Consolidated Financial
HOLDINGS LIMITED

Annual Report

June 2022

Annual Report

Consolidated Financial Holdings Limited and Controlled Entities

Annual Report
For the Year Ended 30 June 2022

Contents

Consolidated Financial Holdings Limited (CWL or the Company) is a public company limited by shares which are listed on the Australian Securities Exchange (ASX: CWL), registered (ABN 62 119 383 578) and domiciled in Australia.

Registered Office and Principal Place of Business
Suite 11.01 Level 11
60 Castlereagh Street
Sydney NSW 2000

Directors' Report

30 JUNE 2022

The directors of Consolidated Financial Holdings Limited present their report of the Company and its controlled entities ("the Group" or "consolidated entity") for the year ended 30 June 2022. The directors report as follows:

1. Directors

The following persons were directors of the Company during the whole of the year and up to and including the date of this report, unless otherwise indicated:

Phillip Carter (Non-Executive Chairman)

Niall Cairns (Non-Executive Director)

Brendan Burwood (Non-Executive Director, resigned as CEO 1 July 2020)

2. Principal Activities

The Group disposed of its two core businesses, Chant West and Enzumo during the year ended 30 June 2020 and the Board is currently seeking a compelling new operating business.

3. Operating and Financial Review

The operating loss after tax from continuing operation for the year was $368,308 (2021: $941,836). The operating loss after tax includes due diligence expense of $92,189 (2021: $129,900) for which the Group was unfortunately the underbidder. Pursuant to a cost agreement with the vendor, $78,285 (2021: $nil) was recouped and offset against due diligence costs.

At the end of the period the Group had consolidated net assets of $439,235 (2021: $807,543), including cash reserves of $471,923 (2021: $836,869).

As previously announced, the Company has entered into a non-binding agreement to acquire an entity in the health care industry by way of a proposed transaction under Listing Rule 11.1. The Company is currently undertaking the procedures outlined in section 2.10 of Guidance Note 12 in relation to the proposed transaction.

The board committed to substantially reducing the cost of administering the Group where possible during the period, including a reduction in fees paid to all officeholders and advisers. The Board is planning to cancel the Group's Australian Financial Services Licence (AFSL) to further reduce compliance costs.

In light of the above, the Board believes that the Group is a going concern and that the going concern basis of accounting used in preparing these financial statements is appropriate.

Directors' Report

30 JUNE 2022

4. Significant Changes in State of Affairs

There were no significant changes in the state of affairs of the group for the year ended 30 June 2022.

5. Dividends

No dividends have been paid or declared for the year ended 30 June 2022.

6. Events subsequent to balance date

No matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations or the Group's state of affairs in future financial years.

7. Likely developments and prospects

The Group is currently reviewing all business opportunities and will provide an update in due course.

8. Environmental Regulations

The Group's operations are not regulated by any significant environmental regulation under Australian Commonwealth or State law.

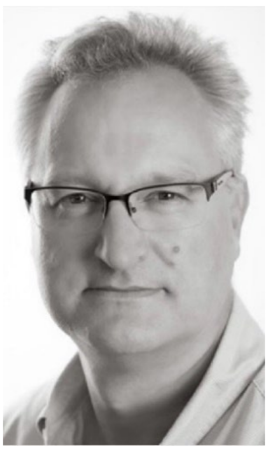
9. Proceedings on behalf of the Company

At the date of this report and during the year ended 30 June 2022, there were no leave applications or proceedings brought on behalf of the Company under section 237 of the Corporations Act 2001.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Corporations Act 2001.

10. Current Directors

The names and details of the Company's directors in the office during the financial year and until the date of this report are provided below.



Name	**Dr Phillip Carter**
Position	Non-Executive Chairman
Qualifications	PhD, MAppFin, BEng, IMC(UK), SFFin, FAICD
First Appointed	22 June 2012

Directors' Report

30 JUNE 2022

Experience	Phillip is a joint managing director of Kestrel Capital Pty Ltd, a Sydney-based private equity manager focused on growth companies with global opportunities in the resources, IT, niche manufacturing and services sectors. Phillip has extensive experience developing and financing technology rich companies in Australia, Europe and the USA. Previously, Phillip headed a leading UK management consulting and investment practice and managed the InterTechnology Fund, recognised by the EVCA as one of the most active development capital funds in Europe.
Special Responsibilities	Member of the Audit and Risk Management Committee and the Nomination and Remuneration Committee
Directorships in listed entities (or their manager where a listed trust)	Field Solutions Holdings Limited
Former directorships in listed entities (in the last 3 years)	Tambla Limited
Relevant Interests in shares and options	13,195,844 fully paid ordinary shares

Name	**Mr Niall Cairns**
Position	Non-Executive Director
Qualifications	BEcon, ACA, FAICD
First Appointed	23 April 2012
Experience	Niall is a joint managing director and co-founder of Kestrel Capital Pty Ltd, a Sydney-based private equity manager focused on growth companies with global opportunities in the resources, IT, niche manufacturing and services sectors. As an experienced growth company investor and developer, Niall has over 25 years of direct seed, private equity and listed company experience. In 1993, Niall co-founded Kestrel Capital. Since then, he has raised six funds, led the investments and been a director of companies such as Australian Helicopters, Gale Pacific (AVCAL award winner), Intrapower and Tru-Test.
Special Responsibilities	Chair of the Audit and Risk Management Committee and the Nomination and Remuneration Committee
Directorships in listed entities (or their manager where a listed trust)	Cardiex Limited
Former directorships in listed entities (in the last 3 years)	Tambla Limited
Relevant Interests in shares and options	27,763,615 fully paid ordinary shares

Name	**Mr Brendan Burwood**
Position	Non-Executive Director (From 1 July 2020) Executive Director, CEO (From 25 September 2017 to 1 July 2020)
Qualifications	BCom, DipFin, MBA
First Appointed	25 September 2017

