

Aquirian Limited

ABN 23 634 457 506

Half Year Financial Report and Appendix 4D

31 December 2022

Results for Announcement to the Market

In accordance with the Listing Rules, Aquirian Limited encloses for immediate release the following information:

1. Appendix 4D
2. Financial Statements for the half year ended 31 December 2022 reviewed by the Group's Auditors.

Aquirian Limited
Appendix 4D**1. Company details**

Name of entity:	Aquirian Limited
ABN:	23 634 457 506
Current period:	For the half year ended 31 December 2022
Previous period:	For the half year ended 31 December 2021

2. Results for announcement to the market

Results				\$
Revenues from ordinary activities	Up	83.7%	to	13,770,582
EBITDA ¹ from ordinary activities	Up	30.8%	to	1,858,146
Profit from ordinary activities after tax attributable to the members of Aquirian Limited	Down	55.1%	to	219,379
Profit for the half year attributable to the members of Aquirian Limited	Down	55.1%	to	219,379

3. Commentary on results

Refer to the Directors' Report.

4. Details relating to dividends

No dividends have been declared during or subsequent to the half financial year, and the Company does not have a dividend reinvestment plan.

The Company confirms that it expects to utilise the funds raised under its prospectus in accordance with the use of funds statement and the key business objectives underlying the expected use of funds remain intact.

¹ EBITDA refers to earnings before interest costs, taxation, depreciation, and amortisation costs as set out in the Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income of the Accounts, based on inputs calculated in accordance with Australian Accounting Standards and reviewed by the Group's auditors.

5. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	9.44	12.02

6. Control gained over entities

Not applicable.

7. Loss of control over entities

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Statement of compliance to audit

This report is based on accounts to which one of the following applies:			
The accounts have been audited		The accounts have been subject to review	X
The accounts are in the process of being audited or subject to review		The accounts have not yet been audited or reviewed	

If the accounts have not yet been audited or subject to review and are likely to be subject to dispute or qualification, details are described below

N/A

If the accounts have been audited or subject to review and are subject to dispute or qualification, details are described below

N/A



Company Secretary

Dated at Perth this 24th day of February 2023

About Aquirian

Aquirian is an emerging specialist mining services company providing people, equipment and innovative products that support mining clients across their operations.

The Company has a strong national and international presence with reputable, in-house capabilities and, through its extensive, in-depth relationships built up over many years of working in mining services locally and globally, it has attracted and maintained a long-term, tier-one client base. It provides specialised People Services (training, labour, recruitment) under the **Modular Training**, **TBS Workforce** and **Primed Professionals** brands, and Mining Services (equipment leasing, maintenance & repair, engineering services, drill and blast products and onsite field services) under the **Collar Keeper®**, **Cybem Services**, **TBS Mining Solutions** and **MagLok** brands to the mining and resources, and civil and defence sectors in Australia and internationally

AQUIRIAN LIMITED
ABN: 23 634 457 506
AND CONTROLLED ENTITIES
CONDENSED CONSOLIDATED FINANCIAL REPORT
FOR THE HALF YEAR ENDED
31 DECEMBER 2022

AQUIRIAN LIMITED AND CONTROLLED ENTITIES
CONDENSED CONSOLIDATED FINANCIAL REPORT FOR THE HALF YEAR ENDED
31 DECEMBER 2022

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AQUIRIAN LIMITED AND CONTROLLED ENTITIES
CORPORATE DIRECTORY
31 December 2022

Directors	Bruce McFadzean Alexandra Atkins David Kelly Gregory Patching
Company Secretary	Victor Goh C/- Small Cap Corporate Pty Ltd Suite 1 295 Rokeby Road Subiaco WA 6008
Registered Office	Level 3 190 St Georges Terrace Perth WA 6000
Share register	Automic Group Level 5 191 St Georges Terrace Perth WA 6000
Auditors	Pitcher Partners BA&A Pty Ltd Level 11 12-14 The Esplanade Perth WA 6000
Legal Advisers	Grondal Bruining Pty Ltd Level 5 22 Delhi Street West Perth WA 6005
Website	https://www.aquirian.com/
Corporate Governance Statement	A copy of the Corporate Governance statement can be found at https://www.aquirian.com/

AQUIRIAN LIMITED AND CONTROLLED ENTITIES
DIRECTORS' REPORT

The Directors present their report together with the condensed consolidated financial report of the consolidated entity consisting of Aquirian Limited and the entities it controlled ("the Group"), for the half year ended 31 December 2022 and auditor's report thereon.

Directors

The names of Directors in office at any time during or since the end of the half year are:

Bruce McFadzean – Non-Executive Chairperson

Alexandra Atkins – Non-Executive Director

David Kelly – Managing Director

Gregory Patching – Executive Director

The Directors have been in office since the start of the half year to the date of this report unless otherwise stated.

