Site Group International Limited
and Controlled Entities

ABN 73 003 201 910

Annual report – 30 June 2022

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Annual General Meeting

The Annual General Meeting of the Company will be held at

Time:	11:00am
Date:	Wednesday, 30 November 2022
Location:	488 Queen Street, Brisbane QLD 4000.

Director Letter

Results for Site Group International Limited show revenue from continuing operations of $7,141,825 compared to $7,362,539 in the prior corresponding period. The earnings before interest, taxes, depreciation and amortisation (EBITDA) from continuing operations was a loss of $3,636,692 compared to a loss of $5,552,137 in the prior corresponding period. The current year result was also significantly impacted by the large foreign currency loss in FY22 of $1,385,907 compared to a foreign currency gain in the prior period of $492,477.

Following the sale of the Australian Trades Training business completed in April 2021, Site has worked to create a more streamlined management team and removed overheads in line with the reduced overall activity in the group.

Site has continued to pursue the potential development of its 30-hectare Clark leasehold property in line with its strategy of maximising international asset values. On 1 August 2022 the transaction was confirmed for the sale of 61.6% of subsidiary Site Group Holdings Pty Ltd to an investor group consisting of a related party, existing substantial shareholders of Site as well as high net worth investors for $US10.005m. The transaction values the Clark property at $US16.25m and Site will retain 38.4% of the project. Site will hold an extraordinary general meeting on 2 November 2022 and has sent out the Notice of meeting together with the Independent Experts Report for all shareholder to review and vote to approve the transaction.

The reopening of international borders has led to a lift in the enquiries for utilisation of the Clark facility. Long term customers, Fieldcore and OceanaGold have recommenced training activities at the facility in July 2022. Additionally, the return of international students into Australia should lead to a return to growth for the Site Institute business in Australia.

The expectation of significant training contract wins in KSA previously alluded to in conjunction with increasing cohort numbers at the MCTC facility, remain a likely indicator that this region will drive significant growth in the international training business during 2023.

The Company is awaiting the outcome of the full bench hearing in the Federal court for Site's challenge to the decision in the litigation with the ACCC which was held on 4 – 6 May 2022.

I would like to thank our Chairman, Nicasio Alcantara, all management and staff and equally all shareholders for their ongoing support.

Craig Dawson
Director

Corporate Directory

Directors	Nicasio Alcantara Craig Dawson Jason Anfield
Company Secretary	Craig Dawson
Principal registered office in Australia	Site Group International Limited Level 2, 488 Queen Street Brisbane Qld 4000 Telephone: +61 7 3114 5188
Principal place of business	Site Group International Limited Level 2, 488 Queen Street Brisbane Qld 4000 Telephone: +61 7 3114 5188
Share registry	Computershare Investor Services Pty Limited Level 1, 200 Mary Street Brisbane QLD 4000, Australia Telephone: +61 7 3237 2100
Auditor	Pitcher Partners Level 38, 345 Queen Street Brisbane QLD 4000, Australia Telephone: +61 7 3222 8444
Solicitors	Hopgood Ganim Level 8, 1 Eagle Street Brisbane Qld 4000 Telephone: +61 7 3024 0000
Bankers	National Australia Bank Level 17, 259 Queen Street Brisbane QLD 4000
Stock exchange listing	Site Group International Limited shares are listed on the Australian Securities Exchange (code: SIT)
Web site address	www.site.edu.au

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SITE GROUP INTERNATIONAL LIMITED AND CONTROLLED ENTITIES

ABN: 73 003 201 910

Financial Report for the Year Ended

30 June 2022

Directors' Report

Your Directors submit herewith the financial report of Site Group International Limited (the Company) and its controlled entities (the Group) for the year ended 30 June 2022.

Directors

The directors in office at any time during or since the end of the financial year, together with their qualifications and experience are:

Nicasio Alcantara BA, MBA – Chairman and Non-Executive Director

Mr Alcantara was appointed Director of the company on 12 October 2010 and has been a director of Site Group Holdings Pty Ltd since June 2009. Mr Alcantara is an experienced director with over 40 years' experience in both public and private companies and his diverse industry experience includes manufacturing, banking & finance, property, information technology, agriculture and power & energy.

Mr Alcantara is currently a director of Alsons Corporation, Alsons Development & Investment Corporation, C. Alcantara & Sons Inc., Lima Land Inc., Sarangani Agricultural Co. Inc, Seafront Resources Corporation (appointed 1995), the Philodrill Corporation (appointed 1991), Indophil Resources NL (appointed 29 December 2011) and BDO Private Bank Inc.

Mr Alcantara has also previously been Chairman and President of Alsons Consolidated Resources Inc., Iligan Cement Corporation, Alsons Cement Corporation, Northern Mindanao Power Corporation and Refractories Corporation of the Philippines. He was also previously Chairman and Chief Executive Officer of Petron Corporation and a director of Bank One Savings and Bancasia Capital Corporation.

Craig Dawson BCom, ACA - Executive Director

Mr Dawson is the Chief Financial Officer and Company Secretary of the Group. He brings extensive financial management experience gained in ASX listed entities with both local and international operations in a variety of industries including media, financial services, gaming and wagering and most recently in the rapidly growing online sector.

Most notably, Mr Dawson was CFO of Wotif.com for over 4 years as the group experienced rapid earnings growth, greatly extended its geographical reach and expanded its brands and products through both organic and acquisition growth. Prior to that, Mr Dawson was Queensland General Manager – Corporate Services at Tatts Group Limited heading up the finance and administration divisions of Tatts Queensland operations.

Mr Dawson holds a Bachelor of Commerce and is a Chartered Accountant.

Jason Anfield BInt Bus, MBA - Executive Director, Appointed 30 May 2022

Mr Anfield is the Site Institute CEO. He brings extensive experience in operational, managerial, and strategic roles across a wide range of industries and international settings. With 9 years based in Tokyo, Mr Anfield worked on commercialising projects in Southeast Asia, Europe and the US across industries as diverse as commercial real estate, fashion, hospitality, aquaculture, food processing and timber products. Partnering companies included TAG Group SA, Mitsubishi, Okura, Nichirei, House of Florence and ABC Foods.

Following experience in the Australia's Higher Education and Vocational Training sectors, in 2011 Mr Anfield established the Business Productivity Institute, servicing the upskilling needs of the business services and construction industries. Clients included Construction Skills Queensland, Department of Transport and Main Roads, QUT and Transcity (Acciona, BMD and Ghella).

Mr Anfield joined Site group in 2015. He holds a Bachelor of International Business and an MBA.

Brett McPhee ACA - Executive Director, Resigned 30 May 2022

Mr McPhee was the General Manager, Philippines of the Group. Mr McPhee was employed by Western Mining Corporation for 10 years in accounting and commercial roles. His last role was as Chief Accountant at St Ives Gold in Kambalda.

After leaving WMC in 1997, Mr McPhee worked for Tyco International Limited (US stock exchange listed) in Singapore as Finance Manager. In 2000, Mr McPhee established a consulting services business providing commercial services to the mining, engineering and construction industries. Clients included WMC Nicjel Operations, Gold Fields, Sons of Gwalia Limited, Lafayette Mining Limited (Philippines) and Siemens.

Committee membership

As at the date of this report, the company had an Audit and Risk committee and a Nomination and Remuneration committee of the board of directors. Members acting on the committees of the board during the year and up to the date of this report were:

Audit and Risk Committee (AC)

- Nicasio Alcantara (c)
- Jason Anfield – appointed 30 May 2022
- Brett McPhee – resigned 30 May 2022

Mr McPhee is a Chartered Accountant and both Mr Anfield and Mr Alcantara have extensive corporate experience and are qualified to serve on this Committee.

Nomination and Remuneration Committee (NRC)

- Nicasio Alcantara (c)
- Jason Anfield – appointed 30 May 2022
- Brett McPhee – resigned 30 May 2022

(c) Designates the chairman of the committee.

Meetings of Committees

	Board No.	Attended No.	AC No.	Attended No.	NRC No.	Attended No.
Nicasio Alcantara	5	5	2	2	1	1
Craig Dawson	5	5	2	2	1	1
Brett McPhee	4	2	1	1	-	-
Jason Anfield	1	1	-	-	1	1

All directors were eligible to attend all meetings held.

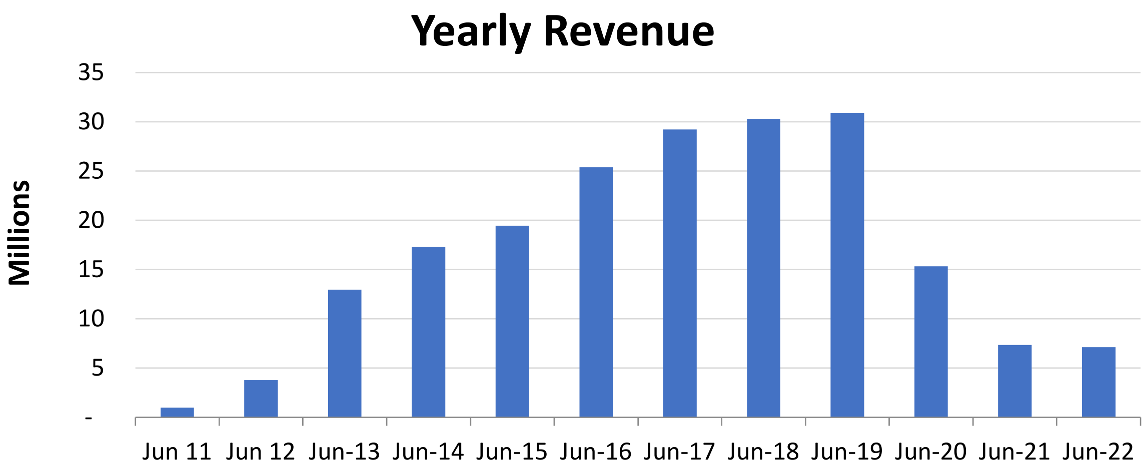
Principal activity

The principal activity of the company during the period was the provision of training and education services in Australia and Internationally. The company is delivering workforce solutions across a variety of industries to both retail and corporate clients. There has been no significant change in the principal activities of the consolidated entity during the period.

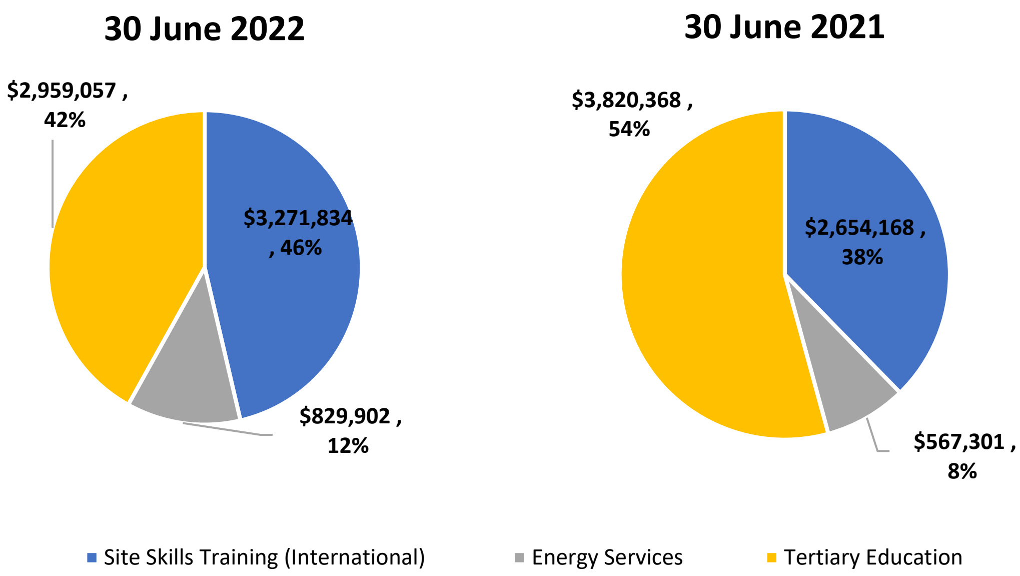
Operating and financial review

Group

Site historical revenue is demonstrated in the below graph. Total revenue from continuing operations for the year ended 30 June 2022 was down 3% to $7,141,825 (2021: $7,362,539).



Revenue contribution and activity by each segment is illustrated in the two charts below. Following completion of the sale of the Australian Site Skills Training assets to Competency Training completed last year the results from this segment are disclosed as a discontinued operation and no longer shown in segment revenues.



Gross Revenue by Segment 30 June 2022 versus 30 June 2021 (excludes eliminations)

Directors' Report continued

Operating and financial review continued

The below table shows the result for the Group over the last 4 years.

Financial Summary

	30-Jun 2022 $	30-Jun 2021 $	Change 22-21 %	30-Jun 2020 $	Change 21-20 %	30-Jun 2019 $	Change 20-19 %
Revenue	7,141,825	7,362,539	(3%)	15,320,718	(52%)	30,913,290	(50%)
Net profit / (loss)	(6,497,410)	(8,637,238)	(25%)	(8,095,105)	7%	(3,432,321)	136%
add back							
Depreciation and amortisation	1,362,973	1,436,904	(5%)	1,603,270	(10%)	1,413,716	13%
Interest expense	1,522,911	1,723,418	(12%)	2,054,097	(16%)	415,197	395%
Income tax expense / (benefit)	(11,904)	(60,316)	-	945,120	-	(1,514,919)	-
deduct				-			
Interest income	13,262	14,905	(11%)	24,291	(39%)	66,183	(63%)
EBITDA* - Continuing Operations	(3,636,692)	(5,552,137)	(34%)	(3,516,909)	58%	(3,184,510)	10%
EBITDA* - Discontinued Operations	(526,952)	2,748,661	-	(1,960,053)	-	(1,310,647)	50%
Non recurring items							
Impairment of PP&E, intangibles and right of use assets	469,291	3,961,403		1,096,000		-	
Gain on sale of SST Domestic business	-	(3,569,996)		-		-	
EBITDA before non recurring items	(3,694,353)	(2,412,069)	53%	(4,380,962)	(45%)	(4,495,157)	(3%)
Operating cash inflow /(outflow)	(1,698,101)	(1,791,755)	-	(3,771,644)	-	(2,696,230)	-

** Earnings before interest, tax, depreciation, and amortisation (EBITDA) is a non-IFRS measure which is readily calculated and has broad acceptance and is used by regular users of published financial statements as a proxy for overall operating performance. EBITDA is not an audited number.*
***This a non-IFRS measure and is not an audited number.*

For the year ended 30 June 2022, Site Group International Limited reported a loss after tax from continuing operation of $6,497,410 compared to an after-tax loss of $8,637,238 in the previous corresponding period. The earnings before interest, taxes, depreciation, and amortisation (EBITDA) from continuing operations was a loss of $3,636,692 compared to a loss of $5,552,137 in the previous period.

The reduction in costs made throughout 2022 are offset by a large foreign currency loss of $1,385,906 in the current period compared a foreign currency gain of $492,477 in the previous period. In addition, the previous year result benefited from a fair value gain of financial liabilities of $979,503 compared to a significantly lower figure in the current years result of $252,458.

Throughout 2022, Site has continued to work with key stakeholders on realising maximum value of the Clark asset. Land acquisiton and development activity in the Clark region is continuing to return to pre-COVID-19 levels and indications of potential sales of existing buildings are likely over the next 12 months.

Following the transaction to be approved by Shareholders at the EGM to be held on 2 November 2022, Site will retain approximately 38.4% of SGH which holds the 30 hectares property lease in the Clark Freeport Zone which it is intended to be developed over the next few years subject to achieving various lease extensions and building approvals.

Operating and financial review continued

Site Skills Training – International

Site Skills Training – International division provides training and competency assurance services to organisations and governments in countries where local workforces require additional skills to meet global standards. The segment, based at Site's major training facility in Clark Freeport Zone near Manila in the Philippines, experienced a 23% increase in revenue to $3,271,834 in the 12 months to June 2022, compared with $2,654,168 in the prior year. EBITDA was a reduced loss of $1,606,416 compared to an EBITDA loss of $4,417,978 in the prior year.

The reopening of international borders is leading to a significant lift in utilisation of the Clark facility in the Philippines with historical customers Fieldcore and OceanaGold having recommenced training in July 2022. Additionally, Site WorkReady is increasing the provision of skilled trades people for markets in Australia, New Zealand and Africa.

Additionally, the company continues to expand its operations and colleges with Abdulali Al-Ajmi Company for training colleges in Saudi Arabia. There is a focus on increasing numbers at the existing MCTC in Nairyah for the next intake in October 2022 in addition to anticipated positive response from tendered projects for other locations throughout the Kingdom.

Energy Services

The Energy services segment incorporating the Wild Geese International business in Perth and the internationally based Site Group International Energy division ("SGI") provides specialist training services to the oil and gas industry including workforce design and identification, skills training and competency assessment and assurance.

Revenue for the 12 months increased by 46% to $829,902 (2021: $567,301) with an EBITDA loss of $147,508 (2021: EBITDA loss of $925,836).

Wild Geese International's has continued its successful involvement with the Queensland Natural Gas Exploration and Production Industry forum for the delivery of Queensland wide Industry Safety Inductions has provided services to growing numbers of contractor and operator companies in Queensland.

Tertiary Education

This segment provides tertiary education in Australia for international students seeking to develop careers in a range of different disciplines with a focus on connecting learning and industry practice in an innovative environment.

The growth rate of this division slowed from previous years with reported revenue of $2,959,057 in 2022, down from $3,820,368 in 2021. An EBITDA loss of $132,721 was recorded compared to an EBITDA of $372,224 in 2021.

Following the reopening of international borders, revenues are expected to grow as international students return to take the opportunity to study an ever-increasing range of courses with Site Institute. A continual focus on pathway offerings, maximising utilisation of class room and workshop space as well as potential new locations being considered should drive increasing student numbers space.

Operating and financial review continued

Cash position

At 30 June 2022, the Company had cash reserves of $139,287 and a net current asset deficiency of $18,420,965. No amount is reflected in the balance sheet for the receivable due from the Commonwealth Government Department of Education and Training (DET), even though the Group maintains the position that it is entitled to the funds.

The Company has a financing facility with Punta Properties for $US4,000,000 which is drawn to $US 3,900,000 and a facility agreement with Lucerne Investment Partners for the amount of A$2,000,000. Further, the company has entered a short-term loan agreement with Armada Trading Pty Ltd which at 30 June 2022 was drawn to A$830,000.

The Company is expecting earn out payments in FY23 and FY24 from the sale of the Site Skills Training Domestic business completed in April 2021.

Risks

Risk management is overseen by the Audit and Risk Committee for the Group via the maintenance and review of a risk register.

The following sets out a summary of some of the key risks relevant to the Company and its operations:

Risk	Details
Regulatory risk	The Group operates in a highly regulated market and the Group is regulated by the Australian Federal and State Governments and the Philippine Government. Failure to meet regulatory requirements may impact materially on the business.
Financing	The ability to implement its business strategy may be dependent upon the Group's capacity to raise additional capital. There is a risk that the Group may not be able to secure such funding on satisfactory terms or at all.
Sovereign risk	The Group has significant operations in the Philippines. Those operations are potentially subject to a degree of political risk and civil disobedience, although the location of Clark Education City within the Clark Freeport Zone helps mitigate such risks.
Cultural unrest	Any cultural unrest or perceived cultural unrest in the location of the campuses may result in decreased client interest.
Competition	The market for education services in Australia and worldwide is highly competitive and the Group is likely to encounter strong competition from other entities as well as other countries for training and education.
Industry downturn	The industries to which the Group provides services may be affected by factors outside the Group's control.
Limited operating history	Site's business model is relatively new, and Site is yet to generate recurring profits from its group activities. The Group will be subject to all of the business risks and uncertainties associated with any developing business enterprise.
Material contracts	The Group has entered into various contracts which are important to the future of the Group. Any failure by counterparties to perform their job, or obligations could have an adverse effect on the Group.

