

5 September 2023

Appendix 4E

The following information must be given to ASX under listing rule 4.3A.

| | |
|---|-----------------------------|
| Current Reporting Period | 1 July 2022 to 30 June 2023 |
| Previous corresponding reporting period | 1 July 2021 to 30 June 2022 |

Results for announcement to the market

| | Up/Down | % Change | 2023 \$ | 2022 \$ |
|---|---------|----------|-------------|------------|
| Revenue from ordinary activities | Up | 42.5% | 5,329,456 | 3,739,944 |
| Employee expenses and Consultants' fees | Up | (61.8%) | (1,246,772) | (770,749) |
| Net profit/(loss) for the year | Down | 101.2% | (30,357) | 2,562,547 |
| Net comprehensive profit/(loss) attributable to equity holders of RBR Group Ltd | Down | 237.5% | (826,910) | 601,261 |
| Dividends | | - | - | - |

| | 2023 \$ | 2022 \$ |
|---|---------------|---------------|
| Net tangible assets per security | | |
| Net tangible assets | 3,845,678 | 2,527,942 |
| Ordinary shares | 1,618,404,661 | 1,287,620,346 |
| Net tangible assets per security | 0.238 cents | 0.196 cents |

Commentary on Results

Refer to the attached unaudited financial report for detailed commentary on the results for the period.

Details of entities over which control has been gained or lost during the period

The Company did not gain or lose control over any entities during the financial year. The Companies controlled entities are detailed in Note 14 of the Financial Report attached to the Appendix 4E.

Dividends

No dividend has been paid since the end of the previous financial year and no dividend is recommended for the current year.

Dividend Reinvestment Plans

Not applicable.

RBR GROUP LIMITED

ASX: RBR ABN 38 115 857 988
 945 Wellington Street, West Perth, WA 6005
 PO Box 534, West Perth, WA 6872
 T: +61 8 9332 7600

www.rbrgroup.com.au

Delivering skilled labour to site, every day


FUTURO GROUP

Material interest in entities which are not controlled entities

Not applicable.

Foreign Entity Accounting Standards

Not applicable.

Independent audit review

This Appendix 4E is based on the financial report for the year ended 30 June 2023, which is in the process of being audited.

Attachments

The Preliminary Financial Report of RBR Group Limited for the year ended 30 June 2023 is attached.

For more information, please contact:

Ian K Macpherson
Executive Chairman
+61 8 9332 7600
info@rbrgroup.com.au

For the purpose of ASX Listing Rule 15.5, this announcement has been authorised for release by the board.

REVIEW OF OPERATIONS AND ACTIVITIES

Throughout the year under review, RBR Group Limited (“RBR” or the “Company”) maintained its focus and efforts on developing its services and profile in Mozambique in order to not only maximise the significant opportunities that will materialise with the recommencement of ramp up and construction of the onshore facilities for the LNG projects in Cabo del Gado, but also diversify its offering into other projects in differing parts of the country.

Overall, the Company’s plans remain unchanged with the focus being on providing a comprehensive, integrated solution to the challenge of identifying, recruiting and upskilling local workers to accepted standards; accommodating them in purpose-built camps for training both on and off the job until they are deemed fully competent, and managing their employment and placement with client companies.

With the LNG projects in the north remaining on hold, the Company identified the best near-term opportunity to secure sustainable contract revenue was via its investment in camp provider and manager Projectos Dinamicos (“PD”).

Over the year, PD made excellent progress in this regard with the supply and construction of two facility projects delivering high-quality outcomes to clients in the south of the Country near the town of Temane, Inhambane Province where South African O&G major SASOL is expanding its existing gas facilities and additional corporate investment is taking place.

Additionally, the Shankara Lodge facility (to be renamed as the Futuro Business Office, Accommodation and Training Centre) located approximately 3km from the Temane project area, has undergone significant development and is a testament to the ingenuity of the RBR project management team. This facility has provided cost-effective housing for workers resulting in reduced project expenses, shorter commuting times, and minimized health, safety, and environment exposure during travel. The addition of a kitchen, laundry, and other support facilities has further enhanced its functionality.

The Shankara Lodge site boasts secure fencing, power supply, lighting, and utilities, making it a reliable and practical asset within the RBR portfolio in Mozambique. As part of RBR’s ongoing identification of opportunities to participate in the LNG development in Central Mozambique, various opportunities for utilization are being explored. These include the potential leasing of the 150-man camp and registering the Shankara Lodge facility for local training operations. Office and storage facilities will also be developed. The site office, catering facilities, and secure yard space are well-suited for such purposes, and they are appropriately segregated from the Camp facilities, ensuring smooth operations.

