

BIGTINCAN HOLDINGS LIMITED

ABN: 98 154 944 797

RESULTS FOR ANNOUNCEMENT TO MARKET

For year ended 30 June 2023

Reported	2023 \$000	2022 \$000		Change \$000	Change %
Total Revenue	123,147	108,644	Up	14,503	13%
Loss from ordinary activities after tax attributable to members	(27,380)	(21,151)	Up	(6,229)	29%
Loss attributable to members	(27,380)	(21,151)	Up	(6,229)	29%

Bigtincan Holdings Limited has not paid, recommended, or declared dividends for the year ended 30 June 2023 (2022: nil)

Net Tangible Asset information

	2023 (cents)	2022 (cents)
Net Tangible asset per security	(2.99)	(2.87)

Derived by dividing the net assets less intangible assets attributable to equity holders of the Company by the total ordinary shares at 30 June 2023 (607,253,090) and 30 June 2022 (552,350,154) respectively.

Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit or loss for the year attributable to ordinary equity holders of the Group by the weighted average number of ordinary shares outstanding during the year.

The following reflects the income and the share data used in the basic EPS computation.

	2023	2022
Weighted average number of ordinary shares for basic EPS	581,917,448	428,257,464
Net Loss after tax attributable to ordinary equity holders (\$000's)	(27,380)	(21,151)
Basic earnings per share (cents)	(4.71)	(4.94)
Diluted earnings per share (cents)	(4.71)	(4.94)

Introduction

The financial information presented in this report has been prepared on a statutory basis in accordance with the measurement and recognition requirements of Australian Accounting Standards. This report contains certain non-IFRS measures, (i.e. Annualized Recurring Revenue (ARR), Adjusted EBIDA, Monthly Recurring Revenue (MRR), Lifetime Value (LTV) and retention rate) which are used by Directors and management as measures of assessing the financial performance of the company. The Directors consider these measures to be a better indicator of the underlying performance of the business and provide valuable insight when assessing operating performance of the business. Monthly recurring revenue is the monthly equivalent for subscription licenses and services. ARR is equal to MRR multiplied by 12. Retention rate is the MRR churn accumulated over the 12 months and subtracted from the ending MRR and divided into the ending MRR. Please note that the retention rate does not factor in any acquisition related MRR for 12 months since the acquisition. These measures are not recognized under AASB or IFRS and are referred to under Regulatory Guide 230 'Disclosing non-IFRS financial information' published by ASIC.

Commentary and results for the year

FY23 was a year of transition for Bigtincan Holdings as the company focused on building for the future with the business growing Adjusted EBITDA by 99% from FY22 to \$8.2m and reduced the EBITDA loss by 53% to (\$5m), and at the same time continuing to deliver on a clear product roadmap to create the buying experience of the future for the world's leading companies.

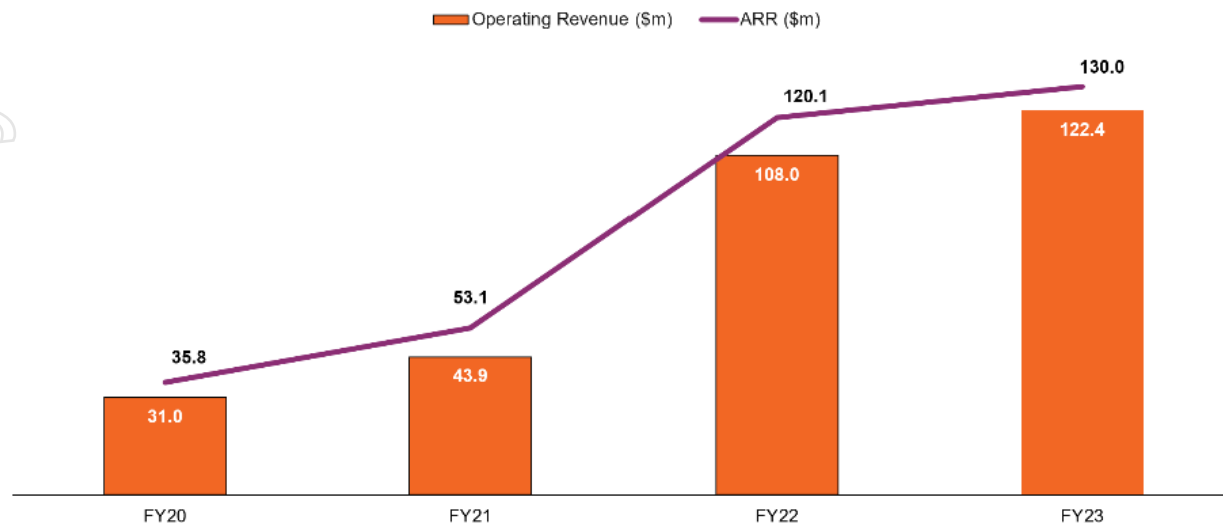
This transition coincided with the impacts of an economic downturn that impacted SaaS organisations globally, with increased pressure on renewals, delayed sales cycles, and more challenging conditions for Bigtincan customers. In 2nd Half FY23, Bigtincan experienced the greatest impact of these conditions, with churn from tech customers and legacy products related to the Brainshark acquisition, impacting organic growth. Despite these challenges, total revenue for FY23 grew 13% from FY22 to \$123.1m.

