global Limited, and that Blockchain had underwritten 50% of the Listed Options due to expire February 28 2018. By March 13, 2018, the Company had raised a total of 9,887,405 (net of issue costs) from new ordinary shares issued in relation to the share placement and the exercise of Listed Options.

At the end of the fiscal year ended June 30, 2018, net assets of $11,650,164 comprised cash $8,024,964, listed and unlisted investments totaling $1,961,657, cryptocurrency $224,880, cryptocurrency under development (rights to tokens) $914,749 and other net liabilities totaling $40,920. The Company recorded a comprehensive loss of $823,090 comprising a net income from investments of $785,184 and operating expenses of $1,608,274 which included share-based payments totaling $544,146. The capital structure comprised 1,510 million Listed Ordinary Shares and 292 million Unlisted Options with an exercise price of $0.03 and an expiry date of 12 March 2020.

At the end of the fiscal year ended June 30, 2019, net assets decreased by $3,030,092 to $8,620,072 as a result of share-based payments totaling $360,000 offset against a comprehensive loss of $3,390,092. Net assets comprised cash $2,560,894 listed and unlisted investments totaling $5,012,380, cryptocurrency $638,252, cryptocurrency under development (rights to tokens) $557,695 and other net liabilities totaling $70,174. The Company recorded a comprehensive loss of $3,390,092 comprising a net loss from continuing operations $36,135, a net loss from investments of $1,541,109 and operating expenses of $1,812,848 which included share-based payments totaling $360,000. An investment strategy review and ongoing negotiations with the Australian Stock Exchange (ASX) during the year end June 30, 2019 contributed to higher operating costs. The capital structure comprised 1,555 million Listed Ordinary Shares and 292 million Unlisted Options with an exercise price of $0.03 and an expiry date of 12 March 2020. The comprehensive loss is discussed in further detail below under 1.4 Results of Operations.

Continuing operations consisted of cryptocurrency sales and advisory related transactions. The Company commenced these activities during the fiscal year ended June 30, 2019. The loss from continuing operations comprised a $126,559 loss on cryptocurrency sales and a $72,257 gain from advisory related transactions. The results from continuing operations are expected improve as the Company expands its advisory business.

The netet loss from investments was $98,596 during the year-ended June 30, 2017. This was primarily attributable to interest income of $40,493 and net losses on financial assets at fair value through profit or loss of $139,089. . There was a gain of $765,183 during the year-ended June 30, 2018. This was primarily attributable to interest income of $106,357, net gains on financial assets at fair value through profit or loss.$678,826 and asset impairments of $20,000 There was a loss of $1,541,109 during the year-ended June 30, 2019. This was primarily attributable to asset impairments of $1,563.435(2018 - $20,000) as set out in the table below”

Asset Impairment losses	12 months ended	
	Jun-30-2019	Jun-30-2018
	$	$
Intangible assets (Cryptocurrency under development)	357,054	-
Investments accounted for using the equity method	-	-
- Cryptondata Vault LLC	332,866	-
Inventory - Crytocurrency held for resale	50,729	20,000
Loan receivables	372,786	
Financial assets - Convertible Notes - Cloud Lumen Pty Ltd	450,000	
Total	**1,563,435**	**-**

In 2019, the Company completed a strategic review of its investment portfolio which led to a restructure of its crypto and Blockchain investments, the impairments noted above and a shift in investment focus towards more established opportunities within the sector.

The gains or losses from investments are expected to remain volatile during the current year.

Operating expenses increased from $773,793 during the year ended June 30, 2017 to $1,588,273 during the year ended June 30, 2018 largely due to director related share based payments $544,146 (2017- $nil)relating to the issue of Milestone share (performance rights) to Anoosh Manzoori following his appointment as director. There was also an increase in professional fees $274,049 (2017-$135,719 and travel expenses $153,866 (2017-$36,543 which can be attributed to investment strategy announced in February 2018 whilst the Company was also completing a capital raising. Operating expenses increased by approximately 14%, to $1,812,848, during the year ended June 30, 2019 This increase can be attributed to the ongoing ASX negotiations and the investment strategy review performed during the year, resulting in increased director related costs, professional advisory fees and travel. etc]. Operating expenses during the year ended June 30 2019 also included the second and final tranche of share based payments in relation to Milestone shares (performance rights) issued to Anoosh Manzoori. Excluding share based payments Operating expenses during the current fiscal year are expected to be in line with the previous year. The ASX negotiations have now ceased, however the Company will incur additional professional fees related to the CSE listing application

1.4 – Discussion of Results of Operations

During the year ended June 30, 2019, the Company had a comprehensive loss of $3,916,523 (2018 – $823,090).

During the year ended June 30, 2019, the Company recorded income from continuing operations of $235,454 (2018 – $Nil) and a net loss from continuing operations of $54,302 (2018-Nil). The net loss comprises a $126,559 loss on cryptocurrency sales and a $72,257 gain from advisory related transactions.

During the year ended June 30, 2019, net loss from investments was $2,049,373 (2018-$765,183 profit) comprising gains and losses on financial asset at fair value through profit or loss $1,327,264 loss (2018-$678,827 gain), interest revenue $199,148 (2018-$106,356),dividend revenue $18,167 (2018-$Nil) and other losses.$412,993 (2018- $20,000) Other losses include asset impairments of $2,089,867 (2018-$20,000) and gains on discontinued operations of $1,150,443 (2018- $nil)[1].

The net loss on investments largely relates to asset impairments which followed a strategic review investment portfolio which led to a restructure of its crypto and Blockchain investments and a shift in investment focus towards more established opportunities within the sector.

During the year ended June 30, 2019, the Company incurred operating expenses of $1,812,848 (2018 – $1,588,274), comprised of director related costs of $806,308 (2018 – $879,537), insurance and professional fees of $484,624 (2018 – $351,312), travel expenses of $218,957 (2018 – $153,866), AFSL support fees of $89,736 (2018 – $43,474), ASX and share registry fees of $44,435 (2018 – $93,296) and Other expenses of $116,940 (2018 - $42,261). The increase in operating expenses can be attributed to the ongoing ASX negotiations and the investment strategy review performed during the year, resulting in increased director related costs, professional advisory fees and travel.

Director related costs of $806,308 (2018 – $879,537) are comprised of share-based payments to directors $360,000 (2018 – $544,156) and other remuneration of $446,308 (2018 – $335,381).

At the end of the fiscal year ended June 30, 2019, net assets decreased by $3,030,092 to $8,620,072 as a result of share-based payments totaling $360,000 offset against a comprehensive loss of $3,390,092. The investment asset mix as at 30 June 2019 includes an increase in listed and unlisted financial assets and decreases in Blockchain investments compared to the previous year. This outcome is consistent with a strategic review investment portfolio during the year, which led to a restructure of its crypto and Blockchain investments and a shift in investment focus towards more established opportunities within the sector.

[1] This relates to the gain on the sale of LINCD Pty Ltd. (LINCD). First Growth acquired 100% of LINCD in July 2018 and then sold the investment in May 2019. In the 2019 Audited Financial Statements, this was disclosed as "Profit from discontinued operations" as LINCD was a controlled entity from July 2018 to May 2019.

Financings

The Company raised a total of $9,887,406 from financings in 2018 (2019-$Nil) comprising $4,714,704 share placement proceeds, $5,552,460, proceeds from 277,623,038 listed options exercised at $0.02 each, less capital raising costs totaling $379,758. The remainder of the Listed Options expired February 28, 2018.

Financing

	30-Jun-19	30-Jun-18
Source of Funds:		
Ordinary share placement: 353,567,748 at $.012 per share	-	4,714,704
Options exercise: 27,762,300 at $0.02 per share	-	5,552,460
Capital raising cost	-	(379,758)
Net Proceeds	**-**	**9,887,406**

The share placement to sophisticated investors was completed on March 13, 2018 and the option exercise was completed on or before the option expiry date of February 28, 2018. There was no use of funds tied to the financings, however, on February 28, 2018 the Company announced An Investment Strategy Update. In this announcement the Company noted that while the Company was not constrained by a strict investment mandate, the following (table below) provided an overview of the Company's intended investment strategy with respect to its cash reserves upon completion of the placement. The table also demonstrates the deployment of capital, with total asset comparatives by asset type as at June 30, 2018, December 31, 2018 and June 30, 2019.

Asset classes	Upon closing placement - assumed cash reserves of approximately $9,800,000. Investment strategy Feb 28 2018	%	Total assets as at Jun 30 2018	%	Total assets as at Dec 31 2018	%	Total assets as at Jun 30 2019	%
Equities (Listed) **	3,626,000	37%	1,378,771	12%	3,074,714	28%	2,560,894	29%
Loans receivable	-	-	-	-	-	-	226,022	3%
Pre-ICO and ICO	1,960,000	20%	914,749	8%	1,273,579	12%	557,695	6%
Pre-IPO (Unlisted Equities)	882,000	9%	600,000	5%	600,000	6%	2,451,486	28%
Unlisted equities (blockchain related)	1,176,000	12%	557,746	5%	1,021,847	10%	638,252	7%
Working capital including cash	2,156,000	22%	8,311,047	70%	4,706,519	44%	2,334,793	27%
	9,800,000	100%	11,762,313	100%	10,676,659	100%	8,769,142	100%

*** Listed equities represents the consolidation (announced to the ASX) of listed "small caps" and listed top 50 holdings.*

The investment portfolio was subject to a strategic review during the fiscal year ended June 30,2019 which led to a restructure of its crypto and Blockchain investments and a shift in investment focus towards more established opportunities within the sector. This is consistent with the decrease in Blockchain investments and the increase in listed and unlisted securities as at June 30,2019 compared to the previous year.

1.5 – Summary of Quarterly Statements of Financial Position (Unaudited)

As at	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17	30-Sep-17
Current Assets								
Cash and cash equivalents	2,255,897	2,994,063	4,302,902	6,203,537	8,024,964	10,266,255	994,240	1,014,986
Trade and other receivables	78,896	1,642,220	1,198,457	823,733	421,249	92,483	80,267	40,194
Inventory (cryptocurrencies)	685,452	342,983	342,983	-	224,877	-	-	-
Financial assets	2,560,894	2,898,182	2,829,714	2,303,077	1,628,771	1,386,560	942,818	1,120,307
Intangible assets	210,086	-	-	-	-	-	-	-
Other current assets	-	15,632	27,113	24,851	214,834	-	-	-
Total Current Assets	5,791,225	7,893,080	8,701,169	9,355,198	10,514,695	11,745,298	2,017,325	2,175,487
Non-Current Assets								
Financial assets	2,451,486	1,533,631	678,864	1,037,636	332,866	230,587	-	-
Intangible assets	-	914,750	1,273,578	1,139,629	914,752	-	-	-
Goodwill	-	-	23,049	-	-	-	-	-
Total Non-current Assets	2,451,486	2,448,381	1,975,491	2,177,265	1,247,618	230,587	-	-
Total Assets	8,242,711	10,341,461	10,676,660	11,532,463	11,762,313	11,975,885	2,017,325	2,175,487
Liabilities								
Current Liabilities								
Accounts payable	149,070	89,959	269,515	149,476	112,149	133,115	142,902	96,664
Total Current Liabilities	149,070	89,959	269,515	149,476	112,149	133,115	142,902	96,664
Total Liabilities	149,070	89,959	269,515	149,476	112,149	133,115	142,902	96,664
Net Assets	**8,093,641**	**10,251,502**	**10,407,145**	**11,382,987**	**11,650,164**	**11,842,770**	**1,874,423**	**2,078,823**
Equity								
Share Capital	67,635,788	67,635,788	67,635,788	67,635,788	67,155,788	66,620,968	56,863,585	56,863,383
Reserves	19,156	19,156	19,156	19,156	139,156	296,347	296,347	296,347
Retained Earnings	(59,561,303)	(57,403,442)	(57,247,799)	(56,271,957)	(55,644,780)	(55,074,545)	(55,285,509)	(55,080,907)
Total Equity	**8,093,641**	**10,251,502**	**10,407,145**	**11,382,987**	**11,650,164**	**11,842,770**	**1,874,423**	**2,078,823**

Net assets have increased from $2,078,823 as at September 30, 2017 to $8,093,641 as at 30 June 2019 largely as a result of financings of $9,887,406 (net of capital raising costs) completed during the period ended March 31, 2018. A summary of quarterly financial performance follows this section.