Directors' Report

30 JUNE 2022

Experience	Brendan's early career was as an investment analyst with Colonial Mutual Investment Management. From there he moved to one of the major record companies, BMG, where he was Strategic Marketing Manager for Australia and New Zealand. He was then appointed Director of Strategic Marketing at Sony Music, before founding his own business, Rajon Music Group in 1998, which was acquired by Destra Media in 2004. He then co-founded Entertainment Masters, an online and catalogue marketer of music and digital entertainment, which was acquired by Interfine Sports & Entertainment in 2008. In 2009, Brendan co-founded ipac Financial Care. This business specialises in providing financial advice and solutions for people contemplating entering a residential aged care facility. This is a complex area of personal finance, and the business operates as a specialist division of the well-regarded iPac financial planning business. iPac itself became a wholly-owned subsidiary of AMP Limited in 2011.
Special Responsibilities	Member of the Audit and Risk Management Committee and Nomination and Remuneration Committee
Directorships in listed entities (or their manager where a listed trust)	Nil

11. Company Secretary

Name	**Mr Cameron Stone**
Position	Company Secretary
Qualifications	BCom, CA
First Appointed	1 January 2017
Experience	Cameron has over 14 years experience in providing business advisory, accounting, taxation and corporate governance services in a range of industries including retail, manufacturing and financial services. Cameron is a Chartered Accountant and member of the Walker Wayland Australasia Tax Committee.

Directors' Report

30 JUNE 2022

12. Meetings of Directors

The following table sets out the number of Director and Committee meetings of the Company held during the financial year and the number of meetings attended by each Director.

	Board of Directors		Audit & Risk Management Committee		Nomination & Remuneration Committee (i)	
	Held	Attended	Held	Attended	Held	Attended
Niall Cairns	5	4	2	2	-	-
Phillip Carter	5	5	2	2	-	-
Brendan Burwood	5	4	2	2	-	-

(i) Although the Company has a duly constituted Nomination and Remuneration Committee, the business of this committee was conducted through the Board of the Company during the period.

13. Indemnifying Officers and Auditor

During the financial year, the Company paid for an insurance premium in respect of a contract insuring the Directors of the Company, the Company Secretary, and all officers of the Company and its controlled entities against a liability incurred as such as Director, secretary or officer to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company will indemnify each Director to the extent permitted by the Corporations Act 2001 against liabilities arising as a result of the person acting as a Director of the Company. The Company will be required to maintain insurance policies for the benefit of the relevant Director for the term of the appointment and for a period of seven years after retirement or resignation.

The Company has not otherwise, during or since the end of the financial year, except to the extent permitted by law, indemnified or agreed to indemnify a Director or officer of the Company or its controlled entities against a liability incurred.

The Company has not otherwise, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company against a liability incurred.

14. Remuneration Report (audited)

The Remuneration Report, which forms part of the Directors' report, sets out information about the remuneration of the Company's Directors and its executive management for the financial year ended 30 June 2022.

Directors' Report

30 JUNE 2022

The key management personnel ('KMP') of the consolidated group during the year were:

Name	Position	Date Appointed / Resigned
Niall Cairns	Non-Executive Director	Appointed 23 April 2012
Phillip Carter	Non-Executive Director	Appointed 22 June 2012
Brendan Burwood	Non-Executive Director	From 1 July 2020
	Executive Director	From 25 September 2017 to 1 July 2020
	CEO	Appointed 25 September 2017, Resigned 1 July 2020

Remuneration Policy

It is the Company's goal to promote excellence at Board level and in staff members. To this end, it seeks to engage the services of individuals with the requisite experience and competencies to assist the Company to achieve its strategic objectives.

The Board's policy for determining the nature and amount of remuneration for KMP of the consolidated group is agreed by the Board of Directors as a whole after review and recommendation by the external remuneration consultant. The Board obtains professional advice where necessary to ensure that the Company attracts and retains talented and motivated Directors, key executives and employees who can enhance Company performance through their contributions and leadership.

Non-executive director remuneration

Non-Executive Directors fees are paid within an aggregate limit which is approved by the shareholders from time to time. The limit of Non-Executive Director fees is set at a maximum of $250,000. Retirement payments, if any, are agreed to be determined in accordance with the rules set out in the Corporations Act 2001 at the time of the Directors retirement or termination. Non-Executive Directors remuneration may include an incentive portion consisting of bonuses, as considered appropriate by the Board, which may be subject to shareholder approval in accordance with the ASX Listing Rules.

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned amongst Directors is reviewed annually. The Board considers the amount of Directors fees being paid by comparable companies with similar responsibilities and the experience of the Directors when undertaking the annual review process.

Executive remuneration

In determining the level and composition of executive remuneration, the Board negotiates a remuneration to reflect the market salary for a position and individual of comparable responsibility and experience. Remuneration is regularly compared with the external market by participation in industry salary surveys and during recruitment activities generally. If required, the Board may engage an external consultant to provide independent advice in the form of a written report detailing market levels of remuneration for comparable executive roles. Remuneration consists of a mix of fixed and variable remuneration and performance incentive rewards as appropriate. To this end, the Company's remuneration framework seeks to align with shareholders interest.

Directors' Report

30 JUNE 2022

Details regarding components of director and executive remuneration are provided below

Table of Benefits and Payments for the Year Ended 30 June 2022

	Short-term Benefits				Post-employment	Equity - based compensation	% of Perform Based Rem
	Cash salary and fees	Cash bonus	Termination Payment	Other	Superannuation	Performance rights	
	$	$	$	$	$	$	
Non-Executive Directors							
Brendan Burwood	28,000	-	-	-	-	-	-
Phillip Carter	27,727	-	-	-	2,773	-	-
Niall Cairns	28,000	-	-	-	-	-	-
	83,727	-	-	-	2,773	-	-

Table of Benefits and Payments for the Year Ended 30 June 2021

	Short-term Benefits				Post-employment	Equity - based compensation	% of Perform Based Rem
	Cash salary and fees	Cash bonus	Termination Payment	Other	Superannuation	Performance rights	
	$	$	$	$	$	$	
Non-Executive Directors							
Brendan Burwood	140,877	-	-	-	-	-	-
Phillip Carter	93,151	-	-	-	8,849	-	-
Niall Cairns	72,000	-	-	-	-	-	-
	306,028	-	-	-	8,849	-	-

Equity-based compensation

There was no equity settled transaction during the year ended 30 June 2022.