Principal activities

The principal activities of the Group during the year were the development of technology and innovative products, provision of equipment, maintenance and repairs, onsite field services, workforce, and training solutions to the mining and resources industry.

Review of operations

The Group remains focused on the safety and wellbeing of its employees, ESG, quality service provision, and providing real solutions to customers. The ongoing development (and intellectual property (IP) protection) of the Collar Keeper® and the Collar Keeper® System technology and innovation remains central to providing clients with 'end-to-end' total quality assurance in blast hole drilling.

Significant progress on the mechanisation phase of the Collar Keeper® System development continued with prototyping and testing in the half year, and field testing expected to commence in late Q3. As previously announced during the half, the Group has entered into a technology funding and rental agreement with First Quantum Minerals to fast-track the development of the Collar Keeper® System for use on platform drill rigs, as well as immediate preferential access to the CKS system for their current fleet of crawler rigs

The addition of three Volvo 120H IT Loader to our rental fleet has expanded our service offering, and these were all under contract with clients at half year end. Overall, the business has performed strongly showing resilience in a challenging market, particularly on the labour front.

Results

The Group's consolidated profit after providing for income tax was \$219,379 (31 December 2021: \$488,353) down 55.1%.

Revenue from ordinary activities for the half year ended 31 December 2022 was \$13,770,582 (31 December 2021: \$7,497,299) up 83.7%. The increase is primarily related to the Mining Services Division.

The Group generated positive cash from operating activities for the half year of \$412,385 (31 December 2021: \$395,423). Cash and cash equivalents as at 31 December 2022 was \$5,240,887 (30 June 2021: \$7,481,854). Primary cash movement was related to the establishment of Cybern Services Pty Ltd working capital and Mining Services timing of new equipment purchases funding.

AQUIRIAN LIMITED AND CONTROLLED ENTITIES**ABN: 23 634 457 506**

The table below provides a comparison of key results for the half year ended 31 December 2022 to the preceding year:

Statement of Profit and Loss	31 December 2022	31 December 2021
	\$	\$
Revenue from ordinary activities	13,770,582	7,497,299
Consolidated profit after providing for income tax	219,379	488,353
EBITDA ¹	1,858,146 ¹	1,420,860 ¹

¹ EBITDA refers to earnings before interest costs, taxation, depreciation, and amortisation costs as set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income of the financial statements, based on inputs calculated in accordance with Australian Accounting Standards.

Statement of Financial Position	31 December 2022	30 June 2022
	\$	\$
Net Assets	11,378,786	11,054,542
Cash and cash equivalents	5,240,887	7,993,305
Borrowings	6,654,703	6,111,255
Net cash / (debt)	(1,413,816)	1,882,050
Share Capital	7,708,571	7,708,571

Subsequent events

Performance rights approved for issue by shareholders of Aquirian Limited at the most recent Annual General Meeting held on 10 November 2022 were issued subsequent to half year end on the 10 February 2023. 1,001,323 performance rights were issued to Directors and a further 1,174,218 performance rights were issued to executives of the Group in accordance with the Employee Share Incentive Plan (ESIP) approved by shareholders. The performance rights are issued at the maximum potential entitlement. The performance rights are subject to two performance hurdles, each of which is measured at the end of the three-year performance period commencing on 1 July 2022 and ending on 30 June 2025.

The Group announced the appointment of experienced mining and resources leader, Andrew Venn, to the position of Chief Operating Officer (COO) effective 16th January 2023. The 1,174,218 performance rights issued to executives of the group also includes a amount associated with this appointment.

No other matters or circumstances have arisen since 31 December 2022 that has materially affected, or may materially affect the Group's operations, the results of those operations, or its state of affairs in future financial years.

Dividends

No dividends were paid, recommended, or declared since the start of the half year (31 December 2021: \$NIL).

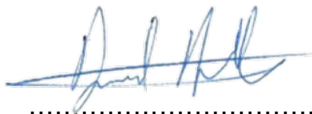
Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* in relation to the audit for the financial year is provided with this report.

Rounding of amounts

In accordance with *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191*, the amounts in the Directors' report and in the financial report have been rounded to the nearest one thousand dollars, or in certain cases, to the nearest dollar (where indicated).

Signed in accordance with a resolution of the Directors.



.....
David Kelly
Managing Director
Perth
24 February 2023

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF AQUIRIAN LIMITED AND ITS CONTROLLED ENTITIES**

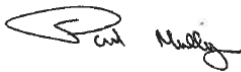
In relation to the independent auditor's review for the half-year ended 31 December 2022, to the best of my knowledge and belief there have been:

- (i) No contraventions of the auditor independence requirements of the *Corporations Act 2001*; and
- (ii) no contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.