1.5 – Summary of Quarterly Results (Unaudited)

Quarters Ended	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17	30-Sep-17
Income (Loss) from continuing operations								
Revenue	97,253	(1,319)	83,139	56,391	-	-	-	-
Direct costs	(96,621)	21,181	(214,326)	-	-	-	-	-
Net income (loss) from continuing operations	632	19,862 -	131,187	56,391	-	-	-	-
Income (Loss) from investments								
Interest revenue	108,211	19,462	44,938	26,537	63,556	16,897	22,696	3,207
Dividend revenue	0	3,812	8,910	5,445	-	-	-	-
Financial assets at fair value through profit or loss	(826,396)	57,205	(499,050)	(59,023)	(23,228)	446,809	117,650	137,596
Asset impairments	(2,089,867)	-	-	-	(20,000)	-	-	-
Other gains and losses	1,150,443	-	-	-	-	-	-	-
Net income (loss) from investments	(1,657,609)	80,479	(445,202)	(27,041)	20,328	463,706	140,346	140,803
Net income (loss)	(1,656,977)	100,341	(576,389)	29,350	20,328	463,706	140,346	140,803
Operating expenses								
AFSL support fees	9,123	23,474	50,226	7,000	10,918	11,086	21,470	0
Director related costs	181,301	85,713	110,712	68,582	90,859	80,359	149,163	15,000
Director- share based payments	0	-	-	360,000	544,156	-	-	-
Insurance and professional fees	183,033	109,487	100,814	91,290	183,893	78,628	32,470	56,321
Listing and share registry fees	15,519	1,787	(11,266)	38,395	23,575	28,247	19,396	22,078
Travel expenses	54,082	29,311	90,804	44,760	19,609	37,219	97,038	0
Other expenses	57,826	6,212	58,163	46,500	13,900	17,203	25,411	10,274
Total operating expenses	500,884	255,984	399,453	656,527	886,910	252,742	344,948	103,673
Comprehensive Income (Loss)	(2,157,861)	(155,643)	(975,842)	(627,177)	(866,582)	210,964	(204,602)	37,130
Basic and diluted earnings cents per share (adjusted)**	(0.087)	(0.200)	(1.254)	(0.821)	(1.147)	0.279	(0.271)	0.049
Weighted average number of ordinary shares (adjusted)**	77,798,218	77,798,218	77,798,218	76,355,363	75,548,298	75,548,298	75,548,298	75,548,298

** On December 2 2019, the company completed a share consolidation of 1 new ordinary share for every 20 shares on issue

Net income (loss) from continuing operations include cryptocurrency sales and advisory related earnings following the Company's expansion into the Blockchain sector. During the fiscal year ended June 30, 2019, asset impairments and losses incurred on financial assets held at fair value through profit or loss contributed to a net loss from investments.

Excluding share-based payments relating to Milestone shares (performance rights) issued to director Anoosh Manzoori, operating expenses have continued to increase over the reporting periods. In the periods up to December 31, 2018, this can be attributed to the expansion into the Blockchain sector, thereafter the operating expenses continued to increase due to ongoing ASX negotiations and an investment strategy review performed during the year.

1.6 – Liquidity and Capital Resources

The Company's primary source of funding has been from raising equity. In the short term the Company is planning to maintain cash reserves to cover operating costs whilst actively investigating strategically aligned investment opportunities. In the long-term additional funds may be required to fund strategically aligned investments. The Company's ability to raise cash depends on various capital market conditions. There is no assurance that the Company

1.6 – Liquidity and Capital Resources (continued)

will be able to obtain any additional financing on terms acceptable to the Company. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Actual funding requirements may vary from those planned due to a number of factors.

There can be no certainty that the Company's existing cash balances or that the proceeds from the issuance of its Ordinary Shares will provide sufficient funds for all of the Company's cash requirements. Should the need arise, the Company may pursue other financing options. There is no assurance that the Company will be successful in obtaining the funds it may require to sustain operations or that the terms of any financing obtained will be acceptable.

As at June 30, 2019, the Company had cash and cash equivalents on hand of $2,255,897 (2018 – $8,024,964) and working capital of $5,642,155 (2018 – $10,402,546).

During the year ended June 30, 2019, cash used by operating activities was $5,219,364 (2018 – $1,447,250), cash used in investing activities was $549,703 (2018 – $1,247,615), cash provided by financing activities was $nil (2018 – $9,887,406). The Company had a total of $9,887,406 from financings in 2018 and none in 2019. The Company increased the acquisition activity of strategic equity and convertible notes.in fiscal 2018 and 2019, resulting in the use of the capital from those financings. The Company classifies this as operating activity due to the nature of the business. This is the reason for the cash used in operating activities. The cash used in investing activities is primarily related to the acquisition of assets classified as investments, which was greater in 2018 than 2019.

It is anticipated that the Company will continue to use working capital in this way when it is available and when the opportunities are considered positive. The decisions as to when to acquire or dispose of these assets is completely at First Growth's discretion. The Company's business strategy includes carrying a relatively large working capital balance due to the relative liquidity of these financial assets. Accordingly, the Company does not foresee a shortfall of working capital in the near- or long-term future.

Shareholder's equity as at June 30, 2019 was $8,093,641 (2018 – $11,650,164). Although the Company has been successful in the past in raising the necessary funding to continue operations, there can be no certainty it will be able to do so in the future.

1.7 – Not used and left blank intentionally

1.8 – Off Balance Sheet Arrangements

As at June 30, 2019, there were no off-balance sheet arrangements to which the Company was committed.

1.09 – Transactions with Related Parties

The Company has identified its directors and senior officers as its key management personnel. No post-employment benefits, other long-terms benefits and termination benefits were made during the years ended June 30, 2019 and 2018. The following table provides the total amount of transactions with related parties for the years ended June 30, 2019 and 2018 and outstanding payables as at June 30, 2019 and 2018:

	2019	2018
Transactions:		
Director fees		
Anoosh Manzoori	$175,007	$ 49,694
Geoff Barnes	$ 60,000	$ 95,000
Michael Clark	$ 60,000	$ 76,980
Athan Lekkas	$ 60,000	$ 95,642
Daniel Zhang (resigned July 5 2019)	$ 60,000	$ 18,065
Share-based Payments – Anoosh Manzoori	$360,000	$544,156
Advisory		
Shape Capital Pty Ltd. (1)	$ -	$ 16,929
Peloton Capital Pty Ltd. (3)	$ 68,000	$ 59,000
Dalext Pty Ltd. (4)	$ 50,918	$ -
Balances:		
Accounts Payable		
Polygon Fund Pty Ltd. (2)	$ 22,000	$ 12,590
Shape Capital Pty Ltd. (1)	$ 927	$ 423
Sparke Enterprises Pty Ltd. (4)	$ 3,024	$ -
Daltext Pty Ltd (5)	$ 2,954	$ -

(1) Shape Capital Pty Ltd. is a company controlled by Anoosh Manzoori, a director FGF.

(2) Polygon Funds Pty Ltd a company controlled by Anoosh Manzoori, a director FGF

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

(4) Dalext Pty Ltd. is a company controlled by Athan Lekkas, a director FGF.

(5) Sparke Enterprises Pty Ltd is a company controlled by Athan Lekkas, a director FGF.

1.10 Fourth Quarter

During the three months ended June 30, 2019, the Company recorded income from continuing operations of $97,253(2018 – $Nil) and net income from continuing operations of $632 (2018-Nil). The net income from operations relates to cryptocurrency sales and advisory related transactions.

During the three months ended June 30, 2019, the net loss from investments $1,657,609 (2018-$20,328) profit) comprising gains and losses on financial asset at fair value through profit or loss $826,396 loss (2018-$23,228 loss), interest revenue $108,211 (2018-$63,556), (asset impairments of $2,089,867 (2018-$20,000) and gains on discontinued operations of $1,150,443 (2018- $nil)[2].

During the three months ended June 30, 2019, the Company incurred operating expenses of $500,884 (2018 – $886,910), comprised of director related costs of $145,854 (2018 – $90,859), share-based payments to directors $nil (2018 – $544,156) insurance and professional fees of $218,480 (2018 – $183,893), travel expenses of $54,082 (2018 – $19,609), AFSL support and secretarial fees of $9,123 (2018 – $10,918), other expenses of $57,826 (2018 – $13,900) and ASX and share registry fees of $15,519 (2018 – $23,575 The increase in other operating expenses can be attributed to the ongoing ASX negotiations and the investment strategy review performed during the year, resulting in increased director related costs, professional advisory fees and travel.

1.11 – Proposed Transactions

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

1.12 – Critical Accounting Estimates

The Company has outlined the basis of its critical accounting estimates and judgements in Note 2 of the June 30, 2019 Financial Statements.

[2] This relates to the gain on the sale of LINCD Pty Ltd. (LINCD). First Growth acquired 100% of LINCD in July 2018 and then sold the investment in May 2019. In the 2019 Audited Financial Statements, this was disclosed as “Profit from discontinued operations” as LINCD was a controlled entity from July 2018 to May 2019.

1.13 – Changes in Accounting Policies – International Financial Reporting Standards ("IFRS")

Future Changes in Accounting Policies

The Company prepared general purpose financial statements ended 30 June 2019. The financial statements were prepared in accordance with Australian Accounting Standards, Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001 as appropriate for for-profit orientated entities. The financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

New accounting standards adopted by the Company:

IFRS 9 *Financial Instruments* - The Company adopted IFSR 9 on January 1, 2018. Due to the nature of its financial instruments, the adoption of IFRS 9 had no significant impact on the financial statements.

New accounting standards issued but not yet effective:

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

IFRS 16 Leases - On January 13, 2016 the IASB issued IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15, "Revenue from contracts with customers" at or before the date of initial adoption of IFRS 16.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the new standards, however, there may be enhanced disclosure requirements.

1.14 – Financial Instruments and Other Instruments

Financial risk management objectives

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

The consolidated entity identifies and evaluates mitigation activities for risk and to develop policy for risk management across all consolidated entity 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.

Market risk comprises three types of risk:

- 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 consolidated entity is not exposed to any significant foreign currency risk.

Price risk

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

Based on this exposure, had the share prices increased or decreased by 10% (2018: 10%) the impact on the consolidated entity's loss before tax and net assets would have been:

2019

	Increase 10%		***Decrease 10%***	
	Impact on profit before tax	***Impact on equity***	***Impact on profit before tax***	***Impact on equity***
Listed securities	256,089	256,089	(256,089)	(256,089)

2018

	Increase 10%		***Decrease 10%***	
	Impact on profit before tax	***Impact on equity***	***Impact on profit before tax***	***Impact on equity***
Listed securities	137,877	137,877	(137,877)	(137,877)

Interest rate risk

Interest rate risk arises from the consolidated entity's interest-bearing financial liabilities. The consolidated entity has no financial liabilities with variable interest rates so is not exposed to any interest rate risk.

1.14 – Financial Instruments and Other Instruments (continued)

Financial risk management objectives (continued)

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

The consolidated entity has a total credit risk exposure of $719,499 (2018: $405,555) on its convertible notes invested with various parties at reporting date. Management have impaired convertible notes invested by $450,000 (2018: nil) for expected losses.

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 consolidated entity'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 consolidated entity's predominant exposure to liquidity risk is through investments in overseas start-up businesses which can experience significant volatility whilst in their infancy.

1.14 – Financial Instruments and Other Instruments (continued)

Financial risk management objectives (continued)

Remaining contractual maturities of financial liabilities

The following tables detail the consolidated entity's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the amortised cost of discounted cash flows of the financial instruments stated on the statement of financial position:

2019

	1 year or less	***Between 1 and 2 years***	***Between 2 and 5 years***	***Over 5 years***	***Remaining contractual maturities***
	$	***$***	***$***	***$***	***$***
Non-derivatives					
Non-interest bearing					
Trade and other payables	149,070	-	-	-	149,070
Total non-derivatives	149,070	-	-	-	149,070

2018

	1 year or less	***Between 1 and 2 years***	***Between 2 and 5 years***	***Over 5 years***	***Remaining contractual maturities***
	$	***$***	***$***	***$***	***$***
Non-derivatives					
Non-interest bearing					
Trade and other payables	112,149	-	-	-	112,149
Total non-derivatives	112,149	-	-	-	112,149

***1.14 – Financial Instruments and Other Instruments** (continued)*

Fair value hierarchy

The following tables detail the consolidated entity'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

	Level 1	Level 2	Level 3	Total
	$	$	$	$
2019				
Financial assets at fair value through profit or loss				
- Listed securities	2,560,894	-	-	2,560,894
- Unlisted securities (ii)	-	-	1,731,987	1,731,987
Financial assets at amortised cost				
- Convertible notes in unlisted companies (ii)	-	-	719,499	719,499
Intangible assets (i)	156,687	-	-	156,687
Total assets	2,717,581	-	2,451,486	5,169,067

	Level 1	Level 2	Level 3	Total
	$	$	$	$
2018				
Financial assets at fair value through profit or loss				
- Listed securities	1,378,771	-	-	1,378,771
- Unlisted securities (ii)	-	-	250,000	250,000
Financial assets at amortised cost				
- Convertible notes in unlisted companies (ii)	-	-	405,555	405,555
Total assets	1,378,771	-	655,555	2,034,326

(i) Intangible assets being those refunded in ETH, are valued at fair value and are level 1 instruments within the fair value hierarchy, as quoted prices are available for ETH tokens in active markets.

(ii) The investment in unlisted securities are valued at fair value and convertible notes at amortized cost are level 3 instruments within the fair value hierarchy, as there are no observable inputs. The directors have considered the available information regarding this investment and believe it is currently appropriate to recognize a fair value of $1,731,987.

1.15 – Other MD&A Requirements

Share Capital

The authorized share capital consists an unlimited number of Ordinary Shares without par value.

The total number of ordinary shares issued and outstanding	**2019** **No. of ordinary shares**	**2019** **$**	**2018** **No. of ordinary shares**	**2018** **$**
Balance at June 30, 2018	**1,510,959,281**	**67,155,788**	864,768,511	56,863,383
Options exercised at $0.02 each	-	-	277,623,038	5,552,460
13.03.18 Shares issued at $0.012 each	-	-	353,567,748	4,714,704
Milestone shares issued at fair value	-	-	15,000,000	165,000
Milestone shares entitled to be issued	-	-	-	240,000
Milestone shares converted to ordinary shares (i)	45,000,000	480,000	-	-
Registry rounding adjustment	-	-	(16)	-
Less costs incurred from capital raising	-	-	-	(379,759)
Balance at June 30, 2019	1,555,959,281	67,635,788	1,510,959,281	67,155,788
Share consolidation December 2, 2019 (1 for 20)	(1,478,161,063)	-	-	-
Balance at XX, 2020	**77,798,218**	**67,635,788**	**1,510,959,281**	**67,155,788**

(i) The $480,000 represents the final parcel of milestone shares granted in the reporting year and converted to ordinary shares issued to a related entity of Anoosh Manzoori.

