Appendix 4E

Preliminary final report

Name of Entity	**Tubi Limited**
ABN	**25 139 142 493**
Financial Year Ended	**30 June 2022**
Previous Corresponding Reporting Period	**30 June 2021**

1. Results for Announcement to the Market

	$ change over corresponding period	**% change over corresponding period**
Revenue from ordinary activities	8,584,514	down 89%
Profit/(loss) from ordinary activities after tax attributable to members	1,490,730	up 18%
Net profit/(loss) for the period attributable to members	1,490,730	up 18%

2. Dividends

No interim or final dividends were paid or are proposed for the year ended 30 June 2022.

3. Net Tangible Assets per Security

	30 June 2022 **$**	**30 June 2021** **$**
Net tangible assets per ordinary security	0.02	0.05

Other information

4. Control gained over entities having material effect

Not Applicable.

5. Loss of control over entities having material effect

Not Applicable.

6. Dividend or distribution reinvestment plans

During and since the year ended 30 June 2022 there has not been any dividend or distribution reinvestment plan in operation.

7. Associates and joint venture entities

During and since the year ended 30 June 2022 the Group has not had any interests in associate or joint venture entities.

8. Status of audit

The enclosed financial report has been audited.

John Mouwad

Chairman

21 February 2023

Tubi Limited
Consolidated Financial Statements

For the Year Ended 30 June 2022

Tubi Limited

ABN: 25 139 142 493

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For the Year Ended 30 June 2022

Directors' Report

30 June 2022

The Directors present their report, together with the financial statements of the Group, being Tubi Limited (the Company) and its controlled entities, for the financial year ended 30 June 2022.

Directors

The Directors of the Company during the year ended 30 June 2022, and up to the date of this report are set out below. All Directors held their position throughout the entire year and up to the date of this report unless otherwise stated.

Mr. John Mouawad	Non-Executive Chairman
Mr. Marcello Russo	Executive Director & Chief Executive Officer (Resigned 10 January 2023)
Mr. Ryan Shaw	Independent Non-Executive Director
Mr. John Zeckendorf	Independent Non-Executive Director

Information on Directors

Director	Experience
Mr. John Mouawad Chairman & Independent Non-Executive Director *Interests in Shares:* Nil *Interests in Listed Options:* Nil	John Mouawad has over 15 years corporate restructuring experience and is currently a Partner in KordaMentha's Restructuring Practice. John has significant restructuring experience and often accepts appointments as a non executive director on behalf of stakeholders seeking corporate restructures to drive commercial and financial outcomes that are in the entities' best interests. This experience includes serving as a director of the Flinders Power Partnership Group, the Masters Home Improvement Group and Crabtree and Evelyn. John is a registered liquidator, a member of the Australian Restructuring Insolvency Turnaround Association, the Turnaround Management Association and a Member of the Institute of Chartered Accountants. ASX Listed Company Directorships in the past three years: Nil
Marcello Russo Executive Director, Chief Executive Officer & Founder *Interests in Shares:* 37,949,642 *Interests in Listed Options:* 740,741	Marcello Russo is the Founder and executive Director of Tubi, having steered the Company since its inception in 2009. Marcello has had over 25 years of experience in pipe strategy, innovation and manufacture, which is reflected in Tubi's focus on future growth and global industry development. At the time of the listing Marcello was the business development manager in charge of constructing 5001, 5002, 5003, 5004 and ensuring the contract in NZ for IPLEX was delivered successfully. In February 2020 Marcello became the CEO and maintained his directorship ASX Listed Company Directorships in the past three years: Nil
Mr. Ryan Shaw Independent Non-Executive Director *Interests in Shares:* Nil *Interests in Listed Options:* Nil	Ryan Shaw is highly experienced in the recovery and management of assets, particularly in situations of financial distress. He is currently Principal and Mandala Asset Solutions. Prior to joining Mandala Asset Solutions, Ryan was a Director at PricewaterhouseCoopers corporate recovery and also worked in Brunei for the Royal Family to help resolve the major litigation and asset recovery that resulted from the Prince Jefri dispute. Ryan has recently been appointed as director in a number of major run-off situations in Australia working with major restructuring firms and asset owners to effect the restructuring and resolution of these assets. ASX Listed Company Directorships in the past three years: Nil

Director	Experience
Mr. John Zeckendorf Independent Non-Executive Director *Interests in Shares:* Nil *Interests in Listed Options:* Nil	John Zeckendorf is highly experienced in the recovery and management of assets, particularly in situations of financial distress. John previously was a Director at PricewaterhouseCoopers corporate recovery and then worked in Brunei for the Royal Family to help resolve the major litigation and asset recovery that resulted from the Prince Jefri dispute. John is a Principal of Mandala Asset Solutions, who have worked extensively in Asia in asset recovery situations and John has advised creditors, Governments and Regulators in respect of insolvency and restructuring. John has recently been appointed as director in a number of distressed and restructuring situations in Australia including iFlix, Redmap and has acted as a trustee director for overseas beneficiaries of Paladin Group. ASX Listed Company Directorships in the past three years: Nil

Company Secretary

Elissa Hansen was appointed as the Company Secretary on 11 May 2021.

Elissa has over 20 years' experience advising boards and management on corporate governance, compliance, investor relations and other corporate related issues. She has worked with boards and management of a range of ASX listed companies including assisting companies through the IPO process. Elissa is a Chartered Secretary who brings best practice governance advice, ensuring compliance with the Listing Rules, Corporations Act and other relevant legislation.

Elissa holds a Bachelor of Commerce and Graduate Diploma in Applied Corporate Governance and is a fellow of the Governance Institute of Australia (FGIA) and a graduate member of the Australian Institute of Company Directors (GAICD)

Directors & Committee Meetings

The number of meetings of the Group's Board of Directors held during the year ended 30 June 2022, and the number of meetings attended by each director were:

Director	Board Meetings	
	Eligible to Attend	Number Attended
John Mouawad	17	17
Marcello Russo	17	17
Ryan Shaw	17	17
John Zeckendorf	17	15

Principal Activities

The principal activities of the Group during the year were the development, operation, leasing and sale of mobile manufacturing plants for the production of high-density polyethylene ("**HDPE**") pipes for use in the oil and gas, irrigation, mining and infrastructure sectors.

The Group continues to operate in Australia, New Zealand and the United States.

There were no significant changes in those activities during the year.

Review of Operations

2022 Review of operations

Key financial information for the year includes:

- revenues of $1.08 million (2021: $9.67 million);
- impairment expenses $5.60 million (2021: $0.65 million);
- loss after tax attributable to Group shareholders was $6.92 million (2021: loss after tax $8.41 million);
- underlying EBITDA was a loss of $5.77 million (2021: loss of $3.91 million)[1];

The following factors contributed to the operating results for the year ended 30 June 2022:

- Florida operations had been operating at a reduced capacity, which is where Plant 5002, reeling, stringing and other associated assets are located;
- During the second half of the year, Plant 5002 was sold for consideration of approximately AU$8.2 million, of which AU$1.46m was deferred as a 12 month retention. The gain on sale amounted to $1.54 million and was recognised in other income.
- Plants 5000 & 5004 which are located in Odessa, Texas, were not in operation during the year;

The above resulted in a significant reduction of revenue during the year when compared to previous years. Whilst a gain on the sale of Plant 5002 was recorded and the Group saw a reduction of salary and wages, this was offset by an impairment of the Group's Plants to their recoverable amounts.

Financial Position at 30 June 2022

The Group's net assets were $7.23 million representing net tangible assets per share of $0.02 (June 2021: $14.21 million representing net tangible assets per share of $0.05).

Major current assets included cash of $2.99 million. Current liabilities (excluding borrowings) decreased by $0.51 million mainly due to a decrease in trade payables.

Significant changes in the state of affairs

There have been no significant changes in the state of affairs of entities in the Group during the year.

Likely developments, business strategies and prospects

The Group is currently looking to divest itself of its assets, re-establish itself and or return surplus funds to its shareholders, for further information, refer to events after the reporting date disclosed below.

Risk management

The nature of the Group's business exposes it to certain risks. These risks are actively monitored and managed by the Board to fulfill its responsibilities relating to the oversight of the Group's risk profile.

Dividends

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

[1] "EBITDA" and "underlying EBITDA" are non-statutory financial measures which are not prescribed by Australian Accounting Standards ("**AAS**"). They represent the profit under AAS adjusted for interest, tax, depreciation and amortisation and other certain specific items. "Underlying EBITDA" is also adjusted for one-off legal expenses and costs associated with the IPO. The Directors consider that "EBITDA" and "underlying EBITDA" reflect core earnings of the entity consistent with internal reporting.

Events Occurring After the Reporting Date

Subsequent to the year end, the Group executed binding sale agreements with two counterparties to sell, transfer and assign the rights to certain assets in North America, being Mobile Plants 5000 and 5004 Downstream for an estimated gross consideration of AUD$3.2 million based on the prevailing AUD/USD exchange rate. These binding sale agreements have been executed with:

- Mosaic Fertilizer, LLC (Mosaic) dated 19 July 2022 in respect of the 5004 Downstream Mobile Plant, including an amendment to the original Deed of Licence of Intellectual Property entered into with Mosaic on 24 March 2022; and
- Pipeline Plastics, LLC (Pipeline) dated 21 July 2022 in respect of the 5000 Mobile Plant.

The Binding Sale Agreements were independently conditional on shareholders approving each transaction.

On 14 December 2022, at the Annual General Meeting, the shareholders approved the sale of assets to Mosaic and Pipeline. The Group has one remaining asset in North America being 5004 Upstream Mobile Plant.

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

Environmental Issues

The Group’s operations are subject to local, state and federal environmental legislation and regulations in the jurisdictions in which it operates. The Board are responsible for the regular monitoring of environmental exposure and compliance with environmental regulations and are not aware of any breaches of these regulations during the year.

Indemnification & Insurance of Directors & Officers

The Group has entered into deeds of indemnity, access and insurance with each Director. Under these deeds, the Group has agreed to indemnify, to the extent permitted by the Corporations Act, each Director in respect of certain liabilities which the Director may incur as a result of, or by reason of (whether solely or in part), being or acting as an officer of the Group. These liabilities include losses or liabilities incurred by the Director to any other person as an officer of the Group, including legal expenses.

The Group has also agreed to maintain in favour of each officer a directors’ and officers’ policy of insurance for the period that they are officers and for seven years after they cease to act as officers.

Proceedings on Behalf of the Company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Group, or to intervene in any proceedings to which the Group is a party for the purpose of taking responsibility on behalf of the Group for all or part of those proceedings.

Auditor

PKF(NS) Audit & Assurance Limited Partnership continues in office in accordance with section 327 of the Corporations Act 2001.

Auditor’s Independence Declaration

A copy of the auditor’s independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 20 of the Annual Report.

Non-Audit Services

During the year, entities associated with PKF(NS) Audit & Assurance Limited Partnership (external auditor to the Group) have provided other services in addition to the statutory audits, as disclosed in Note 27 of the financial statements.

The Directors are satisfied that the provision of non-audit services provided by the auditor are compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that these non-audit services do not compromise the external auditor's independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management of decision-making capacity for the Group, acting as advocate for the Group or jointly sharing economic risks and rewards.

Remuneration Report (Audited)

Introduction

The remuneration report details the key management personnel ("**KMP**") remuneration arrangements for the Group, in accordance with the requirements of the *Corporations Act 2001* and its regulations.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors. The following persons of the Group were classified as KMP during the 2022 financial year and unless otherwise indicated, were classified as KMP for the entire year:

Mr. John Mouawad	Non-Executive Chairman
Mr. Marcello Russo	Executive Director & Chief Executive Officer
Mr. Ryan Shaw	Non-Executive Director
Mr. John Zeckendorf	Non-Executive Director

This remuneration report is set out under the following main headings:

- Remuneration Framework
- Equity Incentive Plans
- Service Agreements
- Details of Remuneration
- Share-Based Compensation
- Additional Disclosures Relating to Key Management Personnel

Remuneration Framework

The remuneration policy of the Group has been designed to align KMP objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific long-term incentives based on key performance areas affecting the Group's financial results. The Board believes the remuneration policy to be appropriate and effective in its ability to attract and retain the best key management personnel to run and manage the Group, as well as create goal congruence between directors, executives and shareholders.

Remuneration Framework (continued)

The Board's policy for determining the nature and amount of remuneration for key management personnel of the Group is as follows:

- The remuneration policy was developed by the Remuneration Committee and approved by the Board following professional advice from independent external consultants.
- All key management personnel (except for non-executive directors) receive a base salary (which is based on factors such as length of service and experience), superannuation, fringe benefits, and performance incentives.
- Performance incentives are based on predetermined key performance indicators.
- Incentives paid in the form of options or rights are intended to align the interests of the KMP and the Group with those of the shareholders. In this regard, key management personnel are prohibited from limiting risk attached to those instruments by use of derivatives or other means.
- The Board reviews key management personnel packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors.