This declaration is in respect of Aquirian Limited and the entities it controlled during the period.

Pitcher Partners BA&A PTY LTD

PITCHER PARTNERS BA&A PTY LTD



PAUL MULLIGAN
Executive Director
Perth WA, 24 February 2023

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE HALF YEAR ENDED 31 DECEMBER 2022

	Notes	31 December 2022	31 December 2021
		\$	\$
Revenue and other income			
Revenue from contracts with customers	4	13,770,582	7,497,299
Other income		46,100	131,664
		<u>13,816,682</u>	<u>7,628,963</u>
Less: expenses			
Materials, labour hire and consumables used		(5,530,238)	(2,976,789)
Depreciation and amortisation		(1,441,146)	(707,090)
Director fees		(45,455)	(45,455)
Share based payments		(104,866)	(320,732)
Employee benefits expense		(5,143,698)	(1,863,600)
Occupancy expenses		(52,630)	(42,786)
Advertising expense		(45,762)	(58,853)
Finance costs		(93,640)	(50,065)
Other expenses		(1,032,564)	(897,856)
		<u>(13,489,999)</u>	<u>(6,963,226)</u>
Profit before income tax expense		<u>326,683</u>	<u>665,737</u>
Income tax expense		(107,304)	(177,384)
Net profit from continuing operations		<u>219,379</u>	<u>488,353</u>
Other comprehensive income for the year		-	-
Total comprehensive income for the year		<u>219,379</u>	<u>488,353</u>
 Basic earnings per share for profit attributable to owners of Aquirian limited		 0.003	 0.006
 Diluted earnings per share for profit attributable to owners of Aquirian limited		 0.003	 0.006

The accompanying Notes form part of these financial statements

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Notes	31 December 2022	30 June 2022
		\$	\$
Current assets			
Cash and cash equivalents		5,240,887	7,993,305
Receivables		4,034,752	2,991,806
Inventories		1,360,805	848,955
Other assets		709,395	715,522
Current tax asset		646,983	646,983
Total current assets		11,992,822	13,196,571
Non-current assets			
Plant and equipment	6	6,956,518	5,677,681
Lease assets		738,774	918,165
Intangible assets	7	3,829,651	3,177,664
Deferred tax assets		-	-
Total non-current assets		11,524,943	9,773,510
Total assets		23,517,765	22,970,081
Current liabilities			
Lease liabilities		407,936	411,123
Payables		3,599,655	3,819,380
Borrowings	8	2,112,258	1,933,678
Provisions		484,141	410,571
Current tax liabilities		5,360	-
Total current liabilities		6,609,350	6,574,752
Non-current liabilities			
Lease liabilities		371,877	547,903
Borrowings	8	4,542,445	4,177,577
Deferred tax liability		615,307	615,307
Total non-current liabilities		5,529,629	5,340,787
Total liabilities		12,138,979	11,915,539
Net assets		11,378,786	11,054,542
Equity			
Share based payments reserve	9	477,162	372,296
Share capital		7,708,571	7,708,571
Retained earnings		3,193,053	2,973,675
Total equity		11,378,786	11,054,542

The accompanying Notes form part of these financial statements

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF YEAR ENDED 31 DECEMBER 2022

	Contributed equity \$	Reserves \$	Retained earnings \$	Total equity \$
Balance as at 1 July 2021	100	-	2,415,527	2,415,627
Profit after income tax for the Half Year	-	-	488,353	488,353
Total comprehensive income for the Half Year	-	-	488,353	488,353
Transactions with owners in their capacity as owners:				
Issue of ordinary shares for the Half Year	8,000,000	-	-	8,000,000
Less Share issue costs for the Half Year	(388,672)	-	-	(388,672)
Share based payments for the Half Year	-	320,732	-	320,732
Total transactions with owners in their capacity as owners	7,611,328	320,732	-	7,932,060
Balance as at 31 December 2021	7,611,428	320,732	2,903,880	10,836,040
Balance as at 1 July 2022	7,708,571	372,296	2,973,675	11,054,542
Profit after income tax for the Half Year	-	-	219,379	219,379
Total comprehensive income for the Half Year	-	-	219,379	219,379
Transactions with owners in their capacity as owners:				
Share based payments for the Half Year	-	104,866	-	104,866
Total transactions with owners in their capacity as owners	-	104,866	-	104,866
Balance as at 31 December 2022	7,708,571	477,162	3,193,053	11,378,786

The accompanying Notes form part of these financial statements

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF YEAR ENDED 31 DECEMBER 2022