A 20 for 1 share and option consolidation was completed December 2, 2019 following shareholder approval at the Annual General Meeting held November 27, 2019

.Share Options

The total number of share options outstanding as at June 30, 2019 was 292,257,907. At the date of this report, the total number of ordinary shares issued and outstanding was 14,612,907 following a 20 for 1 share consolidation approved by shareholders at the Annual General Meeting held November 27, 2019.

2019

Grant date	*Expiry date*	*Fair value at grant date*	*Balance as at 30 June 2018*	*Granted*	*Vested*	*Expired*	*Exercise*	*Exercise price*	*Balance as at 30 June 2019*
13-Mar-18	12-Mar-20	$0.00	292,257,907	-	-	-	-	$0.03	292,257,907

2018

Grant date	*Expiry date*	*Fair value at grant date*	*Balance as at 30 June 2017*	*Granted*	*Vested*	*Expired*	*Exercise*	*Exercise price*	*Balance as at 30 June 2018*
1-Aug-16	17-Feb-18	$0.01	35,000,000	-	-	(35,000,000)	-	$0.02	-
13-Mar-18	12-Mar-20	$0.00	-	292,257,907	292,257,907	-	-	$0.03	292,257,907

Share options outstanding at 30 June 2019 had a weighted average contractual life of 0.70 years (2018 – 1.1 years) and a weighted average fair value of $0.03 (2018 – $0.022). The fair value of share options was calculated using an expected share price volatility of 110% and risk-free interest rate of 3%.

1.15 – Other MD&A Requirements (continued)

Share Options (continued)

Options are granted on terms determined by the Directors or otherwise approved by the company at a general meeting. The options are granted for no consideration. Options are generally granted for a two or three year period and entitlement to the options are vested on a time basis and/or on a specific performance based criteria. Options granted as described above carry no dividend or voting rights. When exercised, each option is converted to one ordinary share.

The amount assessed as fair value at the grant date is allocated equally over the period from grant date to vesting date. Fair values at grant date are determined using the Black-Scholes options pricing method that considers the exercise price, the term of the option, the vesting and market related criteria, the impact of dilution, the non-tradable nature of the option, the share price at grant date and the risk of the underlying share and the risk-free interest rate for the term of the option.

Performance share rights

The total number of performing share rights outstanding was Nil as at June 30, 2019 and as at the date of this report.

The fair value of performance rights is determined at the grant date using the Black-Scholes options pricing method taking into account the term of the performance right, impact of dilution, the share price at grant date the expected price volatility of the underlying share, the expected dividend yield and the risk-free rate for the term of the performance right and an appropriate probability weighting to factor the likelihood of the satisfaction of non-vesting conditions.

2019

Grant date	*Expiry date*	*Fair value at grant date*	*Balance as at 30 June 2018*	*Granted*	*Vested*	*Expired*	*Exercise*	*Balance as at 30 June 2019*
28-Feb-18	27-Feb-20	$0.02	15,000,000	-	15,000,000	-	(15,000,000)	-
28-Feb-18	27-Feb-20	$0.02	15,000,000	-	15,000,000	-	(15,000,000)	-
			30,000,000		30,000,000		(30,000,000)	-

2018

Grant date	*Expiry date*	*Fair value at grant date*	*Balance as at 30 June 2017*	*Granted*	*Vested*	*Expired*	*Exercise*	*Balance as at 30 June 2018*
28-Feb-18	27-Feb-20	$0.01	-	15,000,000	15,000,000	-	(15,000,000)	-
28-Feb-18	27-Feb-20	$0.02	-	15,000,000	15,000,000	-	(15,000,000)	-
28-Feb-18	27-Feb-20	$0.02	-	15,000,000	-	-	-	15,000,000
28-Feb-18	27-Feb-20	$0.02	-	15,000,000	-	-	-	15,000,000
			-	60,000,000	30,000,000		(30,000,000)	30,000,000

Performance rights are provided to directors as approved by shareholders. The performance criteria are determined by the board.

Further information related to the Company can be found on www.sedar.com .

1.16 – Subsequent events

- On July 4, 2019, the company announced its further responses to ASX's queries raised on July 1, 2019 regarding Acudeen investment in accordance with ASX Listing Rules.
- On July 8, 2019, the company announced Daniel Zhang's resignation as a director of the company and also Blockchain Global Ltd renounced its right to nominate another director to the company's Board. The company also announced that it has tendered written documentations to terminate the following agreements:
  - Acudeen Token Agreement
  - Blockshine Japan Corporation Alliance Agreement
  - MOU with Blockchain Global Ltd and HCash Tech Pty Ltd
- On July 11, 2019, the Company announced that it has reached an agreement that it will not issue any milestone shares to Blockchain Global Ltd , regardless of whether the milestones, per the agreement dated March 1, 2018, were met. The Company has not issued any milestone shares since the signing date of this agreement.
- On November 27, 2019, at the Annual General Meeting, shareholders approved the following resolutions proposed by the directors to assist with the Company's Canadian Stock Exchange listing application:
  1. a special resolution for the Company to be removed from the Official List of the Australian Stock Exchange (ASX). Removal from the Official List of the Australian Stock Exchange occurred December 4, 2019,
  2. a special resolution for the Company to adopt a new Constitution, and
  3. an ordinary resolution to consolidate the number of shares and options on issue at a ratio of 1 new security for 20 old securities. Shareholders were advised that in the event their individual holdings were not easily divisible by 20 the outcome would be rounded up to the nearest whole number. Consolidation occurred December 2, 2019 and the resultant number of securities on issue is set out below.

     Ordinary shares: 77,798,218

     Share options: 14,612,907 (these options expired 12 March 2020)
- On December 4, 2019 the Company delisted from the ASX.
- On January 7, 2020, the company applied to list on the Canadian Stock Exchange (CSE). Listing is subject to a receipted prospectus by the B.C. Securities Commission and meeting the CSE listing and distribution requirements.
- On April 3, 2020,the Company received a letter from Harris Technologies Limited (ASX:HT8) claiming $358,830 compensation due to an alleged breach of a warranty of a share purchase agreement completed May 24 2019., The Company strongly disputes this claim and contingent liability and through its legal advisors has responded accordingly to Harris Technologies Limited.
- On April 21, 2020, the company completed the following:
  - The sale of its 30,000,000 shares in Harris Technology Limited (ASX:HT8) for $1,430,000. The shares were acquired May 24, 2019 with a fair value at the time of $990,930.
  - The sale of 100% of its stake in Human Protocol for US$70,000 (AUD$110,000).

Pursuant to a Custodian Agreement dated June 8, 2020 between the Company and Odyssey (the "*Custodian Agreement*") the Company's assets are held by Odyssey. Pursuant to a sub-custody agreement dated June 8, 2020, among the Company, Odyssey as the Custodian and Gemini (the "*Sub-Custody Agreement"),* Gemini will act as sub-custodian of the Company in respect of the Company's holdings in Cryptocurrencies.

No other matters or circumstances have arisen since the end of the reporting year that have significantly affected or may have a significant effect on the financial operations of, the financial performance of those operations, or the financial position of, the consolidated entity, in the subsequent reporting year.

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. There is no market through which the Ordinary Shares may be sold.

No Market for the Shares: With the delisting of the Ordinary Shares from the ASX on December 4, 2019, **t**here is no market through which the Ordinary Shares may be sold and there are no assurances that any market will develop in the future. This means that there is no central place, such as a stock exchange or stock quotation system, to purchase or resell the Ordinary Shares. This means that even if you locate a buyer or seller and negotiate your own sale, you may still not be allowed to sell the Ordinary Shares or to pledge the Ordinary Shares as collateral for a loan. Accordingly, an investment in the Ordinary Shares should only be considered by investors who are able to bear the economic risk of a long-term investment and do not require liquidity.

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.

Uncertainty of Additional Financing: There are no assurances that the Company's future working capital will be adequate to execute its business plan or objectives as contemplated herein. The Company does not have any commitments to obtain additional financing and if required in future, there is no assurance that the Company will be able to arrange for such financing, or that such financing will be available on commercially reasonable terms. The failure to obtain such financing on a timely basis could have a material adverse effect on the Company. Equity financing and the additional issuance of equity securities will result in the substantial dilution to the Company's shareholders.

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

Uncertainty of Use of Proceeds: Although the Company has set out its intended use of available funds in this Prospectus, the uses and figures provided are estimates only and are subject to change. While management does not contemplate any material variation from such estimates, management retains broad discretion in the application of such proceeds. See "*Use of Proceeds*".

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.

RISK FACTORS AND UNCERTAINTIES (continued)

Covid 19 Virus Disruption

The Company operates in three areas: (i) it provides advisory services to listed and unlisted companies, (ii) it is licensed in Australia to present investment opportunities to accredited investors in Australia and earn commission fees and invests across a diversified portfolio of different asset classes. These three items are all affected as the companies involved in each area are likely to be negatively affected directly or indirectly by the Covid 19 Virus. Some of the effects of the Covid 19 include:

- uncertainty of how long the Covid 19 virus will cause the current widespread disruption,
- timely and novel government fiscal policy to deal with: shutdown of non-essential businesses, high rates of unemployment, novel evolving subsidy programs for laid off workers, financial concessions to business, tax cuts and government spending,
- timely central bank's monetary policy reaction to the novel problems caused by the Covid 19 virus to ensure adequate credit facilities to banks and other lenders;
- timely government fiscal policy reaction to the novel problems caused by the Covid 19 Virus;
- lack of a unified response and preparedness to the Covid 19 virus both within countries and by all countries;
- the ability of non- essential businesses, in particular small businesses, to withstand a lengthy shut down,
- response of those sectors of the economy directly impacting business such as credit lines, interest rates and recurring expenses such as rent, property taxes,
- novel difficulties for business short and long term planning,
- disruptions to supply chains affecting the ability to manufacture and sell products,
- permanent loss of trained staff and key persons,
- disruptions in communications and overload of the internet with so many people working from home.

This list is not exhaustive and is also subject to the almost daily evolving response of governments and health authorities to the Covid 19 Virus. The negative effect of these risks, if any on the Company's investments, advisory services, commission earnings and the likely decline in the value of the Company's assets is unknown to the Company.

RISK FACTORS AND UNCERTAINTIES (continued)

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, 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.

Insurance Risk: The Company has directors and officer's liability insurance for financial institutions which covers claims to a maximum annually of $10,000,000 with worldwide coverage excluding the U.S. No claims have ever been made against the Company. There is always the possibility that the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Technology Risk: The Company's Blockchain and Digital Currency assets use advanced technologies, which are susceptible to rapid technological change and there is no assurance that adequate responses will be made in a timely manner to successfully overcome the technological challenges and changes.

Digital Assets Risks: Lack of regulation, acceptance, price stability and volatility.

Lack of Regulation: Cryptocurrency exchanges and other trading venues are relatively new and, in most cases, largely unregulated and may therefore be more exposed to fraud and failure To the extent that Cryptocurrency exchanges or other trading venues are involved in fraud or experience security failures or other operational issues, this could result in a reduction in Cryptocurrency prices. Cryptocurrency market prices depend, directly or indirectly, on the prices set on exchanges and other trading venues, which are new and, in most cases, largely unregulated as compared to established, regulated exchanges for securities, derivatives and other currencies. In the past several years, a number of Cryptocurrency exchanges have been closed due to fraud, business failure or security breaches. In many of these instances, the customers of the closed exchanges were not compensated or made whole for the partial or complete losses of their account balances in such exchanges. While smaller exchanges are less likely to have the infrastructure and capitalization that provide larger exchanges with additional stability, larger exchanges may be more likely to be appealing targets for hackers and "malware" (i.e., software used or programmed by attackers to disrupt computer operation, gather sensitive information or gain access to private computer systems) and may be more likely to be targets of regulatory enforcement action.

RISK FACTORS AND UNCERTAINTIES (continued)

Lack of Acceptance: Traditional banks and banking services may limit or refuse the provision of banking services to businesses that supply cryptographic or cryptocurrencies as payment and may refuse to accept money derived from Cryptocurrency-related businesses. This may make management of bank accounts held by companies operating in the field difficult.

Competition: All aspects of the Digital Currency and Blockchain industries – in particular the development of pre-ICO, ICOs, digital currency security providers and digital currency exchanges face significant competition. The rapid pace of innovation and development within the industry, together with the high number of competitors and relatively low barriers to market entry mean there is no guarantee the Company's ventures in these industries will be effective or profitable. Refer to the Company's prospectus to which this MD&A is attached for a list of competitors.

Legal and Regulatory Risk: A key concern often raised about digital currency is its ability to hinder or evade law enforcement and facilitate criminal activity due to users being anonymous and the transactions are outside the usual channels of international finance and government regulation. It is unclear what the regulatory response will be and whether that response will seriously impact the digital current market.