The performance of KMP is usually measured against criteria agreed annually with each executive and is based predominantly on the forecast growth of the Group's profits and shareholders' value. All bonuses and incentives must be linked to predetermined performance criteria. The Board may, however, exercise its discretion in relation to approving incentives, bonuses and options, and can recommend changes to the Committee's recommendations. Any changes must be justified by reference to measurable performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance that results in long-term growth in shareholder wealth.

Key management personnel receive a superannuation guarantee contribution required by the law, which was 10% during the period and increased to 10.5% form 1 July 2022, and do not receive any other retirement benefits. Some individuals, however, may choose to sacrifice part of their salary to increase payments towards superannuation.

Upon retirement, key management personnel are paid employee benefit entitlements accrued to the date of retirement.

All remuneration paid to KMP is valued at the cost to the Group and expensed.

The Board's policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities. The Remuneration Committee determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at an Annual General Meeting. The current maximum is $750,000.

Certain KMP are also entitled to long-term incentives ("**LTIs**") in the form of share-based compensation to further align their interests with shareholders' interests. Details regarding share-based compensation is set out below.

Key management personnel who are subject to these arrangements are subject to a policy governing the use of external hedging arrangements. Such personnel are prohibited from entering into hedge arrangements, i.e. put options, on unvested shares and options which form part of their remuneration package. Terms of employment signed by such personnel contain details of such restrictions.

Equity Incentive Plans

Australian Long-Term Incentive Plan

The Group has adopted an employee incentive plan known as the Tubi Limited Long-Term Incentive Plan ("**LTI Plan**"), to assist in the reward, retention and motivation of the Group's Directors, senior management, and other employees. The LTI Plan is intended to assist with aligning the interests of participants with shareholders by providing an opportunity for Eligible Participants to earn equity interests in the Company.

Equity Incentive Plans (continued)

Australian Long-Term Incentive Plan (continued)

Under the rules of the LTI Plan, the Board has discretion to offer:

- a full-time or part-time employee of any Group Company or a Director Options to acquire shares and/or Performance Rights to acquire Shares; and
- any other person who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Options to acquire shares and/or Performance Rights to acquire Shares inclusive of any Options, Performance Rights or similar instruments issued under any other incentive plan operated by the Company.

(each recipient is an Eligible Employee and the above awards are collectively the Awards).

In each case the Awards can be made subject to vesting conditions and/or performance hurdles as determined by the Board.

The terms and conditions of the LTI Plan are set out in comprehensive rules. A summary of the rules of the LTI Plan is set out below:

- The LTI Plan is open to Eligible Employees as determined by the Board. Participation is voluntary.
- The Board may determine the type and number of Awards to be issued under the LTI Plan to each participant and other terms of issue of the Awards, including but not limited to:
  - what conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
  - the amount payable to be paid by a participant on the grant of Awards (if any);
  - the exercise price of any option granted to a participant;
  - the period during which a vested option can be exercised; and
  - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or vesting of Performance Rights.
- When any conditions and/or performance hurdles have been satisfied, their Options/Performance Rights will become vested and will be exercisable into Shares.
- Each vested Option and Performance Right enables the participant to be issued or to be transferred one Share upon exercise or vesting (as applicable), or an equivalent cash value, subject to the rules governing the LTI Plan and the terms of any particular offer.
- Participants holding Options or Performance Rights are not permitted to participate in new issues of Securities by the Company but adjustments may be made to the number of Shares over which the options or Performance Rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the LTI Plan and the ASX Listing Rules.
- If a "change of control event" occurs to the Company, and unless the Board determines otherwise, all granted Awards will immediately vest.

  A "change of control" event will occur when a person or entity becomes a legal or beneficial owner of 50% or more of the issued capital of the Company; a person or entity becomes entitled to, acquires, holds or has an equitable interest in more than 50% of the issued share capital of the Company; or the Board determines that there are circumstances that have occurred or are likely to occur which will result in significant changes to the structure or control of the Company which may adversely affect the value of the Awards. A "change of control" event does not include the listing of the Company on the ASX.

Equity Incentive Plans (continued)

Australian Long-Term Incentive Plan (continued)

- If a participant becomes a "bad leaver":
  - all vested options which have not been exercised will continue in force and remain exercisable for 30 days, unless the Board in its sole and absolute discretion determines otherwise; and
  - all unvested options and/or performance rights will automatically be forfeited by the participant for the payment by the Company to the participant of nominal consideration.

  A participant will be a "bad leaver" if the participant resigns (other than because they have died or resign due to incapacity arising from serious personal illness or injury), is terminated for performance or is terminated or dismissed for misconduct, unless the Board determines otherwise in its absolute discretion.
- If a participant is a "good leaver":
  - unless the Board determines otherwise any and all vested options held by the participant which have not been exercised will continue in force and remain exercisable for 12 months; and
  - the Board may determine the manner in which any unvested Awards held by the participant will be dealt with.

  A participant is a "good leaver" if they are not a "bad leaver".
- The LTI Plan limits the number of Awards that the Company may grant without Shareholder approval, such that the sum of all Awards on issue (assuming all options and Performance Rights were exercised) do not at any time exceed in aggregate 5% of the fully diluted share capital of the Company as at the date of any proposed new Awards.
- The Board may delegate management and administration of the LTI Plan, together with any of their powers or discretions under the LTI Plan, to a committee of the Board or to any one or more persons selected by them.
- Subject to the ASX Listing Rules and the Constitution, the Board may at any time amend the LTI Plan or the terms and conditions upon which Awards have been issued under the LTI Plan provided, generally, that the amendment does not materially reduce the rights of any Participant in respect of Awards granted to them.
- The Board may elect to use an employee share trust or other mechanism for the purposes of holding Awards for Participants under the Plan and delivering Plan Shares on behalf of Participants upon exercise of Options and/or Performance Rights (as the case may be).

United States Share Incentive Plan

The Company has adopted an employee incentive plan known as the Tubi Limited Share Incentive Plan (“**SI Plan**”), to assist in the reward, retention and motivation of certain of the Group's Directors, senior management, and other employees. The SI Plan is intended to assist with aligning the interests of participants with shareholders by providing an opportunity for eligible participants to earn equity interests in the Company.

Under the rules of the SI Plan, the Board has discretion to offer any person who is declared by the Board in its sole and absolute discretion to be eligible (Eligible Employee) to receive grants of options to acquire Shares and/or restricted stock units to acquire Shares (Awards).

In each case the Awards can be made subject to vesting conditions and/or performance hurdles as determined by the Board.

The terms and conditions of the SI Plan are set out in comprehensive rules. A summary of the rules of the SI Plan is set out below:

- The SI Plan is open to Eligible Employees as determined by the Board. Participation is voluntary.

Equity Incentive Plans (continued)

United States Share Incentive Plan (continued)

- The Board may determine the type and number of Awards to be issued under the SI Plan to each participant and other terms of issue of the Awards, including but not limited to:
  - what conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
  - the amount payable to be paid by a participant on the grant of Awards (if any);
  - the exercise price of any option granted to a participant;
  - the period during which a vested option can be exercised; and
  - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or vesting of restricted stock units.
- When any conditions and/or performance hurdles have been satisfied, their options/restricted stock units will become vested and will be exercisable into Shares.
- Each vested option and restricted stock unit enables the participant to be issued or to be transferred one Share upon exercise or vesting (as applicable), subject to the rules governing the SI Plan and the terms of any particular offer.
- Participants holding options or restricted stock units are not permitted to participate in new issues of Securities by the Company but adjustments may be made to the number of Shares over which the options or restricted stock units are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the SI Plan and the ASX Listing Rules.
- If a "change of control event" occurs to the Company, and unless the Board determines otherwise, all granted Awards will immediately vest.

  A "change of control" event will occur when a person or entity becomes a legal or beneficial owner of 50% or more of the issued capital of the Company; a person or entity becomes entitled to, acquires, holds or has an equitable interest in more than 50% of the issued share capital of the Company; or the Board determines that there are circumstances that have occurred or are likely to occur which will result in significant changes to the structure or control of the Company which may adversely affect the value of the Awards. A "change of control" event does not include the listing of the Company on the ASX.
- If a participant becomes a "bad leaver":
  - all vested options which have not been exercised will continue in force and remain exercisable within 30 days of the participant becoming a bad leaver, unless the Board in its sole and absolute discretion determines otherwise;
  - all vested restricted stock units which have not been settled will be immediately settled in plan shares, unless the Board in its sole and absolute discretion determines otherwise; and
  - all unvested Awards will automatically be forfeited by the participant for the payment by the Company to the participant of nominal consideration.

  A participant will be a "bad leaver" if the participant resigns (other than because they have died or resign due to incapacity arising from serious personal illness or injury), is terminated for performance or is terminated or dismissed for misconduct, unless determined otherwise by the Board in its sole discretion.

Equity Incentive Plans (continued)

<u>United States Share Incentive Plan (continued)</u>

- If a participant is a "good leaver":
  - unless the Board determines otherwise any and all vested Options held by the participant which have not been exercised will continue in force and remain exercisable for 12 months;
  - all unvested Options will be automatically forfeited by the participant for the payment by the Company to the participant of nominal consideration;
  - all vested Restricted Stock Units which have not been settled will be immediately settled in Shares; and
  - the Board may determine, in its sole and absolute discretion, the manner in which the unvested Restricted Stock Units will be dealt with.

  A participant is a "good leaver" if they are not a "bad leaver".
- The SI Plan limits the number of Awards that the Company may grant without Shareholder approval, such that the sum of all Awards on issue (assuming all options and restricted stock units were exercised) do not at any time exceed in aggregate 5% of the fully diluted share capital of the Company as at the date of any proposed new Awards inclusive of any Options, Restricted Stock Units or similar instruments issued under any other incentive plan operated by the Company.
- The Board may delegate management and administration of the SI Plan, together with any of their powers or discretions under the SI Plan, to a committee of the Board or to any one or more persons selected by them.
- Subject to the ASX Listing Rules and the Constitution, the Board may at any time amend the SI Plan or the terms and conditions upon which Awards have been issued under the SI Plan provided, generally, that the amendment does not materially reduce the rights of any Participant in respect of Awards granted to them.
- The Board may elect to use an employee share trust or other mechanism for the purposes of holding Awards for Participants under the Plan, and delivering Plan Shares on behalf of Participants upon exercise of Options and/or restricted stock units (as the case may be).

There are also certain rules of the SI Plan which are applicable to Awards granted under the SI Plan to participants who are residents of the USA (“**U.S Persons**”), including that:

- A U.S Person may only be granted an Award if they are a U.S employee, consultant or member of the Board of a Group entity.
- A consultant is only eligible to become a participant if they are a natural person providing bona fide services to a Group entity and such services are not:
  - in connection with the offer or sale of securities in a capital-raising transaction; or
  - performed to directly or indirectly promote or maintain a market for the Company's securities.
- No U.S. Person shall be eligible to be granted an Award prior to the date such person commences employment or other personal service relationship with a Group entity.
- No option granted to an eligible U.S. Person shall have an exercise price that is less than 100% of the fair market value of a Share on the date that the option is granted.

The Tubi Board has resolved and adopted a policy that there will be no option or share plan incentives awarded to non-executive directors of the Company.

Service Agreements

<u>Non-Executive Service Agreements</u>

The Board's policy is to remunerate non-executive directors at market rates for time, commitment and responsibilities. The Remuneration Committee determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

Service Agreements (continued)

Non-Executive Service Agreements (continued)

The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at an Annual General Meeting. The current maximum is $750,000.

The Group has entered into an appointment letter with each of its non-executive directors. The following table sets out the non-executive Directors' annual remuneration commencing from 1 July 2021. No fees were paid to non-executive Directors prior to 1 July 2021.

Director	Key Terms of Service Agreement	
John Mouawad Chairman & Independent Non-Executive Director	Term: Remuneration:	Renewed a least every three years in accordance with the Company's Constitution and ASX Listing Rules. $75,000 per annum for services as Chairman of the Board
Ryan Shaw Independent Non-Executive Director	Term: Remuneration:	Renewed a least every three years in accordance with the Company's Constitution and ASX Listing Rules. $50,000 per annum for services as a Non-Executive Director
John Zeckendorf Independent Non-Executive Director	Term: Remuneration:	Renewed a least every three years in accordance with the Company's Constitution and ASX Listing Rules. $50,000 per annum for services as a Non-Executive Director

Executive Service Agreements

The key terms concerning the employment of executives are set out in the following table:

Director	Key Terms of Service Agreement
Marcello Russo Executive Director & Chief Executive Officer	Marcello Russo is employed by the Company in the position of Executive Director and Chief Executive Officer. Marcello is employed on a full-time basis and his fixed annual remuneration for the year is $350,000 inclusive of superannuation and subject to tax deductions. Marcello is eligible to receive the following short-term cash incentives: ▪ for the financial year ending 30 June 2021, up to 50% of his base salary (gross), subject to satisfactory achievement of individual and Company performance hurdles as determined by the Company in its absolute discretion; and ▪ from 1 July 2020, eligible to participate in any senior executive short-term incentive plan. Marcello's employment contract contains express provisions protecting the Company's confidential information and intellectual property. Marcello's employment contract contains mutual non-disparagement obligations which survive the termination of employment. Under the terms of Marcello's employment contract, either party is entitled to terminate Marcello's employment by giving six months' written notice. After termination of employment, the employment contract provides that Marcello will be subject to non-compete and non-solicitation of employee restrictions for a period of 12 months following the termination or cessation of employment.

