Tubi Limited
Consolidated Financial Statements

For the Year Ended 30 June 2021

Tubi Limited

ABN: 25 139 142 493

Contents

For the Year Ended 30 June 2021

Directors' Report

30 June 2021

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 2021.

Directors

The Directors of the Company during the year ended 30 June 2021, 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. Marcello Russo	Executive Director & Chief Executive Officer
Mr. John Mouawad	Chairman & Non-Executive Director (*Appointed 6 May 2021)*
Mr. Ryan Shaw	Independent Non-Executive Director (*Appointed 6 May 2021)*
Mr. John Zeckendorf	Independent Non-Executive Director (*Appointed 9 June 2021)*
Mr. Simon Bird	Chairman & Independent Non-Executive Director (*Resigned 1 April 2021)*
Mr. Brent Emmett	Independent Non-Executive Director (*Resigned 1 April 2021)*
Mr. Anthony Willsallan	Non-Executive Director (*Resigned 1 April 2021)*

Appointments during Voluntary Administration

Philip Carter and Daniel Walley of PwC Australia were appointed joint and several Voluntary Administrators of the Company on 23 April 2021. The Voluntary Administration ended on 6 May 2021.

Information on Directors

Director	Experience
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 insuring 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. 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

Directors' Report

30 June 2021

Director	Experience
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
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
Simon Bird Chairman & Independent Non-Executive Director *Interests in Shares:* 555,555 *Interests in Listed Options:* 185,185	Simon Bird has over 30 years of global public company experience in both senior executive and board roles. Current directorships include Lead Independent Director of Mount Gibson Iron (ASX: MGX) and Non-Executive Director of Pacific American Holdings (ASX: PAK). Recent directorships include CPA Australia and several private companies.

Directors' Report
30 June 2021

Director	Experience
Brent Emmett Independent Non-Executive Director (resigned 1 April 2021) *Interests in Shares:* 1,297,222 *Interests in Listed Options:* 182,406	Brent Emmett has over 40 years' experience in petroleum exploration, exploration and production management and investment banking. Brent began work as an explorationist in Australia, Papua New Guinea and New Zealand for Esso (now ExxonMobil) and then Elf Aquitaine. He joined Ampolex as Exploration Manager in 1983 and filled general management roles in North and South America, International and Business Development, and was a member of the Executive Committee. From 1997 until 2001 Brent was Managing Director - Oil & Gas Advisory with the investment banking firm of CIBC World Markets. Brent was the Chief Executive Officer and Managing Director of Horizon Oil for 17 years, where he was a member of the risk management and disclosure committees. He retired as CEO of Horizon Oil in June 2018 and is currently an advisor to the board. He remains actively involved in the oil business as a senior advisor to industry participants. He holds a Bachelor of Science First Class Honours degree in physics and geophysics from Adelaide University. ASX Listed Company Directorships in the past three years: Horizon Oil Limited. Resigned 30 June 2018.
Anthony Willsallen Non-Executive Director *Interests in Shares:* 117,348,314 *Interests in Listed Options:* 4,444,444	Tony Willsallen has 45 years in contracting, farming and heavy equipment. He managed family agricultural enterprises for 35 years before retiring in 2010. He is currently Managing Director of a private company involved in quarrying and waste services since 1987 which produces and supplies quarry products to large infrastructure projects in Southern New South Wales. He holds a Bachelor of Agricultural Economics from the University of New England. 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)

Ariel Sivikofsky was the Company Secretary and Chief Financial Officer of the Group from 2 March 2020 until his resignation on 1 April 2021.

Directors & Committee Meetings

The number of meetings of the Group's Board of Directors and each Board Committee held during the year ended 30 June 2021, and the number of meetings attended by each director were:

Director	Board Meetings		Audit & Risk Committee Meetings		Nominations & HR Committee meetings	
	Eligible to Attend	Number Attended	Eligible to Attend	Number Attended	Eligible to Attend	Number Attended
Marcello Russo	8	8	-	-	-	-
John Mouwad	1	1	-	-	-	-
Ryan Shaw	1	1	-	-	-	-
John Zeckendorf	-	-	-	-	-	-
Simon Bird	7	7	3	3	1	1
Brent Emmett	7	7	3	3	1	1
Anthony Willsallen	7	7	3	3	1	1

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

2021 Review of operations

Key financial information for the year includes:

- revenues of $9.67 million (2020: $20.81 million);
- impairment expenses $0.65 million (2020: $nil);
- loss after tax attributable to Group shareholders was $8.41 million (2020: loss after tax $4.67 million);
- underlying EBITDA was a loss of $3.91 million (2020: loss of $4.37 million)[1];

Whilst revenue began strongly at the commencement of the financial year as the two Florida Plants were utilised, demand and margin decreased from September through to April 2021 due to the global pandemic disruptions, US elections together with ongoing oversupply following the decline in 2019 of the oil and gas sector. This combined with internal Board changes and the Group's need to divest its assets and return surplus capital to shareholders, has resulted in a reduction of revenue for the 2021 financial year, when compared to the prior year.

Financial Position at 30 June 2021

The Group's net assets were $14.21 million representing net tangible assets per share of $0.05 (June 2020: $0.07).

Major current assets included cash of $0.61 million. Current liabilities (excluding borrowings) decreased by $4.32 million mainly due to a decrease in trade payables.