Valuation and Price Volatility of Cryptocurrencies: Cryptocurrency prices are highly volatile, can fluctuate substantially and are affected by numerous factors beyond the Company's control, including hacking, demand, inflation and expectations with respect to the rate of inflation, global or regional political or economic events. One Bitcoin had a value of U.S. $20,000 in December 2017, $3,430 in December 2018 and in 2019 it has fluctuated between lows of approximately $3,300 and a high of $12,360. At the end of October 2019, it was around $8,300. Cryptocurrencies may be subject to momentum pricing, which is typically associated with growth stocks and other assets whose valuation, as determined by the investing public, accounts for anticipated future appreciation in value. Cryptocurrency market prices are determined primarily using data from various exchanges, over-the-counter markets, and derivative platforms. Momentum pricing may have resulted, and may continue to result, in speculation regarding future appreciation in the value of cryptocurrencies, inflating and making their market prices more volatile. As a result, they may be more likely to fluctuate in value due to changing investor confidence in future appreciation (or depreciation) in their market prices, which could adversely affect the value of the Company's investments.

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 that 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.

RISK FACTORS AND UNCERTAINTIES (continued)

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.

Dividends: The Company does not anticipate paying any dividends on its Shares in the near future.

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 described by this Prospectus. Accordingly, the Shares under this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those Shares.

Investors should consider that the investment in the Company is speculative, carefully consider the foregoing risk factors and should consult their professional advisers to assess income tax, legal and other aspects of an investment in the Shares before making financial decisions regarding a purchase of the Company's Ordinary Shares.

APPROVAL

The Board of Directors of the Company approved the disclosure contained in this MD&A on June 9, 2020.

Schedule E Audit and Risk Committee Charter

Finance, Audit and Risk Committee Rules

First Growth Funds Limited

ACN 006 648 835

1 Finance, Audit and Risk Committee Rules

The Finance, Audit and Risk Committee (**Committee**) is established under rule 29 of the Constitution of First Growth Funds Limted (**Company**).

2 Membership of the Committee

2.1 Composition

The Committee should comprise of:

- a minimum of 3 members of the Board;
- only Non-executive Directors;
- a majority of independent Directors; and
- an independent Director who is nominated by the Board as Chair, who is not Chair of the Board.

It is acknowledged that from time to time the composition of the board may not allow for the fulfillment of the committee composition guidelines set out above

2.2 Membership

The Board may appoint additional Non-executive Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board. Any Director not formally a Member of the Committee may attend Committee meetings however only nominated Directors may vote on matters before the Committee.

The Committee Chair may invite non-committee members, including members of management and the external auditor to attend meetings of the Committee.

It is intended that all members of the Committee should be financially literate and have familiarity with financial management and at least one member must be a qualified accountant or other financial professional with appropriate expertise in financial and accounting matters.

The Company Secretary must attend all Committee meetings.

3 Administrative matters

3.1 Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet at least twice per annum.

3.2 Quorum

The quorum is at least 2 members.

3.3 Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice (or such other pre-notified interim address where relevant). However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

3.4 Rights of access and authority

The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors. Whilst any internal audit function will report to senior management, it is acknowledged that the internal auditor will also report directly to the Committee.

The Committee may seek the advice of the Company's auditors, solicitors or such other independent advisers as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

3.5 Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, be included in the Board papers for the next Board meeting. All minutes of the Committee must be entered into a minute register maintained for that purpose and be open at all times for inspection by any Director.

3.6 Reporting

The Committee Chair will provide a brief oral report to the Board as to any material matters arising out of the Committee meeting. All Directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

4 Role & Responsibilities

4.1 Role

The Committee's primary roles are to:

(a) oversee the Company's relationship with the external auditor, including the appointment, independence and remuneration of the external auditor;

(b) oversee the preparation of the financial statements and reports;

(c) ensure the appropriate application and amendment of accounting policies;

(d) oversee the Company's financial controls and systems;

(e) manage the process of identification and management of risk; and

(f) provide a formal forum for communication between the external auditors, the Board and management of the Company.

4.2 Finance and Audit

The following are intended to form part of the normal procedures for the Committee's finance and audit responsibilities.

Finance

(a) Engage in the pro-active oversight of the Company's financial reporting and disclosure processes and overseeing and reviewing the outputs of that process as a basis for recommendation to and adoption by the Board.

(b) Assist the Board in determining the reliability and integrity of accounting policies and financial reporting and disclosure practices.

(c) Review the appropriateness of the accounting policies adopted by management in the composition and presentation of financial reports (or any changes made or contemplated in relation to the Company's accounting policies) and assess the management processes supporting external reporting.

(d) Review financial statements for adherence to accounting standards and policies and other requirements relating to the preparation and presentation of financial results

(e) Assess any significant estimates or judgments in the Company's financial reports.

(f) Ensure that procedures are in place designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control which relate to financial risk management.

(g) Ensure that appropriate processes are in place to form the basis upon which the Managing Director/CEO and CFO execute their certifications to the Board of Directors at year end under section 295A of the Corporations Act 2001 (Cth) in relation to the systems of internal controls, and that that system is operating effectively in all material respects in relation to financial reporting risks.

Audit

(a) Approve the selection, appointment and termination of external auditors. Also approve the audit contract, terms of engagement and process for the rotation of external audit engagement partners.

(b) Review the scope and effectiveness of the annual external audit.

(c) Review the performance, independence and objectivity of the external auditors.

(d) Review the results of the external audit of financial reports (including assessing whether external reporting is consistent with the Committee members' information and knowledge, and is adequate for shareholder needs).

(e) Develop and oversee the implementation of the Company's policy on the engagement of the external auditor to supply non-audit services and ensure compliance with that policy.

(f) Oversee the internal audit function and monitor the need for any specific internal audits.

4.3 Risk

The Committee's specific function with respect to risk management is to review and report to the Board that:

(a) the Company's ongoing risk management program effectively identifies all areas of potential risk;

(b) adequate policies and procedures have been designed and implemented to manage identified risks;

(c) the effectiveness and compliance with policies and procedures are reviewed and reported annually;

(d) proper remedial action is undertaken to redress areas of weakness.

The Committee procedures will include review and approval of:

(a) management reporting and control systems used to monitor adherence to policies and guidelines and limits approved by the Board for management of balance sheet risks;

(b) financial and operational risk management control systems (including reviewing risk registers and reports from management and external auditors);

(c) the Company's business continuity plans;

(d) the adequacy of the Company's own insurances;

(e) the strategic direction, objectives and effectiveness of the Company's financial and operational risk management policies;

(f) the establishment and maintenance of processes to ensure that there:

(i) are adequate systems of internal control, identification and management of business risks and safeguard of assets; and

(ii) is a review of internal control systems and the operational effectiveness of the policies and procedures related to risk and control.

(g) the Group's exposure to fraud, including establishing processes for the prevention, detection and investigation of fraud or malfeasance;

(h) compliance with regulations including Listing Rules, Corporations Act, AASB requirements, and other best practice corporate governance processes;

(i) the Company's policies and culture with respect to the establishment and observance of appropriate ethical standards; and

(j) reviewing and discussing with management and the external auditors the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs.

5 Relationship with the external auditor

The Committee provides a link between the external auditor and the Board and has the responsibility and authority for the appointment and removal of the external auditor and to review the terms of its engagement. Specific activities required in relation to the external auditor are set out in 4.2 above.

6 Authority

The Audit & Corporate Governance Committee shall have the authority to seek any information it requires from any officer or employee of the Company or its controlled entities and such officers or employees shall be instructed by the Board of the Company to respond to such enquiries. The Audit & Corporate Governance Committee is authorized to take such independent professional advice as it considers necessary.

The Audit & Corporate Governance Committee shall have no executive powers with regard to its findings and recommendations.

7 Reporting

The Chairman of the Committee will report the findings and make recommendations to the Board after each Committee meeting.

The minutes of all Committee meetings will be circulated to members of the Board.

8 Performance

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

Schedule F Corporate Governance Policy

Corporate Governance Statement

The Board of Directors of First Growth Funds Ltd ("the Company") is responsible for the corporate governance of the Company and is committed to achieving and demonstrating the highest standards of corporate governance.

First Growth Funds Ltd.'s Corporate Governance Statement is structured with reference to the Australian Securities Exchange Corporate Governance Council's "Corporate Governance Principles and Recommendations" as revised in March 2014 the Principles of which are as follows:

1. Lay solid foundations for management and oversight
2. Structure the board to add value
3. Promote Ethical and responsible decision-making
4. Safeguard integrity in financial reporting
5. Make timely and balanced disclosure
6. Respect the rights of shareholders
7. Recognise and manage risk
8. Remunerate fairly and responsibly

The Corporate Governance Statement contains certain specific information and discloses the extent to which the Company has followed the guidelines during the period. Where a recommendation has not been followed, the fact is disclosed, together with reasons for the departure.

1. LAY SOLID FOUDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1 – Role of the Board and Management

The Board operates in accordance with the broad principles set out in this charter which is available from the corporate governance information section of the Company website at www.firstgrowthfunds.com. The charter details the board's composition and responsibilities.

The charter states:

- the board will comprise a suitable mix of non-executive directors and executive directors. Non-executive directors bring a fresh perspective to the board's consideration of strategic, risk and performance matters and are best placed to exercise independent judgement and review and constructively challenge the performance of management;
- in recognition of the importance of independent views and the board's role in supervising the activities of management, it is preferred that the Chairman should be an independent non-executive director, the board must be independent of management and all directors are required to bring independent judgement to bear in their board decision making;
- the Chairman is elected by the full board and is required to meet regularly (either formally or informally) with the Chief Executive Officer;
- the Company is to maintain a mix of directors on the board from different backgrounds with complementary skills and experience; and
- the board is required to undertake an annual board performance review and consider the appropriate mix of skills required by the board to maximise its effectiveness and its contribution to the Group.

The Board delegate's responsibility for the operation and administration of the Company, including day-to-day management of First Growth Fund's affairs and the implementation of corporate strategy and policy initiatives, to the Chief Executive Officer (the "CEO") and the Senior Executives.

The responsibilities of the board include:

- providing strategic guidance to the Company including contributing to the development of and approving the corporate strategy;
- reviewing and approving business plans, the annual budget and financial plans including available resources and major capital expenditure initiatives;
- overseeing and monitoring :
    - organisational performance and the achievement of the Group's strategic goals and objectives;
    - compliance with the Company's Code of Conduct; and
    - progress of major capital expenditures and other significant corporate projects including any acquisitions or divestments;
- monitoring financial performance including approval of the annual and half-year financial reports and liaison with the Company's auditors;
- appointment, performance assessment and, if necessary, removal of the Managing Director;
- ratifying the appointment and/or removal and contributing to the performance assessment for the members of the senior management team;
- ensuring there are effective management processes in place and approving major corporate initiatives;
- enhancing and protecting the reputation of the organisation; and
- overseeing the operation of the Group's system for compliance and risk management reporting to shareholders.

Recommendation 1.2 – Director Checks

The Company performs checks on all potential directors and includes checks on a character, education, experience and criminal records. Directors are required to provide consent for the Company to perform such checks

Details of each Director are tabled in the Annual Report and Company website, and include their relevant qualifications and experience and the skills they bring to the Board. Any material directorships currently held are also stated in the Annual Report.

Non-Executive Directors are expected to spend an appropriate portion of time per year preparing for and attending board and committee meetings and associated activities. It is the Company's practice to allow its executive directors to accept appointments outside the Company with prior advice to and agreement by the board.

The commitments of non-executive directors are considered by the Board prior to the directors' appointment to the board of the Company and are reviewed each year as part of the annual performance assessment.

Prior to appointment or being submitted for re-election, each non-executive director is required to specifically acknowledge that they have and will continue to have the time available to discharge their responsibilities to the Company.

Directors must have sufficient time to fulfil their duties as a Director of the Company and are required to table any new commitments at Board Meetings.

Recommendation 1.3 – Written Agreement with each Director and Senior Executive

Non-Executive Directors are engaged by the Company under letters of appointment and senior executives are engaged under service contracts. The roles and responsibilities of an appointee are addressed in these agreements.

Directors' remuneration and appointment and service contracts for senior executives are provided in the Remuneration Report within the Annual Report.

Recommendation 1.4 – Company Secretary

The Company Secretary reports directly to the Board, through the Chairman, on all matters to do with the functioning of the Board.

Recommendation 1.5 – Diversity of the Board

The Company recognises that diversity is a critical aspect of effective management of its people and their contributions to the success of the Company.

The Board does not consider it necessary to establish a diversity policy given the relative small size of the Company and its staff.

The Company employs less than 100 staff and is not defined a "relevant employer" under the Workplace Gender Equality Act.

Recommendation 1.6 – Performance of Board

The Board follows an informal process of self-assessment of its performance, and the performance of its committees.

During the reporting period, the Board has undertaken an assessment of individual Directors performance via informal discussions between each Director and the Chairman.

Recommendation 1.7 – Performance of Senior Executives

The Board evaluates management's performance against various criteria and requires senior executives to formally address the Board on execution of strategy and associated issues.

During the reporting period, no Senior Executives were engaged by the Company requiring any assessments to take place.

2. STRUCTURE THE BOARD TO ADD VALUE

Recommendation 2.1 – Nomination Committee

Given the small size of the First Growth Funds Board, the Nomination Committee comprise of the full Board. There is currently no Nomination Committee Charter.

The board seeks to ensure that its membership represents an appropriate balance between directors with experience and knowledge of the Company and directors with an external or "fresh" perspective.

The Board regularly reviews it composition to ensure it continues to have the appropriate balance of skills and experience necessary to carry on its duties efficient decision-making. It will make Board appointments as appropriate.

Any director appointed to fill a vacancy must stand for election by shareholders at the next Annual General Meeting. The Company's Constitution specifies that all non-executive directors must retire from office no later than the third annual general meeting (AGM) following their last election. Where eligible, a director may stand for re-election, subject to attaining the age of 70 years when a director will retire, by agreement, at the next AGM and will not seek re-election.