Details of Remuneration

Details of the remuneration of KMP of the Group are set out in the following tables:

	Short Term Benefits			Post Employment Benefits	Long Term Benefits	Share Based Payments	Total
	Cash, Salaries, Fees & Bonuses	Annual Leave Accrued	Non-monetary	Superannuation	Long Service Leave	Equity Settled	
2022							
Directors:							
John Mouawad	59,863	-	-	-	-	-	59,863
Marcello Russo	323,678	22,714	-	26,517	15,357	-	388,266
Ryan Shaw	58,327	-	-	-	-	-	58,327
John Zeckendorf	49,994	-	-	-	-	-	49,994
Other KMP:							
Ariel Sivikofsky[1]	6,628	-	-	98	-	-	6,726
Total	**498,490**	**22,714**	**0**	**26,615**	**15,357**	**0**	**563,176**

	Short Term Benefits			Post Employment Benefits	Long Term Benefits	Share Based Payments	Total
	Cash, Salaries, Fees & Bonuses	Annual Leave Accrued	Non-monetary	Superannuation	Long Service Leave	Equity Settled	
2021							
Directors:							
John Mouawad	-	-	-	-	-	-	-
Brent Emmett	12,177	-	-	1,156	-	-	13,333
Marcello Russo	180,185	32,979	-	15,649	1,574	-	230,387
Simon Bird	15,411	-	-	1,464	-	-	16,875
Ryan Shaw	9,875	-	-	-	-	-	9,875
John Zeckendorf	2,957	-	-	-	-	-	2,957
Other KMP:							
Ariel Sivikofsky[1]	199,144	-	-	16,332	-	-	215,476
Total	**419,749**	**32,979**	**-**	**34,601**	**1,574**	**-**	**488,903**

[1] *resigned on 1 April 2021, final payment made in July 2021.*

Share-Based Payments

The accounting standards require share-based payments expense to be calculated using the fair value of the shares at grant date, amortised over the relevant performance and service period. During FY22, the Group did not grant any share-based compensation to KMPs.

Performance Rights

During the 2020 financial year, the Board resolved to grant Performance Rights to Marcello Russo on or about 30 November 2019. The aggregate number of Performance Rights to be granted will be calculated by dividing the amount of the award (A$150,000 in the case of Marcello Russo) by the VWAP of the Group's shares over the five trading days immediately prior to 30 November 2019.

Share-Based Payments (continued)

Performance Rights (continued)

The following terms apply to the Performance Rights:

<table>
<tr><th>Term</th><th>Details</th></tr>
<tr><td>Expiry Date</td><td>30 August 2023</td></tr>
<tr><td>Vesting</td><td>On satisfaction of the vesting conditions and performance hurdles, Performance Rights will automatically convert into shares of the Group. Marcello Russo’s Performance Rights may be cash settled at the discretion of the Board.

Performance Rights have a nil exercise price and no consideration is payable by the holder of the Performance Rights on vesting.</td></tr>
<tr><td>Vesting Dates</td><td>The Performance Rights vest (subject to satisfaction of the vesting conditions and performance hurdles, as follows:
<table>
<tr><th>Vesting Date</th><th>$</th></tr>
<tr><td>30 August 2020</td><td>$50,000</td></tr>
<tr><td>30 August 2021</td><td>$50,000</td></tr>
<tr><td>30 August 2022</td><td>$50,000</td></tr>
<tr><td>Total</td><td>$150,000</td></tr>
</table></td></tr>
<tr><td>Vesting Conditions</td><td>Holders of the Performance Rights must be an employee of Tubi Limited as at the applicable vesting date.</td></tr>
<tr><td>Performance Hurdles</td><td>The performance hurdles for each tranche of Performance Rights are:
▪ positive total shareholder return during the prior financial year; and
▪ 10% per annum growth in earnings per share in the prior financial year.</td></tr>
<tr><td>Rollover</td><td>If both the vesting condition and performance hurdles are not satisfied, the relevant tranche of Performance Rights will be added to the immediately subsequent tranche and the relevant performance hurdle will be added to the immediately subsequent performance hurdle. If both the vesting condition and performance hurdles are not satisfied by the third and final tranche, all Performance Rights will automatically lapse.</td></tr>
<tr><td>Listing</td><td>The Performance Rights are not listed on the ASX or any other listing authority, stock exchange or market.</td></tr>
<tr><td>Transfer</td><td>The PRSUs may only be transferred with the prior consent of the Board or by force of law.</td></tr>
</table>

Additional Disclosures Relating to Key Management Personnel

Ordinary Shares Held by KMP

The number of Ordinary Shares in the Company during the 2022 reporting period held by each of the Group's key management personnel, including their related parties, is set out below:

	Ordinary Shares					
KMP	**Held at 30 June 2021**	**Acquired in the year**	**Disposed in the year**	**Other changes**	**Held at 30 June 2022**	**As a % of Ordinary Shares**
Directors:						
Marcello Russo	37,949,642	-	-	-	37,949,642	12.19%
John Mouawad	-	-	-	-	-	-
Ryan Shaw	-	-	-	-	-	-
John Zeckendorf	-	-	-	-	-	-

End of Audited Remuneration Report

This directors' report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

Director: ....

John Mouawad

Date: 21 February 2023

Corporate Governance Statement

The Board is committed to achieving and demonstrating the highest standards of corporate governance and has a detailed governance framework.

The Company's Corporate Governance Statement is current as at 6 May 2022 and is available on the Company's website at https://tubigroup.com/investors/corporate-governance/ .

Tubi Limited
ABN: 25 139 142 493

Auditor's Independence Declaration under section 307C of the *Corporations Act 2001*

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

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

(ii) No contraventions of any applicable code of professional conduct in relation to the audit.

PKF

PKF

STobutt

SCOTT TOBUTT
PARTNER

21 FEBRUARY 2023
SYDNEY, NSW

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2022

	Note	2022 $	2021 $
Revenue	4	**1,083,325**	9,667,840
Other income	4	**2,465,391**	361,160
Raw materials and consumables used	5	**(749,699)**	(8,085,103)
Employee benefits expense		**(1,163,537)**	(2,425,008)
Depreciation and amortisation expense	5	**(2,410,256)**	(3,874,704)
Impairment losses on non-financial assets	5	**(5,603,384)**	(655,066)
Travel and accommodation		**(136,627)**	(378,310)
Repairs and maintenance		**(49,082)**	(204,155)
Legal and professional		**(471,100)**	(336,694)
Consultancy		**(482,384)**	(220,030)
Rental expense		**(244,617)**	(636,354)
Insurance		**(393,164)**	(457,209)
Other operating expenses		**(27,579)**	(546,070)
Finance expenses	6	**(82,609)**	(31,954)
Loss before income tax	5	**(8,265,322)**	(7,821,657)
Income tax benefit / (expense)	7	**1,349,436**	(584,959)
Loss for the year		**(6,915,886)**	(8,406,616)
Items that will be reclassified to profit or loss when specific conditions are met			
Exchange differences on translating foreign controlled entities		**(60,389)**	(124,501)
Other comprehensive income for the year, net of tax		**(60,389)**	(124,501)
Total comprehensive income for the year		**(6,976,275)**	(8,531,117)
Loss attributable to:			
Members of the parent entity		**(6,915,886)**	(8,406,616)
Total comprehensive income attributable to:			
Members of the parent entity		**(6,976,275)**	(8,531,117)
Earnings per share			
From continuing operations:			
Basic earnings per share (cents)	23	**(2.22)**	(2.78)
Diluted earnings per share (cents)	23	**(2.22)**	(2.78)

The accompanying notes form part of these financial statements.

Tubi Limited

ABN: 25 139 142 493

Consolidated Statement of Financial Position

As At 30 June 2022

	Note	2022 $	2021 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	9	**2,985,486**	611,818
Trade and other receivables	10	**2,082,812**	189,264
Inventories	11	**12,398**	165,025
Other non-financial assets	13	**204,724**	365,994
Non-current assets held for sale	12	**1,252,067**	-
TOTAL CURRENT ASSETS		**6,537,487**	1,332,101
NON-CURRENT ASSETS			
Property, plant and equipment	14	**1,902,099**	17,459,825
Intangible assets	15	**103,697**	44,823
Right-of-use assets	16	**-**	67,930
TOTAL NON-CURRENT ASSETS		**2,005,796**	17,572,578
TOTAL ASSETS		**8,543,283**	18,904,679
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	18	**922,973**	1,363,718
Borrowings	19	**166,380**	1,694,482
Current tax liabilities	17	**7,510**	59,825
Lease liabilities	16	**-**	56,243
Employee benefits	20	**212,673**	170,754
TOTAL CURRENT LIABILITIES		**1,309,536**	3,345,022
NON-CURRENT LIABILITIES			
Deferred tax liabilities	17	**11**	1,349,646
TOTAL NON-CURRENT LIABILITIES		**11**	1,349,646
TOTAL LIABILITIES		**1,309,547**	4,694,668
NET ASSETS		**7,233,736**	14,210,011
EQUITY			
Issued capital	21	**23,813,112**	23,813,112
Reserves	22	**16,765**	77,154
Accumulated losses		**(16,596,141)**	(9,680,255)
TOTAL EQUITY		**7,233,736**	14,210,011

The accompanying notes form part of these financial statements.

Tubi Limited

ABN: 25 139 142 493

Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2022

2022

	Note	Ordinary Shares $	Accumulated losses $	Foreign Currency Translation Reserve $	Share Based Payments Reserve $	Total $
Balance at 1 July 2021		**23,813,112**	**(9,680,255)**	**77,154**	**-**	**14,210,011**
Loss attributable to members of the parent entity		**-**	**(6,915,886)**	**-**	**-**	**(6,915,886)**
Other comprehensive income for the year		**-**	**-**	**(60,389)**	**-**	**(60,389)**
Total comprehensive income for the year		**-**	**(6,915,886)**	**(60,389)**	**-**	**(6,976,275)**
Transactions with owners in their capacity as owners						
Contribution of equity, net of transaction costs	21(a)	**-**	**-**	**-**	**-**	**-**
Balance at 30 June 2022		**23,813,112**	**(16,596,141)**	**16,765**	**-**	**7,233,736**

2021

	Note	Ordinary Shares $	Accumulated losses $	Foreign Currency Translation Reserve $	Share Based Payments Reserve $	Total $
Balance at 1 July 2020		18,042,218	(1,273,639)	201,655	63,550	17,033,784
Loss attributable to members of the parent entity		-	(8,406,616)	-	-	(8,406,616)
Oher comprehensive income for the year		-	-	(124,501)	-	(124,501)
Total comprehensive income for the year		-	(8,406,616)	(124,501)	-	(8,531,117)
Transactions with owners in their capacity as owners						
Contribution of equity, net of transaction costs	21(a)	5,770,894	-	-	-	5,770,894
Share based payment transactions	32	-	-	-	(63,550)	(63,550)
Balance at 30 June 2021		23,813,112	(9,680,255)	77,154	-	14,210,011

The accompanying notes form part of these financial statements.

Consolidated Statement of Cash Flows

For the Year Ended 30 June 2022

	Note	2022 $	2021 $
CASH FLOWS FROM OPERATING ACTIVITIES:			
Receipts from customers		**1,633,348**	11,544,792
Payments to suppliers and employees		**(3,960,261)**	(16,543,821)
Receipts from insurance claims		**83,024**	-
Interest received		**1,764**	809
Interest paid		**(67,322)**	(10,638)
Income taxes paid		**(52,525)**	(304,589)
Receipt from grants		**295,842**	100,000
Net cash used in operating activities	31	**(2,066,130)**	(5,213,447)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sale of plant and equipment		**6,402,686**	179,437
Purchase of property, plant and equipment		**(130,307)**	(1,857,279)
Purchase of intangble assets		**(69,944)**	(60,757)
Net cash provided by / (used in) investing activities		**6,202,435**	(1,738,599)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issue of shares, net of transaction costs		**-**	5,770,894
Proceeds from borrowings		**1,185,000**	1,527,234
Repayment of borrowings		**(2,831,005)**	(303,186)
Repayment of lease liabilities		**(56,243)**	(82,669)
Net cash (used in) / provided by financing activities		**(1,702,248)**	6,912,273
Effects of exchange rate changes on cash and cash equivalents		**(60,389)**	(124,501)
Net increase / (decrease) in cash and cash equivalents held		**2,373,668**	(164,274)
Cash and cash equivalents at beginning of financial year		**611,818**	776,092
Cash and cash equivalents at end of financial year	9	**2,985,486**	611,818

The accompanying notes form part of these financial statements.