[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.

Significant changes in the state of affairs

On 6 April 2021, the Group entered into a trading halt and, on 8 April 2021, was suspended from official quotation.

On 23 April 2021, the Group entered into Voluntary Administration, with the majority of the Board and Management team resigning, with the exception of the CEO/MD, Mr Marcello Russo. On 6 May 2021, the Group announced that the Voluntary Administration had ended pursuant to an Order of the Federal Court of Australia on 5 May 2021. On that date, two new Board members, Mr John Mouawad and Mr Ryan Shaw were appointed with Mr Russo continuing as CEO/MD

There have been no other 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 subsequent events 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 Company's Board Audit and Risk Committee who assists the Board in fulfilling its responsibilities relating to the oversight of the Tubi Group's risk profile.

Dividends

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

Events Occurring After the Reporting Date

Subsequent to the year end, the following events occurred:

- In August 2021, the following events took place as announced on ASX,
  - the Group's subsidiary Tubi USA Inc entered into a MRO Supply Agreement with Mosaic Fertilizer, LLC (**Mosaic**) for the supply of HDPE and MDPE Pipe for an initial term of 3 years;
  - the Group also entered into a Facility Agreement with Oxleigh Pty Ltd to borrow funds of up to $2.5 million for general working capital purposes. The facility term was to 30 June 2022 at an interest rate of 10% per annum, a commitment fee of 3% per annum on the available facility, and a financial covenant requiring net tangible assets to be no less than $5 million;
  - the Company engaged advisors and consulted a number of parties in the pursuit to assist with the potential divestment of certain assets.
- On 25 March 2022, the Group completed the sale of certain assets under an Asset Purchase Agreement entered into with 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.

  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 (of which $4.8 million has been paid to Hopetoun net of the hold back amount), with the remainder of approximately AU$8.2 million to the Group.

Except for the above, no other matters or circumstances have arisen since the end of the financial half 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 2021 financial year and unless otherwise indicated, were classified as KMP for the entire year:

Mr. Marcello Russo	Executive Director & Chief Executive Officer
Mr. John Mouawad	Non-Executive Director (*Appointed 6 May 2021)*
Mr. Ryan Shaw	Non-Executive Director (*Appointed 6 May 2021)*
Mr. John Zeckendorf	Non-Executive Director (*Appointed 9 June 2021)*
Mr. Simon Bird	Chairman & Independent Non-Executive Director (*Resigned 1 April 2021)*
Mr. Brent Emmett	Independent Non-Executive Director (*Resigned 1 April 2021)*
Mr. Anthony Willsallan	Non-Executive Director (*Resigned 1 April 2021)*
Mr Ariel Sivikofsky	Company Secretary & Chief Financial Officer (*Resigned 1 April 2021*)

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.

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 has been developed by the Remuneration Committee and approved by the Board following professional advice from independent external consultants.
- All key management personnel 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 Remuneration Committee 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 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 is currently 9.5%, 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 the 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

<u>Australian Long-Term Incentive Plan</u>

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.

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.
- 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).

<u>United States Share Incentive Plan</u>

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.
- 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.

- 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. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the 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 2020. No fees were paid to non-executive Directors prior to 1 July 2020.

Director	Key Terms of Service Agreement	
Simon Bird Chairman & Independent Non-Executive Director	Term:	Renewed a least every three years in accordance with the Company's Constitution and ASX Listing Rules.
	Remuneration:	$75,000 per annum for services as Chairman of the Board. $5,000 for services as a member of the Audit & Risk Committee $2,500 for services as a member of the Nominations & HR Committee
Brent Emmett Independent Non-Executive Director	Term:	Renewed a least every three years in accordance with the Company's Constitution and ASX Listing Rules.
	Remuneration:	$50,000 per annum for services as a Non-Executive Director $10,000 for services as a Chair of the Audit & Risk Committee $5,000 for services as Chair of the Nominations & HR Committee
Anthony Willsallen Non-Executive Director	Term:	Renewed a least every three years in accordance with the Company's Constitution and ASX Listing Rules.
	Remuneration:	$50,000 per annum for services as a Non-Executive Director $5,000 for services as a member of the Audit Committee $2,500 for services as a member of the Human Resources Committee
John Mouawad Chairman & Independent Non-Executive Director	Term:	Renewed a least every three years in accordance with the Company's Constitution and ASX Listing Rules.
	Remuneration:	$75,000 per annum for services as Chairman of the Board
Ryan Shaw Independent Non-Executive Director	Term:	Renewed a least every three years in accordance with the Company's Constitution and ASX Listing Rules.
	Remuneration:	$50,000 per annum for services as a Non-Executive Director
John Zeckendorf Independent Non-Executive Director	Term:	Renewed a least every three years in accordance with the Company's Constitution and ASX Listing Rules.
	Remuneration:	$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	
2021							
Directors:							
Brent Emmett	12,177	-	-	1,157	-	-	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
John Mouawad	-	-	-	-	-	-	-
Other KMP:							
Ariel Sivikofsky	199,145	-	-	16,332	-	-	215,476
Total	**419,749**	**32,979**	**-**	**34,601**	**1,574**	**-**	**488,903**