Risk	Details
CDC lease	The Group has entered a long term lease with Clark Development Corporation (**CDC**). There are a number of circumstances in which the CDC lease may be terminated (subject to compliance with provisions enabling certain breaches to be remedied) by CDC in which case Site does not have any rights to compensation or reimbursement for funds expended on the leased land, improvements and moveables on the leased property pass to CDC on termination. Such termination may occur where Site has breached a provision of the CDC lease or where there is an insolvency event. The CDC lease may also be terminated in the event of any governmental expropriation of the leased property. In the event that the CDC lease was terminated, Site would no longer be in a position to operate its Philippines facility which would have significant impact on the Group and the Group's ongoing operations.
Currency	Some of Site's revenue streams and expenses are denominated in currencies other than the Australian Dollar. It is possible that foreign exchange rates could move in a manner which would be unfavourable to the Company.
Large holdings by some shareholders	Two existing shareholders (and their associates) have combined holdings of approximately 30% of the shares which may impact on liquidity in the public market for share trading which may affect the market price.
Key employees	A small number of key employees are responsible for the day to day and strategic management of the Group. The Company has sought to mitigate the risk associated with this structure through entering service and employment agreements.
Natural catastrophe	The Philippines has experienced a number of major natural catastrophes over the years, including typhoons, drought, volcanic eruption and earthquakes. There can be no assurance that the occurrence of such natural catastrophes will not materially disrupt the Group's operations.
Foreign judgements	Whilst there are procedures for recognising foreign laws and judgements in the Philippines, the Philippine courts may reject the applicability of foreign law or judgment when the foreign law, judgment or contract is contrary to a sound and established public policy of the forum. Additionally, Philippine prohibitive laws concerning persons, their acts or property, and those which have for their object public order, public policy and good customs shall not be rendered ineffective by laws or judgements promulgated, or by determinations or conventions agreed upon in a foreign country. Accordingly, the enforcement of rights of the Group within the Philippines with respect to foreign judgments and laws may be adversely affected by observance of Philippine procedural laws.
Material arrangements	The Group has and expects to continue to enter into arrangements which are important to the future of the Group. It may be the case that these arrangements are non-binding and therefore unenforceable. The Group is also reliant upon third parties maintaining appropriate qualifications and accreditations and to the extent that these are not maintained, there may be an adverse impact on the Group.
Geographic concentration	The Group's expansion plans include the Philippines, Western Australia, Northern Territory and Queensland as well as potentially other national and international jurisdictions. If there are circumstances which impact negatively on these jurisdictions, this may adversely affect the Group's continuing operations.

Operating and financial review continued

2023 Outlook

After the settlement of the Site Skills Australia training business sale to Verbrec, and a significantly reduced corporate overhead as a result, management has focussed on the previously stated objectives of the build of the international business and a potential development pathway for the Clark leasehold land. There is mounting evidence of a strong return to activity in the international training and manpower segments as a global skills shortage loom substantially driven by the recommencing of stalled projects and the substantial amount of government funded infrastructure initiatives around the world designed to stimulate recovery.

The focus on the development pathway for Clark has led to the Company seeking approval for the transaction at an EGM to be held on 2 November 2022 to sell 61.6% of Site Group Holdings Pty Ltd. The transaction provides Site with a local partner in country with the property development experience and the capability to access funding to allow the development to achieve maximum potential.

Directors' shareholdings as of the date of this report

Director	Shares
Nicasio Alcantara	8,371,325
Jason Anfield	1,050,000
Craig Dawson	2,000,000

Significant changes in state of affairs

During the year the Group was involved in the following significant transactions:

New Loan facility

- In December 2021, the Group entered into a short term loan facility of $650,000 provided by existing shareholder Armada Trading Pty Limited. In April 2022,the facility was increased to $830,000. The loan is fully drawn and will be repaid from the proceeds of the Clark property transaction.

After balance date events

Clark property transaction

On 1 August 2022, the Group announced that the Clark property transaction would proceed as follows:-

- The investor group will now pay a total of US$10.005m to subscribe for a 61.6% interest in SGH, rather than US$10m for a 62.5% interest in SGH as per the below table.
- Site will retain the balance of 38.4% of SGH.
- The investors comprise a related party, existing substantial shareholders of Site as well as high net worth investors.

After balance date events continued

Investor	US$	% of SGH
Punta Properties, an entity associated with Site's Chairman Mr Nicasio Alcantara	7.250m	44.6%
Armada Trading Pty Ltd, an entity associated with Mr Tony Berg	1.600m	9.8%
Wayburn Holdings Pty Ltd, an entity associated with Mr Vernon Wills	0.420m	2.6%
Lucerne Finance Pty Ltd	0.315m	1.9%
Llwyn Pty Ltd ATF Llwyn York Trust & Llwyn Wentbridge Trust	0.420m	2.6%
TOTAL	**10.005m**	**61.6%**

The US$10.005m consideration will be provided through a combination of cash and the partial conversion of moneys owed by Site to some existing financiers into SGH equity. The total cash consideration (less an amount of US$0.25m) will be applied by SGH to the repayment of loans it owes to Site. The S$0.25m retained by SGH and the funds received by Site will be applied for working capital purposes.

The transaction remains subject to Site obtaining shareholder approval pursuant to Listing rule 10.1 and Chapter 2E of the Corporations Act, and as such Site will hold an extraordinary general meeting on 2 November 2022 to seek shareholder approval for the transaction. An independent expert's report has been made available to shareholders together with the notice of Meeting.

Share placement

On 2 August 2022 the Group announced the completion a placement to sophisticated and professional investors ("Placement") through the issue of 210 million fully paid ordinary shares ("Placement Shares").

The issue price of the Placement Shares is $0.0035 each.

Future funding commitment

On 2 August 2022 the Group announced the intention to be proceed with a rights issue to existing shareholders in the near future. EGP Capital Fund have provided a commitment to the company to take up their rights and contribute to any shortfall up to a combined amount of $1 million, subject to all regulatory requirements. The funds raised from the rights issue will be used to meet future capital requirements, including working capital (primarily associated with realising the Clark asset), and retirement of Site debt.

Other than as noted elsewhere in this report there has been no other significant events post balance date.

Dividends paid

There have been no dividends paid.

Environmental issues

The Group's operations are not regulated by any significant environment regulation under a law of the Commonwealth or of a State or Territory.

Share options

As at the date of this report there were 41,666,667 unissued shares under options provided to financiers of the company.

In November 2011 the Shareholders approved the establishment of an Employee Share Plan that would enable employees, directors and eligible associates to subscribe for shares in the Company. Under the terms of the plan an eligible person is offered shares in the Company at a price determined by the board with a corresponding interest free loan to assist the person to subscribe for the shares. The shares are escrowed in two tranches with 50% being escrowed for 12 months and 50% being escrowed for 24 months. Subsequent to these minimum restriction periods, the shares are available for release from escrow on the repayment of the loan, and subject to continuation of employment (or acting as an associate or director) at the time of repayment.

During a previous year the company issued 7,700,000 shares under the employee share plan with a loan amount payable (option exercise price) of 4 cents per share. Details of these shares are outlined in note 20 to the financial report.

As at 30 September 2022, there are 7,450,000 ordinary shares subject to escrow restrictions.

Indemnification and insurance of directors and officers

During the financial year, the Company paid premiums for directors' and officers' liability insurance in respect of Directors and officers, including executive officers of the Company and Directors, executive officers and secretaries of its controlled entities as permitted by the *Corporations Act 2001*. The terms of the policy prohibit disclosure of details of the insurance cover and premiums.

Indemnification of auditors

To the extent permitted by law, the Company has agreed to indemnify its auditors, Pitcher Partners, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Pitcher Partners during or since the financial year.

Non-audit services

Non-audit services were provided by the company's auditor, Pitcher Partners, in the current financial year and in the comparative financial year. The Directors are satisfied that the provision of non-audit services is compatible with the general standards of independence for the auditor imposed by the *Corporations Act 2001*. Refer to note 27 Auditor's Remuneration in the financial report for details and amounts for the provision of non-audit services.

Remuneration Report (audited)

This remuneration report for the year ended 30 June 2022 outlines the remuneration arrangements of Site Group International Limited (the Company) and its controlled entities (the Group) in accordance with the requirements of the *Corporations Act 2001* (the Act) and its regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report details the remuneration arrangements for key management personnel (KMP) who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any director (whether executive or otherwise) of the parent company.

For the purposes of this report, the term "executive" includes the executive directors and other senior executives of the Group.

Nomination and Remuneration Committee
The directors established a Nomination and Remuneration Committee in 2012 and have agreed a charter and process. The committee convened once during the 2022 financial year with final discussions about remuneration or appointments being approved by the full board. The Nomination and Remuneration committee comprises one independent Non-Executive Directors (NEDs).

The Nomination and Remuneration Committee has delegated decision making authority for some matters related to the remuneration arrangements for NEDs and executives and is required to make recommendations to the board on other matters.

Specifically, the board approves the remuneration arrangements of the executives. The board also sets the aggregate remuneration of NEDs, which is then subject to shareholder approval, and NED fee levels.

The board did not seek advice from external remuneration consultants during the year.

The remuneration of the Executive Directors and Non-Executive Directors is set by the Chairman of Directors and ratified by the Board of Directors.

Directors

The following persons were directors of the Company during the financial year:

- Nicasio Alcantara – Non-Executive Director
- Craig Dawson – Chief Financial Officer
- Brett McPhee – General Manager, Philippines
- Jason Anfield – Chief Executive Officer, Site Institute Pty Ltd

Executives (other than directors) with the greatest authority for strategic direction and management

The following person was the executive with the greatest authority for the strategic direction and management of the Group ("specified executives") during the financial year;

- Vernon Wills – Executive

This executive was also considered part of the Key Management Personnel of the Group.

Remuneration Report (audited) continued

Remuneration of directors and executives

Principles used to determine the nature and amount of remuneration

The objective of the Company's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered.

Relationship between remuneration and financial performance

The Group has been impacted by a number of factors and has led to the divestment of assets of the Group. This process has incurred additional costs during this process. Therefore, there is no direct relationship between the Group's financial performance and either the remuneration of directors and executives or the issue of shares and options to the directors and executives. Remuneration is set at levels to reflect market conditions and encourage the continued services of directors and executives.

Executive and non-executive directors

Fees and payments to executives and non-executive directors reflect the demands which are made on, and the responsibilities of the directors. Executive and non-executive directors' fees and payments are reviewed annually by the Board.

Directors' fees

There were Directors' fees paid during the year to the NEDs with the executive director receiving a fixed salary of a full-time employee.

Executive pay

The executive pay and reward framework has the following components:

- Base pay benefits
- Other remuneration such as fringe benefits and superannuation
- STI payable based on predetermined KPI's
- Eligibility to participate in the Employee Share Plan

The combination of these comprises the executive's total remuneration.

Base pay

Base pay is structured as a total employment cost package which is delivered in cash. Executives are offered a competitive base pay that comprises the fixed component of pay. Base pay for senior executives is reviewed annually. An executive's pay is also reviewed on promotion. There are no guaranteed base pay increases fixed in any senior executives' contracts.

Retirement benefits

Retirement benefits are delivered under a range of different superannuation funds. These funds provide accumulated benefits. Where applicable, statutory amounts are contributed to super funds for all Australian based Directors and Executives.

Executive contractual arrangements

As Non-Executive Directors are not employees of the company, there are no contractual agreements with these parties.

Vernon Wills was employed as an Executive through a services contract with Wayburn Holdings Pty Limited on consistent terms with other executives. No sign on shares were granted.

Escrowed shares are issued at the discretion of the Remuneration Committee from time to time.

Remuneration Report (audited) continued

Remuneration arrangements for other executives are formalised in employment agreements. Details of these contracts are provided below. All other executives have contracts with unspecified ending dates. The contracts are continuing unless terminated by either party. Executive termination provisions are as follows:

	Employer initiated termination	*Termination for cause*	*Employee initiated termination*
Executive notice period	3 Months	None	3 Months
CFO notice period	6 months	None	3 Months

CFO Termination Benefit

The Company may terminate the employment contract of the CFO at any time or for any reason or for no reason by providing 6 months written notice and paying a lump sum equal to the base amount. The Base amount is equal to the actual remuneration received for the preceding 12-month period (inclusive of the 6 month notice period) including any other entitlement accrued to that point.

Details of remuneration

Details of the remuneration of each director of the Company and the specified executive of the Group, including their personally related entities, are set out in the following tables.

Directors

The board seeks to set NED fees at a level which provides the Group with an ability to attract and retain NEDs with the highest calibre, whilst incurring a cost which is acceptable to shareholders.

The Group's constitution and ASX listing rules specifies the NED maximum aggregate fee pool shall be determined from time to time at a general meeting. The latest determination was at the 2010 AGM held on 22 November 2010 when shareholders approved an aggregate fee pool of $350,000 per year.

NED fees consist of base fees and committee fees recognising the additional time commitment required by NEDs who serve on Board committees. The NEDs may be reimbursed for expenses reasonably incurred for attending to the Group's affairs. NEDs do not receive retirement benefits beyond applicable superannuation contributions.

Director & Specified Executives Disclosure

2022	Short Term Benefits			Post-employment	Long Term Benefits	Share-based Payments		Total
Name	Cash Salary	Directors Fees	Non- monetary benefits	Super-annuation	Long Service Leave	Options	Shares	
	$	$	$	$	$	$	$	$
Vernon Wills	400,000	-	48,712	-	-	-	-	448,712
Nicasio Alcantara	-	83,305	-	-	-	-	-	83,305
Craig Dawson	273,973	-	26,480	27,397	5,453	-	-	333,303
Brett McPhee[1]	137,205	-	-	-	-	-	-	137,205
Jason Anfield[2]	12,663	-	532	1,266	332	-	-	14,793
Total	823,841	83,305	75,724	28,663	5,785	-	-	1,017,317

[1] Resigned as Director May 2022
[2] Appointed as Director May 2022

Remuneration Report (audited) continued

2021	Short Term Benefits			Post-employment	Long Term Benefits	Share-based Payments		
Name	Cash Salary $	Directors Fees $	Non- monetary benefits $	Super-annuation $	Long Service Leave $	Options $	Shares $	Total $
Vernon Wills[1]	400,000	-	48,050	-	-	-	-	448,050
Nicasio Alcantara	-	80,749	-	-	-	-	-	80,749
Peter Jones[2]	-	60,225	-	-	-	-	-	60,225
Craig Dawson[3]	273,973	-	25,818	26,028	5,251	-	-	331,070
Brett McPhee[4]	23,226	-	-	-	-	-	-	23,226
Total	697,199	140,974	73,868	26,028	5,251	-	-	943,320

[1] Resigned as Director November 2020. Considered Specified Executive post resignation.
[2] Resigned as Director May 2021
[3] Specified Executive prior to appointment as Director in November 2020.
[4] Appointed as Director May 2021

Short term incentive (STI)

Under the STI plan, executives have the opportunity to earn an annual incentive award which is delivered in cash or shares at the discretion of the Remuneration Committee. The STI recognises and rewards short term performance. The STI award is determined after the end of the financial year following a review of performance over the year against the STI performance measures.

Group EBITDA and business unit EBITDA are the measures against which management and the remuneration committee assess the short term financial performance of the Group. Both Mr Wills and Mr Dawson had a maximum STI opportunity of 30% of their fixed remuneration. For FY22 and FY21, 0% was earned and 100% forfeited because the service criteria were not met.

Director and key management personnel options and rights holdings

There were no options over ordinary shares held during the financial year by each KMP of the Group, other than in respect of the employee share plan below.

Director and key management personnel participation in the employee share plan

In November 2011 the Shareholders approved the establishment of an Employee Share Plan that would enable employees, directors and eligible associates to subscribe for shares in the Company. Under the terms of the plan an eligible person is offered shares in the Company at a price determined by the board with a corresponding interest free loan to assist the person to subscribe for the shares. The shares are escrowed in two tranches with 50% being escrowed for a minimum of 12 months and 50% being escrowed for a minimum of 24 months. Subsequent to these minimum restriction periods, the shares are available for release from escrow (i.e. vested and exercisable option) on the repayment of the loan, and subject to continuation of employment (including acting as an associate or director) at the time of repayment.

For accounting purposes these shares are treated as if these were share options, as whilst the shares have been issued to the employee their rights to access the shares are subject to both a time based requirement (continued employment to escrow dates) and valuation uncertainty (share price exceeds issue price at date of escrow release). Accordingly, shares issued under the plan are valued using a Black Scholes Option Valuation model with the expense being recognised over the escrow period as a share based payment.

Remuneration Report (audited) continued

For accounting purposes these shares are treated as if these were share options, as whilst the shares have been issued to the employee their rights to access the shares are subject to both a time based requirement (continued employment to escrow dates) and valuation uncertainty (share price exceeds issue price at date of escrow release). Accordingly, shares issued under the plan are valued using a Black Scholes Option Valuation model with the expense being recognised over the escrow period as a share based payment.

Mr Dawson was awarded 1,000,000 shares, Mr McPhee 750,000 and Mr Anfield 250,000 shares under the plan, with a grant date of 8 March 2019 and a loan price (option exercise price) of 4 cents per share with half escrowed to 29 March 2019 and the other half escrowed to 29 March 2020. No amount has been paid in respect of these shares. The related options have a grant date fair value of 0.64 cents per share and 0.97 cents per share respectively for each tranche. There are no performance conditions attached to the shares other than the employee remaining with the group during the escrow period. The shares have an expiry date (last option exercise date) of 29 March 2022.

The number of ordinary shares held by each KMP of the Group under the plan is as follows:

Name	Balance 1 July 2021	Granted as remuneration	Shares sold	Forfeited	Balance 30 June 2022	Tradable	Escrowed	Vested and Exercisable
Brett McPhee	750,000	-	-	-	750,000	-	750,000	-
Craig Dawson	1,000,000	-	-	-	1,000,000	-	1,000,000	1,000,000
Jason Anfield	250,000	-	-	-	250,000	-	250,000	250,000
Total	2,000,000	-	-	-	1,250,000	-	1,250,000	1,250,000

Director and key management personnel share holdings

The number of ordinary shares held by each KMP, other than shares under the Employee Share plan, is as follows:

Name	Balance 1 July 2021	Granted as remuneration	Shares sold	Balance 30 June 2022
Vern Wills	122,395,630	-	-	122,395,630
Nicasio Alcantara	8,371,325	-	-	8,371,325
Craig Dawson	1,000,000	-	-	1,000,000
Brett McPhee*	3,193,613	-	-	*
Jason Anfield	800,000	-	-	800,000
Total	135,760,568	-	-	132,566,955

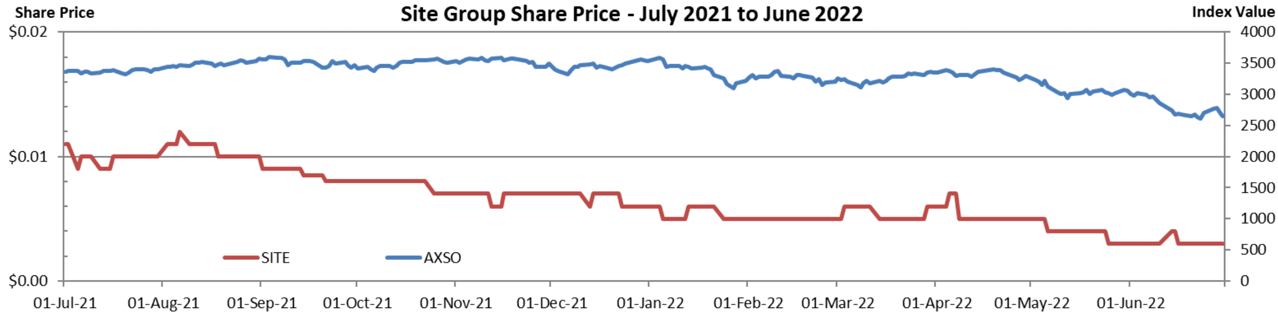
* Resigned as a Director and KMP on 30 May 2022

Executive remuneration outcomes for 2022

As noted earlier the company is actively developing its core business in Asia and Australia in addition to the maximisation of the Clark property. Executive Remuneration is targeted at attracting and retaining quality people to lead the Company through this phase and on to profitability. The Company has incurred losses since 2017 however there are a number of metrics that may be used to judge the effectiveness of the leadership team during this period.

Remuneration Report (audited) continued

Share price performance



The graph above illustrates the relative performance of the Company share price over the past 12 months. The blue line is the performance of the small ordinaries index – in comparative terms the Company's share price has been significantly negatively impacted due to the regulatory actions currently in progress and the COVID-19 pandemic.