The consolidated financial report covers Tubi Limited and its controlled entities ('the Group'). Tubi Limited is a for-profit Company limited by shares, incorporated and domiciled in Australia.

Each of the entities within the Group prepare their financial statements based on the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Comparatives are consistent with prior years, unless otherwise stated.

1 Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with the Australian Accounting Standards and the *Corporations Act 2001*.

These financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

2 Summary of Significant Accounting Policies

(a) Basis for consolidation

The consolidated financial statements include the financial position and performance of controlled entities from the date on which control is obtained until the date that control is lost.

Intragroup assets, liabilities, equity, income, expenses and cashflows relating to transactions between entities in the consolidated entity have been eliminated in full for the purpose of these financial statements.

Appropriate adjustments have been made to a controlled entity's financial position, performance and cash flows where the accounting policies used by that entity were different from those adopted by the consolidated entity. All controlled entities have a June financial year end.

A list of controlled entities is contained in Note 28 to the financial statements.

Subsidiaries

Subsidiaries are all entities over which the parent has control. Control is established when the parent 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 to direct the relevant activities of the entity.

(b) Revenue and other income

Revenue from contracts with customers

The core principle of AASB 15 is that revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Group expects to receive in exchange for those goods or services. Revenue is recognised by applying a five-step model as follows:

1. Identify the contract with the customer

2. Identify the performance obligations

3. Determine the transaction price

2 Summary of Significant Accounting Policies (continued)

(b) Revenue and other income (continued)

Revenue from contracts with customers (continued)

4. Allocate the transaction price to the performance obligations

5. Recognise revenue as and when control of the performance obligations is transferred

Specific revenue streams

Sale of goods - manufacture of HDPE pipe

The principal revenue stream of the Group is the operation of Mobile Plants to manufacture High Density Polyethylene (HDPE) pipes for industrial projects. Revenue is recognised upon successful delivery of manufactured pipes under the terms of the contract over the project term, being the point at which the performance obligation has been met under the terms of the contract with customers.

Other income

Other income is recognised on an accruals basis when the Group is entitled to it.

(c) Income Tax

The tax expense recognised in the consolidated statement of profit or loss and other comprehensive income comprises current income tax expense plus deferred tax expense.

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (loss) for the year and is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates and laws that have been enacted or substantively enacted by the end of the reporting period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred tax is provided on temporary differences which are determined by comparing the carrying amounts of tax bases of assets and liabilities to the carrying amounts in the consolidated financial statements.

2 Summary of Significant Accounting Policies (continued)

(c) Income Tax (continued)

Deferred tax is not provided for the following:

- 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 accounting profit nor taxable profit (tax loss).

- Taxable temporary differences arising on the initial recognition of goodwill.

- Temporary differences related to investment in subsidiaries, associates and jointly controlled entities to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised.

Current and deferred tax is recognised as income or an expense and included in profit or loss for the period except where the tax arises from a transaction which is recognised in other comprehensive income or equity, in which case the tax is recognised in other comprehensive income or equity respectively.

(d) Goods and services tax (GST)

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

Receivables and payable are stated inclusive of GST.

Cash flows in the consolidated statement of cash flows are included on a gross basis and the GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

(e) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

(f) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, demand deposits and short-term investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

2 Summary of Significant Accounting Policies (continued)

(g) Leases

At inception of a contract, the Group assesses whether a lease exists - i.e. does the contract convey the right to control the use of an identified asset for a period of time in exchange for consideration.

This involves an assessment of whether:

- The contract involves the use of an identified asset - this may be explicitly or implicitly identified within the agreement. If the supplier has a substantive substitution right then there is no identified asset.

- The Group has the right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use.

- The Group has the right to direct the use of the asset i.e. decision making rights in relation to changing how and for what purpose the asset is used.

At the lease commencement, the Group recognises a right-of-use asset and associated lease liability for the lease term. The lease term includes extension periods where the Group believes it is reasonably certain that the option will be exercised.

The right-of-use asset is measured using the cost model where cost on initial recognition comprises of the lease liability, initial direct costs, prepaid lease payments, estimated cost of removal and restoration less any lease incentives received.

The right-of-use asset is depreciated over the lease term on a straight line basis and assessed for impairment in accordance with the impairment of assets accounting policy.

The lease liability is initially measured at the present value of the remaining lease payments at the commencement of the lease. The discount rate is the rate implicit in the lease, however where this cannot be readily determined then the Group's incremental borrowing rate is used.

Subsequent to initial recognition, the lease liability is measured at amortised cost using the effective interest rate method. The lease liability is remeasured whether there is a lease modification, change in estimate of the lease term or index upon which the lease payments are based (e.g. CPI) or a change in the Group's assessment of lease term.

Where the lease liability is remeasured, the right-of-use asset is adjusted to reflect the remeasurement or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Exceptions to lease accounting

The Group has elected to apply the exceptions to lease accounting for both short-term leases (i.e. leases with a term of less than or equal to 12 months) and leases of low-value assets. The Group recognises the payments associated with these leases as an expense on a straight-line basis over the lease term.

(h) Financial instruments

Financial instruments are recognised initially on the date that the Group becomes party to the contractual provisions of the instrument.

2 Summary of Significant Accounting Policies (continued)

(h) Financial instruments (continued)

On initial recognition, all financial instruments are measured at fair value plus transaction costs (except for instruments measured at fair value through profit or loss where transaction costs are expensed as incurred).

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification

On initial recognition, the Group classifies its financial assets into the following categories, those measured at:

- amortised cost

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets.

Amortised cost

Assets measured at amortised cost are financial assets where:

- the business model is to hold assets to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows are solely payments of principal and interest on the principal amount outstanding.

The Group's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position.

Subsequent to initial recognition, these assets are carried at amortised cost using the effective interest rate method less provision for impairment.

Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Gain or loss on derecognition is recognised in profit or loss.

Impairment of financial assets

Impairment of financial assets is recognised on an expected credit loss (ECL) basis for the following assets:

- financial assets measured at amortised cost

When determining whether the credit risk of a financial assets has increased significant since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Group's historical experience and informed credit assessment and including forward looking information.

2 Summary of Significant Accounting Policies (continued)

(h) Financial instruments (continued)

Financial assets (continued)

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected loss provision. To measure the expected credit losses, financial assets have been grouped based on shared credit risk characteristics and the days past due. The loss allowance provision incorporate forward looking information.

Trade receivables

Impairment of trade receivableshave been determined using the simplified approach in AASB 9 which uses an estimation of lifetime expected credit losses. The Group has determined the probability of non-payment of the receivable and multiplied this by the amount of the expected loss arising from default.

The amount of the impairment is recorded in a separate allowance account with the loss being recognised in finance expense. Once the receivable is determined to be uncollectable then the gross carrying amount is written off against the associated allowance.

Where the Group renegotiates the terms of trade receivables due from certain customers, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in profit or loss.

Other financial assets measured at amortised cost

Impairment of other financial assets measured at amortised cost are determined using the expected credit loss model in AASB 9. On initial recognition of the asset, an estimate of the expected credit losses for the next 12 months is recognised. Where the asset has experienced significant increase in credit risk then the lifetime losses are estimated and recognised.

Financial liabilities

The Group measures all financial liabilities initially at fair value less transaction costs, subsequently financial liabilities are measured at amortised cost using the effective interest rate method.

The financial liabilities of the Group comprise trade payables, bank and other loans and finance lease liabilities.

(i) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost of inventory is determined using the first-in-first-out basis and is net of any rebates and discounts received. Net realisable value is estimated using the most reliable evidence available at the reporting date and inventory is written down through an obsolescence provision if necessary.

(j) Property, plant and equipment

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

2 Summary of Significant Accounting Policies (continued)

(j) Property, plant and equipment (continued)

Plant and equipment

Plant and equipment are measured using the cost model.

Depreciation

Property, plant and equipment is depreciated on a straight-line or reducing balance basis (as appropriate) over the assets useful life to the Group, commencing when the asset is ready for use.

The depreciation rates used for each class of depreciable asset are shown below:

Fixed asset class	Depreciation rate
Capital Works in Progress	See below
Plant and Equipment	10 - 20%
Furniture, Fixtures and Fittings	20%
Motor Vehicles	25%

At the end of each annual reporting period, the depreciation method, useful life and residual value of each asset is reviewed. Any revisions are accounted for prospectively as a change in estimate.

Capital works in progress relate to the construction of new mobile manufacturing plants which once completed and commisioned as ready for use will be transferred to plant and equipment and depreciated in line with the respective rate above.

(k) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

Assets classified as held for sale are not amortised or depreciated.

Non-current assets classified as held for sale and any associated liabilities are presented separately in the consolidated statement of financial position.

(l) Intangibles

Patents and trademarks

Patents and trademarks are recognised at cost of acquisition. Patents and trademarks have a finite life and are carried at cost less any accumulated amortisation and any impairment losses. Patents and trademarks are amortised over their useful life of 20 years.

2 Summary of Significant Accounting Policies (continued)

(l) Intangibles (continued)

Amortisation

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(m) Impairment of non-financial assets

At the end of each reporting period the Group determines whether there is an evidence of an impairment indicator for non-financial assets.

Where an indicator exists and regardless for goodwill, indefinite life intangible assets and intangible assets not yet available for use, the recoverable amount of the asset is estimated.

Where assets do not operate independently of other assets, the recoverable amount of the relevant cash-generating unit (CGU) is estimated.

The recoverable amount of an asset or CGU is the higher of the fair value less costs of disposal and the value in use. Value in use is the present value of the future cash flows expected to be derived from an asset or cash-generating unit.

Where the recoverable amount is less than the carrying amount, an impairment loss is recognised in profit or loss.

Reversal indicators are considered in subsequent periods for all assets which have suffered an impairment loss, except for goodwill.

(n) Employee benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be wholly settled within one year have been measured at the amounts expected to be paid when the liability is settled.

Employee benefits expected to be settled more than one year after the end of the reporting period have been measured at the present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wage increases and the probability that the employee may satisfy vesting requirements. Cashflows are discounted using market yields on high quality corporate bond rates incorporating bonds rated AAA or AA by credit agencies, with terms to maturity that match the expected timing of cashflows. Changes in the measurement of the liability are recognised in profit or loss.

(o) 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 recognised represent the best estimate of the amounts required to settle the obligation at the end of the reporting period.

2 Summary of Significant Accounting Policies (continued)

(p) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options which vest immediately are recognised as a deduction from equity, net of any tax effects.

(q) Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share adjusts the 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.

(r) Equity-settled compensation

The Group operates equity-settled share-based payment employee share and option schemes. The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using a Black-Scholes pricing model which incorporates all market vesting conditions. The amount to be expensed is determined by reference to the fair value of the options or shares granted, this expense takes in account any market performance conditions and the impact of any non-vesting conditions but ignores the effect of any service and non-market performance vesting conditions.

Non-market vesting conditions are taken into account when considering the number of options expected to vest. At the end of each reporting period, the Group revises its estimate of the number of options which are expected to vest based on the non-market vesting conditions. Revisions to the prior period estimate are recognised in profit or loss and equity.

(s) Foreign currency transactions and balances

Transaction and balances

Foreign currency transactions are recorded at the spot rate on the date of the transaction.

At the end of the reporting period:

- Foreign currency monetary items are translated using the closing rate;
- Non-monetary items that are measured at historical cost are translated using the exchange rate at the date of the transaction; and
- Non-monetary items that are measured at fair value are translated using the rate at the date when fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition or in prior reporting periods are recognised through profit or loss, except where they relate to an item of other comprehensive income.

2 Summary of Significant Accounting Policies (continued)

(s) Foreign currency transactions and balances (continued)

Transaction and balances (continued)

Group companies

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period where the average rate approximates the rate at the date of the transaction; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the Group's foreign currency translation reserve in the consolidated statement of financial position. These differences are recognised in the consolidated statement of profit or loss and other comprehensive income in the period in which the operation is disposed.

(t) Segment reporting

Operating segments are identified on the basis of internal reports to senior management about components of the Group that are regularly reviewed by senior management who have been identified as the chief operating decision makers, in order to allocate resources to the segment and to assess its performance. Information reported to senior management for the purposes of resource allocation and assessment of performance is specifically focused on core products and services offered, comprising one reportable segments as disclosed in Note 8.

(u) Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the Group has adequate resources to continue operations for the foreseeable future.

The Group has incurred net losses after tax of $6,915,886 (2021: net loss of $8,406,616), net operating cash outflows of $2,066,130 (2021: operating cash outflows of $5,213,447) and a net cash increase of $2,373,668 (2021: net decrease of $164,274) for the year ended 30 June 2022. At 30 June 2022, the Group had net current assets of $5,227,951 (2021: net current liabilities of $2,012,921).