Tubi Limited

ABN: 25 139 142 493

Directors' Report
30 June 2021

	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	
2020							
Directors:							
Simon Bird	27,447	-	-	2,607	-	-	30,054
Michael Tilley	28,540	-	-	2,711	-	-	31,251
Marcello Russo	303,443	17,734	-	22,557	5,490	-	349,224
Jeffrey Shorter	320,759	-	-	-	-	-	320,759
Anthony Willsallen	21,880	-	-	2,079	-	-	23,959
Craig Lawn	24,639	-	-	2,341	-	-	26,980
Brent Emmett	47,945			4,555			52,500
Other KMP:							
Ian Coates(1)	203,729			16,952	-	-	220,681
Ariel Sivikofsky	76,126	6,375	-	7,171	-	-	89,672
Total	**1,054,508**	**24,109**	**-**	**60,973**	**5,490**	**-**	**1,145,080**

(1) resigned 2 March 2020

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. FY21 share based payments includes the LTI plan and represents the FY21 portion of the fair value of rights granted in FY20. During FY21, the Group did not grant any further 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.

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>
</table>

Term	Details
Vesting Conditions	Holders of the Performance Rights must be an employee of Tubi Limited as at the applicable vesting date.
Performance Hurdles	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.
Rollover	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.
Listing	The Performance Rights are not listed on the ASX or any other listing authority, stock exchange or market.
Transfer	The PRSUs may only be transferred with the prior consent of the Board or by force of law.

Additional Disclosures Relating to Key Management Personnel

<u>Ordinary Shares Held by KMP</u>

The number of Ordinary Shares in the Company during the 2021 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 2020**	**Acquired in the year**	**Disposed in the year**	**Other changes**	**Held at 30 June 2021**	**As a % of Ordinary Shares**
Directors:						
Marcello Russo	35,727,420	2,222,22	-	-	37,949,642	12.19%
John Mouawad	-	-	-	-	-	-
Ryan Shaw	-	-	-	-	-	-
John Zeckendorf	-	-	-	-	-	-
Simon Bird	-	555,555	-	555,555	-	-
Brent Emmett	750,000	547,222	-	1,297,222	-	-
Anthony Willsallen	104,014,980	13,333,334	-	117,348,314	-	-

<u>KMP Related Party Transactions</u>

During the year ended 30 June 2021, the following transactions occurred between the Group and key management personnel, including their close family members and entities related to them:

Loans, payable to

	Ordinary Shares				
KMP	**Balance at 1 July 2020**	**Interest paid and payable for the year**	**Interest not charged**	**Balance at 30 June 2021**	**Highest indebtedness during the year**
Directors:					
Marcello Russo	200,575	-	-	-	200,575

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: 6 May 2022

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/ .

PKF

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 2021, 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

SCOTT TOBUTT
PARTNER

6 MAY 2022
SYDNEY, NSW

Tubi Limited

ABN: 25 139 142 493

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2021

	Note	2021 $	2020 $
Revenue	4	**9,667,840**	20,811,108
Other income	4	**361,160**	651,511
Raw materials and consumables used	5	**(8,085,103)**	(18,681,255)
Employee benefits expense		**(2,425,008)**	(3,685,290)
Depreciation and amortisation expense	5	**(3,874,704)**	(1,306,455)
Impairment losses on non-financial assets	5	**(655,066)**	-
Travel and accommodation		**(378,310)**	(635,314)
Repairs and maintenance		**(204,155)**	(797,229)
Legal and professional		**(336,694)**	(346,981)
Consultancy		**(220,030)**	(147,016)
Rental expense		**(636,354)**	(760,071)
Insurance		**(457,209)**	(432,053)
Other operating expenses		**(546,070)**	(327,262)
Finance expenses	6	**(31,954)**	(28,429)
Loss before income tax	5	**(7,821,657)**	(5,684,736)
Income tax (expense) / benefit	7	**(584,959)**	1,016,863
Loss for the year		**(8,406,616)**	(4,667,873)
Items that will be reclassified to profit or loss when specific conditions are met			
Exchange differences on translating foreign controlled entities		**(124,501)**	91,184
Other comprehensive income for the year, net of tax		**(124,501)**	91,184
Total comprehensive income for the year		**(8,531,117)**	(4,576,689)
Loss attributable to:			
Members of the parent entity		**(8,406,616)**	(4,667,873)
Total comprehensive (loss) / income attributable to:			
Members of the parent entity		**(8,531,117)**	(4,576,689)
Earnings per share			
From continuing operations:			
Basic earnings per share (cents)	22	**(2.78)**	(1.92)
Diluted earnings per share (cents)	22	**(2.61)**	(1.92)