RBR’s relationship with regional partner Tennant Group has continued to mature, and the parties continue to work towards unlocking new opportunities for growth. Tennant and supporters of the proposed Tennant-RBR Group alliance have to date invested approximately \$1.3m in working capital to support the RBR group operations in Mozambique and Australia. The latest investment of \$1.0m via 3-year convertible note facility was announced post the year in review on 28 July 2023. Tennant Group has confirmed its intent to provide further growth capital to broaden and deliver the Futuro Group businesses and discussions in this regard are continuing. In addition to the provision of capital, Tennant Group and RBR continue to explore pathways to jointly roll out enhanced services offerings in training, labour supply and management and administration.

More recently, and relevant to the RBR’s training business, the Company has introduced Virtual Reality training modules in Mozambique. These modules, now available in Portuguese, directly cater to the Mozambican market, enabling workers with language constraints to benefit from our cutting-edge training solutions.

As part of its growth plans, RBR Group is continuing to look to identify business opportunities in Australia that align with current RBR Group operations. Active discussions regarding suitable opportunities are ongoing.

Management remains intent on capturing further contracts for services across the Group entities and expects its successful delivery of camp projects over the year to assist in this process by demonstrating RBR's ability to deliver on time and on budget. Likewise, the Company looks forward to solidifying the Tennant Group alliance to both enhance Group product offerings and strengthen the Company's balance sheet.

From a financial standpoint, the year can be seen as one of positioning for RBR for future growth. Whilst FY2022 saw the Company book its first profit, this largely was as a result of the settlement payment received in respect of the Wentworth camp contract. This year has seen RBR deliver strong training outcomes, as well as seeing strong growth in the PD camp business via the delivery of projects at Temane. The Company sees these successful activities as laying the groundwork for upcoming growth over the coming years,

Ian Macpherson
Executive Chairman

RBR GROUP LIMITED

ASX: RBR ABN 38 115 857 988
945 Wellington Street, West Perth, WA 6005
PO Box 534, West Perth, WA 6872
T: +61 8 9332 7600

www.rbrgroup.com.au

Delivering skilled labour to site, every day



FUTURO GROUP

5 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2023

| | Notes | Unaudited 2023 \$ | 2022 \$ |
|--|-------|-------------------------|------------------|
| Revenue | 2 | 5,329,456 | 3,739,944 |
| Cost of sales | | (1,955,152) | (483,185) |
| Gross profit | | 3,374,304 | 3,256,759 |
| Employee expenses | | (951,028) | (471,518) |
| Directors' fees | | (163,600) | (132,471) |
| Insurance expenses | | (78,176) | (45,445) |
| Consultants' fees | | (295,743) | (299,231) |
| Corporate expenses | | (113,314) | (86,462) |
| Depreciation | | (118,400) | (115,210) |
| Amortisation right of use asset | | (56,379) | (61,097) |
| Property expenses | | (57,380) | (72,780) |
| Share-based payments expense | | (93,153) | - |
| Doubtful debts expenses | | - | 2,480,101 |
| Impairment of fixed assets | 4 | - | (626,348) |
| Impairment of intangibles | | - | (49,898) |
| Capital raising costs expensed | | (66,650) | - |
| Lease liability interest expense | | (18,265) | (13,533) |
| Interest expense | | (197,811) | (231,623) |
| Other expenses | | (1,395,811) | (780,519) |
| (Loss)/Profit before income tax | | (231,406) | 2,750,725 |
| Income tax expense | | 201,049 | (188,178) |
| Net (loss)/profit for the year | | (30,357) | 2,562,547 |
| <i>Other comprehensive income that may be recycled to profit or loss</i> | | | |
| Foreign currency translation adjustments | | 120,996 | 71,066 |
| Total other comprehensive profit | | 120,996 | 71,066 |
| Total comprehensive profit | | 90,639 | 2,633,613 |
| (Loss)/Profit is attributable to: | | | |
| Equity holders of RBR Group Limited | | (757,507) | 472,921 |
| Non-controlling interests | | 727,150 | 2,089,626 |
| | | (30,357) | 2,562,547 |
| Total comprehensive (loss)/profit is attributable to: | | | |
| Equity holders of RBR Group Limited | | (826,910) | 601,261 |
| Non-controlling interests | | 917,549 | 2,032,352 |
| | | 90,639 | 2,633,613 |
| (Loss)/Earnings per share | | | |
| Basic earnings/(loss) per share (cents per share) | 12 | (0.054 cents) | 0.037 cents |
| Diluted earnings/(loss) per share (cents per share) | 12 | (0.054 cents) | 0.036 cents |

The above Consolidated Statement of Comprehensive Income should be read in conjunction with the Consolidated Entity's accompanying notes.