Revenue growth

The following table details reported revenue of the core business including the discontinued for the past seven years:

	2022	2021	2020	2019	2018	2017	2016
Total revenue ($)	7,141,825	16,939,116	27,259,059	30,913,290	30,306,134	29,213,400	25,406,177
Growth %	(58%)	(38%)	(12%)	2%	4%	15%	31%

The current year decrease reflect the sale part way through the prior year of the Domestic trades training business and the impact of COVID-19 on the international operations.

Net profit/ (loss) and earnings/ (loss) per share

The following table details the net profit/ (loss) and earnings/ (loss) per share including the discontinued operation for the past seven years:

	2022	2021	2020	2019	2018	2017	2016
Total profit/(loss)	(7,254,842)	(7,276,206)	(10,264,692)	(4,742,968)	(6,042,212)	(50,466,491)	9,404,816
Change %	0%	29%	(116%)	22%	88%	(637%)	383%
Earnings/(loss) per Share (cents)	(0.86)	(0.86)	(1.32)	(0.69)	(0.92)	(9.50)	1.84
Share price at year end	$0.003	$0.011	$0.035	$0.027	$0.025	$0.04	$0.19

The impact of the impairments reported, closure of the PP business and action currently taken by the regulator, the associated legal costs and the impact on some customers continue to significantly impact the share price and reported earnings per share. Additionally, the unexpected impact of COVID-19 on industries around the world has substantially impacted face to face delivery of training.

The leadership team are focused on continuing to grow the core business revenue, adapting to the current market environment, controlling costs and growing earnings.

Remuneration Report (audited) continued

Approval of the FY21 Remuneration Report

At the Annual General Meeting of the Company on 31 January 2022, the FY21 remuneration report was adopted by the shareholders with a vote of 98% in favour.

Loan from Director related entity – Punta Properties Inc

On 21 June 2018, the Group announced a financing facility of US$4million with Punta Properties, a company associated with Non-Executive Director Nicasio Alcantara. Repayment of funds drawn under the facility will be via cash or equity to be issued at the last issue price of 4 cents per share subject to approval of shareholders. Interest charged on the loan will be at a fixed rate of 10% per annum.

Movements in the loan balance during the year are as follows:

	2022	2021
	$	$
Opening Balance	5,234,958	4,970,972
Drawdowns	1,366,092	-
Interest accrued during the year	458,128	701,327
Recognition of embedded derivative	-	-
Foreign Currency movement	582,837	(437,341)
Closing Balance	7,642,015	5,234,958

END OF REMUNERATION REPORT

Rounding of amounts

The company is of a kind referred to in ASIC Legislative Instrument 2016/191, relating to the ‘rounding off’ of amounts in the directors’ report. Amounts in the directors’ report have been rounded off in accordance with the instrument to the nearest thousand dollars, or in certain cases, to the nearest dollar.

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

Craig Dawson
Director
30 September 2022

Corporate Governance Statement

The Australian Securities Exchange Limited (ASX) listing rules require a listed Company to provide in its annual report a statement of the main corporate governance practices that it had in place during the reporting period. The ASX listing rules also require a listed Company to report any instances where it has failed to follow the recommendations issued by the ASX Corporate Governance Council ("the Principles of Good Corporate Governance and Best Practice Recommendations, 4th Edition") and the reasons for not following them.

The best practice recommendations of the ASX Corporate Governance Council are differentiated between eight core principles that the council believes underlie good corporate governance. The board's statements to each core area are noted below:

Principle 1: Lay solid foundations for management and oversight

The ASX Corporate Governance Council guidelines recommend that the board recognise and publish the respective roles and responsibilities of the board and management and how their performance is monitored and evaluated. The framework of responsibilities should be designed to:

- *enable the board to provide strategic guidance for the Company and effective oversight of management;*
- *clarify the respective roles and responsibilities of board members and senior executives in order to facilitate board and management accountability;*
- *undertake appropriate background checks on proposed new directors and ensure sufficient material information about a director being re-elected is provided to security holders;*
- *ensure a balance of authority so that no single individual has unfettered powers;*
- *ensure the Company enter in to written agreements with each director and senior executive setting out the terms of their appointment;*
- *ensure the company secretary be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board;*
- *establish a policy concerning diversity, that should include a requirement for the board to:*
    - *establish measurable objectives for gender diversity;*
    - *assess annually the objectives set for achieving gender diversity; and*
    - *assess annually the progress made towards achieving the objectives set; and*
- *evaluate the performance of senior executives, the board, committees and individual directors.*

The board of Site Group International Limited are responsible for:

- establishment of long term goals and strategic plans to achieve those goals;
- the review and adoption of the annual business plan and budgets for the financial performance of the Company and monitoring the results on a monthly basis;
- appointment and removal of the chief executive officer;
- ensuring that the Company has implemented adequate systems of internal controls together with appropriate monitoring of compliance activities; and
- the approval of the annual and half yearly financial statements and reports.

These and other responsibilities are detailed in the approved Board Charter approved in February 2012.

The board meets on a regular basis to review the performance of the Company against its goals both financial and non-financial. In normal circumstances, prior to the scheduled board meetings, each board member is provided with a formal board package containing appropriate management and financial reports.

Written agreements are entered in to with each director clearly setting out their roles and responsibilities. The responsibilities of the management including the chief executive officer and chief financial officer are contained in letters of appointment and job descriptions given to each executive on appointment and updated from time to time, usually annually.

The board has not established formal evaluation criteria for the review of itself or its committees and has not undertaken a specific performance evaluation. The Site Group International Limited board uses a personal evaluation review to review the performance of Directors. Individual Directors are asked to communicate to the Chairman on a confidential basis to comment on their own performance, and the performance of the board and its committee. Key executives are reviewed periodically against the business objectives and their own contractual obligations, including their personal KPIs.

Appropriate background checks are conducted on proposed new Directors and material information about a director being re-elected is provided to security holders.

The company secretary work directly with the chair on the functioning of all board and committee procedures.

The board approved and issued a Diversity Policy in January 2012. The nature of the Site Skills Training part of the business providing high risk licencing and trades training results in a high proportion of the trainers being male however the company actively encourages the recruitment of female staff/contractors where available.

No specific measurable objectives have been established at this stage. As noted above, as the nature of the company's business is quite specific, setting measurable objectives may restrict the company's development at this stage. Notwithstanding this, the company actively encourages the recruitment of female staff/contractors where available and will continue to recruit and promote regardless of gender, age, ethnicity or cultural background.

The following table indicates the current gender mix of employees: -

	Male	Female	Male	Female	**Total**
Board	3	0	100%	0%	**3**
Executive and Senior Managers	3	1	75%	25%	**4**
All Other	25	17	60%	40%	**42**
Total	**31**	**18**	**69%**	**31%**	**49**

Principle 2: Structure the board to add value

The ASX Corporate Governance Council guidelines recommend that the board be structured in such a way that it:

- *is of an effective composition, size and commitment to adequately discharge its responsibilities;*
- *has a proper understanding of, and competence to deal with, the current and emerging issues of the business; and*
- *has an appropriate number of independent non-executive directors who can challenge management and represent the best interests of security holders as a whole.*

To achieve best practice the Council recommends that:

- *the board should establish a nomination committee;*
- *listed entities should disclose a board skills matrix;*
- *a majority of the board be "independent" Directors;*
- *the chairperson be an "independent" Director and should not be the same person as the CEO; and*
- *listed entities have a program for inducting new directors and provide appropriate professional development opportunities.*

The Company has a Nomination and Remuneration Committee (the Committee) and the board has approved the charter for the Nomination and Remuneration Committee. The Committee charter is set out on the Company's website.

The number of meetings of the Committee held during 2022 is set out in the Directors' Report.

In 2022 the Committee comprised Mr Nicasio Alcantara, Mr Brett McPhee (resigned 30 May 2022) and Jason Anfield (appointed 30 May 2022). The Council recommends that remuneration committees be comprised of at least three independent directors. Mr Alcantara is a non-executive director. Due to Messrs, Alcantara, McPhee and Anfield's extensive corporate history and experience, the company believes that given the size and nature of its operations, non-compliance has not been detrimental.

The Company is developing an appropriate board skills matrix. Comprehensive details about each director's experience and skills are set out in the Directors' Report.

Site Group International Limited's current board consists of one non-executive Director and two executive Directors. The Chairman of the Board Mr Alcantara is not considered to be independent due to being a substantial security holder. In accordance with the Council's definition of independence, both Mr Anfield and Mr Dawson are not considered independent as they are employed in an executive capacity.

Directors have the right to seek independent professional advice and are encouraged to undertake appropriate professional development opportunities in the furtherance of their duties as Directors at the Group's expense. Informal induction is provided to any new Directors.

Principle 3: Act ethically and responsibly

The ASX Corporate Governance Council guidelines recommend that the Company should:

- *clarify the standards of ethical behaviour of Directors and executives by establishing a code of conduct and encourage the observance of those standards; and*

the policy or a summary of that policy is to be disclosed.

Site Group International Limited has a published code of conduct to guide executives, management, and employees in carrying out their duties and responsibilities. The code of conduct covers such matters as:

- responsibilities to shareholders;
- compliance with laws and regulations;
- relations with customers and suppliers;
- ethical responsibilities;
- employment practices; and
- responsibilities to the environment and the community.

Principle 4: Safeguard integrity in corporate reporting

The ASX Corporate Governance Council guidelines recommend that the Company have formal and rigorous processes that independently verify and safeguard the integrity of the company's corporate reporting.

To achieve best practice the Council recommends that:

- *the board should establish an audit committee;*
- *CEO and CFO sign declarations attesting to the accuracy of the Company's accounts and that appropriate internal controls are in place; and*
- *the Company ensure the external auditor attends the AGM.*

The Company has an Audit Committee and the number of meetings of the committee held during the 2022 year is set out in the Directors' Report. In 2022 the committee comprised Mr Brett McPhee, Mr Anfield and Mr Nicasio Alcantara. The Council recommends that audit committees be comprised of at least three independent directors. Due to Messrs Alcantara, McPhee and Anfield extensive corporate history and experience in financial matters, the company believes that given the size and nature of its operations, non-compliance has not been detrimental.

Audit committee meetings are attended, by invitation, by the engagement partner (or their nominee) from the Company's external auditor and such other senior staff or professional people as may be appropriate from time to time.

Each year the Chief Executive Officer and Chief Financial Officer sign declarations in accordance with section 295A of the Corporations Act, to confirm that the accounts are correct and in accordance with relevant legislation and that appropriate financial controls are in place.

The external auditors are required to attend the annual general meeting and are available to answer any questions from security holders relevant to the audit.

Principle 5: Make timely and balanced disclosure

The ASX Corporate Governance Council guidelines recommend that a Company make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities. It recommends that it put in place mechanisms designed to ensure all investors have equal and timely access to material information concerning the Company (including its financial position, performance, ownership and governance), and that a Company's announcements are factual and presented in a clear and balanced way.

The board and senior management team at Site Group International Limited are conscious of the ASX Listing Rule continuous disclosure requirements and have processes in place to ensure compliance. Company policy requires:

- all announcements be reviewed by the Chairman and all directors; and
- all media comment is by the Chairman and Chief Financial Officer.

Principle 6: Respect the rights of security holders

The ASX Corporate Governance Council guidelines recommend that a Company respects the rights of security holders by providing them with appropriate information and facilitates to allow them to exercise those rights effectively.

To achieve best practice, the Council recommends that Companies:

- *Provide information about themselves and their governance on their website;*
- *Design and implement a suitable investor relations program to facilitate effective two-way communication with investors;*
- *Disclose policies and processes to encourage participation at meetings of security holders; and*
- *Provide security holders with the option to receive communications electronically.*

Site Group International Limited promotes effective communication with shareholders and encourages effective participation at general meetings by providing information to shareholders:

- Through the release of information to the market via the ASX;
- Through the distribution of the Annual Report and notices of annual general meeting;
- Through shareholder meetings and investor presentations; and
- By posting relevant information on Site Group International's website: www.site.edu.au

The company's website has a dedicated investor relations section for the purpose of publishing all important company information and relevant announcements made to the market.

The external auditors are required to attend the annual general meeting and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.

The external auditors are required to attend the annual general meeting and are available to answer any questions from security holders relevant to the audit.

Principle 7: Recognise and manage risk

The ASX Corporate Governance Council guidelines recommend that the Company establish a sound risk management framework to identify and manage risk on an ongoing basis. It recommends that the system be designed to identify, assess, monitor and manage risk; and inform investors of material changes to the Company's risk profile. It suggests that to achieve "best practice", the board or an appropriate board committee should establish policies on risk oversight and that the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

The Audit and Risk Committee has in its Charter the requirement to consider risks that the Company has to manage.

The Company has established a Risk Register that is reviewed by the Audit and Risk Committee annually. Risks are assessed and ranked in accordance with generally accepted risk management practices with appropriate mitigation strategies adopted where possible.

The Company does not have a separate internal audit function. The board considers that the Company is not currently of the size or complexity to justify a separate internal audit function, and that appropriate internal financial controls are in place. Such controls are monitored by senior financial management and the Audit and Risk Committee.

In addition, the board does consider the recommendations of the external auditors and other external advisers and where considered necessary, appropriate action is taken to ensure that an environment is in place that key risks, as identified, are managed.

The Director's Report sets out some of the key risks relevant to the Company and its operations. Although not specifically defined as such, the risks include economic, environmental and social sustainability risks. As noted above, the Company regularly reviews risks facing the Company and adopts appropriate mitigation strategies where possible.

Principle 8: Remunerate fairly and responsibly

The ASX Corporate Governance Council guidelines recommend that the Company ensures that the level and composition of remuneration is sufficient and reasonable and that its relationship to corporate and individual performance is defined. In this regard it recommends that companies adopt remuneration policies that:

- *attract and retain high quality Directors;*
- *attract, retain and motivate high quality senior executives; and*

to align their interests with the creation of value for security holders.

The Company has a Nomination and Remuneration Committee and the board has approved the charter for the Nomination and Remuneration Committee. The Committee charter is set out on the Company's website.

The number of meetings of the committee held during the 2022 year is set out in the Directors' Report.

In 2022 the Committee comprised all three members of the Board. The Council recommends that remuneration committees be comprised of at least three independent directors. Due to Messrs McPhee, Alcantara and Anfield's extensive corporate history and experience, the company believes that given the size and nature of its operations, non-compliance has not been detrimental.

All matters of remuneration and executive appointments were also considered by the full board. At this stage it is reasonable that the board be accountable for setting their own remuneration and that of senior executives.

The remuneration of the board's non-executive and executive directors is set out in the relevant section of the Annual Report. Details of the nature and amount of each element of the remuneration of each director of the Company and the key management personnel of the Company are disclosed in the relevant section of the Annual Report. There is no retirement benefit scheme for directors other than payment of statutory superannuation.

The Company has adopted a Trading Policy that includes a prohibition on hedging, aimed at ensuring participants do not enter into arrangements which would have the effect of limiting their exposure to risk relating to an element of their remuneration.

PITCHER PARTNERS

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The Directors
Site Group International Limited
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BRISBANE QLD 4000

Auditor's Independence Declaration

In relation to the independent audit for the year ended 30 June 2022, to the best of my knowledge and belief there have been:

(i) No contraventions of the auditor independence requirements of the *Corporations Act 2001*; and

(ii) No contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards).*

This declaration is in respect of Site Group International Limited and the entities it controlled during the year.

PITCHER PARTNERS

J. Evans

JASON EVANS
Partner

Brisbane, Queensland
30 September 2022

Statement of Profit or Loss and Other Comprehensive Income

	Note	Consolidated Group 2022 $	Consolidated Group 2021 $
Continuing operations			
Revenue from contracts with customers	4	7,141,825	7,362,539
Interest income		13,262	14,905
Total income		7,155,087	7,377,444
Contractor and other service providers		(1,310,787)	(775,801)
Other direct fees and costs		(1,317,821)	(1,412,909)
Employee benefits expense	5	(3,440,660)	(5,064,710)
Sales and marketing expense		(766,969)	(987,288)
Occupancy expenses		(374,663)	(518,071)
Depreciation and amortisation expense	5	(1,362,973)	(1,436,904)
Impairment expense	11	(469,291)	(3,430,862)
Finance costs	5	(1,522,911)	(1,723,418)
Foreign currency (loss) / gain		(1,385,907)	492,477
Fair value gain of financial liabilities at fair value through profit and loss	17	252,458	979,503
Other expenses	5	(1,964,877)	(2,197,015)
Loss before tax from continuing operations		(6,509,314)	(8,697,554)
Income tax benefit	6	11,904	60,316
Loss for the year from continuing operations		(6,497,410)	(8,637,238)
Profit/(Loss) for the year from discontinued operations	24	(757,432)	1,361,032
Total loss for the year		(7,254,842)	(7,276,206)
Other comprehensive income			
Items that may be reclassified to profit or loss in subsequent years (net of tax):			
Translation of foreign operations		4,593	(273,878)
Items not to be reclassified to profit or loss in subsequent years (net of tax):			
Remeasurement gain/(loss) on defined benefit plan	16	44,445	99,878
Total other comprehensive (loss)/income		49,038	(174,000)
Total comprehensive loss		(7,205,804)	(7,450,206)
Earnings per share			
Earnings per share for loss attributable to the ordinary equity holders of the parent			
Basic and diluted (cents per share)	3	(0.86)	(0.86)
Earnings per share for continuing operations			
Earnings per share for loss from continuing operations attributable to the ordinary equity holders of the parent			
Basic and diluted (cents per share)	3	(0.77)	(1.03)

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

Statement of Financial Position

	Note	Consolidated Group 2022 $	2021 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		139,287	166,053
Trade and other receivables	7	1,012,711	1,188,543
Contract assets	8	10,353	41,002
Inventories		11,471	14,521
Prepayments		159,116	232,802
Financial assets at fair value through profit or loss	24	600,000	-
TOTAL CURRENT ASSETS		1,932,938	1,642,921
NON-CURRENT ASSETS			
Property, plant and equipment	9	3,132,956	3,680,580
Right-of-use assets	12	3,675,803	4,309,876
Intangible assets	10	2,034	445,004
Security deposits		523,910	793,776
Other non-current financial assets		16,435	16,435
Financial assets at fair value through profit or loss	24	783,085	1,504,269
Deferred income tax asset	6	767,993	830,838
TOTAL NON-CURRENT ASSETS		8,902,216	11,580,778
TOTAL ASSETS		10,835,154	13,223,699
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	13	8,425,843	6,348,256
Contract liabilites	14	43,305	88,113
Interest bearing debt	15	10,511,908	2,015,798
Lease liabilities	12	1,062,640	1,027,525
Current tax liabilities		2,598	11,299
Provisions	16	299,024	345,232
Financial liabilities at fair value through profit or loss	17	8,585	166,798
TOTAL CURRENT LIABILITIES		20,353,903	10,003,021
NON-CURRENT LIABILITIES			
Trade and other payables	13	5,595,083	5,595,083
Provisions	16	232,482	327,712
Interest bearing debt	15	-	5,234,958
Lease liabilities	12	6,406,290	6,515,480
Financial liabilities at fair value through profit or loss	17	-	94,245
TOTAL NON-CURRENT LIABILITIES		12,233,855	17,767,478
TOTAL LIABILITIES		32,587,758	27,770,499
NET LIABILITIES		(21,752,604)	(14,546,800)
EQUITY			
Issued capital	18	83,719,540	83,719,540
Reserves	19	2,700,232	2,695,639
Accumulated losses	19	(108,172,376)	(100,961,979)
TOTAL DEFICIENCY OF EQUITY		(21,752,604)	(14,546,800)

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

Statement of Changes in Equity

	Share Capital (note 18)	Accumulated losses (note 19)	Foreign currency translation reserve (note 19)	Share based payments reserve (note 19)	Total
Consolidated Group	$	$	$	$	$
Balance at 30 June 2020	83,366,140	(93,785,651)	1,431,155	1,534,862	(7,453,494)
Comprehensive income					
Loss for the year	-	(7,276,206)	-	-	(7,276,206)
Other comprehensive income for the year	-	99,878	(273,878)	-	(174,000)
Total comprehensive income /(loss) for the year	-	(7,176,328)	(273,878)	-	(7,450,206)
Transactions with owners, in their capacity as owners, and other transfers					
Shares issued during the year	353,400	-	-	-	353,400
Transaction costs	-	-	-	-	-
Share-based payments	-	-	-	3,500	3,500
Total transactions with owners and other transfers	353,400	-	-	3,500	356,900
Balance at 30 June 2021	83,719,540	(100,961,979)	1,157,277	1,538,362	(14,546,800)
Comprehensive income					
Loss for the year	-	(7,254,842)	-	-	(7,254,842)
Other comprehensive income for the year	-	44,445	4,593	-	49,038
Total comprehensive income /(loss) for the year	-	(7,210,397)	4,593	-	(7,205,804)
Transactions with owners, in their capacity as owners, and other transfers					
Shares issued during the year	-	-	-	-	-
Transaction costs	-	-	-	-	-
Share-based payments	-	-	-	-	-
Total transactions with owners and other transfers	-	-	-	-	-
Balance at 30 June 2022	83,719,540	(108,172,376)	1,161,870	1,538,362	(21,752,604)

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

Statement of Cash Flows

	Note	Consolidated Group 2022 $	2021 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		7,499,843	16,409,488
Payments to suppliers and employees		(8,353,278)	(18,106,059)
Interest received		768	12,116
Interest paid		(841,907)	(1,199,671)
Income tax paid		(3,527)	(69,068)
Government grants and tax incentives		-	1,161,439
Net cash (used in) operating activities	25	(1,698,101)	(1,791,755)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for property, plant and equipment		(24,268)	(370,791)
Proceeds from sale of investments		-	199,169
Proceeds from sale of business		-	1,799,189
Proceeds from sale of property,plant and equipment		-	28,143
Purchase of intangible assets		-	(258,920)
Cash backed performance bonds		196,087	89,563
Net cash (used in) investing activities		171,819	1,486,353
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		-	323,400
Proceeds from borrowings		2,196,092	1,000,000
Repayment of borrowings		-	(1,000,000)
Principal repayments - lease liabilities	12	(678,711)	(1,079,549)
Net cash (used in) / provided by financing activities		1,517,381	(756,149)
Net (decrease) / increase in cash held		(8,901)	(1,061,551)
Effect of exchange rates on cash holdings in foreign currencies		(17,865)	(19,215)
Cash and cash equivalents at beginning of financial year		166,053	1,246,819
Cash and cash equivalents at end of financial year		139,287	166,053

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

Notes to the Financial Statements for the Year Ended 30 June 2022

Note 1 Corporate Information

The consolidated financial report of Site Group International Limited (the Company) and its controlled entities (the Group) for the year ended 30 June 2022 was authorised for issue in accordance with a resolution of the directors on 30 September 2022.