Shareholdings

(a) The numbers of ordinary shares in the Company held during the financial year by each director and other key management personnel of the Group, including related parties, are set out below:

	Balance at Beginning of Year	Share-based compensation	Exercise of Options	Rights Issue and Shortfall Allotment	On-market transactions	Balance at End of Year
30 June 2021						
Non-Executive Directors						
Niall Cairns (i)	27,763,615	-	-	-	-	27,763,615
Phillip Carter (i)	13,195,844	-	-	-	-	13,195,844

(i) Messrs Cairns and Carter are directors of Kestrel Growth Companies Limited which held 12,012,500 shares in the Company at 30 June 2022. As such they each hold a relevant interest in those shares.

Use of Remuneration Consultants

The Company's Nomination and Remuneration Committee employs the services of remuneration consultants from time to time to review and provide recommendations in respect of the amount and elements of executive remuneration, including short-term and long-term incentive plans. No

Directors' Report

30 JUNE 2022

remuneration consultant was used during the current financial year.

Performance-based Remuneration

Executive pay and reward framework have three components:

(i) Fixed remuneration and benefits

A total employment cost package may include a combination of cash and prescribed non-financial benefits at the executives' discretion. Executives are offered a competitive base pay that comprises the fixed component of pay and rewards. The base pay for executives is reviewed annually to ensure the executive's pay is competitive with the market.

(ii) Short term incentives (STI)

Incentives are payable to executives based upon the alignment to agreed corporate and individual milestones and are reviewed and approved by the Board of Directors.

(iii) Long Term incentives (LTI)

Executives are issued with equity instruments in a manner that aligns this element of remuneration with the creation of shareholder value. LTI grants are made to executives who are able to influence the generation of shareholder value.

Relationship between Remuneration Policy and Company Performance

The Company's remuneration policy seeks to reward staff members for their contribution to achieving significant operational and strategic milestones. These milestones build sustainable and long term shareholder value.

Equity instruments are issued to executives, and entitlements are based upon performance relative to the individual and the company both in absolute terms and relative to competitors in the same sector. Equity instruments that are issued for performance are subject to key performance indicators (KPIs) set and approved by the Nomination and Remuneration Committee.

The KPIs target areas the Board believes hold greater potential for the group, covering financial and non-financial as well as short and long term goals.

Financial performance measures include adherence to budgeted expenditure and cash flow management, while non-financial measures are variously related to the individual's contribution toward achievement of the Company's strategic goals.

The following table shows the gross revenue, profits and earnings per share from continuing operations for the last five years for the Company, as well as the share prices at the end of the respective financial years.

Directors' Report

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	2018	2019	2020	2021	2022
	$	$	$	$	$
Revenue	9,010,636	250	60	54,218	1,774
Net Loss	(1,658,822)	(994,099)	(1,019,234)	(941,836)	(368,308)
Share Price	0.039	0.061	0.08	0.037	0.037
Loss per share (cents per ordinary share)	(1.50)	(0.80)	(0.82)	(0.75)	(0.29)

For the year ended 30 June 2019, 30 June 2020 and 30 June 2021, the revenue, net loss and EPS includes only continuing operations.

Voting and comments made at the Company's 2021 Annual General Meeting

At the Company's 2021 Annual General Meeting, 99.40% of votes cast were in favour of the Remuneration Report for the financial year ended 30 June 2021. No specific feedback in regard to the report was received from shareholders in attendance or otherwise.

Other transactions with KMP and/or their related parties

There were no other transactions conducted between the Company and KMP or their related parties in the year ended 30 June 2022, that were conducted other than in accordance with normal employee, customer or supplier relationships on terms no more favourable than those reasonably expected under arm's length dealings with unrelated parties.

End of audited Remuneration Report

Directors' Report

30 JUNE 2022

15. Audit and non-audit services

The auditor of the Company and consolidated entities at 30 June 2022 was Grant Thornton Audit Pty Ltd (Grant Thornton), who continues in office in accordance with section 327 of the Corporations Act 2001. The Company may decide to employ the auditor on assignments additional to their statutory duties where the auditor's expertise and experience with the company and/or the consolidated entity are considered important.

Grant Thornton did not provide any non-audit services during the year ended 30 June 2022.

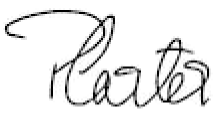
The Board of Directors has considered the position and, in accordance with advice received from the Audit & Risk Committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

Details of the amounts paid or payable to the auditor (Grant Thornton) for audit and non-audit services provided during the year are set out in Note 7 to the Consolidated Financial Statements.

A copy of the auditor's independence declaration, as required under section 307C of the Corporations Act 2001 is set out on page 14 and forms part of this report.

This report has been made in accordance with a resolution of directors.

On behalf of the directors.



Phillip Carter
Chairman
Sydney
30 September 2022

Grant Thornton Audit Pty Ltd
Level 17
383 Kent Street
Sydney NSW 2000
Locked Bag Q800
Queen Victoria Building NSW 1230

T +61 2 8297 2400

Auditor's Independence Declaration

To the Directors of Consolidated Financial Holdings Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Consolidated Financial Holdings Limited for the year ended 30/06/2022, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

C F Farley
Partner – Audit & Assurance

Sydney, 30 September 2022

Financial Report

FOR THE YEAR ENDED 30 JUNE 2022

Contents

Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2022

	Note	2022 $	2021 $
Interest income		1,774	16,718
Other income		-	37,500
Total other income from continuing operations		1,774	54,218
Less: Expenses			
Depreciation and amortisation	3	737	5,666
Employee benefits	4	86,500	418,386
Impairment of assets	3	-	6,394
Professional fees		132,428	296,997
Due diligence expenses	6	14,594	129,900
Finance costs	3	-	4,227
Other expenses		135,823	134,484
Total expenses		370,082	996,054
Net loss from ordinary activities before income tax from continuing operations		(368,308)	(941,836)
Income tax expense	5	-	-
Net loss for the year attributable to members of the parent entity from continuing operations		(368,308)	(941,836)
Profit from sale of discontinued operations – Chant West		-	515,381
Net (loss) / profit for the year attributable to member of the parent entity		(368,308)	(426,455)
Other comprehensive loss for the year, net of tax		-	-
Total comprehensive loss for the year, net of tax		(368,308)	(426,455)
Loss per share from continuing operations attributable to holders of ordinary shares:			
Basic (cents per share)	21	(0.29)	(0.75)
Diluted (cents per share)	21	(0.29)	(0.75)
Earnings per share from discontinued operations attributable to holders of ordinary shares:			
Basic (cents per share)	21	-	0.41
Diluted (cents per share)	21	-	0.41
Loss per share attributable to holders of ordinary shares:			
Basic (cents per share)	21	(0.29)	(0.34)
Diluted (cents per share)	21	(0.29)	(0.34)

The accompanying notes form part of these financial statements.