As at 30 June 2023

| | Notes | Unaudited 2023 \$ | 2022 \$ |
|---|-------|-------------------------|------------------|
| ASSETS | | | |
| CURRENT ASSETS | | | |
| Cash and cash equivalents | 13 | 299,479 | 3,764,629 |
| Trade and other receivables | 3 | 3,071,407 | 304,644 |
| Contract assets | 2 | 4,363,271 | - |
| Other assets | | 26,978 | 28,217 |
| TOTAL CURRENT ASSETS | | 7,761,135 | 4,097,490 |
| NON-CURRENT ASSETS | | | |
| Plant and equipment and motor vehicles | 4 | 1,840,816 | 1,680,734 |
| Right of use asset | 5 | 12,226 | 185,207 |
| TOTAL NON-CURRENT ASSETS | | 1,853,042 | 1,865,941 |
| TOTAL ASSETS | | 9,614,177 | 5,963,431 |
| LIABILITIES | | | |
| CURRENT LIABILITIES | | | |
| Trade and other payables | 6 | 2,020,725 | 104,992 |
| Provisions | | 16,697 | 354,959 |
| Provision for income tax | | 93,400 | - |
| Contract liability | 2 | 2,152,917 | - |
| Loan | 7 | 39,418 | 462,416 |
| Lease liability | 5 | 9,416 | 69,063 |
| Convertible note liability | 8 | 1,400,761 | 1,950,761 |
| TOTAL CURRENT LIABILITIES | | 5,733,334 | 2,942,191 |
| NON-CURRENT LIABILITIES | | | |
| Lease liability | 5 | 3,545 | 124,964 |
| Provision for income tax | | - | 151,993 |
| Loan | | 32,354 | 31,134 |
| TOTAL NON-CURRENT LIABILITIES | | 35,899 | 308,091 |
| TOTAL LIABILITIES | | 5,769,234 | 3,250,282 |
| NET ASSETS | | 3,844,943 | 2,713,149 |
| EQUITY | | | |
| Contributed equity | 9 | 25,253,326 | 24,245,323 |
| Reserves | 10 | 875,605 | 911,855 |
| Accumulated losses | | (24,801,754) | (24,044,246) |
| Equity attributable to equity holders in the Company | | 1,327,177 | 1,112,932 |
| Non-controlling interests | | 2,517,766 | 1,600,217 |
| TOTAL EQUITY | | 3,844,943 | 2,713,149 |

The above Consolidated Statement of Financial Position should be read in conjunction with the Consolidated Entity's accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2023

| | Notes | Contributed Equity | Share Option Reserve | Foreign Currency Translation Reserve | Accumulated losses | Owners of the parent | Non-controlling interest | Total |
|---|-------|--------------------|----------------------|--------------------------------------|---------------------|----------------------|--------------------------|------------------|
| BALANCE AT 30 JUNE 2021 | | 24,217,744 | 899,582 | (116,067) | (24,517,168) | 484,092 | (432,135) | 51,957 |
| Loss for the year | | - | - | - | 472,921 | 472,921 | 2,089,626 | 2,562,547 |
| Other comprehensive income | | - | - | 128,340 | - | 128,340 | (57,274) | 71,066 |
| Total comprehensive income | | - | - | 128,340 | 472,921 | 601,261 | 2,032,352 | 2,633,613 |
| Transactions with owners in their capacity as owners: | | | | | | | | |
| Shares issued during the year | 9(b) | 27,579 | - | - | - | 27,579 | - | 27,579 |
| Share issue costs | | - | - | - | - | - | - | - |
| Performance rights and options during the year | | - | - | - | - | - | - | - |
| BALANCE AT 30 JUNE 2022 | | 24,245,323 | 899,582 | 12,273 | (24,044,246) | 1,112,932 | 1,600,217 | 2,713,149 |
| Loss for the year | | - | - | - | (757,507) | (757,507) | 727,150 | (30,357) |
| Other comprehensive income | | - | - | (69,403) | - | (69,403) | 190,399 | 120,996 |
| Total comprehensive income | | - | - | (69,403) | (757,507) | (826,910) | 917,549 | 90,639 |
| Transactions with owners in their capacity as owners: | | | | | | | | |
| Shares issued during the year | 9(b) | 995,000 | - | - | - | 995,000 | - | 995,000 |
| Share issue costs | | (46,997) | - | - | - | (46,997) | - | (46,997) |
| Performance rights and options during the year | | - | 33,153 | - | - | 33,153 | - | 33,153 |
| Share based payments | | 60,000 | - | - | - | 60,000 | - | 60,000 |
| UNAUDITED BALANCE AT 30 JUNE 2023 | | 25,253,326 | 932,735 | (57,130) | (24,801,754) | 1,327,177 | 2,517,766 | 3,844,943 |