In FY23 Bigtincan took advantage of these dynamic market conditions to continue its program of integrating acquired products within the sales enablement space where their technologies could add to the overall Bigtincan product offering, driving cross and upsell opportunities across the customer base.

In Dec 2022, Bigtincan completed the acquisition of SalesDirector.AI adding leading AI based technologies in the revenue operations space, and in Jul 2023, the slightly delayed closing of the acquisition of Modus adding over 130 new customers to Bigtincan's customer base, new technologies and additional market leading human resources to the business. The market conditions allowed Bigtincan to acquire these assets at reduced prices that will provide value for BTH shareholders now and in the future.

Gross Margin for FY23 was 88%, showing that Bigtincan continued to be efficient in delivering its services. And against this overall background, conversion of ARR to revenue for FY23 came in at over 100% of ARR from 30 June 2022.

History of ARR & Operating Revenue Growth (\$m)



During FY23, Bigtincan increased its operating revenue by 13%, and ARR growth of 8%. Post year end was the completion of Modus Engagement, Inc. which contributed ARR of \$7.5m.

Results Financial Metrics

Key financial metrics for Bigtincan were as follows:

KEY FINANCIAL METRICS	2023	2022	% v Last Year
	\$000	\$000	
Operating Revenue	122,395	108,033	13% higher
Gross Margin	88%	88%	0% tie
Operating expenses	139,553	126,962	10% higher
Net loss after income tax	(27,380)	(21,151)	29% higher
Adjusted EBITDA*	8,323	4,106	103% higher

* Adjusted EBITDA includes adjustments for foreign currency, share based payments and one-off items below.

	2023 \$000	2022 \$000
Loss before income tax	(29,888)	(22,363)
Underlying EBITDA	(4,936)	(10,169)
Adjusted for the removal of various non-cash, one-time, irregular and non-recurring items:		
Bargain purchase gain	-	(377)
Acquisition costs	237	8,591
Share based payments	5,756	4,902
Severance	5,635	1,159
Advisory	1,631	-
Sub-total of acquisition and non-recurring items	13,259	14,275
Adjusted EBITDA	8,323	4,106

During the period, Total Revenue and other income grew by 13% from \$108m in 2022 to \$123m with subscription and support revenue accounting for approximately 92% of total revenue. This growth in revenue in a challenging macro environment was testament to the work done by the global Bigtincan team who continued to execute well, delighting our customers and building on the cross sell and upsell motion that Bigtincan's multi-hub business model is built on.

Cost of Revenue and Operating Gross Profit

Cost of revenue includes those expenses directly related to hosting, provision of customer support, operations personnel and related costs and contractor fees relating to project specific software activities.

The increase in the cost of revenue from the prior period was driven by the additional customer volume reflected in the revenue growth (13%) and the costs from acquisitions. The gross profit margin was stable at 88%

Operating Expenses

Operating expenses grew by 9.9% to \$139.6m for the year primarily because of investments in:

- Work on completion of the Intelligent Enablement Platform (IEP) that powers the platform and MultiHub business.
- Investments in AI technologies leading to the release of Bigtincan's GenieAI technology in 2H FY23.
- Network and System infrastructure supporting ongoing onboarding of major new global deployments; and
- Engineering resources to create the platform for future product releases.