	31 December 2022	31 December 2021
	\$	\$
Cash flow from operating activities		
Receipts from customers	13,817,079	7,504,071
Payments to suppliers and employees	(13,212,433)	(6,702,960)
Interest received	3,323	2,031
Finance costs - other	(81,869)	(42,512)
Income tax paid	(101,944)	(357,654)
Finance costs - lease liabilities	(11,771)	(7,553)
Net cash provided by operating activities	<u>412,385</u>	<u>395,423</u>
Cash flow from investing activities		
Proceeds from sale of property, plant and equipment	-	146,354
Payment for property, plant and equipment	(2,792,573)	(1,271,694)
Payment for intangibles	(706,195)	(308,146)
Net cash used in investing activities	<u>(3,498,768)</u>	<u>(1,433,486)</u>
Cash flow from financing activities		
Proceeds from issue of shares	-	8,000,000
Share issue costs	-	(388,672)
Repayment of borrowings	(1,040,399)	(702,765)
Proceeds received from borrowings	1,583,847	-
Principal portion of lease payments	(209,483)	(62,301)
Net cash provided by financing activities	<u>333,965</u>	<u>6,846,262</u>
Reconciliation of cash		
Cash at beginning of the year	7,993,305	1,673,655
Net increase / (decrease) in cash held	<u>(2,752,418)</u>	<u>5,808,199</u>
Cash at end of the half year	<u>5,240,887</u>	<u>7,481,854</u>

The accompanying Notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR HALF YEAR ENDED 31 DECEMBER 2022

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICES

This financial report is a condensed consolidated half year financial report that does not include all notes of the type usually included in an annual financial report.

It is recommended that this condensed consolidated financial report be read in conjunction with the annual financial report for the year ended 30 June 2022 and any public announcements made by Aquirian Limited (the "Company") during the half year in accordance with any continuous disclosure obligations arising under the Corporations Act 2001.

The financial report covers the Company and its consolidated entities (the "Group") for the half year ended 31 December 2022. Aquirian Limited is a for profit limited company incorporated and domiciled in Australia. The address of the Company's registered office and principal place of business is Level 3, 190 St Georges Terrace, Perth Western Australia.

The financial report was authorised for issue by the directors as at the date of the directors' report.

Accounting standards issued but not yet effective

The Australian Accounting Standards Board (AASB) has issued a number of new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods, some of which are relevant to the Group. The Group has decided not to early adopt any of these new and amended pronouncements. The Group's assessment of the new and amended pronouncements that are relevant to the Group but applicable in future reporting periods is set out below.

AASB 2021-5 Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

AASB 2021-5 amends AASB 112 Income Taxes to clarify the accounting for deferred tax transactions that, at the time of the transaction, give rise to equal taxable and deductible temporary differences. In specified circumstances, entities are exempt from recognising deferred tax when they recognise assets or liabilities for the first time. The amendments clarify that the exemption does not apply to transactions for which entities recognise both an asset and a liability and that give rise to equal taxable and deductible temporary differences.

This amending standard mandatorily apply to annual reporting periods commencing on or after 1 January 2023 and will be first applied by the Group in the financial year commencing 1 July 2023.

The likely impact of this accounting standard on the financial statements of the Group has not been determined.

AASB 2021-2: Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates

- (i) AASB 7 – clarifies that information about measurement bases for financial instruments is expected to be material to an entity's financial statements.
- (ii) AASB 101 – requires entities to disclose their material accounting policy information rather than their significant accounting policies.
- (iii) AASB 108 – clarifies how entities should distinguish changes in accounting policies and changes in accounting estimates.
- (iv) AASB 134 – to identify material accounting policy information as a component of a complete set of financial statements.
- (v) AASB Practice Statement 2 – to provide guidance on how to apply the concept of materiality to accounting policy disclosures.

AASB 2021-2 mandatorily applies to annual reporting periods commencing on or after 1 July 2023 and will be first applied by the Group in the financial year commencing 1 July 2023.

The likely impact of this accounting standard on the financial statements of the Group has not been determined.

AASB 2022-7 Editorial Corrections to Australian Accounting Standards and Repeal of Superseded and Redundant Standards

AASB 2022-7 makes editorial corrections to various Australian Accounting Standards and AASB Practice Statement 2 Making Materiality Judgements. The corrections include corrections made by the IASB to IFRS Standards since June 2021. The standard also formally repeals a number of superseded and redundant standards.

AASB 2022-7 mandatorily applies to annual reporting periods commencing on or after 1 January 2023 and will be first applied by the Group in the financial year commencing 1 July 2023. The likely impact of this accounting standard on the financial statements of the Group has not been determined.

AASB 2020-1: Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current

AASB 2020-1 amends AASB 101 Presentation of Financial Statements to clarify requirements for the presentation of liabilities in the statement of financial position as current or non-current. A liability will be 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. Meaning of settlement of a liability is also clarified.