The above Consolidated Statement of Changes in Equity should be read in conjunction with the Consolidated Entity's accompanying notes.

| | Notes | Unaudited 2023 \$ | 2022 \$ |
|---|-------|-------------------------|--------------------|
| Cash flows from operating activities | | | |
| Receipts from customers | | 5,716,381 | 356,543 |
| Payments to suppliers and employees (inclusive of goods and services tax) | | (8,662,641) | (2,642,032) |
| Interest received | | 1,777 | 364 |
| Convertible note interest paid | | (216,076) | (231,623) |
| Income taxes refund/(paid) | | (5,140) | (65,678) |
| Net cash inflow/(outflow) from operating activities | 13(b) | (3,165,699) | 3,593,739 |
| Cash flows from investing activities | | | |
| Payments for plant and equipment | | (209,931) | (78,148) |
| Exploration and evaluation expenditure | | (9,215) | - |
| Net cash inflow/(outflow) from investing activities | | (219,146) | (78,148) |
| Cash flows from financing activities | | | |
| Proceeds from loan | | 319,488 | - |
| Repayment of loan | | (445,880) | (1,631,973) |
| Repayment of lease liability | | (50,672) | (93,169) |
| Proceeds from the issue of shares (net of fees) | | 581,354 | 27,579 |
| Proceeds/(Repayment) from convertible notes | | (550,000) | (100,000) |
| Net cash inflow/(outflow) from financing activities | | (145,710) | (1,797,563) |
| Net increase/(decrease) in cash held | | (3,530,555) | 1,718,028 |
| Cash at the beginning of the financial year | | 3,764,629 | 1,975,535 |
| Exchange rate movements | | 65,405 | 71,066 |
| Cash at the end of the financial year | 13(a) | 299,479 | 3,764,629 |

The above *Consolidated Statement of Cash Flows* should be read in conjunction with the Consolidated Entity's accompanying notes.

1. BASIS OF PREPARATION OF THE YEAR END FINANCIAL REEPORT

The preliminary final report has been prepared in accordance with ASX listing Rule 4.3A and the disclosure requirements of ASX Appendix 4E.

This report has been prepared in accordance with Australian Accounting Standards (including Australian Interpretations) adopted by the Australian Accounting Standards Board and the *Corporations Act 2001*. This financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this preliminary report is to be read in conjunction with the annual financial report for the year ended 30 June 2022, the interim financial report for the half-year ended 31 December 2022 and any public announcements made by RBR Group Limited during the reporting period in accordance with the continuous disclosure requirement of the Corporations Act 2001.

a. GOING CONCERN

These financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activities and the realisation of assets and settlement of liabilities in the normal course of business.

As disclosed in the financial statements, the Group made a loss after tax for the year of \$30,357 (2022: Profit of \$2,562,547). At 30 June 2023 the Group had cash assets of \$299,479 (2022: \$3,764,262) and net cash outflow from operating activities of \$3,165,699 (2022: cash inflow \$3,593,739). At 30 June 2023 the Group has current liabilities of \$5,733,334 (2022: \$2,942,141) due to be settled or re-negotiated in the near term. This condition is indicative of the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern.

The ability of the entity to continue as a going concern is dependent on securing additional funding, either through raising equity or securing additional debt financing.

The Directors are satisfied they will be able to raise additional working capital as required and thus it is appropriate to prepare the financial statements on a going concern basis. In arriving at this position, the Directors have considered the following matters:

- The Group has successfully raised an additional \$1m of capital via convertible note post financial year end;
- The Group is in discussions with convertible note holders in relation to re-negotiating the terms of the convertible notes;
- The group has the ability to implement cost cutting measures to reduce the working capital required by the Group over the next 12 months;
- Key shareholders have confirmed willingness to financially support the Group via a debt or equity event; and
- A history of successfully completing capital raisings over the preceding financial period.

Should the entity not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements and that the financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the entity not continue as a going concern.