Net Loss After Tax and adjusted EBITDA

FY23 loss after tax was \$27.4m compared to \$21.2m in FY22. After adjusting for non-recurring and acquisition items, Adjusted EBITDA was positive \$8.3m for FY23 compared to positive \$4.1m in FY22.

BIGTINCAN HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE
For year ended 30 June 2023

	Note	2023 \$000	2022 \$000
Revenue	1	122,395	108,033
Other income	1	752	611
Total operating revenue and other income		123,147	108,644
Cost of revenues	2	(14,930)	(13,181)
Gross Profit		108,217	95,463
Operating expenses			
Sales and marketing	2	(63,823)	(57,350)
Product development	2	(33,441)	(30,844)
General and administration	2	(42,289)	(38,768)
Total expense from operating activities		(139,553)	(126,962)
Total Operating Loss		(31,336)	(31,499)
Finance Expense	3	(5,313)	(292)
Finance income	3	6,761	9,428
Net finance Income (cost)		1,448	9,136
Loss before income tax		(29,888)	(22,363)
Income tax benefit		2,508	1,212
Loss for the year after tax		(27,380)	(21,151)
Other comprehensive income			
Foreign operations – foreign currency translation differences		781	744
Total other comprehensive loss, net of tax		781	744
Total comprehensive loss for the year ended		(26,599)	(20,407)

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

BIGTINCAN HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2023

	Note	2023 \$000	2022 \$000
Assets			
Current Assets			
Cash and cash equivalents	4	33,629	38,959
Trade and other receivables	5	25,827	19,384
Other current assets		8,768	9,100
Total current assets		68,224	67,443
Non-current assets			
Property, plant and equipment	6	4,105	3,787
Intangible assets	7	245,067	234,639
Other non-current assets		2,763	905
Total non-current assets		251,935	239,331
Total Assets		320,159	306,774
Liabilities			
Current liabilities			
Trade payables	8	6,702	6,538
Deferred revenue	9	54,862	50,580
Provisions	10	1,743	1,794
Lease liabilities		1,292	1,044
Other current liabilities	8	8,044	8,904
Total current liabilities		72,643	68,860
Non- Current liabilities			
Deferred tax liabilities		9,805	14,055
Deferred revenue	9	7,695	2,672
Provisions	10	467	415
Lease liabilities		2,482	1,982
Other non-current liabilities		150	11
Total non-current liabilities		20,599	19,135
Total Liabilities		93,242	87,995
Net Assets		226,917	218,779
Equity			
Share capital		323,543	294,562
Share-based payment reserve		18,182	12,426
Accumulated losses		(115,753)	(88,373)
Foreign currency translation reserve		945	164
Total Equity		226,917	218,779

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

BIGTINCAN HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For year ended 30 June 2023

	Share capital \$000	Share- based payment reserve \$000	Accumulated losses \$000	Foreign currency translation reserve \$000	Total \$000
Balance at 1 July 2021	163,676	7,573	(67,222)	(580)	103,447
Loss for the year	-	-	(21,151)	-	(21,151)
Other comprehensive income (net of tax)	-	-	-	744	744
Total comprehensive loss for the year	-	-	(21,151)	744	(20,407)
Transactions with owners of the Group					
Issue of ordinary shares, net of transaction costs	129,639	-	-	-	129,639
Issue of ordinary shares related to business combinations ^{12c}	1,247	-	-	-	1,247
Equity settled share-based payments	-	4,853	-	-	4,853
Total transactions with owners of the Group	130,886	4,853	-	-	135,739
Balance at 30 June 2022	294,562	12,426	(88,373)	164	218,779
Balance at 1 July 2022	294,562	12,426	(88,373)	164	218,779
Loss for the year	-	-	(27,380)	-	(27,380)
Other comprehensive income (net of tax)	-	-	-	781	781
Total comprehensive loss	-	-	(27,380)	781	(26,599)
Transactions with owners of the Group					
Issue of ordinary shares, net of transaction costs	28,226	-	-	-	28,226
Issue of ordinary shares related to business combinations ^{12b}	300	-	-	-	300
Equity settled share-based payments	-	5,756	-	-	5,756
Shares issued on exercise of Options	455	-	-	-	455
Total transactions with owners of the Group	28,981	5,756	-	-	34,737
Balance at 30 June 2023	323,543	18,182	(115,753)	945	226,917