Tubi Limited

ABN: 25 139 142 493

Consolidated Statement of Financial Position

As At 30 June 2021

	Note	2021 $	2020 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	9	**611,818**	776,092
Trade and other receivables	10	**189,264**	1,792,104
Inventories	11	**165,025**	2,669,132
Other non-financial assets	12	**365,994**	22,686
TOTAL CURRENT ASSETS		**1,332,101**	5,260,014
NON-CURRENT ASSETS			
Property, plant and equipment	13	**17,459,825**	19,746,630
Intangible assets	14	**44,823**	307,987
Right-of-use assets	15	**67,930**	807,087
Deferred tax assets	16	**-**	1,402,646
TOTAL NON-CURRENT ASSETS		**17,572,578**	22,264,350
TOTAL ASSETS		**18,904,679**	27,524,364
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	17	**1,363,718**	6,747,172
Borrowings	18	**1,694,482**	200,575
Current tax liabilities	16	**59,825**	455,741
Lease liabilities	15	**56,243**	67,713
Employee benefits	19	**170,754**	198,754
TOTAL CURRENT LIABILITIES		**3,345,022**	7,669,955
NON-CURRENT LIABILITIES			
Deferred tax liabilities	16	**1,349,646**	2,076,006
Lease liabilities	15	**-**	744,619
TOTAL NON-CURRENT LIABILITIES		**1,349,646**	2,820,625
TOTAL LIABILITIES		**4,694,668**	10,490,580
NET ASSETS		**14,210,011**	17,033,784
EQUITY			
Issued capital	20	**23,813,112**	18,042,218
Reserves	21	**77,154**	265,205
Accumulated losses		**(9,680,255)**	(1,273,639)
TOTAL EQUITY		**14,210,011**	17,033,784

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 2021

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	20(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**

2020

	Note	Ordinary Shares $	Accumulated losses $	Foreign Currency Translation Reserve $	Share Based Payments Reserve $	Total $
Balance at 1 July 2019		18,042,218	3,394,234	110,471	81,174	21,628,097
Loss attributable to members of the parent entity		-	(4,667,873)	-	-	(4,667,873)
Other comprehensive income for the year		-	-	91,184	-	91,184
Total comprehensive income for the year		-	(4,667,873)	91,184	-	(4,576,689)
Transactions with owners in their capacity as owners						
Contribution of equity, net of transaction costs	20(a)	-	-	-	-	-
Share based payment transactions	32	-	-	-	(17,624)	(17,624)
Balance at 30 June 2020		18,042,218	(1,273,639)	201,655	63,550	17,033,784

The accompanying notes form part of these financial statements.

Tubi Limited

ABN: 25 139 142 493

Consolidated Statement of Cash Flows

For the Year Ended 30 June 2021

	Note	2021 $	2020 $
CASH FLOWS FROM OPERATING ACTIVITIES:			
Receipts from customers		**11,544,792**	19,067,773
Payments to suppliers and employees		**(16,543,821)**	(21,906,313)
Interest received		**809**	16,676
Interest paid		**(10,638)**	(20,989)
Income taxes paid		**(304,589)**	(191,379)
Receipt from grants		**100,000**	319,848
Net cash used in by operating activities	31	**(5,213,447)**	(2,714,384)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from sale of plant and equipment		**179,437**	7,876,310
Purchase of property, plant and equipment		**(1,857,279)**	(12,055,376)
Purchase of intangble assets		**(60,757)**	(56,995)
Net cash used in investing activities		**(1,738,599)**	(4,236,061)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issue of shares, net of transaction costs		**5,770,894**	-
Proceeds from borrowings		**1,527,234**	200,000
Repayment of borrowings		**(303,186)**	(140,395)
Repayment of lease liabilities		**(82,669)**	(29,846)
Net cash provided by financing activities		**6,912,273**	29,759
Effects of exchange rate changes on cash and cash equivalents		**(124,501)**	91,184
Net decrease in cash and cash equivalents held		**(164,274)**	(6,829,502)
Cash and cash equivalents at beginning of financial year		**776,092**	7,605,594
Cash and cash equivalents at end of financial year	9	**611,818**	776,092

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

For the Year Ended 30 June 2021

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. During the period certain reclassifications were undertaken in the Group's Statement of Profit and Loss and Other Comprehensive Income to better align the expenses to their nature. These reclassifications have been applied consistently to the comparative period and did not change the results for the period.

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 Summary of Significant Accounting Policies continued

(b) Revenue and other income continued

Revenue from contracts with customers continued

2. Identify the performance obligations

3. Determine the transaction price

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.

Sale of equipment - construction and sale of Mobile Plants

Revenue from the sale of equipment represents the construction and sale of Mobile Plants used in the manufacture of HDPE pipes for industrial use. Revenue is recognised on completion of the performance obligations and when control of the performance obligations relating to the equipment is transferred to the customer.

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) 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.

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.

(l) 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.

2 Summary of Significant Accounting Policies continued

(l) Impairment of non-financial assets continued

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.

(m) 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.

(n) 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.

(o) 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.

(p) 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.

2 Summary of Significant Accounting Policies continued

(p) Earnings per share continued

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.

(q) 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.

(r) 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

(r) 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.

(s) 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.

(t) Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

The Group has incurred net losses after tax of $8,406,616 (2020: net loss of $4,667,873) and net operating cash outflows of $5,213,447 (2020: outflows of $2,714,384) for the year ended 30 June 2021. At 30 June 2021, the Group had net current liabilities of $2,012,921 (2020: $2,409,941).

The Group lodged its FY21 Interim Results and Appendix 4D on 26 February 2021, relying on ASIC Corporations (Amendment) Instrument 2020/1080 dated 25 November 2020 (the 'Amended ASIC Relief') to extend the lodgement for the reviewed interim financial report. The Group's operations were significantly affected by COVID, preventing the Group from being in a position to complete the lodgement of the HY21 financial report in a timely manner.

On 6 April 2021, the Group entered into a trading halt and, on 8 April 2021, was suspended from official quotation. Whilst in suspension, the Group appointed Voluntary Administrators on 23 April 2021. The Group succcesfully navigated to an end to the Voluntary Administration on 5 May 2021 and the Board and Management sought reinstatement to the ASX through a strategy to re-capitalise the Company by generating additional funds with the potential divestment of certain assets.