2. REVENUE

| | Unaudited 2023 | 2022 |
|---|---------------------------|------------------|
| | \$ | \$ |
| Revenue | | |
| Revenue from training services ⁽ⁱ⁾ | 68,989 | 58,397 |
| Revenue from payroll services ⁽ⁱⁱ⁾ | 629,774 | 252,263 |
| Revenue from business services ⁽ⁱⁱⁱ⁾ | 102,460 | 151,579 |
| Revenue from Projectos Dinamicos, Lda ^(iv) | 4,526,456 | 3,270,142 |
| Revenue from sale of Data | - | 5,000 |
| Other income | - | 2,199 |
| Interest | 1,777 | 364 |
| | 5,329,456 | 3,739,944 |

Notes:

- (i) RBR delivers training services to clients and recognises revenue based on completion of training by students. Pricing is based on each training program and student enrolment for the program. A program is considered delivered following a final report on training sent to the client.
- (ii) Payroll and HR services are based on a percentage of the total payroll and billed following completion of the payroll service.
- (iii) RBR delivers a range of business services to clients and recognises revenue on successful delivery of those services. There is a schedule of fixed prices for services.
- (iv) Revenue includes revenue from construction contracts in Mozambique. A project is considered delivered when the performance obligations have been met.

The Group has recognised the following assets and liabilities related to contracts with customers:

| | Unaudited 2023 | 2022 |
|---|---------------------------|-------------|
| | \$ | \$ |
| Current assets | | |
| Contract assets - relating to construction contracts | 4,363,271 | - |
| Current liabilities | | |
| Contract liabilities – relating to construction contracts | (2,152,917) | - |

3. TRADE RECEIVABLES

| | Unaudited 2023 | 2022 |
|-------------------|---------------------------|----------------|
| | \$ | \$ |
| Current | | |
| Trade receivables | 1,741,162 | 127,012 |
| Other receivables | 1,330,245 | 177,632 |
| | 3,071,407 | 304,644 |

Trade receivables represent outstanding amounts owed by customers. Other receivables include GST/VAT and other tax assets.

4. PLANT AND EQUIPMENT AND MOTOR VEHICLES

| | Unaudited 2023 \$ | 2022 \$ |
|----------------------------|-------------------------|------------------|
| Plant and office equipment | | |
| At impaired cost | 2,271,270 | 1,981,649 |
| Accumulated depreciation | (430,454) | (300,915) |
| | 1,840,816 | 1,680,734 |

Reconciliation

Reconciliation of the carrying amounts for each class of plant and equipment are set out below:

| | Unaudited 2023 \$ | 2022 \$ |
|--|-------------------------|------------------|
| <i>Plant and office equipment</i> | | |
| Carrying amount at beginning of the year | 1,680,734 | 2,184,983 |
| Additions | 209,930 | 78,148 |
| Impairment | - | (626,348) |
| Depreciation | (118,400) | (115,210) |
| Foreign currency differences | 68,552 | 159,161 |
| Carrying amount at the end of the year | 1,840,816 | 1,680,734 |

5. LEASES

The Group has identified lease assets relating to land and buildings with information about the leases as follows:

| | Unaudited 2023 \$ | 2022 \$ |
|--|-------------------------|----------------|
| Right of use asset | | |
| Balance at the beginning of the year | 185,207 | 19,380 |
| Right of use asset recognised | 18,701 | 221,606 |
| Right of use asset derecognised | (137,410) | - |
| Amortisation of right of use asset | (56,379) | (60,875) |
| Foreign exchange impact | 2,107 | 5,096 |
| Balance at the end of the year | 12,226 | 185,207 |
| Lease Liability | | |
| Less than one year | 9,416 | 69,063 |
| One to five years | 3,545 | 124,964 |
| Total lease liability | 12,961 | 194,028 |
| Amounts recognised in profit or loss | | |
| Amortisation of right of use asset | (60,689) | (61,097) |
| Gain on termination of lease | 13,967 | - |
| Lease liability interest expense | (18,265) | (13,533) |
| Short term leases | 337,102 | 415,448 |
| Low value leases | 1,776 | 2,664 |
| Amounts recognised in the statement of cash flows | | |
| Total cash outflow for leased assets | (50,672) | (511,281) |

5. LEASES (continued)**(a) Real estate lease**

The Group leases land and building for its office space with a rental term of two years. The lease has an option to renew, which has been included in the calculation of the lease asset as the Company is likely to renew the lease for another year.

The Group also leases other land and buildings but are currently on either a short-term basis or no long term contract has been put in place. A lease asset and liability have not been recognised for these properties.