AASB 2020-1 mandatorily applies to annual reporting periods beginning on or after 1 January 2024 (as amended by AASB 2022-6 and AASB 2020-6). The amendment will first be applied by the Group in the financial year commencing 1 January 2024.

The likely impact of this accounting standard on the financial statements of the Group has not been determined.

AASB 2022-6 Amendments to Australian Accounting Standards – Non-current Liabilities with Covenants

AASB 2022-6 amends AASB 101 Presentation of Financial Statements to improve the information an entity provides in its financial statements about liabilities arising from loan arrangements for which the entity's right to defer settlement of those liabilities for at least twelve months after the reporting period is subject to the entity complying with conditions specified in the loan arrangement.

Practice Statement 2 Making Materiality Judgements is also amended regarding assessing whether information about covenants is material for disclosure.

AASB 2022-6 also amends AASB 2020-1 by deferring the application date by 12 months. This amending standard mandatorily applies to annual reporting periods commencing on or after 1 January 2023 regarding the deferred application date of AASB 2020-1 and the remaining amendments to disclosures apply to annual reporting periods commencing on or after 1 January 2024. This amendment to disclosures will be first applied by the Group in the financial year commencing 1 January 2024.

The likely impact of this accounting standard on the financial statements of the Group has not been determined.

(a) Basis of preparation of the financial report

This financial report that has been prepared in accordance with Australian Accounting Standard AASB 134 *Interim Financial Reporting* (AASB 134), as appropriate for for-profit entities, and the *Corporations Act 2001*. Compliance with AASB 134, as appropriate for for-profit entities, ensures compliance with International Financial Reporting Standard IAS 34 *Interim Financial Reporting*. As a result, the financial report does not include all the notes of the type usually included in an annual financial report.

The accounting policies applied in this half year financial report are consistent with those of the financial report for the prior period ended 30 June 2022 and should be read in conjunction with this financial report.

Historical cost convention

The financial report has been prepared under the historical cost convention as described in the accounting policies.

(b) Rounding of amounts

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the directors' report and in the financial report have been rounded to the nearest one thousand dollars, or in certain cases, to the nearest dollar (where indicated).

NOTE 2: CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

Critical accounting estimates, assumptions and judgements applied in this half year condensed consolidated financial report are consistent with those of the financial report for the prior period ended 30 June 2022 and should be read in conjunction with this financial report.

NOTE 3: CHANGES IN SIGNIFICANT ACCOUNTING POLICIES

Other than as set out in Note 1, the accounting policies applied in this half year condensed consolidated financial report are consistent with those of the financial report for the prior period ended 30 June 2022 and should be read in conjunction with this financial report.

The Group has not elected to early adopt any new or amended standards or interpretations that are issued but not yet effective.

NOTE 4: REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from contracts with customers from continuing operations

	31 December 2022 \$	31 December 2021 \$
Revenue recognised at a point in time	8,240,309	3,845,669
Revenue recognised over time	5,530,273	3,651,630
	<u>13,770,582</u>	<u>7,497,299</u>
Revenue from contracts with customers is disclosed in the segment note as follows:		
Mining Services	8,240,309	4,575,632
People Services	5,530,273	2,921,667
	<u>13,770,582</u>	<u>7,497,299</u>

NOTE 5: SEGMENT INFORMATION

(a) Description of segments

The Group's chief operating decision maker has identified the following reportable segments:

Mining Services: providing consumable products, blasting products and lease equipment, equipment maintenance and repairs, onsite field services as well as manufacturing innovative storage solutions for explosive materials and dangerous goods.

People Services Division: Nationwide personnel on permanent, casual or contract basis, and the training of individuals within the drill & blast focussed industry.

These operating segments have been identified based on internal reports reviewed by the Group's chief executive officer in order to allocate resources to the segment and assess its performance.

(b) Segment information

The Group's managing director uses segment revenue, segment result, segment assets and segment liabilities to assess each operating segment's financial performance and position. Amounts reported for each operating segment are the same amount reported in the internal reports to the chief executive officer.

Amounts of segment information are measured in the same way in the financial statements. They include items directly attributable to the segment and those that can reasonably be allocated to the segment based on the operations of the segment. Inter-segment revenue is determined on an arm's length basis.

Segment information is reconciled to financial statements and underlying profit disclosure notes if provided elsewhere where these amounts differ.