Statement of Financial Position

At 30 June 2022

	Note	2022 $	2021 $
Assets			
Current assets			
Cash and cash equivalents	8	471,923	839,869
Trade and other receivables	9	2,638	8,081
Other assets	10	18,580	22,559
Total current assets		**493,141**	**870,509**
Non-current assets			
Property, plant and equipment		738	1,475
Total non-current assets		**738**	**1,475**
Total assets		**493,879**	**871,984**
Liabilities			
Current liabilities			
Trade and other payables	11	47,334	57,131
Total current liabilities		**47,334**	**57,131**
Non-current liabilities			
Deferred tax liability	12	7,310	7,310
Total non-current liabilities		**7,310**	**7,310**
Total liabilities		**54,644**	**64,441**
Net assets		**439,235**	**807,543**
Equity			
Issued capital	13	7,892,194	7,892,194
Accumulated losses	16	(7,452,959)	(7,084,651)
Total equity		**439,235**	**807,543**

The accompanying notes form part of these financial statements.

Statement of Changes in Equity

For the Year Ended 30 June 2022

	Issued Capital $	Accumulated Losses $	Reserves $	Total Equity $
For the year ended 30 June 2021				
Balance at 1 July 2020	21,733,287	(6,658,196)	-	15,075,091
Loss for the year	-	(426,455)	-	(426,455)
Other comprehensive income for the year	-	-	-	-
Total comprehensive loss for the year	-	(426,455)	-	(426,455)
Return of capital payment	(13,841,093)	-	-	(13,841,093)
Total transactions with owners and other transfers	(13,841,093)	-	-	(13,841,093)
Balance at 30 June 2021	**7,892,194**	**(7,084,651)**	**-**	**807,543**
For the year ended 30 June 2022				
Balance at 1 July 2021	7,892,194	(7,084,651)	-	807,543
Loss for the year	-	(368,308)	-	(368,308)
Other comprehensive income for the year	-	-	-	-
Total comprehensive loss for the year	-	(368,308)	-	(368,308)
Total transactions with owners and other transfers	-	-	-	-
Balance at 30 June 2022	**7,892,194**	**(7,452,959)**	**-**	**(439,235)**

The accompanying notes form part of these financial statements.

Statement of Cash Flows

For the Year Ended 30 June 2022

	Note	2022 $	2021 $
Cash flows from operating activities			
Grants received		-	37,500
Payments to suppliers and employees		(355,126)	(1,517,462)
Interest received		1,774	16,718
Interest paid		-	(4,227)
Net cash used in operating activities from continuing operations	17	**(353,352)**	**(1,467,471)**
Net cash provided by operating activities from discontinued operations		-	415,165
Total net cash used in operating activities		**(353,352)**	**(1,052,306)**
Cash flows from investing activities			
Purchase of property, plant and equipment		-	(2,753)
Payments associated with business sales/acquisition		(14,594)	(124,840)
Net cash used in investing activities from continuing operations		**-**	**(127,593)**
Net cash used in investing activities from discontinued operations		-	(96,578)
Total net cash used in investing activities		**(14,594)**	**(224,171)**
Cash flows from financing activities			
Net cash used in financing activities from continuing operations		**-**	**-**
Net cash used in financing activities from discontinued operations		-	(13,841,093)
Total net cash used in financing activities		**-**	**(13,841,093)**
Net decrease in cash held		(367,946)	(15,117,570)
Cash and cash equivalents at beginning of financial year		839,869	15,957,439
Cash and cash equivalents at end of financial year	9	**471,923**	**839,869**

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

FOR THE YEAR ENDED 30 JUNE 2022

These consolidated financial statements and notes represent those of Consolidated Financial Holdings Limited (the "Company") and its controlled entities (the "Group" or "consolidated entity").

The separate financial statements of the Company have not been presented within this financial report as permitted by the *Corporations Act 2001* (see Note 25).

The financial statements were authorised for issue on 30 September 2022 by the directors of the Company.

1. Basis of Preparation

These general purpose financial statements have been prepared in accordance with the *Corporations Act 2001*, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The Group's functional currency is Australian dollars.

2. Summary of Significant Accounting Policies

a. Principles of Consolidation

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (Consolidated Financial Holdings Limited) and all of the subsidiaries. Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 23.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is obtained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included.

All transaction costs incurred in relation to business combinations, other than those associated with the issue of a financial instrument, are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

Goodwill

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

(i) the consideration transferred;
(ii) any non-controlling interest (determined under either the full goodwill or proportionate interest method); and
(iii) the acquisition date fair value of any previously held equity interest;

over the acquisition date fair value of net identifiable assets acquired.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Fair value re-measurements in any pre-existing equity holdings are recognised in profit or loss in the period in which they arise. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

Goodwill on acquisition of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates.

Goodwill is tested for impairment annually and is allocated to the Group's cash-generating units or groups of cash-generating units, representing the lowest level at which goodwill is monitored and not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity disposed of.

Changes in the ownership interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions and do not affect the carrying amounts of goodwill.

b. Income Tax

The income tax expense (income) for the year comprises current income tax expense and deferred tax expense.

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items that are recognised outside profit or loss.

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised. Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (i) a legally enforceable right of set-off exists; and (ii) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

The Company and its wholly owned Australian controlled entities formed a tax consolidated group at 1 May 2015, which included Consolidated Financial Holdings Limited as the head entity and the following subsidiaries: Enzumo LMS Pty Ltd, Enzumo Consulting Pty Ltd and Enzumo Corporation Pty Ltd. On 1 December 2015 the acquisition of Consolidated Financial Holdings (Australia) Pty Ltd by Consolidated Financial Holdings Limited resulted in Consolidated Financial Holdings (Australia) Pty Ltd joining the tax consolidated group on that date. On 5 May 2019, Enzumo LMS Pty Ltd was voluntarily deregistered resulting in Enzumo LMS Pty Ltd leaving the tax consolidated group on that date. On 17 June 2020, Enzumo Corporation Pty Ltd and Enzumo Consulting Pty Ltd were sold and effectively left the tax consolidated group on that date.

c. Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard. Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (i.e. unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

d. Property, Plant and Equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 2(f) for details of impairment).