Recommendation 2.2 – Board Skills Matrix

The Company adopts an informal process to review the Board skills at Board meetings without the need for a board skills matrix. The Board benefits from the combination of Directors' individual skills, expertise and experience in particular areas, as well as the varying perspectives and views that arise amongst the Directors and their diverse backgrounds.

The Board believes the skills base of the current Directors is appropriate and adequate for the Company's size.

Recommendation 2.3 - Directors' independence

The following principles apply in respect of the Board:

- The majority of Non-Executive Directors on the Board should ideally be comprised of independent directors, however based on the size of the Company and the Board this may not be possible.
- All Directors, whether independent or not, should bring independent judgement to bear on the board decisions. A procedure will be agreed whereby, in appropriate circumstances, directors can have access to independent professional advice at the Company's expense.
- Non-Executive directors are encouraged to confer regularly without management present, including at scheduled sessions.
- Specifically to be deemed independent, a director must be a non-executive and:

  not be a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company. In relation to this, Mr Geoff Barnes is the representative of GXB Pty Ltd and GEBA Pty Ltd (a major shareholder of the Company) and on the board ;

  within the last three years, not have been employed in an executive capacity by the Company or any other Group member, or been a director after ceasing to hold any such employment;

  within the last three years not have been a principal of a material professional adviser or a material consultant to the Company or any other Group member, or an employee materially associated with the service provided;

  not be a material supplier or customer of the Company or any other Group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;

  must have no material contractual relationship with the Company or a controlled entity other than as a director of the Group;

  not have been on the board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company; and / or

  be free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

Materiality for these purposes is determined on both quantitative and qualitative bases. A transaction of any amount or a relationship is deemed material if knowledge of it may impact the shareholders' understanding of the director's performance.

The non-executive directors are encouraged to meet regularly without the presence of management or executive directors, to discuss the operation of the board and a range of other matters. Relevant matters arising from these meetings are shared with the full board.

Any and all potential conflicts of interest (whether relating to non-executive directors, or to executive directors) are to be notified by the individual director concerned, prior to the matter being formally discussed between Directors. In accordance with the board charter, the directors concerned declare their interests in those dealings to the Company and take no part in decisions relating to them or the preceding discussions. In addition, these directors do not receive any papers from the Group pertaining to those dealings.

Where the independence status of a director changes, the Company will provide immediate notification of such change to the market. Directors' independence and the length of service of each Director is disclosed within the Annual Report.

Recommendation 2.4 – Majority of the Board compose of Independent Directors

There are three non-executive directors of the Board, two of who are independent directors. There is one non-independent Director on the Board.

Recommendation 2.5 – Independent Chairman & Chief Executive Officer

The Chairman is responsible for leading the board, ensuring directors are properly briefed in all matters relevant to their role and responsibilities, facilitating board discussions and managing the board's relationship with the Company's senior executives.

The Chairman is a non-independent Director and as such doesn't meet the recommendation.

The Chief Executive Officer is responsible for implementing Group strategies and policies. The board charter specifies that these are separate roles to be undertaken by separate people.

There is no Chief Executive Officer at present and the Chairman will oversee the role in times of absence.

Recommendation 2.6 – Induction of Directors and Professional Development

The Company has an established program for the induction of new Directors. This induction covers all the aspects of the Company's operations including the provision of information and meetings with management to ensure that new Directors are able to fulfil their responsibilities and contribute to Board decisions.

Directors and board committees have the right, in connection with their duties and responsibilities, to seek independent professional advice at the Company's expense. Prior written approval of the Chairman is required, but this is not to be unreasonably withheld.

3. PROMOTE ETHICAL AND RESPONSIBLE DECISION MAKING

Recommendation 3.1 – Code of Conduct

The Company supports and has adopted a Code of Conduct for its Directors and employees, which outlines the standards of ethical behaviour and is essential to maintain the trust of all stakeholders and the wider community.

The code recognises the need for Directors and employees to observe the highest standards of behaviour and business ethics and its commitment to ensuring compliance with the insider trading laws.

The insider trading provisions of the Corporations Act have been drawn to the attention of all Directors and executives and it has been agreed that this will be a continuing policy on a regular basis. Directors have all entered into agreements to notify the Company within three days of any dealing in the Company's securities and it is an employment condition that all executives notify the Company within three days of any dealing in the Company's securities.

The Board and management of First Growth Funds Limited are committed to the Code of Conduct which is based on the Company's core values of acting with integrity, fairness and honesty along with legal and fiduciary obligations to all legitimate stakeholders including shareholders, customers, employees and the broader community.

Confidentiality
Information concerning First Growth Funds and its clients is confidential and must not be released without authorisation from a manager. Information gained through dealings with clients should only be used in the course of employment.

Privacy Act obligations
Employees must comply with the Privacy Act. Employees have an obligation and personal responsibility to respect clients', and all individuals' rights to privacy. This means doing everything the security of any personal information handled in the course of employment.

Protecting confidential information
Commercially sensitive documents, records and files should be stored securely and not left where visible. Confidential information should not be left on computer screens and computer access passwords must not be shared with others.

Securities trading policy
A copy of the Securities Trading Policy can be found on the Company website at www.firstgrowthfunds.com/about/corporate-governance

4. SAFEGUARD INTEGRITY OF FINANCIAL REPORTING

Recommendation 4.1 – Audit and Risk Management Committees

The Audit and Risk Committee provides assistance to the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reporting, internal control structure, risk management systems, and the internal and external audit functions.

The Audit and Risk Committee operates in accordance with a charter which is available on the Company website.

The main responsibilities of the committee are to:

- review, assess and approve the annual report, the half-year financial report and all other financial information published by the Company or released to the market;
- assist the board in reviewing the effectiveness of the organisation's internal control environment covering:
    - effectiveness and efficiency of operations
    - reliability of financial reporting;
    - compliance with applicable laws and regulations;
- determine the scope of potential internal audit requirements;
- oversee the effective operation of the risk management framework;
- recommend to the board the appointment, removal and remuneration of the external auditors, and review the terms of their engagement, the scope and quality of the audit and assess performance;
- consider the independence and competence of the external auditor on an ongoing basis;
- review and approve the level of non-audit services provided by the external auditors and ensure it does not adversely impact on auditor independence;
- review and monitor related party transactions and assess their propriety; and
- report to the board on matters relevant to the committee's role and responsibilities.

In fulfilling its responsibilities, the audit and risk committee:

- receives regular reports from management and external auditors;
- meets with external auditors at least twice each year, or more frequently if necessary;
- reviews the processes the MD and CFO have in place to support their certifications to the board;
- reviews any significant disagreements between the auditors and management, irrespective of whether they have been resolved;
- meets separately with the external auditors as required without the presence of management; and
- provides the external auditors with a clear line of direct communication at any time to either the Chairman of the audit committee or the Chairman of the board.

The audit and risk committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party. Each Committee member has access to the external auditors and the auditor has access to each Committee member and members of management.

The audit and risk committee currently consists of the following non-executive directors, and the majority are independent directors:

- Michael Clarke (Chairman)
- Athan Lekkas
- Geoff Barnes

Details of the relevant qualifications and experience of the members of the Committee and the number of times the Committee met are detailed within the Directors' Report with the Annual Report. The Chairperson of the audit and risk committee is a non-executive director and is not the chairperson of the Board and is deemed independent.

Recommendation 4.2 – Declaration from the CEO and CFO

The Chief Executive Officer and Chief Financial Officer, at the end of each six month period, make the following certifications to the board:

1. that the Company's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Company and Group and are in accordance with relevant accounting standards;
   and
2. that the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the board and that the Company's risk management and internal compliance and control is operating efficiently and effectively in all material respects.

Recommendation 4.2 – External Auditors

The Company and audit and risk committee policy is to appoint external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs. BDO East Coast Partnership resigned as the external auditor on 23 January 2017 and Pitcher Partners was appointed as the external auditor from the date onwards.

It is the policy of the external auditors to provide an annual declaration of their independence to the audit committee.

The external auditor will attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

5. MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1 – Disclosure Policy

The continuous disclosure requirements of the ASX are detailed in Chapter 3 of the ASX Listing Rules and are adopted by the Company. The Company ensures all investors have equal and timely access to information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities. These policies and procedures also include the arrangements the Company has in place to promote communication with shareholders and encourage effective participation at general meetings.

The company secretary has been nominated as the person responsible for communications with the Australian Securities Exchange (ASX). This role includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.

All information disclosed to the ASX is posted on the Company's website as soon as it is disclosed to the ASX. When presentations on aspects of the Company's operations are made, the material used in the presentation is released to the ASX and posted on the Company's web site.

Where uncertainty arises as to the meeting of continuous disclosure obligations, the company secretary may seek external legal advice. The Board monitors the implementation and effectiveness of the continuous disclosure procedures and promotes the understanding of compliance.

6. RESPECT THE RIGHTS OF SHAREHOLDERS

Recommendation 6.1 – Information on Website

Information about the Company and its governance to investors can be located on the "Corporate Governance" landing page on the Company website. The location is www.firstgrowthfunds.com/about/corporate-governance and provides access to all relevant corporate governance information.

The Company website also contains links to copies of ASX announcements, annual reports and quarterly reports, news and alerts, shareholder services and overview of the Company's business activities in relevant sections.

Recommendation 6.2 – Investor Relations Program

The Board aims to ensure that the shareholders, on behalf of whom they act, are provided with all information necessary to assess the performance of the Company. Information is communicated to the shareholders through:

- The Annual Report, which will be distributed to all shareholders (unless shareholders specifically indicate otherwise);
- Quarterly Reports to all shareholders (to be issued within four weeks of the end of the quarter);
- The Annual General Meeting, and other meetings called to obtain approval for Board action as appropriate;
- The Company's website at www.firstgrowthfunds.com. This web site is actively maintained and includes all market announcements, briefings to shareholders, full texts of notices of meeting and explanatory material and compliance reports such as the quarterly cash flow report and annual report.

Recommendation 6.3 – Participation at meetings of Security Holders

The Board encourages the full participation of its shareholders at the annual general meeting and welcomes questions from shareholders on relevant issues.

The external auditor will attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Recommendation 6.4 – Electronic Communication

The Company provides opportunities for shareholders to participate through electronic means including through its website, by email communications and via the share registry. Shareholders who have made an election receive communications including the Company's Annual Report on the Company's website or by email.

Electronic contact details are provided on the Company website. The Company endeavours to respond to all shareholder queries on a prompt and courteous basis. All information disclosed to the ASX is automatically posted on the Company's website as soon as it is disclosed to ASX.

7. RECOGNISE AND MANAGE RISK

Recommendation 7.1 – Risk Committee

The Audit and Risk Committee determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.

Considerable importance is placed on maintaining a strong control environment. There is an organisation structure with clearly drawn lines of accountability and delegation of authority. A formal delegation of authority document exists and is operational.

The main responsibilities of the audit and risk committee are:

- to establish a sound system of risk oversight and management and internal control under which First Growth Funds can identify, assess, monitor and manage risk;
- to inform the Board of material changes to the risk profile of First Growth Funds and maintain appropriate risk management practices and systems throughout the operations of the Company; These functions include but are not limited to:
    - Ensuring First Growth Funds senior executives adhere to any monitoring program set down by the audit and risk committee
    - Ensuring any appropriate risk limits are set and adhered to
    - Ensuring the conditions of the Company's Australian Financial Services license holder are being adhered to

Details of the relevant qualifications and experience of the members of the Committee and the number of times the Committee met are detailed within the Directors' Report with the Annual Report. The Chairperson of the audit and risk committee is a non-executive director and is not the chairperson of the Board and is deemed independent.

Recommendation 7.2 – Annual Risk Review

The Company risk management policy and the operation of the risk management and compliance system are regularly reviewed by the management and has been reviewed for the year ended 30 June 2017. Detailed control procedures cover management accounting, financial reporting, project appraisal, environment, health and safety, IT security, compliance and other risk management issues.

In addition, the board requires that each major proposal submitted to the board for decision is accompanied by an appropriate review of risks and, where required, management's proposed mitigation strategies.

The Chief Executive Officer and Chief Financial Officer, at the end of the financial year, make the following certifications to the board:

1. that the Company's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Company and Group and are in accordance with relevant accounting standards;
   and
2. that the above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the board and that the Company's risk management and internal compliance and control is operating efficiently and effectively in all material respects.

Recommendation 7.3 – Internal Audit

The Company does not have a formal internal audit function. The Company's management periodically undertakes a review of financial systems and processes and where systems are considered to require improvement these systems are developed. Authority delegations are reviewed annually by the audit and risk committee.

8. REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1 – Remuneration Committee

The remuneration committee reviews and makes recommendation on Director and Senior Executive remuneration and overall staff remuneration and incentive policies. The remuneration committee currently is composed of the entire Board of Directors, the majority of whom are independent, and it is chaired by the Chairman of the Board. Details of the relevant qualifications and experience of the members of the Committee and number of times the Committee met are detailed within the Annual Report.

The main responsibilities of the Remuneration Committee are:

- Non-Executive director remuneration
- Staff incentive plans including bonus, share and option plans.
- Salary, benefits and total remuneration packages of the Chief Executive Officer and senior executives
- Review and approve the Chief Executive Officer's recommendation for annual salary for employee salary reviews
- Employee succession planning
- The company's recruitment, retention and termination policies and procedures for Chief Executive Officer and senior executives
- Report on executive remuneration, which is required pursuant to any Listing Rule or legislative requirement or which is for inclusion in the annual report

Recommendation 8.2 – Disclosure of Remuneration Policies and Practices

First Growth Fund's remuneration policy ensures that remuneration packages properly reflect the person's duties and responsibilities, and that remuneration is competitive in attracting, retaining and motivating people of the highest quality

The remuneration committee reviews and makes recommendation on Director and Senior Executive remuneration and overall staff remuneration and incentive policies. Committee members have regard to external remuneration sources on recent developments on remuneration and related matters as required.