For The Half Year Ended 31 December 2022

	Mining Services \$	People Services \$	Corporate/ Unallocated \$	Total \$
Segment revenue				
Total segment revenue	8,262,086	5,516,273	38,323	13,816,682
Segment revenue from external source	8,262,086	5,516,273	38,323	13,816,682
Segment result				
Total segment result	(141,179)	276,569	83,989	219,379
Intersegment eliminations	1,657,635	351,849	(2,009,484)	-
Total profit/(loss) before income tax	1,516,456	628,418	(1,925,495)	219,379
<i>Items included within the segment result:</i>				
Interest income	-	-	3,323	3,323
Interest expense	93,640	-	-	93,640
Depreciation and amortisation expense	1,412,071	-	29,075	1,441,146
Income tax expense	-	-	107,304	107,304

NOTE 5: SEGMENT INFORMATION CONTINUED

For The Half Year Ended 31 December 2021

	Mining Services \$	People Services \$	Corporate/ Unallocated \$	Total \$
Segment revenue				
Total segment revenue	4,723,216	2,903,480	2,267	7,628,963
Segment revenue from external source	4,723,216	2,903,480	2,267	7,628,963
Segment result				
Total segment result	1,436,631	(181,798)	(766,480)	488,353
Intersegment eliminations	1,070,875	211,057	1,281,932)	-
Total profit/(loss) before income tax	2,507,506	29,259	(2,048,412)	488,353
<i>Items included within the segment result:</i>				
Interest income	14	-	2,017	2,031
Interest expense	48,047	2,018	-	50,065
Depreciation and amortisation expense	698,215	-	8,875	707,090
Income tax expense	-	-	177,384	177,384

31 December 2022

	Mining Services \$	People Services \$	Corporate/ Unallocated \$	Total \$
Segment assets	15,877,291	2,062,365	9,440,561	27,380,217
Intersegment eliminations	(1,616,394)	(84,525)	(2,161,533)	(3,862,452)
Total Segment assets	14,260,897	1,977,840	7,279,028	23,517,765
Segment liabilities	12,290,691	1,380,568	2,027,019	15,698,278
Intersegment eliminations	(2,426,002)	(448,522)	(684,775)	(3,559,299)
Total Segment liabilities	9,864,689	932,046	1,342,244	12,138,979

31 December 2021

	Mining Services \$	People Services \$	Corporate/ Unallocated \$	Total \$
Segment assets	6,897,772	997,771	8,445,663	16,341,206
Intersegment eliminations	1,614,168	322,555	(2,081,782)	(145,059)
Total Segment assets	8,511,940	1,320,326	6,363,881	16,196,147
Segment liabilities	4,042,258	711,752	723,265	5,477,275
Intersegment eliminations	(55,365)	(60,782)	(1,021)	(117,168)
Total Segment liabilities	3,986,893	650,970	722,244	5,360,107

NOTE 6: PLANT AND EQUIPMENT

	31 December 2022 \$	30 June 2022 \$
<i>Plant & equipment</i>		
At cost	9,231,848	8,223,710
Accumulated depreciation	(3,593,382)	(2,658,413)
	<u>5,638,466</u>	<u>5,565,297</u>
<i>Assets under construction</i>		
At cost	<u>1,318,052</u>	<u>112,384</u>
Total property, plant and equipment	<u>6,956,518</u>	<u>5,677,681</u>

Assets under construction pertains to equipment that is currently undergoing pre-commissioning and not held ready for use.

NOTE 7: INTANGIBLE ASSETS

	31 December 2022 \$	30 June 2022 \$
<i>Goodwill</i>		
At cost	1,964,360	1,964,360
	<u>1,964,360</u>	<u>1,964,360</u>
<i>Trademarks, patents and designs</i>		
At cost	501,660	385,186
Accumulated amortisation	(22,396)	(13,888)
	<u>479,264</u>	<u>371,298</u>
<i>Capitalised internal software costs</i>		
At cost	422,635	264,745
Accumulated amortisation	(26,103)	(10,997)
	<u>396,532</u>	<u>253,748</u>
<i>Capitalised development costs</i>		
At cost	1,020,089	588,258
Accumulated amortisation	(30,594)	-
	<u>989,495</u>	<u>588,258</u>
Total intangible assets	<u>3,829,651</u>	<u>3,177,664</u>

NOTE 8: BORROWINGS

	31 December 2022	30 June 2022
	\$	\$
CURRENT		
<i>Secured by fixed and floating charge:</i>		
- Asset finance facilities	1,412,262	1,233,682
- Long-term bank loan	699,996	699,996
<i>sub-total</i>	<u>2,112,258</u>	<u>1,933,678</u>
NON-CURRENT		
<i>Secured by fixed and floating charge:</i>		
- Asset finance facilities	2,259,099	1,544,233
- Long-term bank loan, net of current maturities	2,283,346	2,633,344
<i>sub-total</i>	<u>4,542,445</u>	<u>4,177,577</u>
TOTAL	<u><u>6,654,703</u></u>	<u><u>6,111,255</u></u>

Asset finance facilities

The asset finance facilities are namely held with a major bank and secured via a registered GSA over the equipment purchased under their relevant agreements. The Group has also provided a general security agreement to the bank in respect to the Group's existing and future assets. The Group's asset finance facility includes a limit of up to \$7.5 million.