(b) Other leases

The Group also leases office equipment with contract terms of one to four years. These leases are short-term and/or leases of low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

6. TRADE AND OTHER PAYABLES

| | Unaudited 2023 \$ | Unaudited 2022 \$ |
|------------------------------|----------------------------------|----------------------------------|
| Current (Unsecured) | | |
| Trade creditors | 2,009,563 | 107,640 |
| Other creditors and accruals | 11,162 | (2,648) |
| | 2,020,725 | 104,992 |

7. LOAN

| | Unaudited 2023 \$ | 2022 \$ |
|---------------------------------------|----------------------------------|--------------------|
| Current (Unsecured) | | |
| Projectos Dinamicos, Lda partner loan | 19,930 | 462,416 |
| Other short-term loan | 19,488 | - |
| | 39,418 | 462,416 |

8. CONVERTIBLE NOTES

As at 30 June 2023, there remains 1,500,000 RBRCN1 Convertible Notes on issue. The movement in Convertible Notes is as follows:

| | Unaudited 2023 \$ | 2022 \$ |
|--------------------------------------|-------------------------|------------------|
| Balance at the beginning of the year | 1,950,761 | 2,050,761 |
| Amounts Repaid during the year | (550,000) | (100,000) |
| Balance at the end of the year | <u>1,400,761</u> | <u>1,950,761</u> |

- (a) **400,000 RBRCN Convertible Notes** - During the year, 400,000 of the RBRCN Convertible Notes were repaid.
- (b) **During the year, 250,000 RBRCN1 convertible notes were repaid with 1,500,000 remaining. The key terms of the RBRCN1 Convertible Notes are as follows:**

Type of Instrument: Convertible notes which are convertible into Ordinary Fully Paid Shares and attaching Options; the Notes will not be quoted on any securities exchange or financial market.

Face Value: Each Note shall have a face value of \$1.00 (Face Value); the aggregate Face Value of all Notes is \$1,500,000 at 30 June 2023.

Maturity Date: 500,000 of the RBRCN1 convertible notes will mature on 20 September 2023, 500,000 of the RBRCN1 convertible notes will mature on 30 November 2023 with the remaining 500,000 RBRCN1 convertible notes will mature on 26 April 2024.

Interest: The Notes shall bear interest at the rate of 11% per annum, accrued monthly and calculated monthly; interest on the Notes shall be paid quarterly in cash by the Company to the Noteholder.

Conversion at election of Noteholder: The Noteholder may at any time after the Issue Date and prior to the Maturity Date and the Company issuing a Redemption, elect to convert all the Notes into Shares by providing the Company with notice of the conversion in a form acceptable to the Company acting reasonably. On receipt of a Conversion Notice, the Company must issue Shares to the Noteholder based on a price per Share equal to the higher of \$0.01 and a 20% discount to the 10 day VWAP immediately prior to receipt of the Conversion Notice, but in any event not less than \$0.01; issue Options to the Noteholder for \$0.0001 consideration per option on the basis that the Noteholder is entitled to 1 Option of every 4 Shares issued to the Noteholder on conversion of the Notes and immediately pay to the Noteholder any outstanding Interest that is due and payable.

Repayment at election of Company: The Company may, at any time prior to the Maturity Date and the Noteholder providing a Conversion Notice elect to redeem all the Notes by providing written notice to the Noteholders. Within 2 business days of issuing a Redemption Notice, the Company must pay to each Noteholder the Face Value of the Notes in cash; issue Options to each Noteholder for \$0.0001 consideration and pay each Noteholder in cash an amount equal to 12 months Interest on the Principal Amount less any amount of Interest already paid by the Company to the relevant Noteholder as at the date of the Redemption Notice.

If the Company issues a Redemption Notice, it must redeem all of the Notes. The number of Options issued will be the same number of Options that would have been issued to the Noteholder had the Noteholder given a Conversion Notice to the Company dated the same date as the Redemption Notice.

Repayment at Maturity Date: If at the Maturity Date the Notes have not been converted by the Noteholder or repaid by the Company, the Company must redeem all the Notes by paying to the Noteholder (within 2 business days of the Maturity Date) the Face Value of the Notes in cash plus any outstanding Interest that is due and payable.

Option Exercise Price and Expiry Date: Each Option will be unquoted and have an exercise price equal to the higher of \$0.01 or 20% discount to the 10 day VWAP immediately prior to conversion (Exercise Price) and will expire at 5.00pm (WST) on the date that is two (2) years after their issue (Expiry Date). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date. Each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company upon exercise of the Option.

9. CONTRIBUTED EQUITY**(a) Ordinary Shares**

| | Unaudited 2023 \$ | 2022 \$ |
|--|-------------------------|------------|
| 1,618,404,661 (2022: 1,287,620,346) fully paid ordinary shares | 25,253,326 | 24,245,323 |