Executive remuneration and the terms of employment are reviewed annually having regard to personal and corporate performance, contribution to long-term growth, relevant comparative information and independent advice. There was no executive remuneration paid for key management during the 2017 financial year.

All remuneration paid to directors and senior executives is measured at the cost to the Company and expensed.

Non-executive Directors are entitled to be paid fees and those fees will be as agreed or adjusted by them, from time to time. The maximum amount of fees that can be paid to non-executive directors is subject to shareholder approval at the Annual General Meeting. Fees for non-executive directors are not linked to the performance of the Company.

Recommendation 8.3 – Policy on Equity Based Remuneration Scheme

The Company does not have an Equity Based Remuneration Scheme at this present time.

Schedule G Trading Policy

First Growth Funds Limited
ASX CODE FGF | ABN 34 006 648 835
Level 5 56 Pitt Street
Sydney NSW 2000 AUSTRALIA
www.firstgrowthfunds.com

Securities Trading Policy

First Growth Funds Ltd (the "Company") Adopted by

the Board on

11 Sep 2014

Contact
The Company Secretary

First Growth Funds Ltd
ACN 006 648 835
Level 5
56 Pitt St
Sydney NSW 2000
Australia
Telephone: +61 2 8651 7800
Website: www.firstgrowthfunds.com

Contents

1 Statement of Commitment

First Growth Funds Ltd ("FGF" or "Company") is committed to ensuring that the Company and its employees act lawfully at all times in their dealings with securities and inside information. FGF is also committed to avoiding any perception of unlawful or unethical conduct.

2 Introduction

2.1 *Purpose*

The purpose of this policy is to:

- Create an awareness of conduct in relation to dealings in securities that are prohibited by law and by the Company; and
- Establish a best practice procedure for buying, selling or otherwise dealing in Company securities (and securities in other companies in respect of which the Company may have business dealings) to protect you and the Company.

This policy protects you and the Company by ensuring that you do not abuse, and do not place yourself under suspicion of abusing, inside information that you may have or be thought to have.

This policy should be read in conjunction with the Company's Corporate Governance Statement and related Corporate Governance Policies and Procedures.

This policy is a general overview of the applicable legal principles and should therefore only be used as a guide, not as legal advice.

2.2 *Scope*

This policy applies to all executive and non-executive directors ("Directors") and all employees ("Employees") of the Company and its subsidiaries.

Additional rules apply to Directors and Executives. These are set out in Section 5 below.

In this policy, "Executives" means Employees who:

- Are Executives or Senior Mangers or Officers of FGF or their direct reports;
- Receive options under any FGF share option schemes; and/or
- Hold a position which makes them a "Director or Officer" of any FGF Group company as defined in the Corporations Act 2001 (Cth) (the "Corporations Act").

2.3 Consequences of breach

Convictions of insider trading can attract criminal and civil liability.

A breach of insider trading provisions or this policy may be regarded as serious misconduct and may lead to termination of employment.

Any instance of non-compliance (whether known or suspected) will be reported to the Company Secretary to investigate and take disciplinary action as appropriate.

3 Compliance with Law

3.1 Legal restrictions on dealing in securities

If you possess inside information in relation to an entity you cannot "trade" or "deal" in the following ways:

- Buy or sell securities in that entity or subscribe for new securities; or
- Enter into an agreement to subscribe for, buy or sell securities in that entity. If you possess inside information in relation to any securities you cannot:
- Procure any other person to deal in those securities; or
- Directly or indirectly communicate the inside information to another person who you believe is likely to deal in those securities or procure another to deal in those securities.

For example, you cannot ask or encourage family members to deal in shares when you possess inside information and you should not communicate inside information to them.

"Securities" is defined in the Corporations Act and includes ordinary shares, preference shares and options or rights.

"Company Securities" means securities in the Company.

3.2 Inside information

Inside information is information:

- Which is not generally available; and
- If it were generally available, would be expected by a reasonable person to have a material effect on the price or value of the relevant security.

3.3 Information that is generally available

Information is considered to be "generally available" if:

- It can be easily observed; or
- It has been released to the ASX, published in an Annual Report or prospectus or is generally available to the investing public and a reasonable time has elapsed since the information was communicated; or
- It may be deduced, inferred or concluded from the above.

3.4 Material effect on the price or value of securities

The law states that information would be likely to have a material effect on the price or value of securities if the information might influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.

Examples of information that may be material include information relating to:

- Financial performance, such as a material variance in Company revenue, which could result in a material increase or decrease in the Company's financial performance from previous result or forecasts;
- A proposed material business or asset acquisition or sale;
- The damage or destruction of a material operation of the Company;
- A material claim to be initiated by or against the Company; and
- An actual or proposed change to the Company's capital structure.

4 Company Policies

4.1 Black-out Periods

In addition to the legal restrictions outlined in Section 3 above, it is the Company's policy that you must not trade in Company Securities in the following black-out periods ("Black-out Periods") during the two (2) weeks prior to and the day after the release of the following information:

- Full year financial results to ASX;
- Half yearly financial results to ASX; and
- Quarterly activities and cashflow reports to ASX

These Black-out Periods will be notified to you as they occur. The indicative dates for the release of the financial results and general meetings may be published on the Corporate Section of the Company's website www.firstgrowthfunds.com

At any time other than during a Black-out Period, you (provided you are not a Director or Executive) may deal in Company Securities but only if you do not have inside information.

You are also prohibited from entering into or renewing hedging or financial instruments in respect of Company Securities (including, without limitation, instruments such as equity swaps, caps and collars and other hedges) during a Black-out Period.

Directors and Executives are subject to the additional restriction set out in Section 5 below.

4.2 Dealing during Black-out Periods

If you are not in possession of inside information you may trade in Company Securities during a Black-out Period in exceptional circumstances, with the prior approval of the Chairman (or the approval of the Board in the case of the Chairman).

To apply for approval, you must apply to the Chairman (or the Board in the case of the Chairman) in writing. The application must set out the circumstances of the proposed trade (including an explanation of the exceptional circumstances) and the reason the approval is requested, and include a declaration that you are personally satisfied you are not in possession of inside information.

The Chairman (or the Board in the case of the Chairman) may give approval for you to trade in

Company securities during a Black-out Period if:

- you declare you are personally satisfied you are not in possession of inside information; and
- the Chairman (or the Board in the case of the Chairman) is satisfied you:
    - are in severe financial hardship, for example having a pressing financial commitment which cannot be satisfied otherwise than through the sale of Company Securities; or
    - have exceptional circumstances, for example where Company Securities are transferred from one member of a family or trust to another when to delay the transaction to the next permitted period would be detrimental to the family's affairs; or
    - have other exceptional circumstances.

Any approvals granted will be valid for three business days. Disposal of Company Securities during Black-out Periods must be actioned within three business days of the approval being granted.

4.3 Short term dealing not permitted

Directors and Employees must not buy and sell or sell and buy Company Securities within a three month period or enter into any other short-term dealings in Company Securities (for example, forward contracts).

4.4 Exercise of offers

Vested offers held pursuant to a Plan may be exercised in accordance with the relevant Plan rules. The exercise of performance rights may occur within a Black-out Period.

However, any sale of Company Securities acquired upon exercise of performance rights may only occur:

- Outside a Black-out Period, provided you are not in possession of any inside information, and provided that you obtain approval in accordance with Section 5 (if required); or
- In exceptional circumstances during a Black-out Period, with written permission from the Chairman (or the Board in the case of the Chairman) in accordance with Section 4.2.

First Growth Funds Limited
ASX CODE FGF | ABN 34 006 648 835
Level 5 56 Pitt Street
Sydney NSW 2000 AUSTRALIA
www.firstgrowthfunds.com

4.5 Securities in other companies

You cannot deal in securities of other companies if you possess inside information in relation to that other company. Through your work, you may become aware of inside information relating to the Company's customers or partners.

For example, if you know that the Company is about to sign a major agreement with another company, you should not buy shares in either the Company of the other company.

Where the Company notifies you in writing that certain company securities cannot be traded you must not deal in those company securities for the period specified in the notice.

In addition to the above, Directors, Executives and Employees are also bound by a duty of confidentiality in respect of any third party's information which they obtain in the course of their duties.

5 Additional Restrictions on Directors and Executives

5.1 Approval and disclosure requirements

Directors and Executives are subject to the following additional requirements:

- Directors may only trade in Company Securities outside of a Black-out Period if they are personally satisfied they are not in possession of inside information, and receive prior written approval from the Chairman;
- Executives may only trade in Company Securities outside of a Black-out Period if they are personally satisfied they are not in possession of inside information, and receive prior written approval from the CEO;
- All Directors must give notice immediately to the Company Secretary when they buy or sell shares in the Company, so that the Company can inform ASX as required by law.

5.2 Hedging

Directors and Executives are not permitted to hedge their shareholdings.

Directors and Executives are not permitted to hedge offers granted under a Plan prior to exercising those rights or, once exercised, while the securities are subject to a transfer restriction.

For the purposes of this policy, hedging includes the entry into any transaction, arrangement or financial product which operates to limit the economic risk of a security holding in the Company and includes financial instruments such as equity swaps and contracts for differences.

5.3 Margin Lending Prohibition

Directors and Executives must not enter into a margin lending arrangement in relation to Company Securities.

6 Excluded trading

Trading excluded from this policy includes the following:

- transfers of Company Securities already held into a superannuation fund or other saving scheme in which you are a beneficiary;
- an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company Securities) where the assets of the funds or other scheme are invested at the discretion of a third party;
- where you are a trustee, trading in Company Securities by that trust provided you are not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of you;
- undertakings to accept, or the acceptance of, a takeover offer;
- trading under an offer or invitation made to all or most of the security holders, such as a rights issue, security purchase plan, dividend re-investment plan and an equal access buy back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pre rata issue;
- trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this policy and where:
    - you did not enter into the plan or amend the plan during a closed period;
    - the trading plan does not permit you to exercise any influence or discretion over how, when, or whether to trade; and
    - the Company's trading policy does not allow you to cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a prohibited period other than in exceptional circumstances

7 Annual Review

This policy is subject to annual review by the Board.

8 Contact

If you are in any doubt regarding this policy or any proposed dealing in securities you should contact the Company Secretary.

Compliance with the law relating to securities dealing and inside information and the other requirements of this policy is the responsibility of all Directors, Executives and Employees. Any guidance provided in or under this policy does not affect individual responsibility.

Schedule H – Description of Investments

First Growth Funds Limited

Additional investment information

This document:

- **provides additional information supporting the relevant investment class headings included in the Statements of Financial position as at May 31, 2020 (unaudited), March 31 2020 (unaudited) and June 30 2019 (audited) and**
- **should be read in conjunction with the unaudited quarterly financial statement ended March 31, 2020 and the audited fiscal year financial statement ended June 30 2019 and the accounting policies contained therein**

Note to readers:

Assessments of fair value and carrying values of financial assets and other investments are based on either the latest active market information or periodic assessments of other financial information available. For further information, please refer to the investment valuation policies set out in Section G.

Contents

Section A: Investment summary

The table below is an overview of the current portfolio allocation as at June 30, 2019 (audited) and as at March 31, 2020 and May 31, 2020 (unaudited).

Asset type	Note	As at June 30, 2019		As at March 31, 2020		As at May 31, 2020	
		$	%	$	%	$	%
Cash		2,255,897	27.6%	2,793,980	33.7%	4,449,321	44.1%
Financial assets (listed)	i	2,560,894	31.4%	2,999,964	36.1%	3,214,468	31.9%
Financial assets (unlisted)	i	2,451,486	30.0%	1,460,783	17.6%	1,694,033	16.8%
Intangibles (current)	ii	210,086	2.6%	109,217	1.3%	-	-
Inventories	iv.	685,452	8.4%	937,156	11.3%	727,165	7.2%
Total		**8,163,815**	**100.0%**	**8,301,100**	**100.0%**	**10,084,987**	**100.0%**

Notes

i. Loans are included under the heading of Trade and Other Receivables in the Statement of Financial Position (SoFP)
ii. Financial assets – listed securities are classified as current in the (SoFP) and unlisted are classified as non current.
iii. Intangibles comprise Cryptocurrency assets under development. d.
iv. Inventories comprise Cryptocurrency held for resale.