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

BIGTINCAN HOLDINGS LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	2023	2022
		\$000	\$000
Cash flows from operating activities			
Cash receipts from customers		120,349	118,496
Cash paid to suppliers and employees		(132,690)	(123,761)
Cash used in operations		(12,341)	(5,265)
Interest received		370	136
Government grant and Income tax paid		186	570
Net cash used in operating activities		(11,785)	(4,559)
Cash flows from investing activities			
Acquisition of property, plant and equipment	6	(265)	(820)
Capitalised development cost	7	(16,553)	(16,578)
Acquisition of businesses, net cash acquired		(4,198)	(125,079)
Acquisition of Software		(500)	-
Net cash used in investing activities		(21,516)	(142,477)
Cash flows from financing activities			
Proceeds from issue of share capital		30,000	133,018
Proceeds from exercise of options		455	88
Repayment of lease liabilities		(1,439)	(1,150)
Transaction cost on issue of shares		(1,474)	(2,220)
Net cash from financing activities		27,542	129,736
Net decrease in cash and cash equivalents		(5,759)	(17,300)
Cash and cash equivalents at 1 July		38,959	56,259
Effect of movements in exchange rates on cash held		429	-
Cash and cash equivalents at 30 June	4	33,629	38,959

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

BIGTINCAN HOLDINGS LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For year ended 30 June 2023

Reporting entity

Bigtincan Holdings Limited ("the Company") is a company domiciled in Australia. The address of the Company's registered office is Level 8, 320 Pitt Street, Sydney, NSW, 2000. The consolidated financial statements of the Company as at and for the year ended 30 June 2023 comprise the Company and its subsidiaries (collectively the 'Group' and individually 'Group entities').

The Group is a for-profit entity and primarily involved in the provision of an integrated, online platform called "Bigtincan hub", a powerful, intelligent, collaborative and secure solution that automatically delivers the content to the users through their mobile devices.

Summary of Significant Accounting Policies

Basis of preparation

The financial report is based on accounts which are in the process of being audited and has been prepared in accordance with ASX listing rule 4.3A. As such, this preliminary report does not include all the notes that are included in an annual financial report.

Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Group's functional currency.

Rounding of amounts

Amounts in the financial statements have been rounded off to the nearest thousand dollars, in reference to instrument 2016/191 issued by ASIC.

Use of judgements and estimates

In preparing these consolidated financial statements in conformity with AASBs and IFRSs, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

1 Operating Revenue and Other income

	2023 \$000	2022 \$000
Operating revenue		
Revenue from subscription and support services	114,827	102,030
Revenue from product related professional and contract services	7,568	6,003
Total operating revenue	122,395	108,033
Other Income		
Government grants	329	80
Other	423	531
Total other income	752	611

The Group primarily derives its revenue through the sale of its subscription and support services that allows customers to access the cloud-based application called Bigtincan Hub. There are three principal sources of revenue – (1) subscription and support revenue, (2) product related professional services, and (3) other income such as Government grants and interest.

The company operates as a single business with one operating segment as per AASB 8 Operating Segments.

Revenue by location	2023 \$000	2022 \$000
Australia	5,666	4,217
United States of America	101,955	93,545
Rest of the world	14,774	10,271
Total Revenue	122,395	108,033

Reporting Revenue by location as Australia, United States of America and the rest of the world aligns to the way the group structures its customer contracts

2 Cost of sales and other expenses

	2023 \$000	2022 \$000
Cost of Revenue		
Employee benefits expense	3,110	4,000
Other costs	11,820	9,181
	14,930	13,181
Employee benefit expenses		
Wages and salaries	89,586	80,263
Post-employment benefit expense	2,920	2,072
Share based payment expenses	5,756	4,902
	98,262	87,237
Other operating expenses		
Professional fees	1,866	1,988
Advertising and marketing	4,037	5,232
Other operating expenses	15,749	20,392
Depreciation and amortization	19,639	12,113
	41,291	39,725

3 Finance Result

	2023 \$000	2022 \$000
Finance Cost ¹	(5,313)	(292)
Foreign exchange Gain ²	6,761	9,428
Net Finance income	1,448	9,136

1. This includes factoring cost of 5.1m in FY23.
2. This relates to unrealised and realised foreign exchange gains on operational activities and includes unrealized foreign exchange gains on intercompany loans.