(b) Share Movements during the Year

| | Unaudited 2023 | | 2022 | |
|---|----------------------|-------------------|----------------------|-------------------|
| | Number of Shares | \$ | Number of Shares | \$ |
| Beginning of the financial year | 1,287,620,346 | 24,245,323 | 1,281,980,086 | 24,217,744 |
| <i>New share issues during the year</i> | | | | |
| Share based payment ⁽ⁱ⁾ | 20,000,000 | 60,000 | - | - |
| Conversion of Convertible Notes ⁽ⁱⁱ⁾ | 88,235,300 | 300,000 | - | - |
| Placement Tranche 1 ⁽ⁱⁱⁱ⁾ | 5,882,350 | 20,000 | - | - |
| Placement Tranche 2 ^(iv) | 25,000,000 | 100,000 | - | - |
| Placement Tranche 3 ^(v) | 191,666,665 | 575,000 | - | - |
| Conversion of options | - | - | 5,640,260 | 27,579 |
| Less costs of share issues | - | (46,997) | - | - |
| | 1,618,404,661 | 25,253,326 | 1,287,620,346 | 24,245,323 |

Notes:

- (i) Share based payment made for facility fee payable in respect to the roll-over of the Convertible Note.
- (ii) Issue of convertible loan shares on 13 December 2022.
- (iii) Placement of shares of 5,882,350 with issue price of \$0.0034 on 18 October 2022.
- (iv) Placement of shares of 25,000,000 with issue price of \$0.0040 on 12 December 2022.
- (v) Placement of shares of 191,666,665 with issue price of \$0.003 on 13 March 2023.

(c) Terms and Conditions of Contributed Equity***Ordinary Shares***

The Company is a public company limited by shares. The Company was incorporated in Perth, Western Australia.

The Company's shares are limited whereby the liability of its members is limited to the amount (if any) unpaid on the shares respectively held by them.

Ordinary shares have the right to receive dividends as declared and, in the event of the winding up of the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of shares held.

Ordinary shares which have no par value, entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

The Company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they may continue to provide returns for shareholders and benefits for other stakeholders.

(d) Dividends

No dividend has been paid since the end of the previous financial year and no dividend is recommended for the current year.

10. RESERVES

| | Unaudited 2023 | 2022 |
|--------------------------------------|-------------------|----------------|
| | \$ | \$ |
| Reserves | | |
| Share Option Reserve | 932,735 | 899,582 |
| Foreign Currency Translation Reserve | (57,130) | 12,273 |
| Total Reserves | 875,605 | 911,855 |

As represented by:

| | Unaudited 2023 | 2022 |
|---|-------------------|----------------|
| | \$ | \$ |
| Share Option Reserve | | |
| Balance at the beginning of the year | 899,582 | 899,582 |
| Performance rights expensed in current year | 33,153 | - |
| Balance at the end of the year | 932,735 | 899,582 |

The share option reserve comprises any equity settled share based payment transactions.

| | Unaudited 2023 | 2022 |
|--|-------------------|---------------|
| | \$ | \$ |
| Foreign Currency Translation Reserve | | |
| Balance at the beginning of the year | 12,273 | (116,067) |
| (Loss)/Gain on translation of foreign subsidiaries | (69,403) | 128,340 |
| Balance at the end of the year | (57,130) | 12,273 |

The foreign currency translation reserve is used to record currency differences arising from the translation of financial statements of foreign operations.

11. SEGMENT INFORMATION

The Consolidated Entity has operated the business in two distinct regions, Asia-Pacific and Africa since the purchase of PacMoz, Lda in March 2015. The operating segments are recognised according to geographical location, with each segment representing a strategic business unit. As the chief operating decision makers, the Directors and Executive Management team monitor the operating results of business units separately, for the purposes of making decisions about resource allocation and performance assessment.

| | Asia-Pacific | Africa | Total |
|---|--------------|-----------|-----------|
| | \$ | \$ | \$ |
| Year ended 30/6/2023 (Unaudited) | | | |
| Revenue | 23,451 | 5,306,005 | 5,329,456 |
| Operating Profit/(Loss) before tax | (1,129,625) | 898,219 | (231,406) |
| Income Tax | - | 201,049 | 201,049 |
| Net Profit/(Loss) after tax | (1,129,625) | 1,099,268 | (30,357) |
| Segment Assets | 183,441 | 9,430,736 | 9,614,177 |
| Segment Liabilities | 1,648,808 | 4,120,426 | 5,769,234 |

| | Asia-Pacific | Africa | Total |
|------------------------------------|--------------|------------------------|-----------|
| | \$ | \$ | \$ |
| Year ended 30/6/2022 | | | |
| Revenue | 56,989 | 3,682,955 | 3,739,944 |
| Operating Profit (Loss) before tax | (1,090,918) | 3,841,643 ¹ | 2,750,725 |
| Income Tax | - | (188,178) | (188,178) |
| Net Profit (Loss) after tax | (1,090,918) | 3,653,465 | 2,562,547 |
| Segment Assets | 325,394 | 5,638,037 | 5,963,431 |
| Segment Liabilities | 2,130,690 | 1,119,592 | 3,250,282 |

¹ Included within the Operating Profit/(Loss) for segment Africa is an impairment expense of \$626,348 relating to an impairment of fixed assets.