2 Summary of Significant Accounting Policies continued

(t) Going concern continued

The above conditions give rise to a material uncertainty that may cast significant doubt upon the Group's ability to continue as a going concern.

The Directors and Management have considered the following factors in their assessment of the going concern basis being appropriate:

- Following a comprehensive sales process involving numerous parties, the Group entered into an Asset Purchase Agreement with Mosaic Fertilizer, LLC (Mosaic), Hopetoun Corporation Pty Ltd (Hopetoun) and Tubi USA, Inc, to sell, transfer and assign the rights to two Mobile Plants (Plants 5002 and 5003) and other equipment on 24 March 2022. Sale proceeds of US$8.5 million (approximately AU$13.2 million) were paid to the Company and its subsidiaries on 25 March 2022 (with a holdback amount of US$1.5 million payable in 12 months), effectively re-financing the Group. Of the amounts received, AU$4.8 million (net of the holdback amount) was paid to Hopetoun for the apportionment relating to their Plant 5003;

- As at the date of signing this report, the Group has cash of approximately AU$3.1 million after having settled various outstanding creditors, the Hopetoun proceeds for the sale of Plant 5003, and the borrowing facility that was extended to the Group by Oxleigh as disclosed in Note 33;

- the Directors and Management are currently reviewing various options for the future of the Company including whether to continue operations with its two existing Mobile Extrusion Plants (and due to the recovery from COVID and the increase in activity in oil and gas in the US, where the Plants are located, expects to be able to rebuild a profitable business), or to seek shareholder approval to sell its remaining assets;

- The Group has prepared financial models and cash flow forecasts to the end of Financial Year 2023 - the Group has adequate funding and, while it reviews and considers its future operations, it would like to maintain its ASX listing and undertakes to either seek reinstatement or be removed from the Official List of ASX within the two-year prescribed period with the potential to pursue various options for the plants it currently holds with sufficient funds available to support its operations.

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.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount of liabilities that might result should the Group be unable to continue as a going concern and meet its debts as and when they fall due.

(u) Adoption of new and revised accounting standards

The Group has adopted all standards which became effective for the first time at 30 June 2021, the adoption of these standards has not caused any material adjustments to the reported financial position, performance or cash flow of the Group or refer to Note for details of the changes due to standards adopted.

2 Summary of Significant Accounting Policies continued

(v) 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 entities should consider 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.

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.

3 Critical Accounting Estimates and Judgments continued

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

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

		2021	2020
		$	$
Disaggregation of revenue from contracts with customers			
- sale of goods		**9,667,840**	11,448,909
- sale of equipment	4(a)	**-**	9,362,199
Total Revenue		**9,667,840**	20,811,108

Notes to the Financial Statements

For the Year Ended 30 June 2021

4 Revenue and Other Income continued

		2021 $	2020 $
Other Income			
- interest		**809**	16,102
- miscellaneous		**260,351**	315,561
- grants	4(b)	**100,000**	319,848
		361,160	651,511

(a) Sale of equipment

The sale of equipment duing the year ended 30 June 2020 represents the supply of Mobile Plant and related equipment (the Plant) in accordance with the Equipment Purchase Agreement (EPA) with Iplex Pipelines NZ Limited (IPLEX) entered into on 21 December 2018. The construction and assembly of the Plant together with related performance obligations under the terms of the EPA were completed during the 2020 financial year and revenue was recognised in accordance with the Group's accounting policy.

(b) Grants

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.

During the year ended 30 June 2020, a grant was received for the US Small Business Administration's Paycheck Protection Program with the entire amount received being used exclusively for payroll purposes.

5 Result for the Year

The result for the year includes the following specific expenses:

		2021	2020
		$	$
Cost of sales		**8,085,103**	18,681,255
Depreciation		**3,870,719**	1,282,224
Amortisation		**3,985**	24,231
Impairment loss on non-financial assets	5(a)	**655,066**	-

(a) Impairment of non-financial assets

During the year, 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.

Accordingly, in accordance with the Group's accounting policy, Management performed impairment testing and considered information available subsequent to the year end in respect of fair value less costs of diposal to support whether the carrying value of its assets were in excess of the recoverable amount. This information included, in particular, the recoverable amounts obtained from the sale of Plants 5002 and Plant 5003 (owned by Hopetoun), and associated assets, subsequent to the year end as detailed in Note 33.

The Group's assets were written down to their recoverable amount, which was determined with reference to the fair value less costs of disposal. Impairment losses amounting to $335,131 in respect of plant and equipment and $319,936 in respect of intangible assets have been recognised in the consolidated statement of profit or loss and other comprehensive income. For futher details, refer to Notes 13 and 14 respectively.