4 Cash and cash equivalents

	2023 \$000	2022 \$000
Cash at bank	33,629	38,959
	33,629	38,959

Cash flow statement reconciliation

	2023 \$000	2022 \$000
Loss from ordinary activities after income tax	(27,381)	(21,151)

Adjustments for non-cash expense and income items

Amortisation of Intangibles	16,582	10,232
Depreciation and amortisation - ROUA	1,455	
Depreciation of property, plant and equipment	1,879	1,879
Share based payments expense	5,756	4,902
Bad debts written off	1,169	35
Unrealized Foreign exchange	(6,295)	(9,152)
Income tax benefit	(2,522)	(1,212)
Operating cashflows before movements in working capital	(9,357)	(14,467)

Change in assets and liabilities

Changes in trade receivables	(7,528)	2,298
Changes in other current assets	601	407
Changes in trade and other payables	303	12,047
Changes in other current liabilities	(860)	(4,123)
Changes in provisions	1	740
Changes in deferred income	9,305	(1,420)
Changes in income tax payable	-	(41)
Changes in deferred taxes	(4,250)	-
Net cashflows used in operating activities	(11,785)	(4,559)

5 Trade and other receivables

	2023 \$000	2022 \$000
Trade receivables	23,126	18,834
Indemnification asset	865	879
Provision for doubtful debts	(429)	(1,696)
Other receivables	2,265	1,367
Total trade and other receivables	25,827	19,384

6. Property, Plant and Equipment

	Computer Equipment	Office Furniture	Right of Use Assets	Total
	\$000	\$000	\$000	\$000
Cost				
Balance at 1 July 2021	1,154	270	3,031	4,455
Additions	766	54	2,796	3,616
Acquired through business combination	385	-	-	385
Balance at 30 June 2022	2,305	324	5,827	8,456
Balance at 1 July 2022	2,305	324	5,827	8,456
Additions	202	63	2,336	2,601
Balance at 30 June 2023	2,507	387	8,163	11,057
Accumulated depreciation				
Balance at 1 July 2022	814	108	1,868	2,790
Depreciation charge for the year	695	107	1,077	1,879
Balance at 30 June 2022	1,509	215	2,945	4,669
Balance at 1 July 2022	1,509	215	2,945	4,669
Depreciation charge for the year	606	73	1,604	2,283
Balance at 30 June 2023	2,115	288	4,549	6,952
Carrying value				
At 30 June 2022	796	109	2,882	3,787
At 30 June 2023	392	99	3,614	4,105

7. Intangible Asset

	Goodwill	Intellectual property	Licenses	Customer relationships	Development costs (WIP)	SoftWare	Total
	\$000	\$000	\$000	\$000	\$000	\$000	\$000
Cost							
Balance at 1 July 2021	40,700	11,582	14	3,412	11,250	-	66,958
Additions	80,765	559	28	-	16,578	-	97,930
Acquisitions through business combinations	-	33,989	-	34,790	-	-	68,779
Disposals	-	-	-	-	-	-	-
Foreign Exchange Adjustment	8,431	2,803	-	2,725	-	-	13,959
Balance at 30 June 2022	129,896	48,933	42	40,927	27,828	-	247,626
Balance at 1 July 2022	129,896	48,933	42	40,927	27,828	-	247,626
Additions	-	-	-	-	16,553	950	17,503
Goodwill reallocation	(2,565)	1,692	-	873	-	-	-
Acquisitions through business combinations	1,532	-	-	-	-	-	1,532
Effects of movements in exchange rates	3,903	2,420	-	1,465	187	-	7,975
Balance at 30 June 2023	132,766	53,045	42	43,265	44,568	950	274,636
Accumulated Depreciation							
Balance at 1 July 2021	-	2,036	10	709	-	-	2,755
Amortisation expense	-	4,810	1	4,987	434	-	10,232
Balance at 30 June 2022	-	6,846	11	5,696	434	-	12,987
Balance at 1 July 2022	-	6,846	11	5,696	434	-	12,987
Amortisation expense	-	6,043	-	6,900	3,639	-	16,582
Balance at 30 June 2023	-	12,889	11	12,596	4,073	-	29,569
Carrying value							
At 30 June 2022	129,896	42,087	31	35,231	27,394	-	234,639
At 30 June 2023	132,766	40,156	31	30,669	40,495	950	245,067