12. EARNINGS/(LOSS) PER SHARE

The following reflects the profit/(loss) and share data used in the calculations of basic and diluted earnings/(loss) per share:

| | Unaudited 2023 | 2022 |
|---|---------------------------|---------------|
| | \$ | \$ |
| (Loss)/earnings used in calculating basic and diluted earnings/(loss) per share | (757,507) | 472,921 |
| Weighted average number of ordinary shares used in calculating basic earnings/(loss) per share: | 1,413,553,197 | 1,284,035,304 |
| Effect of dilutive securities-share options | - | 23,214,563 |
| Adjusted weighted average number of ordinary shares used in calculating diluted earnings/(loss) per share | 1,413,553,197 | 1,307,249,867 |
| Basic (loss)/earnings per share (cents per share) | (0.054) | 0.037 |
| Diluted (loss)/earnings per share (cents per share) | (0.054) | 0.036 |

13. NOTES TO THE STATEMENT OF CASH FLOWS**(a) Cash and Cash Equivalents**

Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the balance sheet as follows:

| | Unaudited 2023 | 2022 |
|------------------|---------------------------|------------------|
| | \$ | \$ |
| Cash on hand | 1,429 | 3,334 |
| Cash at bank | 281,445 | 3,744,690 |
| Deposits at call | 16,605 | 16,605 |
| | 299,479 | 3,764,629 |

(b) Reconciliation of the loss from ordinary activities after income tax to the net cash flows used in operating activities

| | Unaudited 2023 | 2022 |
|---|---------------------------|------------------|
| | \$ | \$ |
| (Loss)/Profit from ordinary activities after income tax | (30,357) | 2,562,547 |
| <i>Adjustments for:</i> | | |
| Depreciation | 118,400 | 115,210 |
| Amortisation right of use asset | 56,379 | 61,097 |
| Goodwill impairment | - | 49,898 |
| Impairment of exploration assets | 9,215 | - |
| Impairment of fixed assets | - | 626,348 |
| Items relating to financing activities | 66,650 | 39,580 |
| Gains on derecognition of leases | (13,763) | - |
| Provision for tax liability | - | 188,178 |
| Share-based payments expense | 93,153 | - |
| Foreign currency translation | (8,378) | - |
| <i>Change in operating assets and liabilities:</i> | | |
| Decrease/(Increase) in prepayments | 1,241 | 5,943 |
| Decrease/(Increase) in receivables | (7,130,033) | 142,195 |
| Increase/(Decrease) in trade creditors and accruals | 4,068,650 | (442,815) |
| Increase/(Decrease) in provisions | (396,855) | 245,558 |
| Net cash inflows/(outflows) used in operating activities | (3,165,699) | 3,593,739 |

14. INVESTMENTS**Particulars in relation to the Controlled Entity**

RBR Group Limited is the parent entity.

| Name of Controlled Entity | Country of incorporation | Class of Shares | Equity Holding | |
|---------------------------------|--------------------------|-----------------|----------------|-------|
| | | | 2023 | 2022 |
| Freelance Support Pty Ltd | Australia | Ordinary | 100% | 100% |
| PacMoz, Lda | Mozambique | Ordinary | 100% | 100% |
| Futuro Skills Mozambique, Lda | Mozambique | Ordinary | 100% | 100% |
| Futuro Business Services, Lda | Mozambique | Ordinary | 100% | 100% |
| Rubicon Resources & Mining, Lda | Mozambique | Ordinary | 59.4% | 59.4% |
| Morson Mozambique, Lda | Mozambique | Ordinary | 59.4% | 59.4% |
| Futuro Skills Guinee SARL | Guinea | Ordinary | 60% | 60% |
| Projectos Dinamicos, Lda | Mozambique | Ordinary | 50% | 50% |

15. CONTINGENT ASSETS AND LIABILITIES

There were no material contingent liabilities not provided for in the financial statements of the Consolidated Entity as at 30 June 2023.

16. EVENTS SUBSEQUENT TO THE REPORTING DATE

There has not arisen since the end of the financial year any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Consolidated Entity to affect substantially the operations of the Consolidated Entity, the results of those operations or the state of affairs of the Consolidated Entity in subsequent financial years except for the following:

- In July 2023, the Company has raised additional \$1.0 million of capital raising via the issue of long-term convertible notes. The convertible note has a term of three years, 10% interest rate and convertible to ordinary share at any time from the date of issue until maturity at 0.5 cents per shares. Upon conversion, the noteholder will also receive one new option for each five shares.