Asset finance facilities bear fixed interest at an average rate of ~3% per annum and are primarily payable over 1 to 5 year terms. Assets financed during the have bear a fixed interest rate at an average prevailing market rate of ~6%.

Long-term bank loan

The Group secured long-term bank loans with a major bank in order to fund its acquisitions of the Maglok Australia business and Cybem Services business. The loan bears a floating interest rate in line with the business lending rate offered by the major bank, plus a margin of 2.15%.

The loans are an amortising term debt facility which has a re-draw function. The loan principal is repayable in equal quarterly instalments of \$175,000.

As described above, these loans are also secured by a general security agreement over the Group's existing and future assets.

NOTE 9: SHARE BASED PAYMENTS

For the half-year ended 31 December 2022, the Group issued a tranche of performance rights under the Long Term Incentive Plan (LTIP).

The purpose of the LTIP is to assist in the reward, retention, and motivation of participants, link the reward of participants to shareholder value creation and align the interests of participants with shareholders of the Group.

	31 December 2022	30 June 2022
	\$	\$
Share Based Payments Reserve	477,162	372,296

(a) Share based payment reserve

Grant Date	Expiry Date	Exercise Price	Balance at 1 July 2022	Granted during the year	Exercised during the year	Expired during the year	Balance at 31 December 2022	Exercisable at 31 December 2022
27 July 2021	27 July 2024	\$0.25	1,250,000	-	-	-	1,250,000	1,250,000
27 July 2021	27 July 2025	\$0.35	1,250,000	-	-	-	1,250,000	-

Performance Rights							
	Grant Date	Vesting Date	Balance at 1 July 2022	Granted during the year	Exercised during the year	Expired during the year	Balance at 31 December 2022
Tranche A	1 July 2021	30 June 2024	2,749,891	-	-	-	2,749,891
Tranche B	1 July 2022	30 June 2025	-	1,797,553	-	-	1,797,553

The performance rights are subject to performance hurdles, each of which is measured at the end of the three-year performance period. Vesting of the performance rights are dependent upon the satisfaction of the performance hurdles vesting conditions. The above represents the maximum amount of performance rights attainable.

NOTE 9: SHARE BASED PAYMENTS CONTINUED

The performance rights are subject to two performance hurdles, each of which is measured at the end of the three-year performance period commencing on 1 July 2022 and ending on 30 June 2025.

The performance hurdles are:

- A. 3-year Compound Annual Growth Rate (CAGR) Earnings per Share (EPS) (weighting 50%); and
- B. 3-year CAGR Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA) (weighting 50%).

The number of performance rights that vest (if any) is dependent on whether either one or both of the performance hurdles is achieved by the Group at the end of the performance period. The performance hurdles will be assessed independently.

Set out below are the relative percentage of total performance rights under each tranche expected to vest depending upon the results of the Groups' operations:

CAGR over the performance period (1 July 2022 – 30 June 2025) ("3 year vesting period")	% of Performance Rights that will vest
Below 15%	NIL
15%	50% (Target)
Between 15% and 25%	Straight line pro-rata vesting between 50% and 100%
At or greater than 25%	100%

The maximum value of executives performance rights is \$350,574, determined with reference to the agreed percentage of each individuals Fixed Annual Remuneration ("FAR"), being 40%. The number of instruments issued has been determined by dividing the volume weighted average price ("VWAP") of ordinary Aquarian Limited shares over the 7 trading days preceding the date upon which both the Group and recipients had agreed a mutual understanding to the terms and conditions of their entitlement under the Plan (VWAP of \$0.35583).

In accordance with Australian Accounting Standards, this amount will be expensed proportionally over the 3 year vesting period, in line with the Group's best estimate of the number of performance rights that will eventually vest.

At 31 December 2022, the Group believe it is more probable than not that at least 50% of both tranches of performance rights vest at the end of the 3 year vesting period.

A total of \$46,345 has been recognised as a share based payment expense in the statement of profit or loss and other comprehensive income, and the share based payments reserve at 31 December 2022 in relation to the above instruments issued to executives of the Group.

Director Performance Rights

As approved by shareholders at the Group's AGM held on 10 November 2022, Mr David Kelly (Managing Director) and Mr Gregory Patching (Executive Director) were offered 561,965 and 439,358 performance rights respectively as incentives to motivate and provide them with opportunity to participate in the growth of the Group.

These performance rights were issued on 10 February 2023.

Consistent with the performance rights offered to executives and outlined above, these instruments were issued in two equal tranches requiring at least a 15% CAGR in either EPS or EBITDA during the 3 year vesting period.