Contents

Section B: Not used

THIS PAGE IS LEFT BLANK INTENTIONALLY

Section C-1: Financial assets - Listed securities cost and fair value summary

Fair value and cost summary									
				Jun 30 2019		**March 31 2020**		**May 31 2020**	
Company Name	**Code**	**MKT**	**Security type**	**Cost**	**Fair value**	**Cost**	**Fair value**	**Cost**	**Fair value**
Candy Club Holdings Limited	CLB	ASX	Ord shares	273,735	110,200	312,402	69,600	312,402	183,667
Candy Club Holdings Limited Option 31 May 23	CLBO	ASX	Options	-	-	-	7,733	-	33,350
Ccp Technologies Limited**	CT1	ASX	Ord shares	250,000	225,000	389,307	543,254	389,307	1,026,145
Family Insights Group Limited	FAM	ASX	Ord shares	156,500	52,167	-	-	-	-
Hydrocarbon Dynamics Limited	HCD	ASX	Ord shares	301,498	159,655	231,995	49,000	231,995	119,000
Helix Resources Limited	HLX	ASX	Ord shares	301,912	139,067	-	-	-	-
Harris Technology Group Limited **	HT8	ASX	Ord shares	990,930	360,000	990,930	480,000	-	-
Kingwest Resources Limited	KWR	ASX	Ord shares	138,110	91,000	106,110	64,800	86,110	66,000
Pearl Global Limited Option 24 Jan 21	PG1OB	ASX	Options	-	2,187	-	729	-	1,458
SQID Technologies Limited**^^	SQID	CSE	Ord shares	-	-	1,045,455	1,784,848	1,045,455	1,784,848
American Pacific Borates Limited	ABR	ASX	Ord shares	169,392	180,000	-	-	-	-
Ausmex Mining Group Limited	AMG	ASX	Ord shares	138,000	132,250	-	-	-	-
Amp Limited	AMP	ASX	Ord shares	230,394	212,000	-	-	-	-
Elixir Energy Limited	EXR	ASX	Ord shares	113,175	124,114	-	-	-	-
Elixir Energy Limited Option 31 Dec 20	EXROA	ASX	Options	50,000	60,000	-	-	-	-
Kleos Space S.A	KSS	ASX	Ord shares	21,822	47,250	-	-	-	-
Keytone Dairy Corporation Limited	KTD	ASX	Ord shares	170,796	196,000	-	-	-	-
Melbana Energy Limited	MAY	ASX	Ord shares	205,446	132,000	-	-	-	-
Medadvisor Limited	MDR	ASX	Ord shares	135,977	163,200	-	-	-	-
Pearl Global Ltd	PG1	ASX	Ord shares	206,654	167,805	-	-	-	-
Xcd Energy Limited	XCD	ASX	Ord shares	-	7,000	-		-	
Total				**3,854,341**	**2,560,894**	**3,076,199**	**2,999,964**	**2,065,269**	**3,214,468**

Notes

** Indicates a significant and/or related holding - see Section C-4 for more information

^^ Previously SQID Technologies Limited was classifed as a non current unlisted financial asset. The investment was reclassified upon being listed on the Canadian Stock Exchange during January 2020.

For further information on listed securities:

1. Section C-2 Nature of business and % ownership details
2. Section C-3 Director details
3. Section C-4 Significant and /or related party details

   C-4.1 CCP Technologies Limited (related holding)

   C-4.2 Harris Technology Limited (significant holding) – fully sold during April 2020

   C-4.3 SQID Technologies Limited (significant and related holding)

Section C-2: Financial assets - Listed securities – Nature of business and % ownership details

Company Name	Code	MKT	Security type	Nature of business	% Ownership as at May 31 2020
Candy Club	CLB	ASX	Ord shares	Confectionary distributor	0.8%
Candy Club Option 31 May 23	CLBO	ASX	Options	Confectionary distributor	NA
Ccp Technologies Ltd	CT1	ASX	Ord shares	Information Techonology	2.5%
Family Insights	FAM	ASX	Ord shares	Information Techonology	No longer held
Hydrocarbon Dynamic	HCD	ASX	Ord shares	Energy -Oil technology	1.0%
Helix Resources	HLX	ASX	Ord shares	Mining - Metals	No longer held
Harris Technologies Limited	HT8	ASX	Ord shares	Consumer discretionary - technology distribution and online retailing	No longer held
Kingwest Resources	KWR	ASX	Ord shares	Metals & Mining	0.4%
Pearl Global Ltd Option 24 Jan 21	PG1OB	ASX	Options	Reclamation of waste rubber	NA
SQID Technologies Limited	SQID	CSE	Ord Shares	Payment processor	14.6%
AMERICAN PACIFIC BORATES LIMITED	ABR	ASX	Ord shares	Mining Borate extraction	No longer held
Ausmex Mining Gp Ltd	AMG	ASX	Ord shares	Mining	No longer held
Amp Limited	AMP	ASX	Ord shares	Financial Services	No longer held
Elixir Energy Ltd	EXR	ASX	Ord shares	Energy -Gas Exploration	No longer held
Elixir Energy Ltd Option 31 Dec 20	EXROA	ASX	Options	Energy -Gas Exploration	No longer held
Kleos	KSS	ASX	Ord shares	Industrials - development of technology	No longer held
Keytone Dairy	KTD	ASX	Ord shares	Manufacturer, packer and exporter of dairy and nutrition products	No longer held
Melbana Energy Ltd	MAY	ASX	Ord shares	Energy - oil and gas exploration	No longer held
Medadvisor Limited	MDR	ASX	Ord shares	Health Care - equipment and services	No longer held
Pearl Global Ltd	PG1	ASX	Ord shares	Reclamation of waste rubber	No longer held
Xcd Energy Limited	XCD	ASX	Ord shares	Energy - oil and gas exploration	No longer held

Section C-3: Financial assets - Listed securities – director details

Director details for securities held as at 30 April 2020

Company Name	Code	Director name	Director role
CANDY CLUB HOLDINGS LIMITED	CLB	Mr James Baillieu	Chairman
		Mr Keith Cohn	Director
		Mr Chi Kan Tang	Director
		Mr Andrew Clark	Non Exec. Director
CCP TECHNOLOGIES LIMITED	CT1	Mr Leath Nicholson	Non Exec. Chairman
		Mr Adam Gallagher	Director
		Mr Anoosh Manzoori	Independent Director
HYDROCARBON DYNAMICS LIMITED	HCD	Mr Stephen Mitchell	Chairman
		Mr Nicholas Castellano	Executive Director
		Mr Allan Ritchie	Non Exec. Director
		Mr Andrew John Seaton	Non Exec. Director
		Mr Ray Shorrocks	Non Exec. Director
KINGWEST RESOURCES LIMITED	KWR	Mr Adrian Byass	Chairman
		Mr Edward Turner	CEO
		Mr Stephen Woodham	Executive Director
		Mr Stephen Brockhurst	Non Exec. Director
		Mr Jon Price	Non Exec. Director
PEARL GLOBAL LIMITED	PG1	Mr Gary Foster	Executive Chairman
		Mr Andrew Drennan	Managing Director
		Mr Victor Turco	Director
		Mr Brad Mytton	Non Exec. Director
		Mr Michael Barrett	Independent Director
SQID Technologies Limited	CSE: SQID	Mr Athan Lekkas	Executive Chairman
		Mr Michael Clarke	Non Exec. Director
		Mr John O'Connor	Non Exec. Director
		Mr Andrw Sterling	Non Exec. Director

Section C-4: Financial assets - Listed securities – Significant and/or related holdings

C-4.1 CCP Technologies Limited

Listed: ASX: CT1

Directors: Adam Gallagher, Leath Nicholson, Anoosh Manzoori

Nature of its business: Information technology – IoT technology solutions

% shares held by FGF: 2.5% of fully paid ordinary shares. FGF also holds fully vested unlisted options to acquire fully paid ordinary shares. Refer <D.5> for further details.

Related party: Anoosh Manzoori. Independent Non-Executive Director

Related party interest:

Anoosh Manzoori owns 6,117,648 fully paid ordinary shares which represents around 0.5% of shares currently on issue. He also owns 3,000,000 options with an exercise price of 1.5 cents and 2,000,000 options at exercise price of 10 cents. There are also outstanding options and further performance shares which will dilute his holding.

Principal shareholders: See top 20 report below

Cost of investment: Initially $250,000. As at December 31 2019 $392,675

Fair Value of the investment:

June 30, 2019	$ 225,000
March 31, 2020	$ 389,307
May 31, 2020	$ 1,026,145

Top 20 Shareholder Report as at June 30 2019

B. Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest holders of quoted equity securities are listed below:

Name	Ordinary shares Number held	Ordinary shares Percentage of issued shares
K&M HOLDINGS AUSTRALIA PTY LTD <THE NILLAHCOOTIE A/C>	35,840,430	7.03
MAINLINE SOLUTIONS PTY LIMITED	33,249,873	6.52
S & M FRENCH INVESTMENTS PTY LTD	28,984,983	5.69
KARTHEEK MUNIGOTI SHANKAR RAO <THE SRISKANDA A/C>	25,341,882	4.97
PENTA GLOBAL BLOCKCHAIN FOUNDATION LTD	23,172,159	4.54
HONGMEN CAPITAL HOLDINGS PTY LTD	18,366,575	3.60
FIRST GROWTH FUNDS LIMITED	15,090,370	2.96
EQUITAS NOMINEES PTY LIMITED <PB-600853 A/C>	12,000,869	2.35
MR CHANG LIANG ZHANG + MRS DAN YUN WEI	11,958,788	2.35
MR MURRAY EDWARD BLEACH + MRS NORMA LEIGH EDWARDS <THE BLEACH SUPER A/C>	11,631,929	2.28
MR KEVIN JOHN CAIRNS + MRS CATHERINE VALERIE CAIRNS <CAIRNS FAMILY SUPER A/C>	10,000,000	1.96
MR CLARENCE NYAP-WATT TAN <DR C TAN FAMILY A/C>	9,326,922	1.83
MR PETER JAMES MULDOON	7,100,000	1.39
SILVAN BOND PTY LTD	6,000,000	1.18
CLAYWORTH PTY LTD <THE CLAYWORTH SUPER FUND A/C>	5,615,385	1.10
MR XIAONIU BAO	5,511,641	1.08
MR CHRIS CARR + MRS BETSY CARR	4,800,000	0.94
SADDLERY AUSTRALIA PTY LTD <THE JRS A/C>	3,920,000	0.77
EQUITAS NOMINEES PTY LIMITED <PB - 601625 A/C>	3,766,666	0.74
MINSK PTY LTD	3,752,570	0.74
	275,431,042	54.02

Section C-4: Financial assets - Listed securities – Significant and/or related holdings

C-4.2 Harris Technologies Limited

Listed: ASX: HT8

This investment was sold during the reporting period. Sale proceeds were $1,430,000 The cost of the investment was $990,930.

C-4.3 SQID Technologies Limited

Listed: CSE: SQID with effect January 21 2020.

Directors: Athan Lekkas, Andrew Sterling, Michael Clarke, John O'Connor

Nature of its business: payment processor

% shares held by FGF: 14.54%

Related parties: Michael Clarke and Athan Lekkas are directors of the Company and SQID Technologies Limited. Athan Lekkas is also the CEO and chairman of the board of directors of SQID.

Principal shareholders: FGF owns 14.54% of the issued shares of SQID Technologies Limited

Cost of investment: As at March 31 2020: $1045,455.

Fair Value of the investment:

- June 30, 2019: $1,000,054 (Unlisted non current financial asset carried at cost)
- March 31, 2020: $1,784,848
- May 31, 2020: $1,784,848

Top 20 Shareholder report (below)

Section C-4: Financial assets - Listed securities – Significant and/or related holdings

SQID TECHNOLOGIES LIMITED **COMMON CLASS As of 21 Apr 2020**

Top Holders Snapshot - Ungrouped **Composition : C01**

Rank	Name	Address	Units	% of Units
1.	FIRST GROWTH FUNDS LIMITED		1,151,515.000000	14.54
2.	SHAPE CAPITAL PTY LTD		684,848.000000	8.65
3.	ANDREW SCOT STERLING + ANDREA JAYNE STERLING TR STERLING SUPER FUND		516,996.000000	6.53
4.	DANIEL DESPLAT AND LEANNE MARIE DESPLAT ATF THE BIG BIRD FAMILY TRUST		493,581.000000	6.23
5.	MUN CHING STAPHNIE TANG		378,446.000000	4.78
6.	WJ DIXON & BK DIXON ATF THE DIXON SUPERANNUATION FUND		371,303.000000	4.69
7.	CDS & CO		355,941.000000	4.49
8.	ANDREW SCOT STERLING		295,974.000000	3.74
9.	JLHD PRIVATE EQUITY ATF THE CERNEY WICK TRUST		206,271.000000	2.60
10.	MCCOLL SUPER FUND PTY LTD		190,000.000000	2.40
11.	BINARY LOGISTICS PTY LTD ATF 1S AND 0S SUPERFUND		164,718.000000	2.08
12.	BARRY JAMIESON + LORELL JAMIESON TEN COM		141,347.000000	1.78
13.	PETER LOVELOCK		125,500.000000	1.58
14.	KERMAC PROPERTIES ATF MCDERMOTT SUPERANNUATION FUND		125,000.000000	1.58
15.	DOUG CROSS AND JULIE OBRIEN ATF DJ SUPERANNUATION FUND		112,667.000000	1.42
16.	SOLUTIONS4C PTY LTD		109,295.000000	1.38
17.	NEIL RAYMOND LAYT		107,462.000000	1.36
18.	MARK DAVID PETERSEN		101,170.000000	1.28
19.	AEGIAN PAL PTY LTD <ELPIDA SUPER FUND A/C>		100,000.000000	1.26
20.	CRAIG BORTHWICK AND WENDY BORTHWICK ATF POINT SUPERFUND		99,415.000000	1.26
Total Top Holders Balance			**5,831,449.000000**	**73.64**
Total Remaining Holders Balance			**2,087,257.000000**	**26.36**

Section D: Financial assets – Unlisted securities

Asset name and type	Notes	Amount Jun 30 2019 ($)**	Amount Mar 31 2020 ($)**	Amount May 31 2020 ($)**
Cloud Lumen - (fully impaired)	D.1	-	-	-
Globex US Holdings Corporation	D.2	571,490	650,417	600,204
SQID Technologies Limited	D.3	1,000,054	-	-
Harris Technology Group Limited (Unlisted options)	D.4	160,443	-	-
Ccp Technologies Limited (Unlisted options)	D.5	-	45,271	336,717
Kleos Space S.A Options (ASX:KSS)	D.6	-	-	-
Total equity securities		**1,731,987**	**695,688**	**936,921**
YPB Group Limited	D.7	500,789	500,959	509,277
Cloud Lumen - (fully impaired)	D.1	-	-	-
Helbiz Inc	D.8	218,710	264,136	247,835
Total convertible notes		**719,499**	**765,095**	**757,112**
Total financial assets - unlisted securities		**2,451,486**	**1,460,783**	**1,694,033**
***** Amount** - refers to carrying value in the Statement of Financial Position*				

D.1 Cloud Lumen

Cloud Lumen is an Australian registered company involved in the IOT and smart sensor technology for managing large scale lights for more effective energy management. The Company invested $350,000 via a convertible note and $250,000 for the purchase of 1,562,500 Cloud Lumen Shares. The note bears interest at the rate of a $75,000 fixed fee payable on repayment of the Convertible note. As at 30 June 2019, for accounting and statutory reporting purposes, this investment was fully impaired.