The increase in cash and cash equivalents at 30 June 2022 to $2,985,486 was derived from the sale of plant during the year for proceeds of $6,402,686.

Subsequent to the year end and during December 2022, the Group further completed the sale of two Mobile Plants for approximately AUD$3.2 million.

Based on the cash flow forecasts prepared by Management underpinned by the above factors and having carefully assessed the likelihood and timing of cash flows from forecasted operations, the Directors are confident that the Group will be able to fund its activities and be able to pay its debts as they fall due. The Directors have therefore determined the going concern basis as being appropriate in the preparation of this financial report.

2 Summary of Significant Accounting Policies (continued)

(v) Adoption of new and revised accounting standards

The Group has adopted all standards which became effective for the first time at 30 June 2022, the adoption of these standards has not caused any material adjustments to the reported financial position, performance or cash flow of the Group.

(w) New Accounting Standards and Interpretations

The AASB has issued new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods. The Group has decided not to early adopt these Standards. The following table summarises those future requirements, and their impact on the Group where the standard is relevant:

Standard Name	Effective date for entity	Requirements	Impact
AASB 2020-1 Amendments to Australian Accounting Standards – Classifications of Liabilities as Current or Non-Current AASB 2020-6 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current – Deferral of Effective Date	Annual reporting period beginning 1 July 2023	This Standard amends AASB 101 to clarify requirements for the presentation of liabilities in the statement of financial position as current or non-current. For example, the amendments clarify that a liability is classified as non-current if an entity has the right at the end of the reporting period to defer settlement of the liability for at least 12 months after the reporting period. The meaning of settlement of a liability is also clarified.	Little impact expected but will take into consideration the appropriate classification of liabilities as current or non-current.

3 Critical Accounting Estimates and Judgments

The directors make estimates and judgements during the preparation of these consolidated financial statements regarding assumptions about current and future events affecting transactions and balances.

These estimates and judgements are based on the best information available at the time of preparing the financial statements, however as additional information is known then the actual results may differ from the estimates.

The significant estimates and judgements made have been described below.

(a) Key estimates - impairment of property, plant and equipment and intangible assets

The Group assesses impairment at the end of each reporting period by evaluating conditions specific to the Group that may be indicative of impairment triggers. If such impairment indicators were to be triggered, and to determine whether an impairment is to be recognised, the group estimates the recoverable amount of the asset. The recoverable amount of an asset is the higher of its fair value less costs of disposal and its value in use. Recoverable amounts of relevant assets that are assessed using value-in-use calculations incorporate various key assumptions.

3 Critical Accounting Estimates and Judgments (continued)

(a) Key estimates - impairment of property, plant and equipment and intangible assets (continued)

In determining value in use, management would perform calculations incorporating the use of cash flow projections for the asset incorporating growth rates factored into valuation models for the next five years on the basis of management’s expectations around the Group’s continued ability to capture market share from competitors. Cash flow growth rates would then also be determined for periods subsequent to the five year period to reflect historical industry averages. The rates would incorporate an allowance for inflation. Pre-tax discount rates would be used in all models based on management's assessment of market factors relevant to the Group's business and industry.

In arriving at fair value less costs of disposal, fair value is determined as the price that would be received to sell an asset in an orderly transaction between market participants. Refer to Note 5(a) for details of the impairment loss recognised by the group during the year.

(b) Key estimates - receivables

The receivables at reporting date have been reviewed to determine whether there is any objective evidence that any of the receivables are impaired. An expected credit loss provision is included for any receivable where the entire balance is not considered collectible. Refer to Note 10(a) for further details on the determination of the expected credit loss provision.

(c) Key judgments - revenue recognition relating to construction and sale of mobile plants

The Group undertakes contracts for the construction and sale of mobile plants and related activities. Recognition of revenue in relation to these contracts involves determining when all performance conditions and obligtaions under the terms of the contract have been met, and control over the asset constructed together with the related benefits have been passed in the entirety to the customer. The assumptions are based on the information available to management at the reporting date together with formal acceptance being recieved from the customer that such performance obligations under the terms of the contract have been met. Refer to Note 2(b) for further details of the Group's accounting policy in relation to revenue recognition.

(d) Key judgments - capitalisation of expenditure relating to mobile plants

The Group capitalises expenditure relating to the construction of new mobile manufacturing plants. In determinig which costs qualify for capitalisation as capital works in progress, the Group determines whether costs that are directly attributable to the construction of such plant can be measured reliably, and whether economic benefit from such construction will flow to the Group. Directly attributable costs are those costs that the Group incurs in bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Refer to Note 2(j) for further details of the Group's accounting policy in relation to capital works in progress.

4 Revenue and Other Income

	2022 $	2021 $
Disaggregation of revenue from contracts with customers		
- sale of goods	**1,083,325**	9,667,840
Total Revenue	**1,083,325**	9,667,840

Revenue is recognised at a point in time.

4 Revenue and Other Income (continued)

		2022	2021
		$	$
Other Income			
- insurance proceeds		**83,024**	-
- foreign currency gain		**243,498**	-
- interest		**1,764**	809
- miscellaneous		**296,393**	260,351
- grants	4(a)	**295,842**	100,000
- net gain on disposal of property, plant and equipment	4(b)	**1,544,872**	-
		2,465,393	361,160

(a) Grants

During the year the Group qualified for full loan forgiveness of their Paycheck Protection Program (PPP) loan in for an amount of $295,842, accordingly, this has been recognised as income. Refer to Note 19(b) for further details.

The Group received an Australian COVID-19 related grant during the year ended 30 June 2021 for $100,000. No conditions were attached to this grant and was recognised as income in accordance with the Group's accounting policy.

(b) Net gain on disposal of property, plant and equipment

On 25 March 2022, the Group completed the sale of certain assets under an Asset Purchase Agreement entered into with Mosaic Fertilizer, LLC (Mosaic) and Hopetoun Corporation Pty Ltd (Hopetoun). Under the terms of the Agreement, the Group and Hopetoun agreed to sell, transfer and assign the rights of Mobile Plant 5002 and Mobile Plant 5003, together with lab, reeling & stringing and other related assets located in Bartow, Florida USA together with the grant of an intellectual property license for US$10 million (which is approximately AU$13.5 million). US$8.5 million was payable on completion and the balance in 12 months under a hold back arrangement to cover the purchaser for any indemnity or warranty claims. This holdback receivable has been recognised in trade and other receivables, refer to note 10.

Mobile Plant 5002 and other equipment was owned by the Group. Mobile Plant 5003 was owned by Hopetoun. The agreed allocation of sale proceeds to Hopetoun was AU$5.3 million, with the remainder of approximately AU$8.2 million to the Group.

As a result of this transaction, a gain of AU$1,544,872 was recognised for the year ended 30 June 2022

5 Result for the Year

The result for the year includes the following specific expenses:

	Note	2022 $	2021 $
Cost of sales		**749,699**	8,085,103
Depreciation		**2,399,186**	3,870,719
Amortisation		**11,070**	3,985
Impairment loss on non-financial assets	5(a)	**5,603,384**	655,066

(a) Impairment of non-financial assets

During the year ended 30 June 2022, Management determined that there were further indicators of impairment of its plant, equipment and intangibles, given the binding agreements entered into for the sale of mobile plants 5000 and 5004 Downstream.

Accordingly, in accordance with the Group's accounting policy, Management has performed impairment testing and considered information available at the time of this report in respect of fair values less costs of disposal to support whether the carrying value of its assets were in excess of the recoverable amount. This has resulted in a write down to the Group's assets to their recoverable amount, which was determined with reference to the fair value less costs of disposal of the latest offers. An impairment loss amounting to $5,603,384 in respect of plant and equipment was recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2022.

During the previous year ended 30 June 2021, Management determined that there were indicators of impairment of its plant, equipment and intangibles, these were as a result of a downturn in the market, COVID-19 related disruptions and competitor price cutting. This resulted in a reduction of order volumes. The Group's assets were written down to their recoverable amount at that time, which was determined with reference to the fair value less costs of disposal at the time. During the year ended 30 June 2021, impairment losses amounting to $335,131 in respect of plant and equipment and $319,936 in respect of intangible assets were recognised in the consolidated statement of profit or loss and other comprehensive income.

6 Finance Expenses

	2022 $	2021 $
Interest expense	**82,609**	31,954

7 Income Tax Benefit / Expense

(a) The major components of tax benefit comprise:

	2022 $	2021 $
Current tax expense		
Income tax - current period	**-**	428
Deferred tax benefit		
Origination and reversal of temporary differences	**(1,349,646)**	584,531
Total income tax (benefit) / expense	**(1,349,646)**	584,959

7 Income Tax Benefit / Expense (continued)

(b) Reconciliation of income tax to accounting loss:

	2022	2021
	$	$
Loss	**(8,265,322)**	(7,821,655)
Tax	**25.00 %**	26.00 %
	(2,066,331)	(2,033,630)
Add:		
Tax effect of:		
- non-deductible depreciation and amortisation	**-**	146,495
- non-deductible expenses	**8,360**	359,242
- deferred tax on tax losses not recognised	**385,746**	899,296
- previous deferred tax assets derecognised	**-**	1,111,812
- deferred tax on temporary differences not recognised	**623,311**	96,464
	(1,048,914)	579,679
Less:		
Tax effect of:		
- other deductible expenses	**(303,158)**	-
- non-assessable income	**-**	(27,500)
Income tax attributable to the Group	**(1,352,072)**	552,179
Difference in overseas tax rates	**2,426**	32,781
Income tax expense / (benefit)	**(1,349,646)**	584,960
Weighted average effective tax rate	**4 %**	(7)%

The increase in the weighted average effective consolidated tax rate for 2022 compared to 2021 is primarily as a result of derecognition of prior year losses previously brought to account in 2020 and futher deferred taxes not being brought to account on current year losses and temporary differences.

(c) Income tax relating to each component of other comprehensive income:

	2022			2021		
	Before-tax Amount	Tax (Expense) Benefit	Net-of-tax Amount	Before-tax Amount	Tax (Expense) Benefit	Net-of-tax Amount
	$	$	$	$	$	$
Exchange differences on translating foreign controlled entities	**(60,689)**	**-**	**(60,689)**	(124,501)	-	(124,501)

8 Operating Segments

Segment information

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision maker) in assessing performance and determining the allocation of resources.

The Group is managed primarily on the basis of product category and service offerings as the diversification of the Group's operations inherently have notably different risk profiles and performance assessment criteria. Operating segments are therefore determined on the same basis.

Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics and are also similar with respect to the following:

- the products sold and/or services provided by the segment;
- the manufacturing process;
- the type or class of customer for the products or services;
- the distribution method; and
- any external regulatory requirements.

Performance is measured based on segment profit before income tax as included in the internal financial reports.

The Group has one reportable segment, being the manufacturing of HDPE pipe and the sale of technology licenses to manufacture HDPE pipe. The sale of mobile plants is not considered an operating segment based on above and the Group's accounting polilcy.

9 Cash and Cash Equivalents

	2022	2021
	$	$
Cash at bank and in hand	**2,985,486**	611,818
	2,985,486	611,818

10 Trade and other receivables

		2022	2021
		$	$
CURRENT			
Trade receivables		**65,491**	142,889
Provision for expected credit losses	10(a)	**-**	-
		65,491	142,889
Other receivables		**36,600**	46,375
Mosaic holdback receivable	10(b)	**1,980,721**	-
Total current trade and other receivables		**2,082,812**	189,264

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements.

(a) Impairment of receivables

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

The loss allowance provision as at 30 June 2022 is determined as follows. The expected credit losses incorporate forward looking information.

The Group determines the loss allowance for trade receivables at an amount equal to lifetime expected credit loss (ECL). The ECL on trade receivables are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Based on the the Group's historical experience and assessment of these factors, no loss allowance has been required for the year.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

(b) Mosaic holdback receivable

Under the terms of the Asset Purchase Agreement entered into with Mosaic and Hopetoun Corporation Pty Ltd (Hopetoun) as detailed in note 4(b), a holdback amount of $1,980,721 was withheld by Mosaic from payment to cover any potential indemnity or warranty claims. The Group expects to receive the full holdback amount in March 2023. At this time, an amount of $495,180 will be payable to Hopetoun in relation to their portion of the holdback amount, which has been recognised in trade and other payables, refer to note 18.

11 Inventories

	2022	2021
	$	$
CURRENT		
At cost:		
Raw materials	**12,398**	91,395
Finished goods	**-**	78,130
Provision for obsolete stock	**-**	(4,500)
	12,398	165,025

Inventories was reduced by $ NIL (2021: $ 4,500) as a result of the write-down of inventories to net realisable value. This write down was recognised as an expense during the year.

12 Assets held for sale

	2022	2021
	$	$
Non-current assets held for sale		
Property, plant and equipment	**1,252,067**	-

On 1 June 2022, the directors of the Group resolved to proceed with the sale of Plant 5004 Downstream to Mosaic Fertilizer, LLC (Mosaic) subject to shareholder approval and a review of the final agreements.