Site Group International Limited is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange (ASX Code: SIT). The Group is a for-profit entity for the purposes of preparation of this financial report.

The nature of the operations and principal activities of the Group are described in the directors' report.

Note 1a Summary of significant accounting policies

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

Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board (AASB). The financial report has been prepared on an accruals basis and is based on historical costs unless otherwise stated.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Significant accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

The financial report is presented in Australian dollars and unless otherwise stated are rounded to the nearest dollar.

(a) Compliance with IFRS

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards as issued by the International Accounting Standards Board.

(b) Going concern

For the financial year ended 30 June 2022 the Group made a net loss of $7,254,842 (2021: loss of $7,276,206) and the cash outflow from operating activities for the year was $1,698,101 (2021: $1,791,755). At 30 June 2022, the Group had deficiencies in net assets and net current assets of $21,752,604 and $18,420,965 respectively. Notwithstanding the reported results, this financial report has been prepared on a going concern basis as the directors consider that the company and the consolidated entity will be able to realise their assets and settle their liabilities in the normal course of business and at amount stated in the financial report.

The directors have made enquiries of management, examined the Group current financial position and financial forecasts and have a reasonable expectation that the company and the Group has adequate financial resources to continue as a going concern.

Note 1a Summary of significant accounting policies continued

Significant matters identified by the directors include:-

- The reported loss is not considered by the directors to reflect the expected future performance of the Group. These results were significantly impacted by the COVID-19 on industries around the world with substantially impacted face to face contact and revenues for the year.
- During the COVID-19 period the Group has made significant changes to its international and domestic businesses to reflect the lessening revenues caused by the pandemic. This has included non-recurring restructuring costs, impairments and redundancies.
- The Group has sold the Site Skills Training domestic assets which generated a cash payment of $1.94m and a circa $600,000 milestone payable in FY23 and a further payment payable after FY23 (estimated at $900,000).
- The Group continues to maintain the support of its existing debt providers to manage any maturing debt facilities within the best interests of the Group.

The continuation of the company and the Group as a going concern is dependent on the ability to achieve the following objectives:-

- Forecast cash flow from operations including the savings associated with restructuring and streamlining the corporate operations following completion of the asset sale of Site Skills Training in Australia;
- Forecast cash flow from the initial realisation of the value of the Clark Property project in the form of third party investors providing $US10.005m to acquire a total of 61.6% of Site Group Holdings Pty Ltd and enabling the group to proceed with its strategy of maximising the value of the leasehold. This will allow for repayment of the current debt and advances outstanding of $US8.225m as well as the recovery of significant funds to recoup the investment made to date by the group in positioning the project to realise its development potential. It is expected that the funding will be utilised by the company to meet its existing working capital requirements as well as funding the development program;
- Proposed capital expenditure management; and,
- Support of its investors through capital raising by way of debt or equity including the future funding commitment from existing substantial shareholder, EGP Capital Fund, of $1m as an underwriting of the future rights issue.

Should the above actions not generate the expected cash flow, there would be a material uncertainty which would cast significant doubt as to whether the Group would be able to meets its debts as and when they fall due, and therefore continue as a going concern. The Group may be required to realise assets and extinguish liabilities other than in the course of business and at amount different from those stated in the financial statements.

The report does not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the company and the Group not continue as a going concern.

(c) New or amended Accounting Standards and Interpretations adopted

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

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

Note 1a Summary of significant accounting policies continued

Conceptual framework for financial reporting (Conceptual Framework)

The Group has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the consolidated entity's financial statements.

(d) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group as at, and for the period ended, 30 June each year. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- The rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of profit or loss and other comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

(e) Foreign currency translation

Both the functional and presentation currency of Site Group International Limited and its Australian subsidiaries are Australian dollars ($). The Philippines branch's functional currency is the Philippine Peso (PHP), Site Group International Pte Ltd's functional currency is Singapore Dollars (SGD) and Competent Project Management Sdn Bhd's functional currency is Malaysian Ringgit (MYR). Each of these is translated to the presentation currency.

On consolidation, the assets and liabilities of the Asian operations are translated into Australian Dollars at the rate of exchange prevailing at the reporting date and the statement of profit or loss and other comprehensive income is translated at the exchange rate prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in other comprehensive income.

Note 1a Summary of significant accounting policies continued

(f) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position and in the statement of cash flows comprise cash at bank and in hand and short-term deposits with an original maturity 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.

(g) Financial instruments – initial recognition and subsequent measurement

Financial assets

Initial recognition and measurement

Financial assets within the scope of AASB 9 *Financial Instruments* are classified at amortised cost, at fair value through profit and loss, or at fair value through other comprehensive income. The Group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus transaction costs, except financial assets recorded at fair value through profit or loss, on the basis of both the Group's business model for managing the financial assets, and the contractual cash flow characteristics of the financial asset.

The Group's financial assets include cash and short-term deposits (amortised cost), receivables from contracts with customers (amortised cost), other receivables (amortised costs), and quoted and unquoted financial instruments (fair value through profit and loss).

Receivables from contracts with customers are recognised when the Group has an unconditional right to consideration arising from the transfer of goods or services to the customer (i.e. only the passage of time is required before payment of the consideration is due). Where this is not the case, the resultant asset is a contract asset (refer note 1a (p)).

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset. Other financial assets are recognised if the entity becomes party to contract provisions of the asset.

Subsequent measurement
The subsequent measurement of financial assets depends on their classification as described below.

Financial assets at amortised cost
Subsequent to initial measurement, these assets are measured at amortised cost using the Effective Interest Rate (EIR) method, less allowances for credit losses. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest revenue in the statement of profit or loss and other comprehensive income.

Financial assets at fair value through profit and loss
Subsequent to initial measurement, these assets are measured at fair value with changes in fair value being recognised in profit or loss as they arise.

Note 1a Summary of significant accounting policies continued

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets at amortised cost

The Group applies the simplified expected credit loss model prescribed in AASB 9 to determine an allowance for expected credit losses on receivables from contracts with customers and its other receivables measured at amortised cost. Under this approach, the lifetime expected credit losses are estimated using a provision matrix based on historical losses observed on similar assets, adjusted for the Group's forecasts of future economic conditions. The measurement of expected credit losses reflects the Group's 'expected rate of loss', which is a product of the probability of default and the loss given default, and its 'exposure at default', which is typically the carrying amount of the relevant asset. The Group has identified contractual payments more than 90 days past due as default events for the purpose of measuring expected credit losses. These default events have been selected based on the Group's historical experience.

Financial liabilities

Initial recognition and measurement
Financial liabilities within the scope of AASB 9 *Financial Instruments* are classified as at amortised cost, at fair value through profit and loss, or as derivatives designated as hedging instruments as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs. The Group's financial liabilities include trade and other payables (amortised costs), loans and borrowings (amortised cost) and derivative financial instruments (fair value through profit and loss).

Loans and borrowings
After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the statement of profit or loss and other comprehensive income when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the statement of profit or loss and other comprehensive income.

Derivative financial instruments
Derivative financial instruments held by the Group represent embedded conversion options on borrowing facilities. The embedded derivative component of the debt is required to be separated and accounted for as at fair value through profit and loss, with fair value gains and losses on remeasurement recognised in profit and loss.

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Note 1a Summary of significant accounting policies continued

(h) Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount reported in the consolidated statement of financial position if, and only if:

- There is a currently enforceable legal right to offset the recognised amounts
- There is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously

(i) Property, plant, and equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Leasehold Improvements
Leasehold improvements are initially shown at their cost, less subsequent depreciation.

Plant and Equipment
Plant and equipment are measured on the cost basis, less depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

All other repairs and maintenance are charged to profit and loss during the financial period when they are incurred.

Depreciation

The depreciable amount of all fixed assets, excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the company commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful life of the improvement.

The estimated lives used for each class of depreciable assets are:

Class of fixed asset	Estimated Life
Leasehold improvements	2 – 25 years
Furniture and fittings	2 – 20 years
Computer equipment	3 – 5 years
Vehicles	3 – 5 years

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

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

(j) Leases

At the commencement date of a lease (other than leases of 12-months or less and leases of low value assets), the Group recognises a lease asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

Note 1a Summary of significant accounting policies continued

Lease assets

Lease assets are initially recognised at cost, comprising the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date of the lease, less any lease incentives received, any initial direct costs incurred by the Group, and an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequent to initial recognition, lease assets are measured at cost (adjusted for any remeasurement of the associated lease liability), less accumulated depreciation and accumulated impairment loss.

Lease assets are depreciated over the shorter of the lease term and the estimated useful life of the underlying asset, consistent with the estimated consumption of the economic benefits embodied in the underlying asset.

Lease liabilities

Lease liabilities are initially recognised at the present value of the future lease payments (i.e., the lease payments that are unpaid at the commencement date of the lease). These lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, or otherwise using the Group's incremental borrowing rate.

Subsequent to initial recognition, lease liabilities are measured at the present value of the remaining lease payments (i.e., the lease payments that are unpaid at the reporting date). Interest expense on lease liabilities is recognised in profit or loss (presented as a component of finance costs). Lease liabilities are remeasured to reflect changes to lease terms, changes to lease payments and any lease modifications not accounted for as separate leases.

Variable lease payments not included in the measurement of lease liabilities are recognised as an expense when incurred.

Leases of 12-months or less and leases of low value assets

Lease payments made in relation to leases of 12-months or less and leases of low value assets (for which a lease asset and a lease liability has not been recognised) are recognised as an expense on a straight-line basis over the lease term.

Covid-19 related rent concessions

The Group has elected to apply the practical expedient (as permitted by Australian Accounting Standards) not to assess whether rent concessions occurring as a direct consequence of the Covid-19 pandemic are lease modifications, and to account for any changes in lease payments resulting from the rent concessions as if the changes were not lease modifications. Any gains arising from Covid-19 related rent concessions are recognised in profit or loss.

The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all the following conditions are met:

(a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
(b) any reduction in lease payments affects only payments due on or before 30 June 2022; and
(c) there is no substantive change to other terms and conditions of the lease.

Note 1a Summary of significant accounting policies continued

(k) Intangible assets

Goodwill
Goodwill is initially recorded at the amount by which the purchase price for a business combination exceeds the fair value attributed to the interest in the net fair value of identifiable assets, and liabilities. After initial recognition, goodwill acquired in a business combination is measured at cost less any accumulated impairment losses. Goodwill is not amortised but is subject to impairment testing on an annual basis or whenever there is an indication of impairment.

Training Licences and Course Material
Site Group acquires licenced course material with significant scope (approved courses) in high risk training. The economic potential of these licences and courses was assessed as part of the acquisition price and recorded as an intangible asset which is being amortised on a straight line basis over five years.

Licences
Site Group acquires licences to offer scope of training and access to government funding options. The economic potential of these licences was assessed as part of the acquisition price and recorded as an intangible asset and amortised on a straight line basis over 20 years.

Customer Contracts
Site Group acquires customer contracts with significant value to be realised through the profit and loss in future periods. The economic potential of these contracts is measured as a risk adjusted discounted cash flow to be generated from these contracts and recorded as an intangible asset which is amortised on a straight line basis over the relevant contract period.

Brand
Site Group acquires brands that are recognised by customers in relevant markets and generate future activity for the company. The economic potential of these brands in the form of future revenue generating potential is assessed as a discounted cash flow and recorded as an indefinite useful life intangible and tested for impairment annually. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

(l) Impairment of non-financial assets

At each reporting date, the company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of profit or loss and other comprehensive income. Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where an individual asset does not independently generate cash flows, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(m) Provisions and employee benefits

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of cash or non-cash resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Note 1a Summary of significant accounting policies continued

When the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit or loss and other comprehensive income net of any reimbursement. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision resulting from the passage of time is recognised in finance costs.

Employee leave benefits

(i) Wages, salaries, annual leave and sick leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be wholly settled within 12 months of the reporting date are recognised in respect of employees' services up to the reporting date. They are measured at the amounts expected to be paid when the liabilities are settled. Based on historical evidence no discounting of annual leave has been applied. Expenses for non-accumulating sick leave are recognised when the leave is taken and are measured at the rates paid or payable. Liabilities for wages, salaries and annual leave are recognised as current liabilities and the Group does not have an unconditional right to defer settlement beyond 12 months.

(ii) Long service leave

The liability for long service leave is recognised and measured as the present value of expected future payments to be made in respect of services provided by employees once an employee reaches five years of service. Expected future payments are discounted using market yields at the reporting date on the applicable corporate bonds with terms to maturity and currencies that match, the estimated future cash outflows. Where the Group has an unconditional right to defer settlement of the liability beyond 12 months of the balance date, the provision is classified as non-current.

(iii) Post employment obligations

The liability recognised in the balance sheet in respect of the retirement obligations of staff in the Philippines is the present value of the defined benefit obligation at the end of the reporting period less the fair value of the plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit cost method. Remeasurement gains and losses arising from experience adjustments and change sin actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. These are included in retained earnings in the statement of change in equity and in the balance sheet.

For defined contribution plans, the Group pays contributions to publicly or privately administered superannuation plan on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

(n) Taxes

Current Income Tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Note 1a Summary of significant accounting policies continued

Deferred Income Tax

Deferred tax is provided using the balance sheet liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities (DTL) are recognised for all taxable temporary differences except:

- When the DTL arises from the initial recognition of goodwill or of 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 profit nor taxable profit or loss.
- When the taxable temporary difference is associated with investments in subsidiaries or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and probable the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets (DTA) are recognised for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- When the DTA relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- When the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of DTA is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred tax assets are reassessed each reporting date and are recognised to the extent it has become probable that future taxable profit will allow recovery of the deferred tax asset.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same tax authority.

Tax consolidation legislation

Site Group International Limited and its wholly owned Australian controlled entities have implemented the tax consolidation legislation. The head entity, Site Group International Limited and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The Group has applied the group allocation approach in determining the appropriate amount of current taxes and deferred taxes to allocate to members of the tax consolidated group.

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

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the Group.

Note 1a Summary of significant accounting policies continued

Any differences between the amounts assumed and the amounts receivable or payable under the tax funding agreement are recognised as contributions to (or distribution from) wholly owned tax consolidated entities.

Goods and services tax (GST)
Revenues, expenses, assets and liabilities are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Tax Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST. GST receivable and payable has been offset against one another. Commitments are shown net of GST. In the statement of cash flows, receipts from customers are shown inclusive of GST and payments to suppliers and employees are shown inclusive of GST and GST recovered from the tax office is shown in receipts from customers.

(o) Revenue recognition

Revenue from contracts with customers is recognised either at a point in time or over time depending on the nature of the contract, including the timing of satisfaction of performance obligations and the transfer of control to the customer. The Group's contracts with customers fall into the following categories:

<table>
<tr><th colspan="2">Revenue Stream</th><th>Nature of Goods or Services Promised</th><th>Typical Performance Obligations</th><th>When Performance Obligation is Typically Satisfied</th><th>Method Used to Determine Progress Towards Complete Satisfaction of Performance Obligation</th></tr>
<tr><td colspan="2">Course fees and Government subsidies</td><td>Training Service</td><td>Delivery of training course</td><td>Over time, being throughout the period of the course. For short-term (i.e. one day) courses the performance obligation may be satisfied at a point in time, being the date of course delivery.</td><td>An output method is used being contact days elapsed as a percentage of total contact days. This is considered the most appropriate basis for recognition of revenue as it is readily observable and sufficiently linked to the performance obligations specified in the contract.</td></tr>
<tr><td rowspan="3">Project income</td><td rowspan="2">Specific projects with performance milestones & project delivery indicators</td><td>Construction of Safe Life Processing Plant (SLPP)</td><td rowspan="2">Specific project milestones as specified in each individual contract.</td><td rowspan="2">Performance obligation: Specific project milestones as specified in contract, with a transaction price allocated to each milestone. Project delivery in most instances will not extend over more than one financial period.</td><td rowspan="2">An input method is used, based on the amount of contract costs incurred as a percentage of budgeted contract costs</td></tr>
<tr><td>Facility accommodation</td></tr>
<tr><td>Ongoing project service income</td><td>Facility Management of Safe Life Processing Plant (SLPP)</td><td>Delivery of a service over the length of the contract period.</td><td>Over time, being as the services are delivered over the duration of the contract.</td><td>An output method is applied based on either time elapsed, units delivered, or milestones reached dependent on the terms of the individual contracts. Control is considered to pass in a manner consistent with measurement provided by this method.</td></tr>
<tr><td colspan="2">Placement services</td><td>Recruitment and labour hire services</td><td>1. Placement of personnel at inception
2. Provision of employee for a fixed period of time</td><td>Placement: At a point in time, being when the employee has been successfully placed (i.e. acceptance of placement by customer).

Provision of employee: Over time, being the period of time that staff are employed.</td><td>An output method (time elapsed on percentage of total time) is used. This reflects the expectation of consistency in transfer of services over the contract period for labour services.</td></tr>
</table>

Note 1a Summary of significant accounting policies continued

Contracts with customers do not typically involve a significant financing component. Course fee contracts may specify an entitlement to receive a portion of the contract value in advance of services being provided, however the period of time between payment being received and course delivery is generally not greater than 12 months. Amounts received in advance of services being provided are recognised as contract liabilities (refer note 1a (p)).

In the prior year the Group was eligible for the Australian Job Keeper wage subsidy and cash flow boost schemes during the year. Revenue from these government grant and subsidy is recognised when the Group is entitled to receive them.

No disclosure has been made within the financial statements of the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) as of the end of the reporting period, as these performance obligations relate to contracts that have an original expected duration of one year or less.

There are no elements of consideration under any of the above revenue streams that are variable in nature.

(p) Contract assets and contract liabilities

Contract assets represent the Group's right to consideration (not being an unconditional right recognised as a receivable) in exchange for goods or services transferred to the customer. Contract assets are measured at the amount of consideration that the Group expects to be entitled in exchange for goods or services transferred to the customer.

Contract liabilities represent the Group's obligation to transfer goods or services to the customer for which the Group has received consideration (or an amount of consideration is due) from the customer. Amounts recorded as contract liabilities are subsequently recognised as revenue when the Group transfers the contracted goods or services to the customer.