NOTE 18: SHARE BASED PAYMENTS CONTINUED

The maximum value of the performance rights offered to Mr David Kelly was \$199,965, representing 60% of his FAR. The maximum value of the performance rights offered to Mr Gregory Patching was \$156,338, representing 50% of his FAR. The number of instruments issued has been determined by dividing the volume weighted average price ("VWAP") of ordinary Aquarian Limited shares over the 7 trading days preceding the date upon which both the Group and recipients had agreed a mutual understanding to the terms and conditions of their entitlement under the Plan (VWAP of \$0.35583).

In accordance with Australian Accounting Standards, this amount will be expensed proportionally over the 3 year vesting period, in line with the Group's best estimate of the number of performance rights that will eventually vest.

At 31 December 2022, the Group believe it is more probable than not that at least 50% of both tranches of performance rights vest at the end of the 3 year vesting period.

A total of \$58,521 has been recognised as a share based payment expense in the statement of profit or loss and other comprehensive income, and the share based payments reserve at 31 December 2022 in relation to the above instruments issued to Directors of the Group.

NOTE 10: INTERESTS IN SUBSIDIARIES

Subsidiaries of the group	Country of incorporation	Ownership interest held by the group	
		31 December 2022	30 June 2022
		%	%
TBS Mining Solutions Pty Ltd	Australia	100	100
TBS Workforce Pty Ltd	Australia	100	100
Modular Training Pty Ltd	Australia	100	100
SwiftEquip Solutions Pty Ltd	Australia	100	100
Cybem Services Pty Ltd	Australia	100	100
Aquirian Technology Pty Ltd	Australia	100	100

NOTE 11: EARNINGS PER SHARE

	31 December 2022	31 December 2021
	\$	\$
Profit used in calculating basic and diluted earnings per share	219,379	488,353
	31 December 2022	31 December 2021
	No of Shares	No of Shares
Weighted average number of ordinary shares used in calculating basic earnings per share	80,000,000	74,316,939
Adjustment:	1,250,000	1,072,405
Adjusted weighted average number of ordinary shares used in calculating diluted earnings per share	81,250,000	75,389,344
Basic earnings per share for profit attributable to owners of Aquirian limited	0.003	0.007
Diluted earnings per share for profit attributable to owners of Aquirian limited	0.003	0.006

NOTE 12: RELATED PARTY TRANSACTIONS

During the half year ended 31 December 2022, a number of performance rights were issued or offered to key management personnel.

Performance rights approved for issue by shareholders of Aquirian Limited at the most recent Annual General Meeting held on 10 November 2022 were issued subsequent to the half year end on the 10 February 2023.

Other than outlined within Note 9, there were no other transactions entered into with Directors, key management personnel or their respective related parties during the half year ended 31 December 2022.

NOTE 13: EVENTS SUBSEQUENT TO REPORTING DATE

The Group announced the appointment of experienced mining and resources leader, Andrew Venn, to the position of Chief Operating Officer (COO) effective 16th January 2023. Performance rights were issued to him on the 10 February 2023 as part of the executive team.

Other than as outlined above, no other matters or circumstances have arisen since 31 December 2022 that has materially affected, or may materially affect the Group's operations, the results of those operations, or its state of affairs in future financial years.

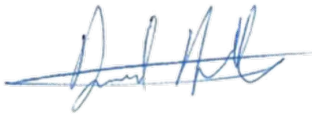
DIRECTORS DECLARATION

The Directors declare that:

1. In the Directors' opinion, the financial statements and notes thereto, as set out on pages 6 to 20, are in accordance with the *Corporations Act 2001*, including:
 - (a) giving a true and fair view of the Group's financial position as at 31 December 2022 and its performance for the half year ended on that date; and
 - (b) complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.
2. In the Directors' opinion there are reasonable grounds to believe that the Group 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 and is signed for and on behalf of the Directors by:

David Kelly
Managing Director

A handwritten signature in blue ink, appearing to read 'David Kelly', with a horizontal line extending to the right.

Perth
24 February 2023

AQUIRIAN LIMITED
ABN 23 634 457 506

**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF AQUIRIAN LIMITED**

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Aquirian Limited (the "Company") and its controlled entities (the "Group"), which comprises the condensed consolidated statement of financial position as at 31 December 2022, the condensed consolidated statement of profit or loss and comprehensive income, condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Aquirian Limited does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Group's financial position as at 31 December 2022 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity* ("ASRE 2410"). Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company 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 review of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Responsibility of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the half-year 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 half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2022 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

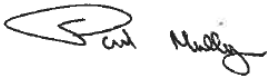
AQUIRIAN LIMITED
ABN 23 634 457 506

**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF AQUIRIAN LIMITED**

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Pitcher Partners BA&A PTY LTD

PITCHER PARTNERS BA&A PTY LTD



PAUL MULLIGAN
Executive Director
Perth, 24 February 2023