13 Other non-financial assets

	2022	2021
	$	$
CURRENT		
Prepayments	**204,724**	365,994

Notes to the Financial Statements

For the Year Ended 30 June 2022

14 Property, plant and equipment

	Note	2022 $	2021 $
Plant and equipment			
At cost		**13,528,868**	24,116,197
Accumulated depreciation		**(6,024,951)**	(6,440,025)
Accumulated impairment losses		**(5,603,384)**	(335,131)
Total plant and equipment	14(a)	**1,900,533**	17,341,041
Furniture, fixtures and fittings			
At cost		**27,995**	34,609
Accumulated depreciation		**(26,429)**	(34,609)
Total furniture, fixtures and fittings		**1,566**	-
Motor vehicles			
At cost		**-**	325,370
Accumulated depreciation		**-**	(206,586)
Total motor vehicles		**-**	118,784
Total property, plant and equipment	14(b)	**1,902,099**	17,459,825

(a) Plant and Equipment

As at balance date, Plant and Equipment comprises primarily the carrying values of one group owned mobile manufacturing plant, Plant 5000 and related assets. The carrying value of Plant 5004 Downstream was transferred to assets held for sale, further details are in Note 12.

The carrying values were impaired during the year, details of the impairment assessment conducted in respect of these plants is included Note 5(a).

(b) Movements in carrying amounts of property, plant and equipment

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

	Note	Capital Works in Progress $	Plant and Equipment $	Furniture, Fixtures and Fittings $	Motor Vehicles $	Total $
Year ended 30 June 2022						
Balance at the beginning of year		-	17,341,041	-	118,784	17,459,825
Additions		-	128,626	1,681	-	130,307
Disposals		-	(6,426,127)	-	(95,710)	(6,521,837)
Transfers to assets held for sale	12	-	(1,252,067)	-	-	(1,252,067)
Depreciation expense		-	(2,287,556)	(115)	(23,074)	(2,310,745)
Impairment loss		-	(5,603,384)	-	-	(5,603,384)
Balance at the end of the year		-	1,900,533	1,566	-	1,902,099

14 Property, plant and equipment (continued)

(b) Movements in carrying amounts of property, plant and equipment (continued)

	Note	Capital Works in Progress $	Plant and Equipment $	Furniture, Fixtures and Fittings $	Motor Vehicles $	Total $
Year ended 30 June 2021						
Balance at the beginning of year		3,229,469	16,331,951	7,007	178,203	19,746,630
Additions		1,974,951	37,326	401	-	2,012,678
Disposals		-	(179,437)	-	-	(179,437)
Transfers		(5,204,420)	5,204,420	-	-	-
Depreciation expense		-	(3,718,088)	(7,408)	(59,419)	(3,784,915)
Impairment loss	5(a)	-	(335,131)	-	-	(335,131)
Balance at the end of the year		-	17,341,041	-	118,784	17,459,825

15 Intangible Assets

	2022 $	2021 $
Patents and trademarks		
Cost	**541,350**	471,406
Accumulated amortisation and impairment losses	**(437,653)**	(426,583)
Total Intangibles	**103,697**	44,823

(a) Movements in carrying amounts of intangible assets

	Note	Patents and trademarks $	Total $
Year ended 30 June 2022			
Balance at the beginning of the year		**541,350**	**541,350**
Amortisation		**(319,936)**	**(319,936)**
Impairment loss	5(a)	**(117,717)**	**(117,717)**
Closing value at 30 June 2022		**103,697**	**103,697**

15 Intangible Assets (continued)

(a) Movements in carrying amounts of intangible assets (continued)

	Note	Patents and trademarks $	Total $
Year ended 30 June 2021			
Balance at the beginning of the year		307,987	307,987
Additions		60,757	60,757
Amortisation		(3,985)	(3,985)
Impairment loss	5(a)	(319,936)	(319,936)
Closing value at 30 June 2021		44,823	44,823

16 Leases

The Group has leases over land and buildings.

Information relating to the leases in place and associated balances and transactions are provided below.

Terms and conditions of leases

This asset and corresponding liability relate to the manufacturing site lease at Batow, Florida. The lease terms are an initial 2 year term, with four options to extend the lease each for an additional two year terms That is, a rolling two year lease for 4 additional rollovers, being for a maximum 10 year period.

The Florida lease was initially recognised with the expectation that the Group will exercise all options to extend the lease term. During the 2021 year, Management's expectation changed and the Group is no longer planning to exercise any option to extend the lease term. As such, the Group has treated this as a lease modification and has recognised a reduction of the right of use asset and corresponding lease liability.

Right-of-use assets

	Buildings $	Total $
Year ended 30 June 2022		
Balance at beginning of year	**67,930**	**67,930**
Depreciation charge	**(67,930)**	**(67,930)**
Balance at end of year	**-**	**-**

16 Leases (continued)

Right-of-use assets (continued)

	Buildings $	Total $
Year ended 30 June 2021		
Balance at beginning of year	807,087	807,087
Depreciation charge	(85,804)	(85,804)
Reductions in right-of-use assets due to changes in lease liability	(653,353)	(653,353)
Balance at end of year	67,930	67,930

Lease liabilities

The maturity analysis of lease liabilities based on contractual undiscounted cash flows is shown in the table below:

	< 1 year $	1 - 5 years $	> 5 years $	Total undiscounted lease liabilities $	Lease liabilities included in this Consolidated Statement Of Financial Position $
2022					
Lease liabilities	-	-	-	-	-
2021					
Lease liabilities	57,090	-	-	57,090	56,243

Consolidated Statement of Profit or Loss and Other Comprehensive Income

The amounts recognised in the consolidated statement of profit or loss and other comprehensive income relating to leases where the Group is a lessee are shown below:

	2022 $	2021 $
Interest expense on lease liabilities	**(652)**	(4,232)
Depreciation of right-of-use assets	**(67,931)**	(128,594)
	(68,583)	(132,826)

Consolidated Statement of Cash Flows

	2022 $	2021 $
Total cash outflow for leases	**56,243**	133,750

Notes to the Financial Statements

For the Year Ended 30 June 2022

17 Tax assets and liabilities

(a) Current Tax Liability

	2022	2021
	$	$
Income tax payable	**7,510**	59,825

(b) Deferred Tax Assets

	Opening Balance	Charged to Income	Charged directly to Equity	Changes in Tax Rate	Closing Balance
	$	$	$	$	$
Deferred tax assets					
Provisions - employee benefits	705,088	(665,009)	-	-	40,079
Accruals	517,625	(503,390)	-	-	14,235
Other	179,933	(168,701)	-	-	11,232
	1,402,646	(1,337,100)	-	-	65,546
Set-off of deferred tax assets pursuant to set-off provisions	(1,402,646)	1,337,100	-	-	(65,546)
Balance at 30 June 2021	-	-	-	-	-
Provisions - employee benefits	**40,079**	**(39,805)**	**-**	**-**	**274**
Accruals	**14,235**	**(14,235)**	**-**	**-**	**-**
Other	**11,232**	**(11,232)**	**-**	**-**	**-**
Tax losses	**-**	**104,984**	**-**	**-**	**104,984**
	65,546	**39,712**	**-**	**-**	**105,258**
Set-off of deferred tax assets pursuant to set-off provisions	**(65,546)**	**(39,712)**	**-**	**-**	**(105,258)**
Balance at 30 June 2022	**-**	**-**	**-**	**-**	**-**

(c) Deferred Tax Liabilities

	Opening Balance	Charged to Income	Charged directly to Equity	Changes in Tax Rate	Closing Balance
	$	$	$	$	$
Deferred tax liabilities					
Property, plant & equipment	1,724,863	(309,671)	-	-	1,415,192
Other	351,143	(351,143)	-	-	-
	2,076,006	(660,814)	-	-	1,415,192
Set-off of deferred tax assets pursuant to set-off provisions	(1,402,646)	1,337,100	-	-	(65,546)
Balance at 30 June 2021	673,360	676,286	-	-	1,349,646
Property, plant & equipment	**1,415,192**	**(1,309,934)**	**-**	**-**	**105,258**
	1,415,192	**(1,309,934)**	**-**	**-**	**105,258**
Set-off of deferred tax assets pursuant to set-off provisions	**(65,546)**	**(39,701)**	**-**	**-**	**(105,247)**
Balance at 30 June 2022	**1,349,646**	**(1,349,635)**	**-**	**-**	**11**

17 Tax assets and liabilities (continued)

(d) Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following:

	2022	2021
	$	$
Tax losses	**9,656,884**	7,735,031
Temporary differences	**447,882**	96,464
Total	**10,104,766**	7,831,495

Deferred tax assets with a potential tax benefit of $2,526,191 (2021: $1,920,135) have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therein.

18 Trade and Other Payables

	Note	2022 $	2021 $
Current			
Trade payables		**176,750**	1,055,803
GST payable		**2,237**	2,515
Accrued expenses		**187,656**	271,738
Other payables		**61,150**	33,662
Hopetoun payable	4(b)	**495,180**	-
		922,973	1,363,718

Trade and other payables are unsecured, non-interest bearing and are normally settled within 30 days. The carrying value of trade and other payables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

19 Borrowings

	Note	2022 $	2021 $
CURRENT			
Unsecured liabilities:			
Related party loans	19(a)	**-**	1,124,910
PPP loan	19(b)	**-**	288,721
Other loans	19(c)	**166,380**	280,851
Total current borrowings		**166,380**	1,694,482
Total borrowings		**166,380**	1,694,482

19 Borrowings (continued)

(a) Related party loans

At 30 June 2022, related party loans amounted to $nil, which included accrued interest of $575 (2021: $1,124,910, which included accrued interest of $3,129).

During the year, the Group repaid all amounts borrowed under the Facility Agreement entered into with Oxleigh Pty Ltd. The balance at 30 June 2022 was $nil (2021: $303,129). The Facility Agreement had included a facility limit of $2,500,000, with interest accruing at 10% per annum, payable quarterly in arreas. A commitment fee of 3% per annum was payable on the available facility for the available period, also payable quarterly in arreas. The facility had financial convenants requiring the Company to hold net tangible assets at all times of more than $5 million.

The Group also repaid the loan with Hopetoun Corporation Pty Ltd ("Hopetoun"), a company associated with Mr Michael Tilley and Mr Anthony Willsallen (former Directors of the Company). Under the terms of a debt purchase arrangement, Hopetoun facilitated the payment of amounts on behalf of Tubi Limited. There were no terms of interest attached to this arrangement. The balance outstanding and due to Hopetoun at 30 June 2022 was $nil (2021: $821,781).

(b) PPP Loan

The Group previously received a loan, with an interest rate of 1% per annum, by the Small Business Administration (SBA), responsible for implementing the Paycheck Protection Program (PPP) under Division A, Title I of the Coronavirus Aid, Relief, and Economic Security Act (CARES Act). The Group submitted an application for debt forgiveness under the terms of the loan which was approved during the year, accordingly the loan was forgiven in full and was recognised as grant income, refer to Note 4(a).

(c) Other loans

Other loans comprise of insurance premium financing for certain insurance policies of the Group. Interest is charged between 4% and 5% per annum, and the loan is repayable monthly over the life of the insurance policy. The final repayments will be due by February and March 2023.

Defaults and breaches

During the current and prior year, there were no defaults or breaches on any of the Group's loans.

20 Employee Benefits

	2022 $	2021 $
Current Liabilites		
Employee benefits	**212,673**	170,754
	212,673	170,754

21 Issued Capital

	2022 $	2021 $
311,306,779 (2021: 311,306,779) Ordinary shares	**23,813,112**	23,813,112

21 Issued Capital (continued)

(a) Ordinary shares

	No.	$
Opening balance at 1 July 2020	243,142,400	18,042,218
12 August 2020: Issue under placement and institutional entitlement offer at $0.09 per share	60,986,473	5,488,783
24 August 2020: Issue under retail entitlement offer at $0.09 per share	6,200,129	558,012
17 December 2020: Issue under placement and retail entitlement offer to Directors at $0.09 per share	977,777	88,000
Transaction costs	-	(363,901)
Balance at 30 June 2021 & 1 July 2021	**311,306,779**	**23,813,112**
Movement	**-**	**-**
Balance at 30 June 2022	**311,306,779**	**23,813,112**

The holders of ordinary shares are entitled to participate in dividends and the proceeds on winding up of the Company. On a show of hands at meetings of the Company, each holder of ordinary shares has one vote in person or by proxy, and upon a poll each share is entitled to one vote.

The Company does not have authorised capital or par value in respect of its shares.