	2023	2022
	\$000	\$000
8 Trade and other payables		
Trade payables	6,702	6,540
Accrued expenses	2,069	1,786
Other trade payables	5,975	7,116
Total trade and other payables	14,746	15,442

	2023	2022
	\$000	\$000
9 Deferred Income		
<i>Current</i>		
Subscription and support	50,974	48,264
Product related professional services	3,888	2,316
	54,862	50,580
<i>Non-current</i>		
Subscription and support	7,695	2,672
	7,695	2,672

	2023	2022
	\$000	\$000
10 Provisions		
<i>Current</i>		
Employee benefits	1,743	1,794
	1,743	1,794
<i>Non-current</i>		
Employee benefits	467	415
Total	2,210	2,209

Employee benefits

Provision for employee benefits represent amounts payable by the Consolidated Entity for accrued annual leave and long service leave.

11 List of subsidiaries

Parent Entity and Subsidiaries

The Ultimate Parent entity and the ultimate parent of the consolidated group is Bigtincan Holdings Limited.

Set below is a list of the subsidiaries of the Group:

Name	Principal place of business	Ownership interest 2023	Ownership interest 2022
Subsidiaries of Bigtincan Holdings Limited:			
- Bigtincan Mobile Pty Limited	AUS	100%	100%
- Fatstax LLC	USA	100%	100%
- Zunos Technologies Pty Ltd	AUS	100%	100%
- Zunos Pty Ltd	AUS	100%	100%
- Zunos Inc	USA	100%	100%
- Core Search Technology Pty Ltd	AUS	100%	100%
- Asdeq Labs Pty Ltd	AUS	100%	100%
- Asdeq Software Pty Ltd	AUS	100%	100%
- Agnitio A/S	DNK	100%	100%
- Vidinoti SA	CHE	100%	100%
- Task Exchange	AUS	100%	100%
Subsidiaries of Bigtincan Mobile Pty Limited			
- BTC Mobility LLC	USA	100%	100%
- Bigtincan UK Ltd	UK	100%	100%
- BTCHubApp#41	AUS	100%	100%
Subsidiaries of BTC Mobility LLC			
- Brainshark Inc	USA	100%	100%
- Xinnovation, Inc	USA	100%	100%
- Clearslide Inc.	USA	100%	100%
- Voicevibes Inc	USA	100%	100%
- Storyslab Inc	USA	100%	100%
- SalesDirector Ai	USA	100%	-

12 Business Combination

12a. Acquisition of Storyslab Inc

On 30 April 2022, the Group acquired 100% of shares and voting interests of Storyslab.

Included in the identifiable assets and liabilities acquired at the date of acquisition of Task Exchange are technology, customer relationships and an organised workforce. The Group has determined that together the acquired inputs and processes significantly contribute to the ability to create revenue. The Group has concluded that the acquired set is a business.

In FY23, Story Slab contribution to the Group's revenue is \$2.7m, and profit was immaterial. Details of consideration and the fair value of identifiable assets acquired, liabilities assumed, and goodwill determined are set out in the following table.

	Fair value at acquisition date \$000
Cash and equivalents	149
Trade and other receivables	185
Trade and other payables	112
Unearned revenue	-
Other liability	(318)
Identified Intangibles	
-Intellectual Property	1,692
-Customer relationships	873
Net identifiable assets acquired	2,693
Cash consideration	4,179
Shares issued in business combinations	-
Total consideration	4,179
Goodwill recognised on acquisition of Storyslab	1,486

Purchase consideration

At completion a cash payment of approximately USD1m. A deferred consideration of USD2m has been paid in January 2023.

Acquisition related costs

The Group incurred acquisition-related costs of \$108,189 in FY22 relating to external legal fees, due diligence costs integration cost other transaction costs. These amounts have been included in administrative expenses in the condensed consolidated statement of profit or loss and other comprehensive income.

Goodwill

The goodwill is attributable mainly to the skills and technical talent of Storyslabs' work force and the synergies expected to be achieved from integrating the company into the Group's existing Bigtincan Hub. Goodwill recognized is expected to be deductible for tax purposes in the United States of America.