(q) Comparative figures

Where necessary, comparative figures have been adjusted to conform to changes in presentation for the current financial year where required by accounting standards or as a result of changes in accounting policy.

(r) Share-based payment transactions

The Group provides benefits to its employees (including key management personnel) in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity settled transactions). Site Group currently has an Employee Share Plan (ESP), which provides benefits to directors and all eligible employees. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using a binomial model, further details of which are given in note 20.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled (the vesting period), ending on the date on which the relevant employees become fully entitled to the award (the vesting date).

Note 1a Summary of significant accounting policies continued

At each subsequent reporting date until vesting, the cumulative charge to profit or loss is the product of:

- The grant date fair value of the award;
- The current best estimate of the number of awards that will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non- market performance conditions being met; and
- The expired portion of the vesting period.

The charge to profit or loss for the period is the cumulative amount as calculated above less the amounts already charged in previous periods. There is a corresponding entry to equity. The expense associated with equity-settled awards granted by Site Group to employees of subsidiaries are recorded as an expense in the subsidiary and funded by advances from the parent which eliminate on consolidation. The expense recognised by the Group is the total expense associated with all awards.

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition or non-vesting condition is considered to vest irrespective of whether or not that market condition or non-vesting is fulfilled, provided that all other conditions are satisfied.

(s) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax as applicable, from the proceeds.

(t) Fair value measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The Group measures derivative financial liabilities at fair value through profit and loss (refer note 1a(g)) on a recurring basis. The valuation of these derivatives involves the use of unobservable inputs (level 3), which are detailed together with a reconciliation of changes in the fair value of these liabilities throughout the period in note 17.

The carrying values of other financial assets and financial liabilities as disclosed in note 24 approximate their fair values.

Note 1b Significant accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result which form the basis of the carrying values of assets and liabilities that aren't readily apparent from other sources.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Further details may be found in the relevant notes to the financial statements.

(a) Significant accounting judgements

Determining the lease term of contracts with renewal and termination options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (eg construction of significant leasehold improvements).

Recovery of deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent it is probable that future taxable profits will be available against which the losses can be utilised. . Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

A deferred tax asset has not been recognised for current year unused tax losses of $3,625,327 (tax effected: $1,087,598) (2021: $2,656,727 (tax effected: $797,018)) due to the recent history of tax losses and no other evidence of recoverability in the near future.

Total carried forward tax losses for the Group as at 30 June 2022 totalled $46,641,212 (balance at 30 June 2021 $43,015,885). Total carried forward capital losses as at 30 June 2022 amount to $30,405,916 (30 June 2021: $30,405,916).

Impairment of non-financial assets other than goodwill and indefinite life intangibles

The Group assesses impairment of assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. These include technology, economic and political environments and future product expectations. If an impairment trigger exists, the recoverable amount of the asset is determined. Given the current uncertain economic environment management considered that the indicators of impairment were significant enough and as such these assets have been tested for impairment in this financial period, refer below.

Note 1b Significant accounting judgements, estimates and assumptions continued

(b) Significant accounting estimates and assumptions

Impairment of non-current assets

The Group determines whether goodwill and intangibles with indefinite useful lives are impaired at least on an annual basis. Further, the Group considers whether other non-current assets are impaired whenever there is an indication that impairment may exist. This requires an estimation of the recoverable amount of the cash generating units, using a value in use discounted cash flow methodology, to which the goodwill and intangibles with indefinite useful lives are allocated.

An impairment expense of $469,291 was recognised in the current year with respect to goodwill and right of use assets. The prior year impairment of $3,961,403 related to right-of-use assets, property plant and equipment, and intangibles. The assumptions used in this estimation of recoverable amount and the carrying amount of goodwill and intangibles with indefinite useful lives are discussed in note 11.

Revenue recognition – Course fees

The Group recognises the revenue earned from delivery of a course over the period of the course that the service is provided. Where the duration of the course goes over a reporting date this is recorded as a contract liability on the statement of financial position. In calculating the amount of contract liability, consideration is also given to the probability of reversals and student refunds and the impact on the level of income recorded.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore it uses the incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation. The Group estimates the IBR based on recent third party financing received and makes adjustments specific to the lease if required e.g. term, country currency and security.

Contingent Consideration Asset -

The Group has determined the fair value of the potential cash consideration receivable following the sale of Site Skills Training - Domestic in FY2021 by estimating the present value of future cash flows.

Inputs and assumptions are discussed further in note 24.

Note 2 Operating Segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available.

The Group has organised its business into four separate units based on the products and services offered – the Chief Operating Decision Makers ("CODM"), being the directors and executive management of the Group, review the results on this basis.

The three reportable business segments of the Group are:

- **Site Skills Training - International** operates a 300,000m^2 facility at Clark Freeport Zone in the Philippines allowing the company to deliver Australian standard training in a low cost and controlled environment. This facility has the capacity to complete large scale residential training programs customised to meet client specific requirements. This division also incorporates Site WorkReady being the recruitment and assessment division for international clients.

- **Energy Services** refers to the establishment of specialised energy training and services delivered to the Oil and Gas industry.

- **Tertiary Education** delivers Diploma and certificate level courses at Site's campuses in Australia through the Site Institute brand and also English language courses and conferences internationally through the TESOL Asia business.

The CODM monitors the operating results of its business units separately for the purposes of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit/loss consistent with the operating profit/loss in the consolidated financial statements. Group financing and corporate overheads are managed on a group basis and not allocated to operating segments. Transfer prices between the operating segments are on an arm's length basis in a manner similar to transactions with third parties.

The following is an analysis of the revenue and results for the period, analysed by reportable operating unit:

Note 2 Operating Segments continued

Year ended 30 June 2022

	Site Skills Training (International) $	Energy Services $	Tertiary Education $	Total Segments $	Corporate and Eliminations $	Total $
Revenue from contracts with customers						
Revenue from contracts with customers - external customer	3,252,379	829,902	2,959,057	7,041,338	100,487	7,141,825
Revenue from contracts with customers - inter-segment	19,455	-	-	19,455	(19,455)	-
Total segment revenue	3,271,834	829,902	2,959,057	7,060,793	81,032	7,141,825
Segment net operating profit / (loss) before tax	**(2,970,632)**	**(144,581)**	**(329,810)**	**(3,445,023)**	**(3,064,291)**	**(6,509,314)**
Interest revenue	12,579	-	-	12,579	683	13,262
Interest expense	(641,443)	(4,082)	(45,384)	(690,909)	(832,002)	(1,522,911)
Depreciation and amortisation	(735,352)	7,009	(151,705)	(880,048)	(482,926)	(1,362,974)
EBITDA	**(1,606,416)**	**(147,508)**	**(132,721)**	**(1,886,645)**	**(1,750,046)**	**(3,636,691)**
Segment assets as at 30 June 2022	6,706,972	310,373	643,932	7,661,277	1,734,886	9,396,163
Segment liabilities as at 30 June 2022	9,127,841	436,964	1,674,974	11,239,779	19,354,023	30,593,802
Capital expenditure as at 30 June 2022	4,234	-	19,034	23,268	1,000	24,268

Year ended 30 June 2021

	Site Skills Training (International) $	Energy Services $	Tertiary Education $	Total Segments $	Corporate and Eliminations $	Total $
Revenue from contracts with customers						
Revenue from contracts with customers - external customer	2,635,034	567,301	3,820,368	7,022,703	339,836	7,362,539
Revenue from contracts with customers - inter-segment	19,134	-	-	19,134	(19,134)	-
Total segment revenue	2,654,168	567,301	3,820,368	7,041,837	320,702	7,362,539
Segment net operating profit / (loss) before tax	**(5,831,968)**	**(945,424)**	**197,610**	**(6,579,782)**	**(2,117,772)**	**(8,697,554)**
Interest revenue	12,195	2	-	12,197	2,708	14,905
Interest expense	(615,944)	(2,515)	(19,510)	(637,969)	(1,085,449)	(1,723,418)
Depreciation and amortisation	(810,241)	(17,075)	(155,104)	(982,420)	(454,484)	(1,436,904)
EBITDA	**(4,417,978)**	**(925,836)**	**372,224**	**(4,971,590)**	**(580,547)**	**(5,552,137)**
Segment assets as at 30 June 2021	7,721,916	129,971	1,293,903	9,145,790	2,133,039	11,278,829
Segment liabilities as at 30 June 2021	8,057,648	265,933	1,329,693	9,653,274	16,168,836	25,822,110
Capital expenditure as at 30 June 2021	32,776	-	86,248	119,025	84,460	203,485

Note 2 Operating Segments continued

	Consolidated Group	
	2022	2021
	$	$
Reconciliation of loss		
Segment loss	(3,445,023)	(6,579,782)
Inter-company management fees	1,334,448	1,876,621
Head office occupancy costs	(19,445)	(26,240)
Corporate employee benefits including Directors costs	(1,408,212)	(2,218,716)
Legal accounting and other professional fees	(153,081)	(316,748)
Travel costs	(18,152)	(21,341)
Depreciation and amortisation expense	(482,926)	(454,484)
Finance costs	(832,002)	(1,085,449)
Fair value gain/loss of financial Liabilities at fair value	252,458	979,503
Other corporate costs	(1,818,411)	(1,171,620)
Corporate income	81,032	320,702
Group loss before tax from continuing operations	**(6,509,314)**	**(8,697,554)**
Reconciliation of assets		
Segment operating assets	7,661,277	9,145,790
Discontinued operations	1,438,991	1,944,870
Corporate assets		
Cash at bank	15,780	9,716
Security deposits	258,083	409,359
Other assets	1,474,032	1,725,732
Inter-segment receivables	(13,009)	(11,768)
Total assets per statement of financial position	**10,835,154**	**13,223,699**
Reconciliation of liabilities		
Segment operating liabilities	11,239,779	9,653,274
Discontinued operations	1,993,956	1,948,389
Corporate liabilities		
Corporate trade payables	7,603,668	6,971,499
Interest bearing debt	11,293,218	8,393,200
Other financial liabilites	8,585	261,043
Other liabilities	448,552	543,094
Total liabilities per statement of financial position	**32,587,758**	**27,770,499**

Note 2 Operating Segments continued

Disaggregation of Revenues

As disclosed in note 1a(o), the Group derives its revenue from the transfer of services over time and at a point in time. The following table provided a disaggregation of revenue by major revenue class and by geographical location.

Year ended 30 June 2022

	Australia	Asia	Corporate and Eliminations	Total
	$	$	$	$
Revenue from contracts with customers - external				
Course fees	3,186,878	2,949,429	-	6,136,307
Placement services	-	100,559	-	100,559
Government subsidies received	-	-	-	-
Project income	310,420	260,482	-	570,902
Other revenue	1,364	232,206	100,487	334,057
Total revenue from contracts with customers - external	**3,498,662**	**3,542,676**	**100,487**	**7,141,825**
Revenue from contracts with customers - inter segment	-	19,455	(19,455)	-
Total revenue from contracts with customers	**3,498,662**	**3,562,131**	**81,032**	**7,141,825**
Timing of revenue recognition				
Goods transferred at a point in time	-	53	7,286	7,339
Services transferred over time	3,498,662	3,562,078	73,746	7,134,486
Total revenue from contracts with customers	**3,498,662**	**3,562,131**	**81,032**	**7,141,825**

Year ended 30 June 2021

	Australia	Asia	Corporate and Eliminations	Total
	$	$	$	$
Revenue from contracts with customers - external				
Course fees	3,527,873	1,311,155	-	4,839,028
Placement services	-	890,356	-	890,356
Government subsidies received	417,550	105,911	252,500	775,961
Project income	7,420	304,833	-	312,253
Other revenue	42,657	399,748	102,536	544,941
Total revenue from contracts with customers - external	**3,995,500**	**3,012,003**	**355,036**	**7,362,539**
Revenue from contracts with customers - inter segment		19,134	(19,134)	-
Total revenue from contracts with customers	**3,995,500**	**3,031,137**	**335,902**	**7,362,539**
Timing of revenue recognition				
Goods transferred at a point in time	-	55	7,995	8,050
Services transferred over time	3,995,500	3,031,082	327,907	7,354,489
Total revenue from contracts with customers	**3,995,500**	**3,031,137**	**335,902**	**7,362,539**

Note 3 Earnings per Share

	Consolidated Group 2022 $	2021 $
a) Earnings used in calculating earnings per share		
For basic and diluted earnings per share:		
Net loss excluding discontinued operations expense attributable to ordinary equity holders of the parent	(6,497,410)	(8,637,238)
Net loss attributable to ordinary equity holders of the parent	(7,254,842)	(7,276,206)
b) Weighted average number of shares	No.	No.
Weighted average number of ordinary shares for basic and diluted earnings per share	842,361,127	842,102,935
c) (Loss) / earnings per share (cents)		
Loss per share excluding discontinued operations attributable to the ordinary equity holders of the parent	(0.77)	(1.03)
Loss per share attributable to the ordinary equity holders of the parent	(0.86)	(0.86)

Options outstanding are anti-dilutive and therefore were not considered in the calculation of diluted earnings per share for the year ended 30 June 2022 and 2021.

To calculate the EPS excluding discontinued operations expense, the weighted average number of ordinary shares is as per above. The following table provides the profit / (loss) amounts used.

	Consolidated Group 2022 $	2021 $
Net profit /(loss) from discontinued operations attributable to ordinary equity holders of the parent	(757,432)	1,361,032

Note 4 Revenue from Contracts with Customers from Continuing Operations

	Consolidated Group 2022 $	2021 $
Revenue from continuing operations		
Course fees	6,136,307	4,839,028
Placement services	100,559	890,356
Government support and subsidies	-	775,961
Project income	570,902	312,253
Other revenue	334,057	544,941
	7,141,825	7,362,539

Note 5 Expenses from Continuing Operations

	Note	Consolidated Group 2022 $	2021 $
Employee benefits expense			
Wages and salaries		3,081,781	4,397,532
Superannuation expense		248,528	360,497
Payroll tax and workers compensation		108,490	178,660
Changes in provisions for annual and long-service leave		(90,482)	(23,721)
Other employment expenses		92,343	148,242
Share-based payment expense		-	3,500
		3,440,660	5,064,710
Other expenses			
Legal, accounting and other professional fees		277,308	441,788
Travel & accommodation		82,141	42,936
Consultants cost		602,212	671,271
Administrative expenses		1,003,216	1,041,020
		1,964,877	2,197,015
Finance costs			
Interest expense - third parties		327,310	263,917
Interest expense - related parties		458,128	701,327
Interest expense - lease liabilities		732,934	751,519
Facilities fee		4,539	6,655
		1,522,911	1,723,418
Depreciation and amortisation			
Depreciation of property, plant & equipment	9	467,517	567,085
Amortisation of intangible assets	10	2,004	9,847
Depreciation of right-of-use assets	12	893,452	859,972
		1,362,973	1,436,904

Note 6 Taxation

	Consolidated Group	
	2022 $	2021 $
a) Income tax expense		
The major components of income tax expense are:		
Statement of profit or loss and other comprehensive income		
Current income tax		
Current income tax charge	5,497	35,500
Adjustments in respect of current income tax of previous years	(9,801)	-
Deferred income tax		
Relating to origination and reversal of timing differences	63,153	87,970
Income tax expense / (benefit) reported in the statement of profit or loss and other comprehensive income	58,849	123,470
Income tax expense is attributable to		
Profit (loss) from continuing operations	(11,904)	(60,316)
Profit (loss) from discontinued operations	70,753	183,786
	58,849	123,470
b) Numerical reconciliation of income tax expense to prima facie tax payable		
Profit (loss) from continuing operations before income tax expense	(6,509,314)	(8,697,554)
Profit (loss) from discontinued operations before income tax expense	(686,679)	1,544,818
At the parent entity's statutory income tax rate of 30% (2021 - 30%)	(2,158,798)	(2,145,821)
Differential in overseas tax rate to Australian tax rate	58,849	142,114
Non-assessable income	(1,070,920)	(1,009,446)
Non-deductible expenses	2,009,816	2,198,944
Utilisation of previously unrecognised tax losses	-	(18,642)
Adjustments in respect of current income tax of previous years	-	-
Impairment of PP&E, intangibles and right of use assets	132,305	159,303
Deferred tax asset not recognised	1,087,598	797,018
Income tax expense	58,849	123,470

A deferred tax asset has not been recognised for current year unused tax losses amounting to $3,625,327 (tax effected: $1,087,598).

Total carried forward tax losses for the Group as at 30 June 2022 totalled $46,641,212 (balance at 30 June 2021 $43,015,885). Total carried forward capital losses as at 30 June 2022 amount to $30,405,916 (30 June 2021: $30,405,916).

c) Deferred tax	Consolidated statement of financial position		Consolidated statement of profit or loss	
	2022 $	2021 $	2022 $	2021 $
Accrued expenses	553,849	507,702	(46,147)	(61,180)
Superannuation payable	16,873	21,349	4,476	10,814
Provision for leave balance	100,004	113,750	13,746	125,026
Provision for impairment of receivables	13,500	81,300	67,800	(39,000)
Provision for re-credits	23,717	23,717	-	-
Plant and Equipment under lease	67,033	94,737	27,704	54,981
Other foreign entity deferrals	(6,983)	(11,717)	(4,426)	(2,671)
Deferred tax benefit			**63,153**	**87,970**
Net deferred tax assets	**767,993**	**830,838**		

Reconciliation of net deferred tax asset /(liability)	2022 $	2021 $
As of 1 July	830,838	921,060
Opening balance adjustment	308	(2,252)
Tax income during the period recognised in profit or loss	(63,153)	(87,970)
As at 30 June	**767,993**	**830,838**

Note 7 Trade and Other Receivables

	Note	Consolidated Group 2022 $	2021 $
CURRENT			
Receivables from contracts with customers		21,915,400	22,287,479
Allowances for expected credit losses	7(a)	(21,022,645)	(21,248,645)
		892,755	1,038,834
Other receivables		119,956	149,709
Total current trade and other receivables		1,012,711	1,188,543

Trade receivables includes an amount of $20,977,645, representing a portion of a total reconciliation payment of $28,969,145 receivable from the Commonwealth Government Department of Education and Training (DET) for services performed prior to 30 June 2017. The difference of $7,991,500 was impaired in an earlier period, which should not be taken as an assertion by the Group that the Group is not entitled to this amount.

The expected loss rate for this balance (refer below) has been set at 100% in light of the uncertain circumstances with regard to the reconciliation payment. The loss allowance will be re-assessed as the matter progresses and does not in any way alter the belief of the Board and Management that the Group is entitled to the full reconciliation amount of $28,969,145 in full and that the monies are legitimately due and payable under the relevant legislation as it then applied.

a) Allowance for expected credit losses

As described in note 1a(g), the Group applies the simplified expected credit loss model prescribed in AASB 9 to determine an allowance for expected credit losses on its receivables from contracts with customers (trade receivables) and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles for credit sales over a period of 3 years before 30 June 2022 and 30 June 2021 respectively and the corresponding historical credit losses experienced within this period.

The historical loss rates are adjusted to reflect current and forward-looking macroeconomic factors affecting the ability of the customers to settle the receivables. The Group identifies GDP growth conditions to be the most relevant factor and accordingly adjusts the historical loss rates based on the expected change in this factor. When considering macroeconomic factors, the Group has also taken into account the economic uncertainties associated with the COVID-19 pandemic.

Note 7 Trade and Other Receivables continued

The tables below show the calculation of the expected credit loss provision at both 30 June 2022 and 30 June 2021.

Consolidated Group	Trade receivables - Days past due					
	Total	0-30 days	31-60 days	61-90 days	+91 days	Discontinued Operation
30 June 2022						
Expected credit loss rate		1.5%	2.9%	6.3%	14.3%	
Estimated total gross carrying	**21,915,400**	418,568	175,090	33,405	310,691	20,977,645
Expected credit loss	**21,022,645**	6,476	5,158	2,101	31,265	20,977,645
30 June 2021						
Expected credit loss rate		1.2%	5.9%	17.4%	48.7%	
Estimated total gross carrying	**22,287,479**	525,908	193,256	105,201	485,469	20,977,645
Expected credit loss	**21,248,645**	6,338	11,433	18,262	234,967	20,977,645

The closing loss allowances for receivables from contracts with customers and contract assets as at 30 June 2021 reconcile to the opening loss allowances as follows:

Movement in the provision for impairment	Consolidated Group	
	2022	2021
	$	$
Opening balance – calculated under AASB 9	21,248,645	21,118,645
Increase/(reversal) of loss allowance recognised in profit or loss	(226,000)	130,000
Amounts written off	-	-
Foreign Exchange movement	-	-
Closing Balance	21,022,645	21,248,645

Other receivables are excluded from the above analysis as these represent balances due from taxation authorities for which the expected loss rate is 0%.

b) Fair value and credit risk

Due to the short-term nature of these receivables, their carrying value is assumed to approximate their fair value. The maximum exposure to credit risk is the fair value of receivables. Collateral is not held as security, nor is it the Group's policy to transfer (on-sell) receivables to special purpose entities.