(b) Listed options

	No.	$
Balance at 1 July 2020	-	-
Options issued during the year		
12 August 2020: Issue under placement and institutional entitlement offer at 1:3 shares	20,328,799	-
24 August 2020: Issue under retail entitlement offer at 1:3 shares	2,066,624	-
18 December 2020: Issue to Directors under private placement at 1:3 shares	325,925	-
Balance at 30 June 2021 & 1 July 2021	**22,721,348**	**-**
Expiry of options	**(22,721,348)**	**-**
Balance at 30 June 2022	**-**	**-**

(c) Capital Management

The key objectives of the Group when managing capital is to safeguard its ability to continue as a going concern and maintain optimal benefits to stakeholders. The Group defines capital as its equity and net debt.

There has been no change to capital risk management policies during the year.

The Company manages its capital structure and makes funding decisions based on the prevailing economic environment and has a number of tools available to manage capital risk. These include maintaining a diversified debt portfolio, the ability to adjust the size and timing of dividends paid to shareholders and the issue of new shares.

21 Issued Capital (continued)

(c) Capital Management (continued)

The Board monitors a range of financial metrics including return on capital employed and gearing ratios.

22 Reserves

(a) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income - foreign currency translation reserve. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

(b) Share based payments reserve

This reserve records the cumulative value of employee service received for the issue of share options. When the option is exercised the amount in the share option reserve is transferred to share capital.

23 Earnings per Share

(a) Reconciliation of earnings to profit or loss from continuing operations

	2022	2021
	$	$
Loss from continuing operations	**(5,609,025)**	(8,406,616)
Earnings used in the calculation of dilutive EPS from continuing operations	**(5,609,025)**	(8,406,616)

(b) Earnings used to calculate overall earnings per share

	2022	2021
	$	$
Earnings used to calculate overall earnings per share	**(5,609,025)**	(8,406,616)

(c) Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS

	2022	2021
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	**311,306,802**	302,896,134
Weighted average number of dilutive options outstanding	**-**	19,246,732
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	**311,306,802**	322,142,866

23 Earnings per Share (continued)

(d) Anti-dilutive options on issue not in dilutive EPS calculation

Diluted earnings per share is not reflected for discontinuing operations as the result is anti-dilutive in nature.

	2022 No.	2021 No.
Listed options	-	19,246,732

24 Financial Risk Management

The Group is exposed to a variety of financial risks through its use of financial instruments.

The Group's overall risk management plan seeks to minimise potential adverse effects due to the unpredictability of financial markets.

The most significant financial risks to which the Group is exposed to are described below:

Specific risks

- Credit risk
- Market risk - currency risk, interest rate risk and price risk

Financial instruments used

The principal categories of financial instrument used by the Group are:

- Trade receivables
- Cash at bank
- Trade and other payables

	2022 $	2021 $
Financial assets		
Held at amortised cost		
Cash and cash equivalents	**2,985,486**	611,818
Trade and other receivables	**2,082,812**	189,264
Total financial assets	**5,068,298**	801,082
Financial liabilities		
Financial liabilities at amortised cost	**1,096,873**	3,118,027
Total financial liabilities	**1,096,873**	3,118,027
Total	**3,971,425**	(2,316,945)

24 Financial Risk Management (continued)

Objectives, policies and processes

The Board of Directors have overall responsibility for the establishment of the Group’s financial risk management framework. This includes the development of policies covering specific areas such as foreign exchange risk, interest rate risk, credit risk and the use of derivatives.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group’s activities.

The day-to-day risk management is carried out by the Group’s finance function under policies and objectives which have been approved by the Board of Directors. The Chief Financial Officer has been delegated the authority for designing and implementing processes which follow the objectives and policies. This includes monitoring the levels of exposure to interest rate and foreign exchange rate risk and assessment of market forecasts for interest rate and foreign exchange movements.

The Board of Directors receives monthly reports which provide details of the effectiveness of the processes and policies in place.

Mitigation strategies for specific risks faced are described below:

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposure to wholesale and retail customers, including outstanding receivables and committed transactions.

The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Trade receivables

Trade receivables consist of a small number of customers, spread across similar industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group review includes external ratings, if they are available, financial statements, credit agency information and industry information. Credit limits are established for each customer and the utilisation of credit limits by customers is regularly monitored by line management. Customers who subsequently fail to meet their credit terms are required to make purchases on a prepayment basis until creditworthiness can be re-established.

The Board receives monthly reports summarising the turnover, trade receivables balance and aging profile of each of the key customers individually and the Group's other customers analysed by industry sector as well as a list of customers currently transacting on a prepayment basis or who have balances in excess of their credit limits.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default

24 Financial Risk Management (continued)

Credit risk (continued)
risk associated with the industry and country in which the customers operate.

Management considers that all the financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due.

The Group is currently dependent on the credit worthiness of two key customers. In the event that either counterparty were to fall into bankruptcy, fail financially or otherwise default on its payment obligations to the Group, the Group may be exposed to significant financial loss both from a failure of that counterparty to pay amounts owing to the Group for product or plant supplied, and from the failure of that party's ability to meet its contractual obligations to the Group.

On a geographical basis, the Group has significant credit risk exposures in Australia, New Zealand and USA given the location of its operations in those regions.

The following table details the Group's trade and other receivables exposure to credit risk (prior to collateral and other credit enhancements) with ageing analysis and impairment provided for thereon. Amounts are considered as 'past due' when the debt has not been settled, within the terms and conditions agreed between the Group and the customer or counter party to the transaction. Receivables that are past due are assessed for impairment by ascertaining solvency of the debtors and are provided for where there is objective evidence indicating that the debt may not be fully repaid to the Group.

The balances of receivables that remain within initial trade terms (as detailed in the table) are considered to be of high credit quality.

			Past due but not impaired (days overdue)				
	Gross amount	**Past due and impaired**	**< 30**	**31-60**	**61-90**	**> 90**	**Within initial trade terms**
	$	**$**	**$**	**$**	**$**	**$**	**$**
2022							
Trade receivables	**65,491**	**-**	**65,491**	**-**	**-**	**-**	**-**
Other receivables	**2,017,321**	**-**	**36,600**	**-**	**-**	**1,980,721**	**-**
Total	**2,082,812**	**-**	**102,091**	**-**	**-**	**1,980,721**	**-**
2021							
Trade receivables	142,889	-	142,889	-	-	-	-
Other receivables	46,375	-	46,375	-	-	-	-
Total	189,264	-	189,264	-	-	-	-

The Group does not hold any financial assets with terms that have been renegotiated, but which would otherwise be past due or impaired.

The other classes of receivables do not contain impaired assets.

Market risk

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

24 Financial Risk Management (continued)

(i) Foreign exchange risk

Exposure to foreign exchange risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the AUD functional currency of the Group.

Exposures to currency exchange rates arise from the Group's overseas sales and purchases, which are primarily denominated in US Dollars (USD) and New Zealand Dollars (NZD).

To mitigate the Group's exposure to foreign currency risk, non-Australian Dollar cash flows are monitored. The Group aims to hold sufficient cash and cash equivalents in these respective currencies to enable it to carry out its operations and settle amounts primarily in the currency in which the overseas sales and purchases take place.

Therefore, the Group‘s risk management procedures distinguish short-term foreign currency cash flows (due within 6 months) from longer-term cash flows. Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken.

Foreign currency denominated financial assets and liabilities, translated into Australian Dollars at the closing rate, are as follows,

	USD	NZD	Total AUD
2022	**$**	**$**	**$**
Nominal amounts			
Financial assets	**380,482**	**72,653**	**453,135**
Financial liabilities	**(262,134)**	**(31,910)**	**(294,044)**
Short-term exposure	**118,348**	**40,743**	**159,091**
2021			
Nominal amounts			
Financial assets	548,883	57,449	606,332
Financial liabilities	(1,470,737)	(8,363)	(1,479,100)
Short-term exposure	(921,854)	49,086	(872,768)

The following table illustrates the sensitivity of the net result for the year and equity in regards to the Group‘s financial assets and financial liabilities and the US Dollar – Australian Dollar exchange rate and New Zealand Dollar – Australian Dollar exchange rate. There have been no changes in the assumptions calculating this sensitivity from prior years.

It assumes a +/- 5% change of the Australian Dollar / USD exchange rate for the year ended 30 June 2022 (30 June 2021: 5%). A +/- 5% change is considered for the Australian Dollar / NZD exchange rate (30 June 2021: 5%). Both of these percentages have been determined based on the average market volatility in exchange rates in the previous 12 months.

The year end exchange rate is 0.6889 (2021: 0.7518) for USD and 1.1088 (2021: 1.0745) for NZD.

The sensitivity analysis is based on the foreign currency financial instruments held at the reporting date and also takes into account forward exchange contracts that offset effects from changes in currency exchange rates.

24 Financial Risk Management (continued)

If the Australian Dollar had strengthened and weakened against the USD and NZD by 5% (30 June 2021: 5%) and 5% (30 June 2021: 5%) respectively then this would have had the following impact:

	2022		2021	
	+5%	**-5%**	**+5%**	**-5%**
USD				
Net results	**5,917**	**(5,917)**	(46,093)	46,093
Equity	**(5,917)**	**5,917**	46,093	(46,093)
NZD				
Net results	**2,037**	**(2,037)**	2,454	(2,454)
Equity	**(2,037)**	**2,037**	(2,454)	2,454

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nonetheless, the analysis above is considered to be representative of the Group's exposure to foreign currency risk.

25 Dividends

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

Franking account

	2022	2021
	$	**$**
The franking credits available for subsequent financial years at a tax rate of 25% (2021: 26%)	**-**	-

The above available balance is based on the dividend franking account at year-end adjusted for:

(a) Franking credits that will arise from the payment of the current tax liabilities;

(b) Franking debits that will arise from the payment of dividends recognised as a liability at the year end;

(c) Franking credits that will arise from the receipt of dividends recognised as receivables at the end of the year.

As at 30 June 2022, the Group has franking debits amounting $3,070,115 (2021: $3,070,115) arising from R&D tax offsets. The franking debits will be recouped against future dividends. The ability to use franking credits on future dividends will only be available once the franking debits have been fully recouped. This is dependent upon the Company's future ability to declare dividends.

26 Key Management Personnel Remuneration

Key management personnel remuneration included within employee expenses for the year is shown below:

	2022	2021
	$	$
Short-term employee benefits	**521,204**	452,728
Long-term benefits	**15,357**	1,574
Post-employment benefits	**26,615**	34,601
	563,176	488,903

27 Auditors' Remuneration

	2022	2021
	$	$
Remuneration of the auditor PKF, for:		
- auditing or reviewing the financial statements for the current year	**80,850**	77,000
- corporate finance services	**406,199**	-
- other services	**-**	15,139
Total	**487,049**	92,139

28 Interests in Subsidiaries

(a) Composition of the Group

	Principal place of business / Country of Incorporation	Percentage Owned (%)* 2022	Percentage Owned (%)* 2021
Subsidiaries:			
Tubi USA Inc.	USA	**100**	100
Tubi NZ Limited	New Zealand	**100**	100

*The percentage of ownership interest held is equivalent to the percentage voting rights for all subsidiaries.

The principal activities of both subsidiaries during the year was the development, operation, leasing and sale of mobile manufacturing plants for the production of high-density polyethylene ("HDPE") pipes for use in the oil and gas, irrigation, mining and infrastructure sectors.

29 Contingencies

In the opinion of the Directors, the Company did not have any contingencies at 30 June 2022 (2021: none).

30 Related Parties

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

- Key management personnel - refer to Note 26.
- Subsidiaries - refer to Note 28
- Other related parties include close family members of key management personnel and entities that are controlled or significantly influenced by those key management personnel or their close family members.

(b) Transactions with related parties

On 24 March 2022, the Group entered into an asset purchase agreement with Hopetoun and Mosaic. Under the terms of the agreement there will be an indemnity holdback amount payable to Hopetoun on a monthly basis for 12 months. Refer to Note 4(b) for further details of the agreement.

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

(c) Loans to/from related parties

Unsecured loans are made to the subsidiaries, key management personnel and other related parties on an arm's length basis. Loans are unsecured and repayable in cash.

	Opening balance	Closing balance	Interest not charged	Interest paid/payable	Impairment
	$	$	$	$	$
Loans from KMP					
2022	**-**	**-**	**-**	**-**	**-**
2021	200,000	-	-	-	-
Loans from other related parties					
2022	**1,124,910**	**-**	**-**	**575**	**-**
2021	-	1,124,910	-	3,129	-

KMP Loans

On 15 June 2020, the Group borrowed $200,000 from Marcello Russo, a Director of the Company. Interest was charged at a rate of 7% per annum. The loan balance was repaid during September 2020.

Related party loans

Loans with related parties were fully repaid during the year ended 30 June 2022. For details, refer to note 19(a).