12b. Acquisition of SalesDirector.ai

On 28 December 2022, the Group acquired 100% of the shares and voting interests in SalesDirector.ai, which is a leading revenue intelligence and data platform.

Salesdirector.ai contribution to revenue and loss was not material to the Group's results. Details of consideration and the provisional fair value of identifiable assets acquired, liabilities assumed, and goodwill determined are set out in the following table:

	Fair value at acquisition date \$000
Cash and equivalents	226
Trade and other receivables	103
Trade and other payables	(37)
Unearned revenue	(317)
Other liability	(9)
Net identifiable assets acquired	(34)
Cash consideration	1,198
Shares issued in business combinations	300
Total consideration	1498
Goodwill recognised on acquisition of SalesDirector	1,532

Purchase consideration

Consideration for the acquisition (US \$1.2m) is a combination of cash and equity which consists of:

- A cash payment of \$1.2m at closing and
- The issue of fully paid ordinary shares in Bigtincan at \$0.535 per share based on the price per share as at the close of 23 December 2022, with a value of \$301K.

Acquisition-related costs

The Group incurred acquisition-related costs of \$237,153 relating to external legal fees, due diligence costs integration cost and other transaction costs. These amounts have been included in administrative expenses in the condensed consolidated statement of profit or loss and other comprehensive income.

Goodwill

The goodwill is attributable mainly to the skills and technical talent of SalesDirector.ai's work force and the synergies expected to be achieved from integrating the company into the Group's existing Bigtincan Hub. Goodwill recognised is expected to be deductible for tax purposes in the United States of America.

12c. Acquisition of Task Exchange Pty Limited

On 30 May 2022, the Group acquired 100% of the shares and voting interests of Task Exchange Pty Limited (Task Exchange).

Included in the identifiable assets and liabilities acquired at the date of acquisition of Task Exchange are technology, customer relationships and an organised workforce. The Group has determined that together the acquired inputs and processes significantly contribute to the ability to create revenue. The Group has concluded that the acquired set is a business.

In FY23, Task Exchange contribution to the Group's revenue is \$2.5m and profit was immaterial. Details of consideration and the fair value of identifiable assets acquired, liabilities assumed, and goodwill determined are set out in the following table.

	Fair value at acquisition date \$000
Cash and equivalents	307
Trade and other receivables	201
Fixed assets	1
Other assets	28
Other liability	(227)
Net identifiable assets acquired	310
Cash consideration	-
Shares issued in business combinations	1,247
Total consideration	1,247
Goodwill recognised on acquisition of Task Exchange Pty Ltd	937

13. Associates and Joint Venture entities

Bigtincan Holdings Limited as at 30 June 2023 does not have any Joint Ventures or Associates.

14. Events subsequent to Balance Date

On the 3rd of July 2023 Bigtincan completed an Asset Purchase Agreement entered into by and between CompareNetworks, Inc., a Delaware corporation ("Seller"), and BTC Mobility, LLC, a Delaware limited liability company ("Buyer") for US\$2.2m.

On the 21st of July 2023 Bigtincan completed the acquisition of Modus Engagement, Inc. ("Modus") for US\$9.5m funded from cash reserves set aside from the 8 December 2022 Institutional Placement of \$30m. Modus is the creator of the Modus Virtual Product Tours, and Modus Lead Capture Solution. The acquisition of Modus brings Unique technology and a strong customer base to Bigtincan that is well placed to grow with the Bigtincan Multi-Hub product strategy.

Fair value at acquisition date
\$'000

Cash and equivalents	234
Trade and other receivables	1,409
Trade and other payables	(310)
Unearned revenue	(3,604)
Other liability	(1,151)
Net identifiable assets acquired	(3,422)
Cash consideration	14,329
Shares issued in business combinations	-
Total consideration	14,329
Provisional Goodwill recognised on acquisition of Modus	17,751

The Fair value at acquisition is provisional and the goodwill to identify the composition of intangible assets will be finalized post completion of the purchase price allocation.

The Company in July 2023 entered into a binding head of agreement to borrow AU\$15 million from Regal Funds Management Pty Limited as trustee for one or more funds (Lender). The Regal group is one of Bigtincan's largest institutional shareholders. Drawdown under the loan facility, and the issue of the options, is expected to occur in the first week of September 2023.

15. Status of the audit

The Financial report for the year ended 30 June 2023 is in the process of being audited.