At 30 June 2022, Group receivables, before allowance for expected credit losses, included one customer that owed $20,977,645 (as noted above).

c) Foreign exchange and interest rate risk

Detail regarding foreign exchange and interest rate risk exposure is disclosed in note 26.

Note 8 Contract Assets

	Consolidated Group	
	2022	2021
	$	$
Accrued revenue	10,353	41,002

Note 9 Property, Plant and Equipment

	Consolidated Group	
	2022	2021
	$	$
Plant and equipment		
Leasehold improvements		
At cost	7,893,709	8,151,518
Accumulated depreciation and impairment	(6,632,099)	(6,475,035)
Net carrying amount - leasehold improvements	1,261,610	1,676,483
Capital works in progress		
At cost	1,758,687	1,816,337
Computer equipment		
At cost	790,931	785,651
Accumulated depreciation	(735,491)	(691,718)
Net carrying amount - computers	55,440	93,933
Furniture and fittings		
At cost	2,146,643	2,206,309
Accumulated depreciation	(2,089,423)	(2,112,482)
Net carrying amount - furniture and fittings	57,220	93,827
Vehicles		
At cost	53,499	55,333
Accumulated depreciation	(53,499)	(55,333)
Net carrying amount - vehicles	-	-
Total property, plant and equipment	3,132,957	3,680,580

Note 9 Property, Plant and Equipment continued

(a) Movements in Carrying Amounts

Movements in carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

	Leasehold Improvements	Capital Works in Progress	Computers	Furniture & Fittings	Vehicles	Total
	$	$	$	$	$	$
Consolidated Group:						
Balance at 30 June 2021	5,843,439	1,970,051	111,388	410,736	4,028	8,339,642
Additions	788	238,784	59,714	81,323	4,440	385,049
Transfers - in (out)	193,774	(265,048)	36,662	11,038	-	(23,574)
Disposals	(762,779)	-	(31,542)	(229,193)	(7,494)	(1,031,008)
Depreciation expense	(410,522)	-	(80,596)	(173,037)	(2,175)	(666,330)
Impairment expense	(2,834,384)	-	(1,574)	(986)	-	(2,836,944)
Exchange rate differences	(353,833)	(127,450)	(119)	(6,054)	1,201	(486,255)
Balance at 30 June 2021	**1,676,483**	**1,816,337**	**93,933**	**93,827**	-	**3,680,580**
Additions	3,779	2,536	9,182	8,771	-	24,268
Disposals	-	-	(5,376)	-	-	(5,376)
Depreciation expense	(379,121)	-	(43,463)	(44,933)	-	(467,517)
Impairment expense	-	-	-	-	-	-
Exchange rate differences	(39,531)	(60,186)	1,164	(445)	-	(98,998)
Balance at 30 June 2022	**1,261,610**	**1,758,687**	**55,440**	**57,220**	-	**3,132,957**

Note 10 Intangible Assets

	Consolidated Group 2022	Consolidated Group 2021
	$	$
Non-Current		
Goodwill		
Net carrying value	-	441,015
Training licences and course material		
Cost	1,613,191	1,597,005
Accumulated amortisation and impairment	(1,611,157)	(1,593,016)
Net carrying value	2,034	3,989
Customer contracts		
Cost	1,615,542	1,615,542
Accumulated amortisation	(1,615,542)	(1,615,542)
Net carrying value	-	-
Software development		
Cost	115,745	115,745
Accumulated amortisation	(115,745)	(115,745)
Net carrying value	-	-
Total intangible assets	2,034	445,004

Note 10 Intangible Assets continued

(a) Reconciliation of carrying amounts at the beginning and end of the period

Movements in carrying amounts for each class of intangible between the beginning and the end of the current financial year:

	Goodwill	Training Licences Courses	Software Development	Total
	$	$	$	$
Consolidated Group:				
Balance at 30 June 2020	441,015	532,047	277,546	1,250,608
Additions	-	114,926	103,410	218,336
Transfers in	-	-	23,574	23,574
Disposals	-	(483,933)	(254,342)	(738,275)
Amortisation expense	-	(159,030)	(150,188)	(309,218)
Exchange rate differences	-	(21)	-	(21)
Balance at 30 June 2021	**441,015**	**3,989**	**-**	**445,004**
Amortisation expense	-	(2,004)	-	(2,004)
Impairment expense	(441,015)	-	-	(441,015)
Exchange rate differences	-	49	-	49
Balance at June 2022	**-**	**2,034**	**-**	**2,034**

Note 11 Impairment Testing

An impairment expense is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

The recoverable amount of property, plant and equipment and intangible assets is based on value-in-use calculations. Value-in-use is calculated based on the present value of future cash flow projections over a five-year period including a terminal value calculation.

The Group's cash generating units are as follows:

- Site Skills Training - International
- Clark Property Development
- Tertiary Education
- Energy Services

Due to the impacts of COVID-19, the Group sought to reassess the impairment of property, plant and equipment and intangible balances of all CGUs. As a result of testing, an impairment charge has been applied to the Tertiary Education CGU and the Energy Services CGU.

Note 11 Impairment Testing continued

Site Skills Training – International cash-generating unit

The recoverable amount of the *Site Skills Training – International CGU* of $3,888,164 as at 30 June 2022 ($4,494,027 as at 30 June 2021) has been determined based on the cash generating unit's value in use calculation using projected cash flows from financial budgets covering a 5-year period.

Key inputs into the impairment model included a pre-tax discount rate of 15.49% (2021: 15.49%), annual revenue growth rate over the 5-year forecast period of 10-24% (2021: 15-65%), annual EBITDA margins of 11-20% (2021: 10-16%) and a terminal growth rate of 0% (2021: 0%).

As a result of this analysis, management did not recognise an impairment charge.

Clark Property development cash-generating unit

The recoverable amount of the Clark Property development CGU of $12,848,704 as at 30 June 2022 ($5,769,949 as at 30 June 2021) has been determined based on the cash generating unit's value in use calculation using projected cash flows from financial budgets covering a 5-year period.

Key inputs into the impairment model included a pre-tax discount rate of 15.49% (2021: 15.49%), annual EBITDA margins of 71-72% (2021: 71-72%), and a terminal growth rate of 0% (2021: 0%).

As a result of this analysis, management did not recognise an impairment charge.

Tertiary Education cash-generating unit

The recoverable amount of the *Tertiary Education CGU* of $1,053,834 as at 30 June 2022 ($1,236,562 as at 30 June 2021) has been determined based on the cash generating unit's value in use calculation using projected cash flows from financial budgets covering a 5-year period.

Key inputs into the impairment model included a pre-tax discount rate of 17.14% (2021: 17.14%), annual revenue growth rate over the 5-year forecast period of 0%-10% (2021: 10%), annual EBITDA margins of 2-13% (2021: 6-8%), and a terminal growth rate of 0% (2021:0%).

As a result of this analysis management recognised an impairment charge of $441,015 against goodwill. The Group attributes the impairment charge to the global occurrence of COVID-19 and the impact on overseas markets.

Energy Services cash-generating unit

The recoverable amount of the *Energy Services CGU* remains *$nil* as at 30 June 2022 ($Nil as at 30 June 2021). During the year an impairment charge of $28,276 was allocated to this CGU's right-of-use assets.

Note 11 Impairment Testing continued

Sensitivity to changes in assumptions

The calculation of value in use for the cash generating units is most sensitive to changes in the following assumptions:

- Revenue growth
- Gross Margins
- Discount rates

Revenue growth

Revenue growth is based on the specific circumstances of each CGU. A decrease in demand can lead to a decline in revenue growth. A decrease in the annual revenue growth rate by 2.5% (2021: 2%) would result in an impairment to the Site Skills Training – International. A decrease in the rate by 1.5% (2021: 3%) would result in an impairment to the Tertiary Education CGU. No reasonable possible change in forecast revenue growth would have resulted in an impairment to the Clark Property development CGU.

Gross Margins

Gross margins are assumed to be maintained at historical levels. A decrease in demand can lead to a decline in the gross margin. A decrease in the gross margin by 2.5% (2021: 0.5%) would result in an impairment to the Site Skills Training – International CGU. A decrease in the rate by 1.5% (2021:1%) would result in an impairment to the Tertiary Education CGU. No reasonable possible change in the growth margin would have resulted in an impairment to the Clark Property development CGU.

Discount rates

The discount rate calculation is based on the specific circumstances of each CGU and is derived from its weighted average cost of capital (WACC). A rise in the discount rate to 19.52% (2021: 18.63%) would result in an impairment to the Site Skills Training – International CGU. A rise in the discount rate to 19.85% (2021: 27.14%) would result in an impairment to the Tertiary CGU. No reasonably possible change in the discount rate applied would have resulted in an impairment of the Clark Property CGU at 30 June 2022.

Note 12 Right-of-Use Assets and Lease Liabilities

Leased assets

	Consolidated Group 2022 $	Consolidated Group 2021 $
Right-of-use assets		
Buildings under lease arrangements		
At cost	2,864,607	2,520,011
Accumulated depreciation and impairment	(2,019,621)	(1,414,297)
	844,986	1,105,714
Land under lease arrangements		
At cost	3,488,166	3,607,709
Accumulated depreciation	(675,327)	(460,475)
	2,812,839	3,147,234
Vehicles under lease arrangements		
At cost	227,140	232,420
Accumulated depreciation	(209,162)	(175,492)
	17,978	56,928
Total carrying amount of leased assets	3,675,803	4,309,876

Leased assets includes the 300,000m^2 Clark Property (Land), Office buildings and motor vehicles. Lease terms are negotiated on an individual basis and contain a range of terms and conditions.

Movements in carrying amounts for each class of right-of-use asset between the beginning and the end of the current financial year are as follows:

	Land $	Buildings $	Motor Vehicles $	Total $
Balance at 30 June 2020	**3,634,372**	**2,352,986**	**113,381**	**6,100,739**
Impact of initial adoption of AASB 16	-	-	-	-
Additions	-	1,906,570	-	1,906,570
Disposals	-	(1,471,001)	-	(1,471,001)
Depreciation	(227,930)	(1,201,329)	(49,936)	(1,479,195)
Impairment loss	-	(475,965)	-	(475,965)
Exchange rate differences	(259,208)	(5,547)	(6,517)	(271,272)
Balance at 30 June 2021	**3,147,234**	**1,105,714**	**56,928**	**4,309,876**
Additions	-	391,771	-	391,771
Depreciation	(234,736)	(620,808)	(37,908)	(893,452)
Impairment loss	-	(28,276)	-	(28,276)
Exchange rate differences	(99,659)	(3,415)	(1,042)	(104,116)
Balance at 30 June 2022	**2,812,839**	**844,986**	**17,978**	**3,675,803**

Note 12 Right-of-Use Assets and Lease Liabilities continued

Lease liabilities

	Consolidated Group	
	2022	2021
	$	$
Lease liabilities - current		
Land	191,528	257,583
Buildings	860,118	748,350
Motor vehicles	10,994	21,591
	1,062,640	1,027,525
Lease liabilities - non-current		
Land	5,973,047	5,597,975
Buildings	433,243	917,505
Motor vehicles	-	-
	6,406,290	6,515,480
Total carrying amount of lease liabilities	7,468,930	7,543,005

Movements in lease liabilities for each class of right-of-use asset between the beginning and the end of the current financial year are as follows:

	Land	Buildings	Motor Vehicles	Total
	$	$	$	$
Balance at 30 June 2020	**6,425,998**	**3,317,158**	**91,238**	**9,834,394**
Additions	-	1,949,604	-	1,949,604
Disposals	-	(2,468,332)	(18,014)	(2,486,346)
Lease repayments	(624,756)	(1,438,977)	(54,781)	(2,118,514)
Interest	577,563	355,159	3,148	935,870
Exchange rate differences	(523,247)	(48,757)	-	(572,004)
Balance at 30 June 2021	**5,855,558**	**1,665,855**	**21,591**	**7,543,004**
Additions	-	391,771	-	391,771
Lease repayments	(801,716)	(921,712)	(10,597)	(1,734,025)
Interest	587,612	145,322	-	732,934
Exchange rate differences	523,121	12,125	-	535,246
Balance at 30 June 2022	**6,164,575**	**1,293,361**	**10,994**	**7,468,930**

In addition to the depreciation and interest disclosed above, the Group recognised the following expenses relating to leases:

	2022	2021
	$	$
Expense relating to leases of 12-months or less (for which a lease asset and lease liability has not been recognised)	(8,000)	(182,757)
Expense relating to leases of low value assets (for which a lease asset and lease liability has not been recognised)	(76,207)	(18,727)

The total cash outflow for leases for the year ended 30 June 2022 was $1,892,312 (2021: $2,148,977).

Note 13 Trade and Other Payables

	Consolidated Group	
	2022	2021
	$	$
Current		
Unsecured liabilities		
Trade payables	4,095,583	3,051,291
Employee related payables	2,248,607	1,864,159
Accruals	1,870,699	1,400,734
Other payables	210,954	32,072
Total trade and other payables	8,425,843	6,348,256

	Consolidated Group	
	2022	2021
	$	$
Non-current		
Unsecured liabilities		
Trade payables	4,581,310	4,581,310
Accruals	1,013,773	1,013,773
Total trade and other payables	5,595,083	5,595,083

Non-current trade payables and accruals balances include commission payable to agents on receipt of the reconciliation payment receivable from the DET (see note 7).

The non-current accruals account also includes $475,352 representing executive STI bonuses payable on receipt of the reconciliation payment receivable from the DET.

Amounts have been classified as non-current as the Group has no contractual obligation to settle the liabilities unless payment of the outstanding receivable due from the Commonwealth Government as per note 7 is received. Although the Group intends to pursue recovery of the outstanding receivable in full, as such recovery action is at the discretion of the Group, the directors are satisfied that an unconditional right of deferral exists for the liabilities until such time as the debtor is received.

(a) Fair value

Due to the short-term nature of these payables, their carrying value is assumed to approximate their fair value.

(b) Related party payables

For terms and conditions relating to related party payables refer to note 21.

(c) Interest rate, foreign exchange and liquidity risk

Information regarding interest rate, foreign exchange and liquidity risk exposure is set out in note 26.

Note 14 Contract Balances

The amount of the contract liability recognised at the beginning of the period was recognised as revenue during the 2022 year. All contract liabilities outstanding at 30 June 2022 are expected to be recognised as revenue within the next twelve months.

	Consolidated Group	
	2022	2021
	$	$
Unearned revenue	43,305	88,113

	Consolidated Group	
	2022	2021
	$	$
At 1 July 2021	88,113	812,474
Deferred during the year	569,536	2,801,176
Released to statement of profit or loss	(614,344)	(3,525,537)
At 30 June 2022	43,305	88,113

Note 15 Interest Bearing Debt

Current financial liabilities

	Consolidated Group	
	2022	2021
	$	$
Secured loans due within 12 months	2,869,893	2,015,798
Unsecured related party loans - current	7,642,015	-
	10,511,908	2,015,798

Non-current financial liabilities

	Consolidated Group	
	2022	2021
	$	$
Unsecured related party loans - non current	-	5,234,958
	-	5,234,958

Secured loans due within 12 months represents loans with Lucerne Investment Partners (Lucerne) and existing shareholder Armada Trading Pty Ltd (Armada).

The Lucerne facility has been fully drawn to $2,000,000, bears an interest rate of 9.5% and is repayable at call. The loan is secured by a first ranking general security deed over all the assets and undertaking of the Group.

The Armada loan was entered into on 30 December 2021. The $650,000 facility was increased to $830,000 in April 2022 and has an interest rate of 15% per annum.

The unsecured related party loans represents the current balance owed to Punta Properties Inc. (see Note 21). The loan is payable only upon occurrence of a capital transaction that provides a set minimum net cash amount to the Group.

Note 16 Provisions

	Consolidated Group	
	2022	2021
Current	$	$
Employee - annual leave	194,122	234,768
Other	104,902	110,464
	299,024	345,232

	Consolidated Group	
	2022	2021
Non-current	$	$
Provision for long service leave	139,225	177,095
Provision for pension liability	93,257	150,617
	232,482	327,712

Pension Liability

The Group has an obligation in the Philippines to provide for the retirement obligations of staff after 5 years of service should that person reach retirement age. The defined benefit plan is unfunded and covers the majority of permanent employees.

The tables below summarise the amount of the defined benefit liability recognised in the statement of financial position and components of defined benefit expense and remeasurement losses on the defined benefit liability recognised in the statement of profit or loss and other comprehensive loss for the current and comparative period.

Movement in the defined benefit liability is as follows:

	2022	2021
	$	$
Balance at beginning of the year	150,617	269,087
Defined benefits expense	31,386	28,370
Benefits paid	(44,301)	(46,962)
Remeasurement of losses recognised in other comprehensive income	(44,445)	(99,878)
Balance at end of the year	93,257	150,617

The defined benefit expense is as follows:

	2022	2021
	$	$
Current service cost	25,671	21,388
Interest cost	5,715	6,982
Settlement loss	-	-
	31,386	28,370

Note 16 Provisions continued

The remeasurement of losses in the defined benefit liability is as follows:

	2022 $	2021 $
Actuarial losses due to:		
Changes in financial assumptions	(14,127)	(32,661)
Experience adjustments	(30,318)	(67,217)
	(44,445)	(99,878)

Movements in the present value of the defined benefit obligation are as follows:

	2022 $	2021 $
Present value of the defined benefit obligation at the beginning of the year	150,617	269,087
Current service cost	25,671	21,388
Benefits paid	(44,301)	(46,962)
Actuarial losses	(44,445)	(99,878)
Interest cost	5,715	6,982
Settlement loss	-	-
Present value of defined benefits obligation at end of year	93,257	150,617

The weighted average duration of the defined benefits liability is 6.9 years and 13.0 years as at 30 June 2022 and 2021, respectively.

As at 30 June 2022, the undiscounted benefits payments within 10 years amounted to $179,625 (2021: $115,405).

Shown below is the maturity analysis of the undiscounted benefit payments as at 30 June:

Financial Year	Expected benefits payments 2022 $	Expected benefits payments 2021 $
1	3,390	9,761
2	1,887	1,407
3	2,509	1,775
4	108,145	2,208
5	11,536	42,865
6 -10	52,158	57,389

The principal actuarial assumptions used in determining the defined benefits liability for the retirement plan are shown below:

	2022	2021
Discount rate	6.90%	4.97%
Salary increase rate	5.00%	5.00%

Note 16 Provisions continued

The sensitivity analysis below has been determined based on reasonably possible changes of each significant actuarial assumption on the defined benefit liability as at the end of the reporting period, assuming all other actuarial assumptions were held constant.

The sensitivity analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another:

Actuarial assumption	2022		2021	
	Increase/ decrease in actuarial	Effect on defined benefit liability	Increase/ decrease in actuarial	Effect on defined benefit liability
Discount	1%	(6,009)	1%	(17,753)
	-1%	6,798	-1%	21,506
Salary increase rate	1%	6,860	1%	21,276
	-1%	(6,166)	-1%	(17,985)

Note 17 Financial Liabilities at Fair Value Through Profit or Loss

The carrying values of all financial instruments approximate their fair values at end of reporting period.

	Consolidated Group	
	2022 $	2021 $
Current		
Derivative Liability	8,585	166,798

	Consolidated Group	
	2022 $	2021 $
Non-Current		
Derivative Liability	-	94,245

The current derivative liability represents the fair value of the 41,666,667 options issued as part of the financing agreement with Lucerne Investment Partners (Lucerne), Aligned Capital & Armada Trading. These options have an exercise price of 3 cents per share.

The non-current derivative liability represented the fair value of the conversion feature of the loan with Punta Properties Inc (see Note 21).

The above derivatives are valued using a black scholes model and are carried at fair value.