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The cost of fixed assets constructed within the consolidated group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

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 Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised as expenses in profit or loss during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised lease assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the consolidated group 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 lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate - years
Office Equipment	2-15 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise.

e. Financial Instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instruments and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets, other than those designated and effective as hedging instruments, are classified into the following categories upon initial recognition:

(i) Financial assets at amortised cost
(ii) Financial assets at fair value through profit or loss (FVPL)
(iii) Debt instruments at fair value through other comprehensive income (FVOCI)
(iv) Equity instruments at fair value through other comprehensive income (Equity FVOCI)

Classifications are determined by both:

(i) The entity's business model for managing the financial asset
(ii) The contractual cash flow characteristics of the financial assets

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within credit losses.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVPL):

(i) they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
(ii) the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

The Group does not have any assets in the categories FVPL, FVOCI and Equity FVOCI as defined in the Standard and as such has not disclosed a specific policy with regards to these classifications.

Impairment of financial assets

AASB 9's impairment model uses more forward-looking information to recognize expected credit losses - the 'expected credit losses (ECL) model'. The application of the impairment model depends on whether there has been a significant increase in credit risk.

Trade and other receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

The Group makes use of a simplified approach in accounting for trade and other receivables and records the loss allowance at the amount equal to the expected lifetime credit losses. In using this practical expedient, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

The Group assesses impairment of trade receivables on a collective basis as they possess similar credit risk characteristics regardless of the number of days past due. The Group allows 0% for trade receivables based on the Group's impeccable record of collecting its outstanding debts combined with highly reputable clients and improvement in the receivable collection procedures.

All financial assets are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired.

Trade and other payables

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

Trade and other payables are measured at amortised cost. Gains or losses are recognised in profit or loss when the financial liability is derecognised.

f. Impairment of Assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or joint ventures deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the asset's value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill, intangible assets with indefinite lives and intangible assets not yet available for use.

g. Employee Benefits

Short-term employee benefits

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages and salaries. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as part of current trade and other payables in the statement of financial position. The Group's obligations for employees' annual leave and long service leave entitlements are recognised as provisions in the statement of financial position.

Other long-term employee benefits

Provision is made for employees' long service leave and annual leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee departures and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds that have maturity dates that approximate the terms of the obligations. Any adjustments for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the changes occur.

The Group's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Group does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.

Termination benefits

When applicable, the Group recognises a liability and expense for termination benefits at the earlier of: (i) the date when the Group can no longer withdraw the offer for termination benefits; and (ii) when the Group recognises costs for restructuring pursuant to AASB 137: *Provisions, Contingent Liabilities and Contingent Assets* and the costs include termination benefits. In either case, unless the number of employees affected is known, the obligation for termination benefits is measured on the basis of the number of employees expected to be affected. Termination benefits that are expected to be settled wholly before 12 months after the annual reporting period in which the benefits are recognised are measured at the (undiscounted) amounts expected to be paid. All other termination benefits are accounted for on the same basis as other long-term employee benefits.

Equity-settled compensation

The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using the Binomial model and the fair value of performance right is determined using the Monte Carlo model (Tranche 1 and 2) and Vesting Prediction (Tranche 3 and 4). The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

h. Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

i. Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturities of 3 months or less, and bank overdrafts. Bank overdrafts are reported within borrowings in current liabilities on the statement of financial position.

j. Revenue and Other Income

Interest income

Interest income is recognised using the effective interest rate method, which, for floating rate financial assets is the rate inherent in the instrument.

Government grant income

Government grants are recognised at fair value where there is a reasonable certainty that the grant will be received upon meeting all grant terms and conditions.

(i) R&D grant income

Grants that are meant to fund expenditure on research and development are recognised over the periods when these costs are recognised in profit or loss. Grants related to assets are carried forward as deferred income at fair value and are credited to other income over the expected useful life of the asset over a straight-line basis.

(ii) Cashflow boost

Grants that are meant to fund employee expenditure as part of the Government's COVID business support are recognised on cash receipt basis in profit and loss.

k. Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

l. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

m. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit/(loss) attributable to equity holders of the entity, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus share issued during the year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

n. Parent entity financial information

The financial information for the parent entity, Consolidated Financial Holdings Limited, disclosed in Note 25 has been prepared on the same basis as the consolidated financial statements except for investments in subsidiaries which are accounted for at cost less accumulated impairment losses in the financial statements of the parent entity.

o. Segment Reporting

As a result of the sale of Chant West and Enzumo businesses, and in light of the prior year figures being adjusted in line with the requirements set out in AASB 5: Non-current Assets Held for Sale and Discontinued Operations, the Group now only has one segment being the corporate entity.

p. Critical Accounting Estimates and Judgements

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Key estimates

(i) Recovery of deferred tax assets

A tax loss has been recognised as deferred tax assets to offset movements in deferred tax liabilities. No further tax losses have been recognised due to the uncertainty in relation to the timing of the losses being utilised in the future.

(ii) R & D grant income

The company has received R & D grant income of $433,737 for the year ended 30 June 2021 from the Australian Taxation Office. Pursuant to AASB 120, the full amount has been recognised as income.

q. Going Concern Basis of Accounting

The Group incurred a loss after tax of $368,308 for the year ended 30 June 2022 (2021: $426,455), the group had cash outflow from continuing and discontinued operations of $367,946 (2021: $15,117,570) and the directors are satisfied the Company is a going concern.

The directors have assessed the cash requirements of the Company and believe the Company will be able to realise its assets and settle its liabilities and commitments in the normal course of business and at the amounts stated in the financial report post distribution and, accordingly, have prepared the financial report on a going concern basis.

The Board have been vigorously pursuing opportunities available to the Group. As announced, the Company has entered into a non-binding agreement to acquire an entity in the health care industry by way of a proposed transaction under Listing Rule 11.1. The Company is currently undertaking the procedures outlined in section 2.10 of Guidance Note 12 in relation to the proposed transaction.

The securities were suspended from quotation on 16 October 2020. If the securities are suspended for a continuous period of 2 years, the ASX will remove the securities from the official list. The ASX may approve an extension of time in certain circumstances and the Board will be seeking an extension of time from the ASX.