31 Cash Flow Information

(a) Reconciliation of result for the year to cashflows from operating activities

Reconciliation of net income to net cash provided by operating activities:

	2022	2021
	$	$
Loss for the year	**(6,915,886)**	(8,406,616)
Cash flows excluded from profit attributable to operating activities		
- net gain on disposal of property, plant and equipment	**(1,544,872)**	-
Non-cash flows in profit:		
- depreciation and amortisation	**2,410,256**	3,874,704
- impairment	**5,603,384**	655,066
- share based payments expensed	**-**	(63,550)
- other	**(222,382)**	102,502
Changes in assets and liabilities:		
- (increase)/decrease in trade and other receivables	**87,173**	1,602,840
- (increase)/decrease in other assets	**161,269**	(343,308)
- (increase)/decrease in inventories	**152,628**	2,504,106
- (increase)/decrease in deferred tax asset	**-**	1,402,646
- increase/(decrease) in trade and other payables	**(437,657)**	(5,391,561)
- increase/(decrease) in income taxes payable	**(52,315)**	(395,916)
- increase/(decrease) in deferred tax liability	**(1,349,646)**	(726,360)
- increase/(decrease) in provisions	**41,918**	(28,000)
Cashflows from operations	**(2,066,130)**	(5,213,447)

32 Share-based Payments

The Company provides benefits to employees (including senior executives) of the Group in the form of share-based payments whereby employees render services in exchange for options and shares.

At 30 June 2022 the Group has the following share-based payment schemes:

- Australian Long Term Incentive Plan;
- United States Share Incentive Plan;
- Tenure Restricted Stock Units;
- Performance Restricted Stock Units.

(a) Restricted stock units

During the 2020 financial year, the Board resolved to grant Performance Rights to Marcello Russo on or about 30 November 2019. The aggregate number of Performance Rights to be granted are calculated by dividing the amount of the award (A$150,000 in the case of Marcello Russo) by the VWAP of the Group's shares over the five trading days immediately prior to 30 November 2019.

33 Events Occurring After the Reporting Date

Subsequent to the year end, the Group executed binding sale agreements with two counterparties to sell, transfer and assign the rights to certain assets in North America, being Mobile Plants 5000 and 5004 Downstream for an estimated gross consideration of AUD$3.2 million based on the prevailing AUD/USD exchange rate. These binding sale agreements have been executed with:

- Mosaic Fertilizer, LLC (Mosaic) dated 19 July 2022 in respect of the 5004 Downstream Mobile Plant, including an amendment to the original Deed of Licence of Intellectual Property entered into with Mosaic on 24 March 2022; and

- Pipeline Plastics, LLC (Pipeline) dated 21 July 2022 in respect of the 5000 Mobile Plant.

The Binding Sale Agreements were independently conditional on shareholders approving each transaction.

On 14 December 2022, at the Annual General Meeting, the shareholders approved the sale of assets to Mosaic and Pipeline. The Group has one remaining asset in North America being 5004 Upstream Mobile Plant.

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

34 Parent entity

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

The financial information for the parent entity, Tubi Limited has been prepared on the same basis as the consolidated consolidated financial statements except as disclosed below.

Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the consolidated financial statements of the parent entity. Dividends received from associates are recognised in the parent entity profit or loss, rather than being deducted from the carrying amount of these investments.

Notes to the Financial Statements

For the Year Ended 30 June 2022

34 Parent entity (continued)

	2022 $	2021 $
Statement of Financial Position		
Assets		
Current assets	**11,768,499**	6,746,141
Non-current assets	**1,747,851**	12,902,505
Non-current assets held for sale	**1,252,067**	-
Total Assets	**14,768,417**	19,648,646
Liabilities		
Current liabilities	**1,015,502**	1,852,207
Non-current liabilities	**-**	1,349,646
Total Liabilities	**1,015,502**	3,201,853
Equity		
Issued capital	**23,813,112**	23,813,112
Accumulated losses	**(10,060,197)**	(7,366,319)
Total Equity	**13,752,915**	16,446,793
Statement of Profit or Loss and Other Comprehensive Income		
Total loss for the year	**(2,693,878)**	(5,180,591)
Other comprehensive income	**-**	-
Total comprehensive income	**(2,693,878)**	(5,180,591)

Contingent liabilities

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

Contractual commitments

The parent entity had no unrecorded commitments as at 30 June 2022 or 30 June 2021.

35 Statutory Information

The registered office and principal place of business of the company is:

Tubi Limited
2 Hopetoun Street
Paddington NSW 2021
Australia

Directors' Declaration

The directors of the Company declare that:

1. the consolidated financial statements and notes for the year ended 30 June 2022 are in accordance with the *Corporations Act 2001* and:

    a. comply with Australian Accounting Standards and *Corporations Regulations 2001*, which, as stated in basis of preparation Note 1 to the consolidated financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and

    b. give a true and fair view of the financial position and performance of the consolidated group;

2. the Chief Executive Officer has given the declarations required by Section 295A that:

    a. the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;

    b. the consolidated financial statements and notes for the financial year comply with the Accounting Standards; and

    c. the consolidated financial statements and notes for the financial year give a true and fair view.

3. in the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Director ....

John Mouwad

Dated 21 February 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TUBI LIMITED

Report on the Financial Report

Opinion

We have audited the accompanying financial report of Tubi Limited and its controlled entities (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, the consolidated statement of changes in equity and the consolidated statement of cash flows for the period then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the company and the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

In our opinion, the financial report of Tubi Limited is in accordance with the Corporations Act 2001, including:

i) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2022 and of its performance for the year ended on that date; and

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

Independence

We are independent of the consolidated entity 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.

Key Audit Matters

A key audit matter is a matter that, in our professional judgement, was of most significance in our audit of the financial report of the current year. 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

1. Impairment assessment of Property, Plant and Equipment

Why significant	How our audit addressed the key audit matter
As at 30 June 2022, the Group recorded Property, Plant and Equipment and Assets Held For Sale with carrying amount of \$1,902,099 and \$1,252,067 respectively, as disclosed in notes 12 and 14. During the current financial year, the Group noted the presence of indicators of impairment of its non-financial assets due to plant operating at reduced or nil capacity. Accordingly, the Group carried out a review of the recoverable amounts of the corresponding non-financial assets. The non-financial assets are predominantly made up of mobile manufacturing plants, being Plants 5000 and 5004, which have been built under similar specifications, and are considered separate cash-generating units ("CGU's"). In consideration of the recoverable amount of these Plants, the Group was able to make reference to binding agreements entered into for their sale. The assessment resulted in an impairment loss of \$5,603,384 being recognised, as disclosed in Note 5. Based on the judgement involved in determining the recoverable amount, we have considered this a key audit matter.	Our work included, but was not limited to, the following procedures: • Evaluating the Group's assessment of its CGU's, for consistency with the requirements of Australian Accounting Standards. • Evaluating the completeness of the Group's assessment of impairment indicators for each CGU. • Assessing the key assumptions within the impairment assessment of each asset and CGU, including supporting of recoverable amount through application of fair value less costs of disposal method. • Reviewing key documents, such as the Binding Asset Purchase Agreements, Board meeting minutes, Board Resolutions and ASX announcements, for evidence of the indicative sale prices; and • Assessing the adequacy of the disclosures included in Notes 5, 12 and 14 to the financial report.

Other Information

Other information is financial and non-financial information in the annual report of the Group which is provided in addition to the Financial Report and the Auditor's Report. The directors are responsible for Other Information in the annual report.

The Other Information we obtained prior to the date of this Auditor's Report was the Director's report. The remaining Other Information is expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, the auditor does not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we 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.

We are required to report if we conclude that there is a material misstatement of this Other Information in the Financial Report and based on the work we have performed on the Other Information that we obtained prior the date of this Auditor's Report we have nothing to report.

Directors' Responsibilities 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 entity'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 consolidated entity 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 and 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 Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individual or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

Auditor’s Responsibilities for the Audit of the Financial Report (cont’d)

As part of an audit in accordance with 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 consolidated entity’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and other 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 consolidated entity’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 consolidated entity 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 consolidated entity to express an opinion on the group 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, actions taken to eliminate threats or safeguards applied.

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Auditor’s Responsibilities for the Audit of the Financial Report (cont’d)

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

We have audited the Remuneration Report included in the directors’ report for the period ended 30 June 2022.

In our opinion, the Remuneration Report of Tubi Limited for the period 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.

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SCOTT TOBUTT
PARTNER

21 FEBRUARY 2023
SYDNEY, NSW

Additional Information for Listed Public Companies
30 June 2022

Ordinary Shares (ASX:2BE)

The following information is current as at 31 January 2023.

Distribution of Shareholders:

Fully Paid Ordinary Shares Holdings Ranges	**Holders**	**Number Total Units**	**%**
1-1,000	33	3,191	0.000
1,001-5,000	70	204,224	0.070
5,001-10,000	140	1,274,703	0.410
10,001-100,000	401	15,869,061	5.100
100,001-9,999,999,999	149	293,955,600	94.430
Totals	**793**	**311,306,779**	**100.000**

Unmarketable Holders

There are 244 shareholders holding less than a marketable parcel of shares based on the last price of AUD 0.049 prior to the Company going into suspension on 6 April 2021, representing a total of 1,492,262 shares.

Top 20 Shareholders:

	Name/Address 1	**No. of ordinary shares**	**% of issued capital**
1.	BALD HILL QUARRY PTY LTD	58,799,167	18.89%
2.	OXLEIGH PTY LTD	58,549,147	18.81%
3.	CHIARA CORPORATION PTY LTD <RUSSO FAMILY A/C>	37,949,642	12.19%
4.	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	23,620,405	7.59%
5.	BETA GAMMA PTY LTD <WALSH STREET S/F A/C>	7,500,000	2.41%
6.	KTM VENTURES INNOVATION FUND LP	7,222,222	2.32%
7.	SEALIGHT CAPITAL PTY LTD	6,700,000	2.15%
8.	GW BURKE INVESTMENTS PTY LTD <BURKE INVESTMENT A/C>	5,833,333	1.87%
9.	CHARLES & CORNELIA GOODE FOUNDATION PTY LTD <CCG FOUNDATION A/C>	4,999,999	1.61%
10.	CITICORP NOMINEES PTY LIMITED	4,598,781	1.48%
11.	ROGERS SF MANAGEMENT PTY LTD <ROGERS SUPER FUND A/C>	4,222,222	1.36%
12.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,121,699	1.32%
13.	BANNABY INVESTMENTS PTY LIMITED <BANNABY SUPER FUND A/C>	3,807,111	1.22%
14.	MR DAVID ALAN VERSCHOOR & MRS DANIELLE MILINDA VERSCHOOR <D&D VERSCHOOR SUPERFUND A/C>	3,531,000	1.13%
15.	CRANPORT PTY LIMITED	3,289,086	1.06%
16.	WHITS END PTY LTD	3,135,000	1.01%
17.	JUSEPHINE PTY LTD	2,771,000	0.89%
18.	MR DAVID RIDLEY GRAY	2,666,169	0.86%
19.	MR CRAIG RAYMOND & MRS MARY RAYMOND <CRAIG & MARY RAYMOND S/F A/C>	2,261,275	0.73%
20.	MR CRAIG LAWN & MRS JOY LAWN <LAWN FAMILY SUPER FUND A/C>	1,942,500	0.62%
	Total Securities of Top 20 Holdings	247,519,758	**79.51%**
	Total of Securities	**311,306,779**	

Additional Information for Listed Public Companies
30 June 2022

Substantial Holders

The following shareholders are substantial holders:

Holder Name	Number of Shares	% Voting Power
Oxleigh Pty Ltd	117,348,314[2]	37.81%[2]
Bald Hill Quarry	117,348,314[2]	37.81%[2]
Chiara Corporation Pty Ltd[1]	37,949,642	12.23%
J P Morgan Nominees Australia Pty Limited	23,620,405	7.59%

1. Chiara Corporation Pty Ltd is controlled by director Mr. Marcello Russo
2. Oxleigh Pty Ltd and Bald Hill Quarry Pty Ltd have entered into a Consultation Deed Consultation Deed under which each has agreed to not dispose of Shares without first notifying and consulting with the other party on (among other things) the terms, the manner and the extent to which the other party may acquire those shares. The effect of the Consultation Deed is that each Related Party Shareholder (among other things) has a “relevant interest” (as that term is defined in the Corporations Act) in each other’s Shares and has voting power of 37.81% in the Company.

Voting Rights

Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

Restricted Securities

Tubi Limited does not have any restricted securities on issue.

On-Market Buy-back

Tubi Limited is not undertaking an on-market buy-back.

Additional Information for Listed Public Companies
30 June 2022

Corporate Directory

Company
Tubi Limited ACN 139 142 493
2 Hopetoun Street
Paddington NSW 2021
Phone: +61 2 9331 8725
Email companysecretary@tubigroup.com
Web www.tubigroup.com

Directors

Mr. John Mouawad	Non-Executive Chairman
Mr. Ryan Shaw	Non-Executive Director
Mr. John Zeckendorf	Non-Executive Director

Company Secretary

Ms. Elissa Hansen	Company Secretary

Share Registry
Boardroom Pty Limited
Level 12
225 George Street
Sydney NSW 2000
Telephone +61 2 9290 9600

Auditor
PKF
Level 8
1 O'Connell Street
Sydney NSW 2000

ASX Code: 2BE