The following amounts were recognised in profit or loss in relation to derivatives:

	2022 $	2021 $
Fair value gain / (loss) on options valued as part of the financing agreement with investors	158,213	157,808
Fair value gain / (loss) on conversion feature of the loan with Punta Properties inc	94,245	821,695
	252,458	979,503

Note 18 Issued Capital

	Consolidated Group	
	2022	2021
	$	$
842,361,127 fully paid ordinary shares; 1,116,000 partly paid ordinary shares (2021: 842,361,127 fully paid ordinary shares; 1,116,000 partly paid ordinary shares)	86,170,038	86,170,038
Cost of capital raising	(2,450,498)	(2,450,498)
	83,719,540	83,719,540

	No. Shares	$
30 June 2020 share capital	830,581,138	83,366,140
Share issue 8 July 2020*	11,779,989	353,400
30 June 2021 & 30 June 2022 share capital	842,361,127	83,719,540

On 8 July 2020 – the Company issued 11,779,989 shares under a share purchase plan at the issue price of $0.030 per share

Note 18 Issued Capital continued

b) Options

i. For information relating to the Site Group International Limited employee option plan, including details of options issued, exercised and lapsed during the financial year and the options outstanding at year-end. Refer to Note 20: Share-based Payments.
ii. No options were issued to key management personnel during the financial year.

c) Capital management

Management control the capital of the Group in order to ensure that the Group can fund its operations and continue as a going concern. There are no externally imposed capital requirements. Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market.

During 2022 and 2021, the Group did not pay any dividends.

Note 19 Accumulated Losses and Reserves

(a) Movement in accumulated losses and reserves

	Consolidated Group	
	2022 $	2021 $
Balance 1 July	(100,961,979)	(93,785,651)
Net (loss) / profit for the period	(7,254,842)	(7,276,206)
Other comprehensive income / (loss)	44,445	99,878
Balance 30 June	(108,172,376)	(100,961,979)

(b) Other reserves

	Consolidated Group		
	Share based payments $	Foreign currency translation $	Total $
At 30 June 2020	1,534,862	1,431,155	2,966,017
Foreign currency translation	-	(273,878)	(273,878)
Share based payment	3,500	-	3,500
At 30 June 2021	1,538,362	1,157,277	2,695,639
Foreign currency translation	-	4,593	4,593
Share based payment	-	-	-
At 30 June 2022	1,538,362	1,161,870	2,700,232

Note 19 Accumulated Losses and Reserves continued

(c) Nature and purpose of reserves

Foreign currency translation reserve
The foreign currency translation reserve records exchange differences arising on translation of a foreign controlled subsidiary.

Share based payments reserve
The share based payments reserve is used to record the value of share based payments provided to employees, including KMP, as part of their remuneration. Refer to note 20 for further details.

Note 20 Share Based Payments

The expense recognised for services received during the year is shown in the table below:

	Consolidated Group	
	2022 $	2021 $
Share options expense		
Expense/(write back) arising from equity-settled share-based payments	-	-
Employee services		
Expense arising from the amortisation of employee sign on and bonus shares	-	-
Expense arising from the amortisation of the employee share plan	-	3,500
Total expense arising from share based payment transactions	-	3,500

(a) Employee share plan

In November 2011 the Shareholders approved the establishment of an Employee Share Plan that would enable employees, directors and eligible associates to subscribe for shares in the Company. Under the terms of the plan an eligible person is offered shares in the Company at a price determined by the board with a corresponding interest free loan to assist the person to subscribe for the shares.

The shares are escrowed in two tranches with 50% being escrowed for a minimum of 12 months and 50% being escrowed for a minimum of 24 months. Subsequent to these minimum restriction periods, the shares are available for release from escrow (i.e. a vested and exercisable option) on the repayment of the loan, and subject to continuation of employment (including acting as an associate or director) at the time of repayment.

For accounting purposes these shares are treated as if these were share options, as whilst the shares have been issued to the employee their rights to access the shares are subject to both a time based requirement (continued employment to escrow dates) and valuation uncertainty (share price exceeds issue price at date of escrow release). Accordingly, shares issued under the plan are valued using a Black Scholes Option Valuation model with the expense being recognised over the escrow period as a share based payment.

Note 20 Share Based Payments continued

A summary of shares issued under the plan are below:

	2022 No. of shares	2022 Weighted average exercise price	2021 No. of shares	2021 Weighted average exercise price
Outstanding at the beginning of the period	7,450,000	$0.04	7,450,000	$0.04
Granted during the period	-	-	-	$0.00
Exercised during the period	-	-	-	$0.00
Expired during the period	-	-	-	$0.00
Outstanding at the end of the period	7,450,000	$0.04	7,450,000	$0.04
Exercisable (vested) at the end of the period	7,450,000	$0.04	7,450,000	$0.04

The outstanding shares noted above were issued under the plan on 8 March 2019 had the following terms:

	Agreement date 29 March 2018 Issued 8 March 2019	
Employee Share Plan	Tranche 1 escrowed for 12 months to 29 March 2019	Tranche 2 escrowed for 24 months to 29 March 2020
Number of shares issued	3,850,000	3,850,000
Fair value	$24,357	$37,378
Price paid per share	$0.040	$0.040
Market price of shares at grant date	$0.036	$0.036
Expected volatility	52.25%	52.25%
Risk free interest rate	2.60%	2.60%
Dividend yield	0%	0%
Escrow period of shares	12 months	24 months

(b) Employee sign-on and bonus shares

From time to time the Group issues shares to employees as an incentive for accepting employment with the Group. Shares are issued at the volume weighted average price (VWAP) of the Group's stock trading for the period prior to issuance. Shares are subject to escrow periods which vary depending on the contracts with the employee, and the value of the shares is recognised as an expense over the escrow period subject to continuing employment with the Group. No such shares have been issued in either the current or comparative financial years.

(c) Share-based payments to service providers

No share-based payment arrangements were entered into with service providers in the current or prior period.

Note 21 Related Party Transactions

(a) The Group's main related parties are as follows:

i. **Entities exercising control over the Group:**
The ultimate parent entity, which exercises control over the Group, is Site Group International Limited which is incorporated in Australia.

ii. **Key Management Personnel:**
Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity are considered key management personnel.
For details of disclosures relating to remuneration of key management personnel, refer to Note 23.

(b) Transactions with related parties:

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

(c) Amounts outstanding from related parties

As disclosed in the remuneration report, Directors and key management personnel participate in the employee share plan whereby they are offered shares in the Company with a corresponding interest free loan. The loan from the Company must be repaid prior to the shares being sold or transferred by the employee. During the current financial year there were no shares issued to directors or key management personnel.

(d) Other transactions with related parties

Punta Properties Inc.

On 21 June 2018, the Company announced a financing facility of US$4million with Punta Properties, a company associated with Non-Executive Director Nicasio Alcantara. Repayment of funds drawn under the facility will be via cash or equity to be issued at the last issue price of 4 cents per share subject to approval of shareholders. The potential settlement of the loan balance (which is variable, based on the loan being denominated in a currency other than the Group's functional currency of Australian dollars) through issuance of shares represents an embedded derivative liability. Interest charged on the loan will be at a fixed rate of 10% per annum.

On initial drawdown of the loan during the period, the Group recognised the following derivative financial liabilities:

Note 21 Related Party Transactions continued

Date of drawdown	Drawdown amount (USD)	Drawdown amount (AUD)	Value of conversion option	No of securities	Total Value	Exercise Price	Share price @ drawdown	Risk Free rate	Stock volatility	Expected maturity
	$	$	$		$	$	$			
9/07/2018	1,000,000	1,346,149	0.002003	33,653,725	67,397	0.04	0.020	2%	50%	1/07/2022
30/09/2018	500,000	692,770	0.003743	17,319,250	64,832	0.04	0.026	2%	50%	1/07/2022
31/10/2018	200,000	275,562	0.006871	6,889,045	47,332	0.04	0.028	2%	50%	1/07/2022
23/11/2018	200,000	274,010	0.006688	6,850,254	45,814	0.04	0.033	2%	50%	1/07/2022
28/03/2019	200,000	279,003	0.003382	6,975,072	23,587	0.04	0.028	2%	50%	1/07/2022
11/04/2019	200,000	276,855	0.004545	6,921,373	31,460	0.04	0.031	2%	50%	1/07/2022
22/05/2019	400,000	577,284	0.002615	14,432,097	37,745	0.04	0.027	2%	50%	1/07/2022
24/06/2019	200,000	285,347	0.002378	7,133,685	16,961	0.04	0.027	2%	50%	1/07/2022
27/07/2021	500,000	681,954	0.000010	17,048,845	166	0.04	0.010	2%	50%	1/07/2022
9/09/2021	500,000	684,138	0.000002	17,103,455	34	0.04	0.009	2%	50%	1/07/2022
					335,328					

The conversion options were valued at inception using a Black Scholes model, with inputs as documented in the table above. Derivatives are carried at fair value through profit or loss and fall within level 2 of the fair value hierarchy. The fair value of the above options at 30 June 2022 was $Nil (30 June 2021: $94,245). The following inputs were applied in deriving the fair value of these options:

Date of valuation	Drawdown amount (USD)	Drawdown amount (AUD)	Value of conversion option	No of securities	Total Value	Exercise Price	Share price @ valuation	Risk Free rate	Stock volatility	Expected maturity
	$	$	$		$	$	$			
30/06/2022	$ 3,900,000	5,380,943	0.000000	134,523,578	-	0.04	0.003	0.27%	100.00%	1/07/2022

Date of valuation	Drawdown amount (USD)	Drawdown amount (AUD)	Value of conversion option	No of securities	Total Value	Exercise Price	Share price @ valuation	Risk Free rate	Stock volatility	Expected maturity
	$	$	$		$	$	$			
30/06/2021	$ 2,900,000	4,231,106	0.000897	105,777,645	**94,245**	0.04	0.011	0.27%	100.00%	1/07/2022

A fair value gain of $94,245 (2021: gain of $821,692) has been recognised on revaluation of the embedded derivative at 30 June 2022 (see Note 17).

Note 21 Related Party Transactions continued

Movements in the financing facility during the period were as follows:

	2022 $	2021 $
Opening Balance	5,234,958	4,970,972
Drawdowns	1,366,092	-
Interest accrued during the year	458,128	701,327
Recognition of embedded derivative	-	-
Foreign Currency movement	582,837	(437,341)
Closing Balance	7,642,015	5,234,958

In addition, the Company and Punta Properties agreed to a performance based incentive to develop and execute an optimisation plan for the Group's Philippines assets, associated businesses and international expansion. This incentive is payable on the total project value achieved from the optimisation plan at 5% of the total project value achieved. Should the plan reach a total project value of US$30m a further 5% fee of the gross value is payable to Mr Alcantara. There is no retainer applicable or payable to this agreement.

The incentive represents a contingent liability to the Group, and the Group's obligation in respect of the incentive will only be confirmed by the occurrence or non-occurrence of a future obligating event, being the execution of an optimisation plan. It is not considered possible to reliably estimate the amount of the possible obligation at this point in time, having regard to the degree of uncertainty in such estimation. Uncertainties relate to the amount of timing of any outflow include the type of optimisation transaction, time for such transaction occurring, and estimated total project value.

Note 22 Controlled Entities

	Principle activities	**Country of Incorporation**	**Percentage Owned (%)***	
			2022	**2021**
Subsidiaries of Site Group International Limited:				
Site Group Holdings Pty Ltd	Holding company	Australia	100%	100%
Site Education Australia Pty Ltd	Holding company	Australia	100%	100%
Site WorkReady Pty Ltd	Labour services	Australia	100%	100%
Study Corp Australia Pty Ltd (*Formerly Site Labourhire Pty Ltd*)	Holding company	Australia	100%	100%
Site Skills Group Pty Ltd	Education and training	Australia	100%	100%
Site Skills Academy Pty Ltd	Education and training	Australia	100%	100%
Site WorkReady (Philippines) Pty Ltd	Holding company	Australia	100%	100%
Axis Training Group Pty Ltd	Education and training	Australia	100%	100%
Romea Consulting Pty Ltd	Education and training	Australia	100%	100%
Site Group international Pte Ltd	Competency development	Singapore	100%	100%
Competent Project Management Sdn Bhd	Competency development	Malaysia	100%	100%
Productivity Partners Pty Ltd	Education and training	Australia	100%	100%
Wild Geese International Pty Ltd	Oil & Gas consultancy	Australia	100%	100%
Site Institute Pty Ltd *(Formerly Innovium Pty Ltd)*	Education and training	Australia	100%	100%

* Percentage of voting power is in proportion to ownership

Note 23 Interests of Key Management Personnel (KMP)

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2022.

The totals of remuneration paid to KMP of the Group during the year are as follows:

	Consolidated Group	
	2022	2021
	$	$
Short-term employee benefits	982,870	912,041
Post-employment benefits	28,663	26,027
Other long term benefits	5,785	5,251
	1,017,318	943,319

Note 24 Discontinued Operations

In December 2016, the Group publicly announced the closure of Productivity Partners Pty Ltd's business, and the closure of VET FEE-HELP related campuses. The closure was a direct result of the Commonwealth Government passed legislative changes. Productivity Partners Pty Ltd has been classified as a discontinued operation and the company is no longer included in the 'Tertiary Education' segment of the segment note.

In February 2021, the Group announced their intention to exit its Australian domestic industry focussed RTO business Site Skills Training - Domestic, by the way of sale of its training facilities, assets and training equipment to Competency Training Pty Ltd, a subsidiary of Verbrec Ltd (ASX: VBC). The sale of the business was finalised on 12 April 2021, and it is reported in the current and prior period as discontinued operations.

Financial information relating to the discontinued operations of both Productivity Partners Pty Ltd and Site Skills Training – Domestic segment is set out below.

Financial performance information

	2022	2021
	$	$
Revenue	-	9,576,577
Expenses	(565,495)	(11,601,755)
Profit / (loss) before income tax	(565,495)	(2,025,178)
Income tax benefit	(70,753)	887,213
Profit / (loss) after income tax of discontinued operations	(636,248)	(1,137,965)
Gain / (loss) on sale of business after income tax	(121,184)	2,498,997
Profit / (loss) from discontinued operations	(757,432)	1,361,032

There is no other comprehensive income in the discontinued operations.

Note 24 Discontinued Operations continued

In the event that Competency Training Pty Ltd achieves certain revenue target post settlement for the periods ended 30 June 2022 and 30 June 2023 as specified in an 'earn out' clause in the sale agreement, additional cash consideration of up to $2,500,000 will be receivable.

At 30 June 2022, the fair value of the consideration was determined to be $1,383,085 (30 June 2021 $1,504,269). It has been recognised as a financial asset at fair value through profit or loss. Fair value was determined as a level 3 measurement with unobservable inputs of a risk adjusted discount rate of 14.93% and expected cash inflows of $600,000 for period ended 30 June 2022 and $900,000 ($783,993 discounted) for period ended 30 June 2023.

Note 25 Cash Flow Information

	Consolidated Group	
	2022	2021
	$	$
Reconciliation of net (loss) / profit after tax to net cash flows from operations		
Loss after income tax expense	(7,254,842)	(7,276,206)
Non cash items		
Depreciation and amortisation	1,362,973	2,454,743
Impairment loss	469,291	3,961,403
Net exchange diifferences	1,437,763	(592,665)
Bad debts	(206,544)	303,377
Share based payments expense	-	3,500
Fair value gain on derivatives	(252,458)	(979,503)
Fair value gain on financial assets	(121,184)	-
Interest accrued	676,465	699,427
Net (profit) / loss on sale of plant & equipment	-	(22,343)
Net (profit) / loss on sale of business	-	(3,569,996)
	(3,888,536)	(5,018,263)
Change in assets and liabilities		
Decrease in receivables	176,986	1,099,036
Decrease in contract assets	30,649	455,801
Decrease in inventory	2,283	2,883
Decrease in prepayments	73,461	193,570
Decrease / (Increase) in deferred tax assets	63,162	91,168
Decrease / (Increase) in other assets	-	260,435
Increase / (Decrease) in payables and accruals	2,034,544	2,108,268
Increase / (Decrease) in contract liabilities	(46,870)	(722,604)
Increase / (Decrease) in provisions	(135,431)	(225,283)
Increase / (Decrease) in current tax liabilities	(8,349)	(36,766)
Net cash used in operating activities	(1,698,101)	(1,791,755)

Note 25 Cash Flow Information continued

Non-cash investing and financing activities disclosed in other notes are:

- acquisition of right-of-use assets – note 12.
- deferred settlement of part proceeds of the sale of the Site Skills Training – Domestic business – note 24
- options issued as part of financing arrangements to existing investors – note 17.

Note 26 Financial Risk Management

The totals for each category of financial instruments as detailed in the accounting policies to these financial statements, are as follows:

	Note	Consolidated Group	
		2022 $	2021 $
Financial assets			
Cash and cash equivalents		139,287	166,053
Loans and receivables	7	1,012,711	1,188,543
Financial assets at fair value through profit or loss	24	1,383,085	1,504,269
Other non-current financial assets		16,435	16,435
Total financial assets		2,551,518	2,875,300
Financial liabilities			
Current			
— Trade and other payables	13	8,425,843	6,348,256
— Interest bearing debt	15	10,511,908	2,015,798
— Lease liabilities	12	1,062,640	1,027,525
— Financial liabilities at fair value through profit or loss	17	8,585	166,798
Non-current			
— Trade and other payables	13	5,595,083	5,595,083
— Interest bearing debt	15	-	5,234,958
— Lease liabilities	12	6,406,290	6,515,480
— Financial liabilities at fair value through profit or loss	17	-	94,245
Total financial liabilities		32,010,349	26,998,142

(a) Liquidity Risk

The tables below reflect an undiscounted contractual maturity analysis for financial liabilities. Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities, reflect the earliest contractual settlement dates and do not reflect management's expectations that banking facilities will be rolled forward.

Note 26 Financial Risk Management continued

		Within 1 Year		1 to 5 Years		Over 5 Years		Total	
		2022	2021	2022	2021	2022	2021	**2022**	**2021**
		$	$	$	$	$	$	$	$
Financial liabilities due for payment									
Trade and other payables		8,425,843	6,348,256	5,595,083	5,595,083	-	-	14,020,926	11,943,339
Interest bearing debt	- Principal	8,502,850	2,000,000	-	3,860,234	-	-	8,502,850	5,860,234
	- Interest	2,009,057		-	1,709,852	-	-	2,009,057	1,725,650
Lease liabilities	- Principal	1,062,640	15,798	1,431,266	1,960,963	4,975,024	4,554,516	7,468,930	7,543,004
	- Interest	593,984	64,207	3,113,948	2,631,013	1,236,068	1,938,349	4,944,000	4,633,569
Other financial liabilities		8,585	166,798	-	-	-	-	8,585	166,798
Total expected outflows		20,602,959	9,622,584	10,140,297	15,757,145	6,211,092	6,492,865	36,954,348	31,872,594
Financial assets - cash flows realisable									
Cash and cash equivalents		139,287	166,053	-	-	-	-	139,287	166,053
Loans and receivables		1,012,711	1,188,543	-	-	-	-	1,012,711	1,188,543
Financial assets at fair value through profit or loss		600,000	-	783,085	1,504,269	-	-	1,383,085	1,504,269
Other non-current financial assets		-	-	16,435	16,435	-	-	16,435	16,435
		1,751,998	1,354,596	799,520	1,520,704	-	-	2,551,518	2,875,300
Net (outflow) / inflow		**(18,850,961)**	**(8,267,988)**	**(9,340,777)**	**(14,236,441)**	**(6,211,092)**	**(6,492,865)**	**(34,402,830)**	**(28,997,294)**

The outflow indicated above within 1 year will be funded through the anticipated sell down of the equity in the Clark property via ownership of Site Group Holdings Pty Limited as identified at note 28.

The outflow in subsequent years is partly attributable to financial liabilities which will only require settlement where a corresponding inflow of economic benefits is received in settlement of fully impaired receivables, as disclosed in note 7.

(i) Financing arrangements

The Group had access to the following undrawn loan facility at the end of the reporting period:

	Consolidated Group	
	2022	2021
	$	$
Expiring beyond one year (unsecured reated party loans)	145,458	1,464,227

The loan facility with Punta Properties may be drawn on at any time. Further terms are disclosed in note 21.

(b) Interest rate risk

The Group's exposure to market interest rates relates primarily to the Group's holding of cash as borrowings are under fixed interest agreements. The following table depicts the sensitivity of the Group’s results to reasonably possible changes in interest rates.