6 Finance Expenses

	2021	2020
	$	$
Interest expense	**31,954**	20,861
Foreign currency loss on financial assets and liabilities	**-**	7,568
Total finance expenses	**31,954**	28,429

7 Income Tax Expense

(a) The major components of tax benefit comprise:

	2021	2020
	$	$
Current tax expense		
Income tax - current period	**428**	61,993
Deferred tax benefit		
Origination and reversal of temporary differences	**584,531**	(1,078,856)
Total income tax expense / (benefit)	**584,959**	(1,016,863)

Notes to the Financial Statements

For the Year Ended 30 June 2021

7 Income Tax Expense continued

(b) Reconciliation of income tax to accounting loss:

	2021	2020
	$	$
Loss	**(7,821,655)**	(5,684,737)
Tax	**26.00 %**	27.50 %
	(2,033,630)	(1,563,303)
Add:		
Tax effect of:		
- non-deductible depreciation and amortisation	**146,495**	486,476
- non-deductible expenses	**359,242**	320,941
- deferred tax on tax losses not recognised	**899,296**	-
- previous deferred tax assets derecognised	**1,111,812**	-
- deferred tax on temporary differences not recognised	**96,464**	-
	579,679	(755,886)
Less:		
Tax effect of:		
- non-assessable income	**(27,500)**	-
- other	**-**	624,892
Income tax attributable to the Group	**552,179**	(1,380,778)
Difference in overseas tax rates	**32,781**	363,914
Income tax expense / (benefit)	**584,960**	(1,016,864)
Weighted average effective tax rate	**(7)%**	18 %

The increase in the weighted average effective consolidated tax rate for 2021 compared to 2020 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:

	2021			2020		
	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	**(124,501)**	**-**	**(124,501)**	125,771	(34,587)	91,184

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

	2021	2020
	$	$
Cash at bank and in hand	**611,818**	776,092
	611,818	776,092

10 Trade and other receivables

		2021	2020
		$	$
CURRENT			
Trade receivables		**142,889**	1,759,489
Provision for expected credit losses	10(a)	**-**	-
		142,889	1,759,489
Other receivables		**46,375**	32,615
Total current trade and other receivables		**189,264**	1,792,104

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 2021 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.

Notes to the Financial Statements

For the Year Ended 30 June 2021

11 Inventories

	2021	2020
	$	$
CURRENT		
At cost:		
Raw materials	**91,395**	2,135,295
Finished goods	**78,130**	533,837
Provision for obsolete stock	**(4,500)**	-
	165,025	2,669,132

Inventories was reduced by $ 4,500 (2020: $ NIL) 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 Other non-financial assets

	2021	2020
	$	$
CURRENT		
Prepayments	**365,994**	22,686

13 Property, plant and equipment

	Note	2021 $	2020 $
Capital works in progress			
At cost	13(a)	**-**	3,229,469
Plant and equipment			
At cost		**24,116,197**	19,048,169
Accumulated depreciation		**(6,440,025)**	(2,716,218)
Accumulated impairment losses		**(335,131)**	-
Total plant and equipment		**17,341,041**	16,331,951
Furniture, fixtures and fittings			
At cost		**34,609**	34,240
Accumulated depreciation		**(34,609)**	(27,233)
Total furniture, fixtures and fittings		**-**	7,007
Motor vehicles			
At cost		**325,370**	359,098
Accumulated depreciation		**(206,586)**	(180,895)
Total motor vehicles		**118,784**	178,203
Total property, plant and equipment	13(c)	**17,459,825**	19,746,630

13 Property, plant and equipment continued

(a) Capital works in progress

Capital works in progress relates to the construction of Tubi's third group owned, mobile manufacturing plant, Plant 5004 (its fourth plant in operation). Construction of Plant 5004 was completed mid December 2020, accordingly the carrying value of this plant was transferred to Plant and Equipment.

(b) Plant and Equipment

As at balance date, Plant and Equipment comprises primarily the carrying values of three group owned mobile manufacturing plants, Plant 5000, 5002 and 5004, and their related assets. Details of the impairment assessment conducted in respect of these plants are included Note 5(a) and sale of Plant 5002 subsequent to the year end in Note 33.

(c) 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 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	13(a)	**(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**

	Note	Capital Works in Progress $	Plant and Equipment $	Furniture, Fixtures and Fittings $	Motor Vehicles $	Total $
Year ended 30 June 2020						
Balance at the beginning of year		8,453,616	8,098,301	15,547	247,232	16,814,696
Additions		3,035,491	9,389,326	-	6,960	12,431,777
Disposals		(8,254,651)	(17,250)	(1,537)	-	(8,273,438)
Depreciation expense		-	(1,200,922)	(5,549)	(75,733)	(1,282,204)
Foreign exchange movements		(4,987)	62,496	(1,454)	(256)	55,799
Balance at the end of the year		3,229,469	16,331,951	7,007	178,203	19,746,630

Notes to the Financial Statements

For the Year Ended 30 June 2021

14 Intangible Assets

	2021	2020
	$	$
Patents and trademarks		
Cost	**471,406**	410,649
Accumulated amortisation and impairment losses	**(426,583)**	(102,662)
Net carrying value	**44,823**	307,987
Total Intangibles	**44,823**	307,987

(a) Movements in carrying amounts of intangible assets

	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**

	Note	Patents and trademarks	Total
		$	$
Year ended 30 June 2020			
Balance at the beginning of the year		275,223	275,223
Additions		56,995	56,995
Amortisation		(24,231)	(24,231)
Closing value at 30 June 2020		307,987	307,987

15 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 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**

	Buildings $	Total $
Year ended 30 June 2020		
Balance at beginning of year	-	-
Additions to right-of-use assets	842,178	842,178
Depreciation charge	(35,091)	(35,091)
Balance at end of year	807,087	807,087