D.2 Globex US Holdings Corporation

Nature of its business: Technology platform for issuing and trading security tokens and digital asses

Directors: Brian Collins (Founder, CEO and Director), Mark Elenowitz (President and Director), Michael Boswell (CFO and Director)

% shares held by FGF: 2%.

Related parties: none

Principal shareholders: Brian Collins (41%) Mark Elenowitz Family 2018 Irrevocable Trust 21.52%, The Michael Boswell Family 2018 Irrevocable Trust 14.21%, Namaste LLC 6.89%

Cost of investment: $400,000 USD (400 shares)

Fair Value of the investment (AUD): as per the table above.

D.3 SQID Technologies Limited

The company was listed on the Canadian Stock Exchange during January 2020. The investment is now classified under the heading of Current Financial Asset – listed securities. Refer section C for further detail.

D.4 Harris Technologies Limited (ASX: HT8) – unlisted options

Nature of its business: reseller of technology products and solutions aimed at small and medium businesses

Directors: Andrew Plympton, Garrison Huang, Bob Xu, Howard Chen

Nature of investment: fully vested unlisted options held to acquire 40,055,334 fully paid ordinary shares. The options were acquired as part of the consideration for the sale of LINCD HQ Pty Ltd (incorporated in Australia) in May 2019.

Related party: Nil

Option details:

	Series 1	**Series 2**
Issue & Vesting Date	24 May 2019	24 May 2019
Expiry Date:	23 June 2021	23 June 2021
Options held	20,055,334	20,000,000
Exercise Price	$0.025	$0.035
Exercise Conditions	That within 24 months of the Issue Date, LINCD has received no less than $1.35m as either revenue in the ordinary course of business or from divesting some of or all of its digital currency holdings.	That within 24 months of the Issue Date, LINCD has received no less than $1.05m as either revenue in the ordinary course of business or from divesting some of or all of its digital currency holdings.
Cost	$160,443 (Aggregate)	
Fair value	*Based on applicable period end share trading prices together and an assessment of any exercise conditions.*	
June 2019	$160,443	
March 31, 2020	$Nil	
May 31, 2020	$Nil	

D.5 CCP Technologies Limited (ASX: CT1) – unlisted options

Directors: Adam Gallagher, Leath Nicholson, Anoosh Manzoori

Nature of its business: Information technology – IoT technology solutions

Nature of investment: fully vested unlisted options held to acquire 27,590,370 fully paid ordinary shares. The options were attached to share placements December 2018 and November 2019.

Related party: Anoosh Manzoori. Independent Non-Executive Director

Related party interest: Refer <C4.1.1> above.

Option details:

	Series 1	**Series 2**
Issue & Vesting Date	11 December 2018	15 November 2019
Expiry Date:	10 December 2020	14 November 2021
Options held	12,500,000	15,090,370
Exercise Price	$0.030	$0.015
Exercise Conditions	Nil	Nil
Cost	Nil (attached to share placement)	Nil (attached to share placement)
Fair value	*Based on applicable period end share trading prices together and an assessment of any exercise conditions.*	
June 2019	Nil	Not applicable
March 31, 2020	Nil	$45,217
May 31, 2020	$50,000	$

D.6 Kleos Space SA (ASX: KSS) – unlisted options

Directors: Peter Round, Andrew Bowyer, Miles Ascroft

Nature of its business: Information technology – Launch and operate satellite infrastructure to generate unique, commercial data and sell the data as a service internationally.

Nature of investment: unlisted options held to acquire 250,000 fully paid ordinary shares. The options were issued Brokers and Advisors for the original IPO in June 2018. The options are to held in escrow for a period of 24 months from the date of official ASX quotation being 24 August 2018. The options were issued for no consideration with an exercise price of $0.30 and expire 17 August 2021. (3 years post allotment). During the escrow period, the option fair value is nil.

Related party: Nil

Cost: Nil

Fair value: Nil

Principal shareholders:

Section D: Financial assets – Unlisted securities

Holder Name	Holder	%IC
LTL CAPITAL PTY LTD	11,404,241	16.05
MISS BIANCA SILVER	3,152,300	4.44
BAINPRO NOMINEES PTY LIMITED	2,923,407	4.11
STERLING VENTURE HOLDINGS PTY LTD	2,684,215	3.78
JINDABYNE CAPITAL PTY LTD	2,550,000	3.59
MR JIANZHU GENG	2,000,000	2.81
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	1,992,024	2.80
FARRIS CORPORATION PTY LTD	1,637,500	2.30
CS FOURTH NOMINEES PTY LIMITED	1,588,479	2.24
MAGNA PARVA LIMITED	1,385,000	1.95
MR MICHAEL GAULE	1,155,000	1.63
TRANSCONTINENTAL ASSET MANAGEMENT PTY LTD	1,000,000	1.41
SALMON BRICK PTY LTD	1,000,000	1.41
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	978,719	1.38
CS THIRD NOMINEES PTY LIMITED	951,684	1.34
MR EVAN NEUMANN & MR RICKY NEUMANN	900,000	1.27
TRADITIONAL SECURITIES GROUP PTY LTD	850,000	1.20
FARRIS CORPORATION PTY LTD	800,000	1.13
RIVERGRADE PTY LTD	650,000	0.91
PCAS (AUSTRALIA) PTY LTD	650,000	0.91
ERIK TYLER	625,000	0.88
MR CHARLES PETER MCGUIGAN & MRS TIFFANY ELIZA FARRAR MCGUIGAN	600,000	0.84
Totals: Top 20 holders of Quoted CDI's – Ordinary and Escrow	**41,477,569**	**58.36**
Balance of register	**29,594,931**	**41.64**
Grand total	**71,072,500**	**100.00**

D.7 YPB Systems Limited – convertible notes

Nature of its business: anti-counterfeiting technology development and sales

Directors: John Houston, Gerard Eakin, George Su, Philip Wade

% shares held by FGF: Nil

Cost of investment: $495,000

Fair Value of the investment (cost plus accrued interest) : as per the table above

Section D: Financial assets – Unlisted securities

Principal shareholders:.

Top 20 Ordinary Shareholders as at 29 March 2019

THE BIMM CORPORATION PTY LTD <THE FJ FUND A/C>	80,372,322
MR RONALD LANGLEY	55,465,213
MR PAUL BISSO	53,098,565
J F HOUSTON HOLDINGS PTY LTD <THE HOUSTON FAMILY A/C>	52,269,479
MR PATRICK DOYLE	47,976,551
ACK PTY LTD <MARKOFF SUPER NO 2 A/C>	22,564,103
MR EVAN PHILIP CLUCAS & MS LEANNE JANE WESTON <KURANGA NURSERY SUPER A/C>	21,324,234
ACUITY CAPITAL INVESTMENT	20,757,143
RAH STC PTY LTD	17,600,000
AUST EXECUTOR TRUSTEES LTD <FLANNERY FOUNDATON>	16,648,737
JAMBER INVESTMENTS PTY LTD	14,080,000
MR PAUL KLUMPER	12,000,000
AUST EXECUTOR TRUSTEES LTD <ILWELLA PTY LTD>	7,698,202
MR TIMOTHY JOHN EAKIN <ESTATE LATE VJA FLYNN A/C>	7,552,954
AZM WEALTH MANAGEMENT PTY LTD	7,500,000
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	6,093,848
BEIRNE TRADING PTY LTD	5,962,802
MRS WENDY ELIZABETH AXFORD& MR WARREN HENRY AXFORD	5,665,000
MR ANTON WASYL MAKARYN & MRS MELANIE FRANCES MAKARYN	5,651,440
HIGH ALTITUDE INVESTMENTS LIMITED	5,496,716
	465,777,309
Balance of register	451,256,170
TOTAL	917,033,479

D.8 Helbiz InD. – convertible notes

Nature of its business: an intra-urban transportation company with a mission to solve the first and last-mile transportation problem of high-traffic urban area by providing proprietary software and hardware is integrated into scooters to maximize vehicle life, minimize operational costs and potentially improve safety.

Directors: Salvatore Palella CEO and director, Key Officers: Jonathan Hannestaad – COO, Giulio Profuno

% shares held by FGF: Nil

Related parties: None. No FGF director holds an office position or has any involvement in management.

Principal shareholders: Salvatore Palella – approximately 80% (balance among 28 holders)

Cost of Investment: $150,000 USD 10% convertibles note (15 notes @ $10,000 USD). The notes are convertible at a 30% discount to the price per Helbiz share sold in an IPO. FGF also has a warrant to purchase 15 shares at a price of $2,500 per share.

Fair Value of the investment AUD (cost plus accrued interest): as per the table above

Section E: Intangibles- cryptocurrencies under development

Asset name and type	Amount Jun 30 2019 ($)**	Amount Mar 31 2020 ($)**	Amount May 31 2020 ($)**
EQITrade	100,869	-	-
Human Protocol	109,217	109,217	-
Total current intangibles	**210,086**	**109,217**	-
***** Amount** - refers to carrying value in the Statement of Financial Position*			

Background:

The Company measures its cryptocurrencies under development (which are pre-ICO such as unlisted tokens or rights to acquire / distribute tokens) at cost in accordance with IFRS 138 Intangible Assets. Unlisted tokens or rights to acquire / distribute tokens is recognised in accordance with IFRICs June 2019 guidance issued on crypto-assets.

Movements/reclassifications:

. After agreeing to refund AUD$200,486, EQITrade subsequently defaulted on the final instalment of $99,617.

In April 2020, the Company exited the Human Protocol investment and realised proceeds of $109,217. As at June 30, 2019, the investment was written down to its recoverable amount and reclassified to current.

Section F: Inventories- cryptocurrencies held for resale

Asset name and type	Amount Jun 30 2019 ($)**	Amount Mar 31 2020 ($)**	Amount May 31 2020 ($)**
SOV tokens	638,252	638,252	638,252
BITCOIN tokens	-	251,704	-
Ethereum tokens	47,200	47,200	88,913
Total inventories	**638,252**	**937,156**	**727,165**
***** Amount** - refers to carrying value in the Statement of Financial Position*			

Accounting policy

Inventories are measured at the lower of cost and net realizable value. Cryptocurrencies are recognized as inventories where they are held for sale in the ordinary course of business in accordance with guidance provided by the International Financial Reporting Interpretations Committee ('IFRIC') during June 2019.

SOV tokens

The Company holds 907,730,000 SOV tokens listed on the digital currency exchange BTCEXA.

BITCOIN tokens

In March 2020, the Company purchased 23.496 Bitcoin tokens through Black Ops Pty Ltd. The tokens were sold during April 2020.

Ethereum tokens ("ETH")

The Company holds 255.5 Ethereum tokens .

Section G: Investment valuation policies

G.1 Inventories – cryptocurrencies held for resale

Inventories are measured at the lower of cost and net realizable value. Cryptocurrencies are recognized as inventories where they are held for sale in the ordinary course of business in accordance with guidance provided by the International Financial Reporting Interpretations Committee ('IFRIC') during June 2019.

G.2 Financial assets – listed and unlisted

Financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset.

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

a. **Financial assets at fair value through profit or loss**
   Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.
b. **Financial assets at fair value through other comprehensive income**
   Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.
c. **Impairment of financial assets**
   The consolidated entity recognizes a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.
   Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.
   For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

G.3 Intangible assets – cryptocurrency under development

Section G: Investment valuation policies

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognized at cost. Indefinite life intangible assets are not amortized and are subsequently measured at cost less any impairment. The gains or losses recognized in profit or loss arising from the de-recognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset.

The consolidated entity measures its cryptocurrencies under development (which are pre-ICO such as unlisted tokens or rights to acquire / distribute tokens) at cost in accordance with IFRS 138 Intangible Assets. Unlisted tokens or rights to acquire / distribute tokens is recognised in accordance with IFRICs June 2019 guidance issued on crypto-assets.

Impairment of non-financial assets (including intangibles)

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

CERTIFICATES

Date: June 9 , 2020

CERTIFICATE OF THE COMPANY

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Company as required by the securities legislation of the province of British Columbia.

"*Anoosh Manzoori*"	"*Mark Pryn*"
Anoosh Manzoori Chief Executive Officer	Mark Pryn Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"*Michael Clarke*"	"*Athan Lekkas*"
Michael Clarke Director	Athan Lekkas Director