3. Profit or loss from continuing operations before income tax

	Note	2022 $	2021 $
Profit or Loss before income tax has been arrived at after charging the following:			
Finance Costs			
Interest Expense		-	4,227
Other items of expense			
Depreciation expense		737	5,666
Impairment of assets		-	6,394

4. Employment costs from continuing operations

	2022	2021
Employee benefits comprises of the following items:		
Directors fees	86,500	314,877
Other employee expenses	-	103,509
	86,500	418,386

5. Income tax

(a) Income tax recognised in profit or loss:

The prima facie income tax expense on pre-tax accounting profit or loss from continuing operations reconciles to income tax expense in the financial statements as follows:

		2022 $	2021 $
Profit/ (Loss) before income tax expense		(368,308)	(941,836)
Prima facie income tax at 25% (2021: 26%)		(92,077)	(244,877)
Non-deductible items		11,102	13,372
Non assessable income		(19,470)	(37,632)
Recognition of temporary differences as a deferred tax asset		3,608	12,573
Income tax losses not recognised as a deferred tax asset		87,872	(473,710)
Income tax losses recognised as a deferred tax asset	(i)	8,965	730,274
Income tax (benefit) / expense		-	-

(i) A deferred tax asset relating to tax losses has been recognised amounting to $8,965 (gross $35,860), further tax losses exist that have not been recognised as a deferred tax asset. The deferred tax asset has been netted off against the deferred tax liability.

(b) Unrecognised deferred tax balances

The following temporary difference balances have not been recognised in the accounts:

	2022 $	2021 $
Income tax losses	87,872	(473,710)
	87,872	(473,710)

The taxation benefits of losses and temporary differences not brought to account will only be obtained if:

(i) The Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from deductions to be realised;
(ii) The Group continues to comply with the conditions for deductibility imposed by law; and
(iii) No changes in tax legislation adversely affect the Group's ability to realise the benefit of deductions.

6. Due diligence expenses

	2022 $	2021 $
Due diligence expenses	14,594	129,900

Due diligence expense of $92,879 was associated with a potential opportunity for which the Group was unfortunately the underbidder. Pursuant to a cost agreement with the vendor, $78,285 was recouped and offset against due diligence costs. For further information, please refer to the Company's announcements on the ASX.

7. Remuneration of auditors

	2022 $	2021 $
Parent and consolidated entity auditor		
Audit and audit review of financial reports	55,500	68,000
Financial and taxation due diligence	-	43,000
	55,500	111,000

8. Cash and cash equivalents

	2022 $	2021 $
Cash at bank and on hand	471,923	839,869
	471,923	839,869

9. Trade and other receivables

	2022 $	2021 $
Current		
GST receivable	2,638	8,081
	2,638	8,081

10. Other assets

	2022 $	2021 $
Current		
Prepayments	18,580	22,559
	18,580	22,559

11. Trade and other payables

	2022 $	2021 $
Current		
Trade payables	3,049	11,553
Sundry payables & accruals	44,285	45,578
	47,334	57,131

The average credit period on purchases is 30 days. No interest is charged on the trade payables. The Group has financial risk management policies in place to ensure that all payables are paid within terms.

12. Deferred tax

	Opening balance $	Charge to income $	Closing balance $
Non - Current			
Deferred tax liabilities (i)			
Black hole expenditure	(8,703)	8,703	-
Provisions, accruals and tax losses	16,013	(8,703)	7,310
Balance at 30 June 2022	7,310	-	7,310

(i) Deferred tax assets have been netted off against deferred tax liabilities for disclosure purposes.

13. Issued capital

(a) Share capital

	2022 $	2021 $
Fully paid ordinary shares	7,892,194	7,892,194

(b) Movement in fully paid ordinary shares

Date	Details	Number of Shares	$ per Share	$
30/06/2020	Balance at end of period	125,827,798		21,733,287
080/9/2020	Return of capital payment	-	0.11	(13,841,093)
30/06/2021	Balance at end of period	125,827,798		7,892,194
30/06/2022	Balance at end of period	125,827,798		7,892,194

(c) Terms and conditions of fully paid ordinary shares

(i) Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on shares held.

(ii) On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote and on a poll each share is entitled to one vote.

(i) Ordinary shares have no par value and the company does not have limited amount of authorised capital.

14. Options over unissued shares

There are no options over unissued shares at 30 June 2022.

15. Performance rights over unissued shares

There are no performance rights over unissued shares at 30 June 2022.

16. Accumulated losses

	2022 $	2021 $
Balance at beginning of year	(7,084,651)	(6,658,196)
Loss for the year	(368,308)	(426,455)
Balance at end of year	(7,452,959)	(7,084,651)

17. Dividends

No dividends have been paid or declared for the year ended 30 June 2022. Reconciliation of cash flows from operating activities

	2022 $	2021 $
Loss for year	(368,308)	(941,836)
Adjusted for:		
Depreciation and amortisation	737	5,666
Impairment	-	6,394
	(367,571)	(929,776)
Add (deduct) net changes in working capital (net of acquisition):		
Change in trade receivables	5,443	(8,081)
Change in other assets	3,979	82,588
Change in trade and other payables	4,797	(612,202)
Net cash inflow from operating activities	**(353,352)**	**(1,467,471)**

18. Financial assets and liabilities

The carrying amounts of each category of financial asset and liability, as detailed in the accounting policies are as follows:

	Carried at amortised cost $	Total $
Year ended 30 June 2022		
Financial assets		
Cash and cash equivalents	471,923	471,923
Trade and other receivables	2,368	2,368
Total financial assets	474,561	474,561
Financial liabilities		
Trade payables	47,334	47,334
Total financial liabilities	47,334	47,334
Net financial assets	427,227	427,227
Year ended 30 June 2021		
Financial assets		
Cash and cash equivalents	839,869	839,869
Trade and other receivables	8,081	8,081
Total financial assets	847,950	847,950
Financial liabilities		
Trade payables	57,131	57,131
Total financial liabilities	57,131	57,131
Net financial assets	790,819	790,819

19. Financial instruments and risk management

(a) Risk management objectives and policies

The Group's principal financial instruments comprise cash and cash equivalents. The main purpose of these financial instruments is to finance the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

Through these instruments the Group is exposed to various risks, the main risk types being market risk, credit risk and liquidity risk. An analysis of the Group's exposure management to these risks follows.