15 Leases continued

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
	$	$	$	$	$
2021					
Lease liabilities	**57,090**	**-**	**-**	**57,090**	**56,243**
2020					
Lease liabilities	67,713	308,183	436,436	812,332	812,332

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:

	2021	2020
	$	$
Interest expense on lease liabilities	**(4,232)**	(1,831)
Depreciation of right-of-use assets	**(128,594)**	(35,091)
	(132,826)	(36,922)

Consolidated Statement of Cash Flows

	2021	2020
	$	$
Total cash outflow for leases	**133,750**	29,846

16 Tax assets and liabilities

(a) Current Tax Liability

	2021	2020
	$	$
Income tax payable	**59,825**	455,741

Notes to the Financial Statements

For the Year Ended 30 June 2021

16 Tax assets and liabilities continued

(b) Deferred Tax Assets

	Note	Opening Balance	Charged to Income	Charged directly to Equity	Closing Balance
		$	$	$	$
Deferred tax assets					
Provisions - employee benefits		30,652	674,436	-	705,088
Accruals		16,752	500,873	-	517,625
Other		179,933	-	-	179,933
Balance at 30 June 2020		227,337	1,175,309	-	1,402,646
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		**-**	**-**	**-**	**-**

(c) Deferred Tax Liabilities

	Opening Balance	Charged to Income	Charged directly to Equity	Closing Balance
	$	$	$	$
Deferred tax liabilities				
Property, plant & equipment	1,916,535	(191,672)	-	1,724,863
Other	50,290	300,853	-	351,143
Balance at 30 June 2020	1,966,825	109,181	-	2,076,006
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**

(d) Unrecognised deferred tax assets

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

	2021	2020
	$	$
Tax losses	**7,735,031**	-
Temporary differences	**96,464**	-
Total	**7,831,495**	-

16 Tax assets and liabilities continued

(d) Unrecognised deferred tax assets continued

Deferred tax assets with a potential tax benefit of $1,920,135 (2020: $nil) 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.

17 Trade and Other Payables

	2021 $	2020 $
Current		
Trade payables	**1,055,803**	6,240,993
GST payable	**2,515**	11,217
Accrued expenses	**271,738**	339,511
Other payables	**33,662**	155,451
	1,363,718	6,747,172

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.

18 Borrowings

		2021 $	2020 $
CURRENT			
Unsecured liabilities:			
Related party loans	18(a)	**1,124,910**	200,575
PPP loan	18(b)	**288,721**	-
Other loans	18(c)	**280,851**	-
Total current borrowings		**1,694,482**	200,575
Total borrowings		**1,694,482**	200,575

(a) Related party loans

At 30 June 2021, related party loans amounted to $1,124,910, including accrued interest of $3,129 (2020: $200,575, including accrued interest of $575). The loans are payable by the Group to entities related to certain directors and shareholders. For futher details, refer to Note 30(c).

18 Borrowings continued

(b) PPP Loan

The Paycheck Protection Program ("PPP") loan is a COVID-19 incentive from the US govenment which authorises forgivable loans to small businesses to pay their employees during the COVID-19 crisis once certain conditions are met. Any amount that is not forgiven will be treated as a 2 year loan, with interest accruing at 1% per annum, The Group recieved $280,851 in the form of a PPP loan and has applied for forgiveness for the whole loan balance subsequent to year end. The Group expects to the total balance to be forgiven, at which time the the balance will be recognised as grant income.

(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.

Defaults and breaches

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

19 Employee Benefits

	2021 $	2020 $
Current liabilities		
Provision for employee benefits	**170,754**	198,754
	170,754	198,754

20 Issued Capital

	2021 $	2020 $
311,306,779 (2020: 243,142,400) Ordinary shares	**23,813,112**	18,042,218

(a) Ordinary shares

	No.	$.
Opening balance at 1 July 2019	**243,142,400**	**18,042,218**
Movement	**-**	**-**
Balance at 30 June 2020 & 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	**311,306,779**	**23,813,112**

20 Issued Capital continued

(a) Ordinary shares continued

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	**22,721,348**	-

(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.

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

21 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.

22 Earnings per Share

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

	2021	2020
	$	$
Loss from continuing operations	**(8,406,616)**	(4,667,873)
Earnings used in the calculation of dilutive EPS from continuing operations	**(8,406,616)**	(4,667,873)

(b) Earnings used to calculate overall earnings per share

	2021	2020
	$	$
Earnings used to calculate overall earnings per share	**(8,406,616)**	(4,667,873)

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

	2021	2020
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	**302,896,134**	243,142,423
Weighted average number of dilutive options outstanding	**19,246,732**	2,995,890
Weighted average number of dilutive restricted share units on issue	**-**	998,630
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	**322,142,866**	247,136,943

23 Contracted Commitments

Contracted commitments at the end of the reporting period but not recognised as liabilities are as follows:

	2021	2020
	$	$
Contracted commitments for:		
Construction of mobile manufacturing plants		
- not later than one year	**-**	1,624,462
Total contracted commitments	**-**	1,624,462

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.

24 Financial Risk Management continued

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

	2021 $	2020 $
Financial assets		
Held at amortised cost		
Cash and cash equivalents	**611,818**	776,092
Trade and other receivables	**189,264**	1,792,104
Financial liabilities		
Financial liabilities at amortised cost	**3,118,027**	7,403,488
Total financial liabilities	**3,118,027**	7,403,488
Total	**(2,316,945)**	(4,835,292)

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.