	Consolidated Group	
	2022	2021
Financial assets	$	$
Cash and cash equivalents	139,287	166,053

Note 26 Financial Risk Management continued

	Post Tax Profit higher / (lower)		Other Comprehensive Income higher / (lower)	
	2022	2021	2022	2021
Consolidated	$	$	$	$
+ 1% (100 basis points)	975	1,162	-	-
- .5% (50 basis points)	(488)	(581)	-	-

(c) Foreign currency risk

Foreign currency risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate because of change in foreign exchange rate. The Group is exposed to foreign currency risk on cash balances held in US Dollars (USD). At 30 June 2022 the Group had total cash and cash equivalents denominated in USD of $24,503 (2020: USD $25,321).

The following table shows the foreign currency risk on the financial assets and liabilities of the Group's operations denominated in currencies other than the functional currency of the operations.

	Post Tax Profit higher / (lower)		Other Comprehensive Income higher / (lower)	
	2022	2021	2022	2021
	$	$	$	$
Consolidated				
USD Rate+15%	4,399	4,116	-	-
USD Rate-15%	(3,252)	(3,042)	-	-

(d) Price risk

The Group is not materially exposed to price risk.

(e) Credit risk

Credit risk arises from the financial assets of the Group, which comprise cash and short-term deposits, receivables from contracts with customers, other receivables, and quoted and unquoted financial instruments. The Group's exposure to credit risk arises from potential default of the counterparty, with a maximum exposure equal to the carrying amount of the financial assets (as outlined in each applicable note).

Credit risk is managed on a group basis. For banks and financial institutions, only those with a long operating history and with a minimum rating of 'A' are accepted.

The Group does not hold any credit derivatives to offset its credit exposure.

The Group trades only with recognised, creditworthy third parties, and as such collateral is not requested nor is it the Group's policy to securitise its receivables from contracts with customers and other receivables. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's experience of bad debts has not been significant. The group determines an allowance for expected credit losses at each reporting date. Details of this allowance and the basis on which it has been determined are outlined in note 7.

Note 27 Auditors Remuneration

	Consolidated Group	
	2022	2021
	$	$
Remuneration of Pitcher Partners as current auditor of the parent entity for:		
— auditing or reviewing the financial report	116,500	116,350
— taxation services	12,000	11,270
Remuneration of entities affiliated with Pitcher Partners for:		
— auditing or reviewing the financial statements of subsidiaries	11,107	10,941
Remuneration of other auditors of subsidiaries for:		
— auditing or reviewing the financial statements of subsidiaries	11,452	10,501
— taxation services	7,581	8,939
	19,033	19,440

Note 28 Events after the Reporting Period

Clark property transaction

On 1 August 2022, the Group announced that the Clark property transaction would proceed as follows:-

- The investor group will now pay a total of US$10.005m to subscribe for a 61.6% interest in SGH, rather than US$10m for a 62.5% interest in SGH as per the below table.
- Site will retain the balance of 38.4% of SGH.
- The investors comprise a related party, existing substantial shareholders of Site as well as high net worth investors.

Investor	**US$**	**% of SGH**
Punta Properties, an entity associated with Site's Chairman Mr Nicasio Alcantara	7.250m	44.6%
Armada Trading Pty Ltd, an entity associated with Mr Tony Berg	1.600m	9.8%
Wayburn Holdings Pty Ltd, an entity associated with Mr Vernon Wills	0.420m	2.6%
Lucerne Finance Pty Ltd	0.315m	1.9%
Llwyn Pty Ltd ATF Llwyn York Trust & Llwyn Wentbridge Trust	0.420m	2.6%
TOTAL	**10.005m**	**61.6%**

The US$10.005m consideration will be provided through a combination of cash and the partial conversion of moneys owed by Site to some existing financiers into SGH equity. The total cash consideration (less an amount of US$0.25m) will be applied by SGH to the repayment of loans it owes to Site. The S$0.25m retained by SGH and the funds received by Site will be applied for working capital purposes.

Note 28 Events after the Reporting Period continued

The transaction remains subject to Site obtaining shareholder approval pursuant to Listing rule 10.1 and Chapter 2E of the Corporations Act, and as such Site will hold an extraordinary general meeting on 2 November 2022 to seek shareholder approval for the transaction. An independent expert's report has been made available to shareholders together with the notice of Meeting.

Share placement

On 2 August 2022 the Group announced the completion a placement to sophisticated and professional investors ("Placement") through the issue of 210 million fully paid ordinary shares ("Placement Shares").

The issue price of the Placement Shares is $0.0035 each.

Future funding commitment

On 2 August 2022 the Group announced the intention to be proceed with a rights issue to existing shareholders in the near future. EGP Capital Fund have provided a commitment to the company to take up their rights and contribute to any shortfall up to a combined amount of $1 million, subject to all regulatory requirements. The funds raised from the rights issue will be used to meet future capital requirements, including working capital (primarily associated with realising the Clark asset), and retirement of Site debt.

Other than as noted elsewhere in this report there has been no other significant events post balance date.

Note 29 Parent Company Information

The following information has been extracted from the books and records of the parent, Site Group International Limited, and has been prepared in accordance with the Accounting Standards.

	2022 $	2021 $
Statement of Financial Position		
Assets		
Current assets	1,012,963	696,084
Non-current assets	6,232,537	7,142,225
Total Assets	7,245,500	7,838,309
Liabilities		
Current liabilities	6,255,118	4,954,337
Non-current liabilities	8,002,326	6,183,836
Total liabilities	14,257,444	11,138,173
Net Liabilities	(7,011,944)	(3,299,864)
Equity		
Issued capital	73,246,818	73,246,818
Accumulated losses	(81,682,455)	(78,033,990)
Share based payments reserve	1,423,693	1,487,308
Total Deficiency of Equity	(7,011,944)	(3,299,864)
Statement of Comprehensive Income		
Total loss of the parent entity	(28,244,515)	(26,124,985)
Total comprehensive loss of the parent	(28,244,515)	(26,124,985)

The Parent entity has no commitments to purchase property, plant and equipment and has no contingent liabilities.

Note 30 Contingencies

Legal claim contingency

As noted in the Directors report, the ACCC has commenced civil proceedings against Site, Productivity Partners and two former executives in relation to enrolment practices of Productivity Partners. An estimate of the financial effect of the matter has not been disclosed as it is not yet practicable to determine such an estimate, having regard to the timing of proceedings (the case was heard in June 2020 and after an initial adverse finding on 2 July 2021, this decision was appealed in May 2022), and the prevailing uncertainty surrounding the outcome of these proceedings.

Incentive contingency

A performance-based incentive has been given to Punta Properties for the development and execution of an optimisation plan for the Group's Philippine assets based on total project value. Refer note 21.

Note 31 Company Details

The registered office of the company is:

Site Group International Limited
Level 2, 488 Queen Street,
Brisbane Qld 4000

The principal places of business are:

Site Skills Training – International:

- Centennial Road, Clark Freeport Zone, Pampanga, Philippines 2023

Competent Project Management

- 112, Robinson Road #8-01, Singapore 068909
- 17G, Jalan Hijauan 3, Horizon Hills, 79100 Nusajaya, Johor

Site Institute Pty Limited

- Level 2 & 3, 488 Queen Street, Brisbane QLD 4000
- 2/855 Boundary Road, Coopers Plains QLD 4108

Directors' Declaration

In accordance with a resolution of the directors of Site Group International Limited, I state that:

1. In the opinion of directors:

   a) the financial statements and notes of Site Group International Limited for the financial year ended 30 June 2022 are in accordance with the *Corporations Act 2001*, including:

      i. giving a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the year ended on that date; and
      ii. comply with Accounting Standards and the Corporations Regulations 2001; and

   b) the financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1a (a); and

   c) subject to the matters discussed in Note 1a (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. This declaration has been made after receiving the declarations required to be made to the directors by the chief executive officer and chief financial officer in accordance with section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2022.

On behalf of the Board

Craig Dawson
Director

Brisbane, 30 September 2022

Level 38, 345 Queen Street
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Independent Auditor's Report to the Members of Site Group International Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Site Group International Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, 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 is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year then ended; and
(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1a(b) "Going Concern" in the Financial Report. The conditions disclosed in Note 1a(b) indicate a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and, therefore, whether it will realise its assets and discharge its liabilities in the normal course of business, and at the amount stated in the Financial Report. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
Impairment testing of Cash-Generating Units ("CGUs") **Refer to Note 1b and Note 11**	
AASB 136 *Impairment of Assets* requires the Group to undertake an annual impairment assessment for all cash-generating units ("CGUs") to which goodwill or intangible assets with an indefinite useful life are allocated. Further, an impairment assessment is required to be completed for all other assets where indicators of impairment are present. During the year, the Group recorded an impairment expense of $469,291 against the assets of two CGUs. This impairment expense was attributed to the overall performance of the Group as a result of the impact of the global occurrence of COVID-19. Impairment testing of the Group's CGUs is a key audit matter due to the decline in the Group's operating results and the significant impact that COVID-19 has had on the Group's ability to generate required revenue growth and produce sustainable operating cashflows.	Our procedures included, amongst others: • Obtaining an understanding of the controls over the valuation of non-current assets, and evaluating the design and implementation of those controls; • Checking the mathematical accuracy of the Board approved FY23 cash flow forecasts and methodology of the impairment model; • Confirming consistency of the impairment testing calculations and inputs applied by the Group with the requirements of AASB 136; • Assessing the key assumptions within the impairment testing calculations including forecast cash flows, growth rates, discount rates and terminal values; • Applying our knowledge of the business and corroborated our work with external information where possible; • Performing sensitivity analysis in respect of the key assumptions and assessing the potential impact of reasonably possible change to those assumptions; and • Assessing the adequacy of disclosures.

Key Audit Matter	How our audit addressed the key audit matter
Fair Value of Contingent Consideration **Refer Note 24**	
On 12 April 2021, the Group sold its interest in the Site Skills Training – Domestic business to Verbrec Ltd for cash consideration comprising: • $1,439,189 of upfront cash; • A further $500,000 in cash subject to the descoping of the RTO designation; • A milestone payment of $1,000,000 in cash post 30 June 22 (FY22) if revenue exceeds $18,000,000 (pro-rata above $12,000,000); • A final milestone payment of $1,500,000 in cash post 30 June 23 (FY23) if revenue exceeds $20,000,000 (pro-rata above $12,000,000). As at 30 June 2022, the Group valued the FY22 and FY23 contingent consideration at $600,000 and $783,085 respectively, with a total fair value of $1,383,085 (2021: $1,504,269). The fair value of the contingent consideration was a key audit matter given its financial significance to the Group's financial statements and cash flow forecast, and the complexity associated with estimating the fair value of the contingent consideration components.	We performed the following procedures, amongst others, in relation to this key audit matter: • Obtaining an understanding of the controls over the valuation of the contingent consideration, and evaluating the design and implementation of those controls; • Checking the mathematical accuracy of the valuation model; • Obtained and read the Sale and Purchase Agreement to develop an understanding of the contractual terms of the transaction; • Compared the amount of cash received to date to the relevant bank statements and settlement reconciliation; • Evaluated the appropriateness of the methodology and significant assumptions used by the Group to develop the fair value estimate for the contingent consideration including the discount rate and probability of achieving the earnout revenue targets; and • Considered the reasonableness of the related disclosures in line with the requirements of Australian Accounting Standards.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022, but does not include the financial report and our auditor's report thereon.

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with the Australian Auditing Standards, 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.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included on pages 17 to 23 of the directors' report for the year ended 30 June 2022. In our opinion, the Remuneration Report of Site Group International Limited for the year ended 30 June 2022 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Pitcher Partners

PITCHER PARTNERS

J. Evans

JASON EVANS
Partner

Brisbane, Queensland
30 September 2022

Shareholder Information

1 Twenty Largest Shareholders

(i) Ordinary shares inclusive of escrowed ordinary shares

As at 20 September 2022, there are 1,043,795,127 ordinary shares and an additional 7,450,000 ordinary shares subject to escrow restrictions.

The names of the twenty largest holders of ordinary shares including the ordinary shares in escrow are listed below:

Name	No. of Ordinary Shares Held	% of Issued Capital
NATIONAL NOMINEES LIMITED	240,802,344	22.91
ARMADA TRADING PTY LIMITED	132,500,000	12.60
WAYBURN HOLDINGS PTY LTD	74,443,366	7.08
MR VERNON ALAN WILLS + MS JILLAINE PATRICE WILLS	44,140,703	4.20
WAYBURN HOLDINGS PTY LTD	41,108,142	3.91
MR PETER JOHN JONES	39,940,587	3.80
MR VERNON ALAN WILLS + MS JILLAINE PATRICE WILLS <WILLS FAMILY SUPER FUND A/C>	29,414,188	2.80
MR NEVILLE WAYNE MORCOMBE + MR DANIEL ROBERT ANDREW MORCOMBE <NEVILLE MORCOMBE SUPER A/C>	28,478,484	2.71
SMITHLEY INVESTMENTS PTY LTD <GEOFFREY SMITH FAMILY A/C>	21,500,000	2.05
LINWIERIK SUPER PTY LTD <LINTON SUPERANNUATION A/C>	21,000,000	2.00
JGC ASSETS PTY LTD <JUDI COOK A/C>	16,746,700	1.59
STUART ANDREW PTY LTD <CAMPASPE FAMILY A/C>	14,682,068	1.40
JGC ASSETS PTY LTD <JUDI COOK A/C>	12,581,201	1.20
MYALL RESOURCES PTY LTD <MYALL GROUP SUPER FUND A/C>	11,449,056	1.09
MR GARY LINTON + MRS CHERYL LINTON	10,200,000	0.97
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,839,113	0.94
MRS ANTOINETTE PEASE	9,000,000	0.86
MR GRANT HARRY O'KEEFE + MRS CATHERINE MARIA O'KEEFE <THE O'KEEFE INVESTMENT A/C>	8,885,419	0.85
NICASIO ALCANTARA	8,371,325	0.80
DEPOFO PTY LTD <SUPER A/C>	8,250,000	0.78

(ii) Ordinary shares

The names of the twenty largest holders of fully paid ordinary shares are listed below:

Name	No. of Ordinary Shares Held	% of fully paid shares
NATIONAL NOMINEES LIMITED	240,802,344	23.07
ARMADA TRADING PTY LIMITED	132,500,000	12.69
WAYBURN HOLDINGS PTY LTD	74,443,366	7.13
MR VERNON ALAN WILLS + MS JILLAINE PATRICE WILLS	44,140,703	4.23
WAYBURN HOLDINGS PTY LTD	41,108,142	3.94
MR PETER JOHN JONES	39,940,587	3.83

Shareholder Information continued

Name	No. of Ordinary Shares Held	% of fully paid shares
MR VERNON ALAN WILLS + MS JILLAINE PATRICE WILLS <WILLS FAMILY SUPER FUND A/C>	29,414,188	2.82
MR NEVILLE WAYNE MORCOMBE + MR DANIEL ROBERT ANDREW MORCOMBE <NEVILLE MORCOMBE SUPER A/C>	28,478,484	2.73
SMITHLEY INVESTMENTS PTY LTD <GEOFFREY SMITH FAMILY A/C>	21,500,000	2.06
LINWIERIK SUPER PTY LTD <LINTON SUPERANNUATION A/C>	21,000,000	2.01
JGC ASSETS PTY LTD <JUDI COOK A/C>	16,746,700	1.60
STUART ANDREW PTY LTD <CAMPASPE FAMILY A/C>	14,682,068	1.41
JGC ASSETS PTY LTD <JUDI COOK A/C>	12,581,201	1.21
MYALL RESOURCES PTY LTD <MYALL GROUP SUPER FUND A/C>	11,449,056	1.10
MR GARY LINTON + MRS CHERYL LINTON	10,200,000	0.98
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,839,113	0.94
MRS ANTOINETTE PEASE	9,000,000	0.86
MR GRANT HARRY O'KEEFE + MRS CATHERINE MARIA O'KEEFE <THE O'KEEFE INVESTMENT A/C>	8,885,419	0.85
NICASIO ALCANTARA	8,371,325	0.80
DEPOFO PTY LTD <SUPER A/C>	8,250,000	0.79

(iii) Escrowed shares

The names of the top twenty holders of the escrowed shares are listed below:

Name	No. of Escrowed Shares Held	% of escrowed shares
CRAIG ANTHONY DAWSON	1,000,000	13.42
BRETT MCPHEE	750,000	10.07
ISMAIL TAHIR	600,000	8.05
NOEL CHENEY	500,000	6.71
MICHAEL WALLACE	500,000	6.71
MIKE COSTELLOE	400,000	5.37
NEIL COSTELLOE	400,000	5.37
SUDHHER GOVINDPILLAI	400,000	5.37
SHAAGUL HAMEETH	400,000	5.37
MR JARROD PETER BELCHER	300,000	4.03
MS KATIE HURSE	300,000	4.03
MR JAMIE VERNON WILLS	300,000	4.03
JASON ANFIELD	250,000	3.36
SITI SUZANA BT BASRI	250,000	3.36
JAYSHEN RAMANAH	250,000	3.36
MR BERESFORD PAUL ROBERTSON	250,000	3.36
CHRISTOPHER LAMBERT	100,000	1.34
MOHAMMED AKBERY	50,000	0.67
RODNEY ANDERSON	50,000	0.67
AARON BANDHOLZ	50,000	0.67

(iii) Partly paid shares

There are 1,116,000 partly paid shares, paid to $0.01, held by eight individual shareholders. $0.24 per share may be called up in the event of winding up the company.

The names of the holders are listed below:

Name	No of partly paid shares held	% of Partly Paid Shares
BARON INVESTMENTS PTY LIMITED	488,376	43.76%
BARON NOMINEES PTY LTD	400,000	35.84%
QUEVY HOLDINGS PTY LTD	195,624	17.53%
M B HUNNIFORD	24,000	2.15%
ESTATE LATE PETER GAME	2,000	0.18%
ESTATE LATE PETER AYLWARD GAME <EST LATE B E GAME A/C>	2,000	0.18%
P C TOOMEY	2,000	0.18%
R TOOMEY	2,000	0.18%
Total of partly paid shares issued	**1,116,000**	**100%**

(iv) Unquoted equity securities

There are 41,666,667 options issued in conjunction with loan facilities to 7 investors.

2 Distribution of Equity Securities

Analysis of numbers of holders by size of holding:

(i) Fully paid ordinary shares

Distribution	Number of Holders	Number of Shares
1 - 1,000	87	43,980
1,001 - 5,000	52	149,535
5,001 - 10,000	66	594,429
10,001 - 100,000	191	9,707,160
Greater than 100,000	286	1,040,750,023
Totals	**682**	**1,051,245,127**

(ii) Partly paid shares, paid to $0.01

Distribution	Number of Holders	Number of Shares
1 – 1,000	-	-
1,001 – 5,000	4	8,000
5,001 – 10,000	-	-
10,001 – 100,000	1	24,000
Greater than 100,000	3	1,084,000
Totals	**8**	**1,116,000**

(iii) Escrowed ordinary shares

Distribution	Number of Holders	Number of Shares
1 - 1,000	-	-
1,001 - 5,000	-	-
5,001 - 10,000	-	-
10,001 - 100,000	15	600,000
Greater than 100,000	16	6,850,000
Totals	**31**	**7,450,000**

(iv) Unmarketable parcels

	Minimum parcel size	Holders	Shares
Minimum $500 parcel at $0.004 per share	125,000	410	12,050,315

3 Voting Rights

The voting rights attaching to each class of equity securities are set out below:

Ordinary shares: Subject to any rights or restrictions for the time being attached to any class of shares, at a meeting of shareholders each shareholder entitled to vote may vote in person or by proxy or attorney or, being a corporation, by representative duly authorised under the Corporations Law, and has one vote on a show of hands and one vote per fully paid share on a poll.

4 Substantial Shareholders

Substantial shareholder notices lodged with the Company:

Substantial Shareholder	Number of Shares
Mr Vernon Alan Wills, Ms Jillaine Patrice Wills and Wayburn Holdings Pty Ltd	193,395,630
EGP Capital Pty Ltd	210,000,000
Peter Jones, Helen Jones, Cameron Richard Pty Ltd and Stuart Andrew Pty Ltd	56,819,466
Armada Trading Pty Ltd	132,500,000