The Group's risk management is coordinated in close cooperation with the Board of Directors, and focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write uncovered options.

A discussion and analysis of each of the key areas of the Company's financial risk management framework follows.

(b) Market risk management

The Group is exposed to market risk through its use of financial instruments and specifically to currency risk and interest rate risk, which result from its operating activities.

Interest rate risk

The Group's exposure to the risks of changes in market interest rates relates primarily to the Group's short-term deposits with floating interest rates. These financial assets with variable rates expose the Group to cash flow interest rate risk. All other financial assets and liabilities in the form of receivables and payables are non-interest bearing. The Group does not engage in any hedging or derivative transactions to manage interest rate risk.

At the reporting date a 10% variation up or down in short term interest rates (with all other variables held constant) would have varied after the tax result and equity for the year by an immaterial amount.

(c) Credit risk management

Credit risk arises in the event that a counterparty will not meet its obligations under a financial instrument leading to financial losses. The Consolidated Group is exposed to credit risk from its operating activities and financing activities, including deposits with banks and trade receivables. Cash balances are held in financial institutions with high ratings, primarily the Australian Big 4 banks. The entity has assessed that there is minimal risk that the cash balances are impaired. Trade receivables are reviewed for impairment by a process of specific identification and appropriate allowance made for credit losses as required.

(d) Liquidity risk management

The group is exposed to liquidity risk by having to maintain sufficient cash reserves to close out trade and other payable obligations in a timely manner and manages this risk by maintaining sufficient cash reserves and through regular rolling forecasts of cash flows. The entity aims at maintaining flexibility in funding by having plans in place to source additional capital as required.

The following table details the Consolidated Entity's non-derivative financial instruments according to their contractual maturities. The amounts disclosed are based on contractual undiscounted cash flows.

	2022 $	2021 $
Contracted maturities of payables at reporting date:		
Less than 6 months	47,334	57,131
	47,334	57,131

(e) Capital risk management

When managing capital (shareholder equity), management's objective is to ensure the entity continues as a going concern in addition to providing optimal returns to shareholders and benefits for other stakeholders.

In order to maintain or adjust the capital structure, the entity may adjust the amount of dividends paid to shareholders, return capital to shareholder, issue new shares, enter into joint ventures or sell shares. The entity does not have a defined share buy-back plan.

There is no current intention to incur debt funding on behalf of the Company. The Group is not subject to any externally imposed capital requirements.

20. Contingent liabilities

The Company and the Group had contingent liabilities at balance date in respect of:

Indemnities

Indemnities have been provided to directors and certain executive officers of the consolidated Group in respect of potential liabilities to third parties arising from their positions. No monetary limit applies to these agreements and there are no known liabilities still outstanding as at 30 June 2022 (2021: Nil).

21. Earnings per share

	2022 $	2021 $
Loss per share from continuing operations attributable to holders of ordinary shares:		
Basic (cents)	(0.29)	(0.75)
Diluted (cents)	(0.29)	(0.75)
The loss attributable to shareholders of the Company and used in the calculation of losses per share from continuing operations:		
Basic	(368,308)	(941,836)
Diluted	(368,308)	(941,836)

Weighted average number of ordinary shares outstanding during the year used in the calculation of earnings per share:		
Basic	125,827,798	125,827,798
Diluted	125,827,798	125,827,798
Earnings per share from discontinued operations attributable to holders of ordinary shares:		
Basic (cents)	-	0.41
Diluted (cents)	-	0.41
The profit attributable to shareholders of the Company and used in the calculation of losses per share from discontinued operations:		
Basic	-	515,381
Diluted	-	515,381
Weighted average number of ordinary shares outstanding during the year used in the calculation of earnings per share:		
Basic	125,827,798	125,827,798
Diluted	125,827,798	125,827,798
Loss per share attributable to holders of ordinary shares:		
Basic (cents)	(0.29)	(0.34)
Diluted (cents)	(0.29)	(0.34)
The loss attributable to shareholders of the Company and used in the calculation of losses per share from operations:		
Basic	(368,308)	(426,455)
Diluted	(368,308)	(426,455)
Weighted average number of ordinary shares outstanding during the year used in the calculation of earnings per share:		
Basic	125,827,798	125,827,798
Diluted	125,827,798	125,827,798
Options and performance rights on issue not used in the calculation of diluted loss per share:	-	-

(a) At the report date the company had no (2021: nil) unlisted options over unissued ordinary shares on issue. These options are not considered to be dilutive as their exercise price was higher that the Company's share price on the reporting date.

22. Related party transactions and disclosures

(a) Parent entity

The parent entity within the Group is Consolidated Financial Holdings Limited. The parent entity's interests in subsidiary companies are set out in Note 23.

(b) Transactions with key management personnel

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

(c) Key management personnel compensation

The aggregate compensation of Directors is set out below:

	2022 $	2021 $
Short-term employment benefits	83,727	306,208
Post-employment benefits	2,773	8,849
Share-based payments	-	-
	86,500	314,877

(d) Equity-based payments

There was no equity settled transaction during the year ended 30 June 2022.

23. Subsidiaries

		Ownership interest	
		2022	2021
	Country of Incorporation	%	%
Parent entity			
Consolidated Financial Holdings Limited	Australia		
Subsidiaries			
Consolidated Financial Holdings (Australia) Pty Ltd	Australia	100	100
Goldminex Resources (PNG) Limited (i)	Papua New Guinea	100	100

(i) Goldminex Resources (PNG) Limited is a dormant entity with neither assets or external liabilities at the reporting date and did not contribute to the operating result for the year.

24. Segment reporting

As a result of the sale of Chant West and Enzumo in the 2020 financial year, and in light of the prior year figures being adjusted in line with the requirements set out in AASB 5: Non-current Assets Held for Sale and Discontinued Operations, the Group now only has one segment being the Corporate entity.

25. Parent entity information

(a) Summary of financial information

	2022 $	2021 $
Statement of Financial Position		
Current assets	47,227	268,390
Non-current assets	589,817	590,553
Total assets	637,044	858,943
Current liabilities	31,612	30,943
Non-current liabilities	-	-
Total liabilities	31,612	30,943
Share capital	52,625,099	52,625,099
Accumulated losses	(52,109,638)	(51,797,099)
Shareholders' equity	515,461	828,000
Statement of Comprehensive Income		
Operating (loss) / profit for the year	(312,539)	1,832,893
Total comprehensive expense	(312,539)	(901,512)

(b) Guarantees entered into by the parent entity

The parent entity has not provided financial guarantees to external parties.

(c) Contingent liabilities

The parent entity did not have any contingent liabilities as at 30 June 2022 or 30 June 2021.

(d) Contractual commitments for the acquisition of property, plant or equipment

The parent entity did not have any contractual commitments for the acquisition of property, plant or equipment as at 30 June 2022 or 30 June 2021.

(e) Receivables from subsidiaries

Receivables from entities within the wholly owned group arise from Consolidated Holdings Limited funding development and other significant items of expenditure for its subsidiaries. The non-interest bearing intercompany loan is repayable when the subsidiary is in a financial position to repay. Due to the nature of the receivable balances, no collateral or security is held.

Management has assessed the recoverability of the parent entity loans from its subsidiaries and a debts forgiveness for $nil was received as at 30 June 2022 (2021: $12,009,054).

(f) Events subsequent to balance date

No matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Directors' Declaration

30 JUNE 2022

1. In the opinion of the Directors of Consolidated Financial Holdings Limited:
   a. The consolidated financial statements and notes of Consolidated Financial Holdings Limited are in accordance with the Corporations Act, including:
      (i) give a true and fair view of the financial position as at 30 June 2022 and of the performance for the year ended on that date of the consolidated group;
      (ii) Complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
   b. There are reasonable grounds to believe that Consolidated Financial Holdings Limited will be able to pay its debts as and when they become due and payable.
2. The directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2022.
3. Note 1 confirms that the consolidated financial statements also comply with International Financial Reporting Standards

Signed in accordance with a resolution of the Directors

Phillip Carter
Chairman
Sydney, dated this 30 September 2022

Grant Thornton

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Independent Auditor's Report

To the Members of Consolidated Financial Holdings Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Consolidated Financial Holdings Limited (the Company) and its subsidiaries (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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated 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 performance for the year ended on that date; and

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

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (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 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 2q in the financial statements, which indicates that the Group incurred a net loss of $368,308 during the year ended 30 June 2022. The securities were suspended from quotation on 16 October 2020, and if the securities are suspended for a continuous period of 2 years, the ASX will remove the securities from the official list – the Directors are currently pursuing an opportunity in addition to seeking an extension of time from the ASX, but there is a material uncertainty with regard the completion of this transaction. As stated in Note 2q, these events or conditions, along with other matters as set forth in Note 2q, indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. 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.

There were no key audit matters other than the matter described in the *Material uncertainty related to going concern* section.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the 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 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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar1_2020.pdf.This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in pages 7 to 11 of the Directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Consolidated Financial Holdings 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.

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

C F Farley
Partner – Audit & Assurance

Sydney, 30 September 2022

Additional Securities Exchange Information

Additional information required by the ASX Listing Rules and not disclosed elsewhere in this report is set out below. All information is current as at 16 August 2022.

1. Largest shareholders

The names and holdings of the twenty largest holders of ordinary shares are listed below:

	Shareholder	Holding	%
1	CARNETHY EVERGREEN PTY LTD <CARNETHY EVERGREEN FUND A/C>	15,751,115	12.52
2	KESTREL GROWTH COMPANIES LTD	12,012,500	9.55
3	ENZUMO GROUP PTY LIMITED <ENZUMO CONSULTING UNIT A/C>	8,339,289	6.63
4	BENZR PTY LTD <BEYOND PIER UNIT A/C>	4,644,250	3.69
5	DMX CAPITAL PARTNERS LIMITED	4,104,589	3.26
6	CITICORP NOMINEES PTY LIMITED	3,584,118	2.85
7	PARMELIA PTY LTD	3,485,001	2.77
8	MRS NICOLA JANE GARDINER	2,694,284	2.14
9	PARMELIA PTY LTD <REILLY FAMILY SUPER FUND A/C>	2,232,142	1.77
10	WORN RETIREMENT HOLDINGS PTY LTD <PT WORN SUPERANNUATION A/C>	2,032,995	1.62
11	CRIVE PTY LTD	1,866,640	1.48
12	MR MICHAEL BLANCHE + MRS LAURAINE DIGGINS <DIGGINS SUPER FUND A/C>	1,562,368	1.24
13	WHILEY CLOSE INVESTMENTS PTY LTD <SIMS FAMILY SUPER FUND A/C>	1,420,882	1.13
14	MR JUSTIN LAURENCE BARRY	1,400,000	1.11
15	HUSTLER INVESTMENTS PTY LTD	1,283,847	1.02
16	MANGO BAY ENTERPRISES INC	1,206,816	0.96
17	GRANTA CAPITAL PTY LTD	1,183,344	0.94
18	MR STEVEN CLIVE BAILEY	1,162,942	0.92
19	LISA MARIE CHADWICK	1,159,375	0.92
20	MR IAN JAMES FRYER	1,075,000	0.85
		72,201,496	**57.38**

2. Substantial Shareholders

Details of substantial holders in the Company are listed below:

Shareholder		Relevant interest (No.shares)	% of Issued Capital
1	CARNETHY EVERGREEN PTY LTD <CARNETHY EVERGREEN FUND A/C>	15,751,115	12.52
2	KESTREL GROWTH COMPANIES LTD	12,012,500	9.55
3	ENZUMO GROUP PTY LIMITED <ENZUMO CONSULTING UNIT A/C>	8,339,289	6.63

3. Distribution of shareholders

(a) Analysis of ordinary shareholders by size of holding

Category of holding	Number of holders	Number of shares	% of issued capital
1 - 1,000	181	77,747	0.06
1,001 – 5,000	99	276,323	0.22
5,001 – 10,000	49	437,502	0.35
10,001 – 100,000	245	11,292,026	8.97
100,001 and over	162	113,744,200	90.40
	736	**125,827,798**	**100.00**

(b) At 30 June 2021, 348 shareholders held less than a marketable parcel of ordinary shares based on the market price of $0.037 per share.

4. Option Holdings

The Company has no options on issue.

5. On-market buyback

The Company does not have an on-market buy-back in operation.

6. Corporate Governance Statement

The Company's Corporate Governance Statement and Policies can be found at its website consolidatedfinancial.com.au.