24 Financial Risk Management continued

Objectives, policies and processes continued

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 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.

24 Financial Risk Management continued

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**
	$	**$**	**$**	**$**	**$**	**$**	**$**
2021							
Trade receivables	**142,889**	**-**	**142,889**	**-**	**-**	**-**	**-**
Other receivables	**46,375**	**-**	**46,375**	**-**	**-**	**-**	**-**
Total	**189,264**	**-**	**189,264**	**-**	**-**	**-**	**-**
2020							
Trade receivables	1,759,489	-	1,759,489	-	-	-	-
Other receivables	32,615	-	32,615	-	-	-	-
Total	1,792,104	-	1,792,104	-	-	-	-

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.

(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.

24 Financial Risk Management continued

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
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)**
2020			
Nominal amounts			
Financial assets	2,419,870	257,228	2,677,098
Financial liabilities	(7,392,370)	(88,231)	(7,480,601)
Short-term exposure	(4,972,500)	168,997	(4,803,503)

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 2021 (30 June 2020: 5%). A +/- 5% change is considered for the Australian Dollar / NZD exchange rate (30 June 2020: 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 0.7518 (2020: 0.6863) for USD and 1.0745 (2020: 1.0703) 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 2020: 5%) and 5% (30 June 2020: 5%) respectively then this would have had the following impact:

	2021		2020	
	+5%	**-5%**	**+5%**	**-5%**
USD				
Net results	**(46,093)**	**46,093**	(248,625)	248,625
Equity	**46,093**	**(46,093)**	248,625	(248,625)
NZD				
Net results	**2,454**	**(2,454)**	8,450	(8,450)
Equity	**(2,454)**	**2,454**	(8,450)	8,450

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

	2021	2020
	$	$
The franking credits available for subsequent financial years at a tax rate of 26% (2020: 27.5%)	**-**	-

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 2021, the Group has franking debits amounting $3,070,115 (2020: $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:

	2021	2020
	$	$
Short-term employee benefits	**452,728**	1,078,617
Long-term benefits	**1,574**	5,490
Post-employment benefits	**34,601**	60,973
	488,903	1,145,080

27 Auditors' Remuneration

	2021	2020
	$	$
Remuneration of the auditor PKF, for:		
- auditing or reviewing the financial statements for the current year	**77,000**	76,500
- other services	**15,139**	-
Total	**92,139**	76,500

28 Interests in Subsidiaries

(a) Composition of the Group

	Principal place of business / Country of Incorporation	Percentage Owned (%)* 2021	Percentage Owned (%)* 2020
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 2021 (2020: none).

30 Related Parties

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

- Key management personnel - refer to Note 26.

30 Related Parties continued

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

- 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

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					
2021	**200,000**	**-**	**-**	**-**	**-**
2020	-	200,000	-	575	-
Loans from other related parties					
2021	**-**	**1,124,910**	**-**	**3,129**	**-**
2020	-	-	-	-	-

KMP Loans

On 15 June 2020, the Company 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 after year end, during September 2020.

Related party loans

The Company entered into a Facility Agreement with Oxleigh Pty Ltd to borrow funds for general working capital purposes. The balance owing, representing the facility used, at 30 June 2021 was $303,129 (2020: $nil). The Facility Agreement includes a facility limit of $2,500,000, repayable on 30 June 2022. Interest is accrued at 10% per annum, payable quarterly in arreas. A commitment fee of 3% per annum is payable on the available facility for the available period, also payable quarterly in arreas. The facility has financial covenants requiring the Company to hold net tangible assets at all times of more than $5 million.

Under the terms of a debt purchase arrangement, Hopetoun Corporation Pty Ltd ("Hopetoun"), a company associated with Mr Michael Tilley and Mr Anthony Willsallen (former Directors of the Company) facilitated the payment of amounts on behalf of Tubi Limited. The balance outstanding, due to Hopetoun at 30 June 2021 was $821,780.94 (2020: $nil). The Group has made payments to Hopetoun subsequent to the year end to settle this balance which is expected to be fully settled in FY2022.

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:

	2021	2020
	$	$
Loss for the year	**(8,406,616)**	(4,667,873)
Cash flows excluded from profit attributable to operating activities		
Non-cash flows in profit:		
- depreciation and amortisation	**3,874,704**	24,231
- impairment	**655,066**	1,282,224
- share based payments expensed	**(63,550)**	(17,624)
- other	**102,502**	575
Changes in assets and liabilities:		
- (increase)/decrease in trade and other receivables	**1,602,840**	1,830,959
- (increase)/decrease in other assets	**(343,308)**	457
- (increase)/decrease in inventories	**2,504,106**	(1,076,120)
- (increase)/decrease in deferred tax asset	**1,402,646**	(1,175,309)
- increase/(decrease) in trade and other payables	**(5,391,561)**	1,105,634
- increase/(decrease) in income taxes payable	**(395,916)**	(141,979)
- increase/(decrease) in deferred tax liability	**(726,360)**	109,181
- increase/(decrease) in provisions	**(28,000)**	11,260
Cashflows from operations	**(5,213,447)**	(2,714,384)

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 2021 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 following events occurred:

- In August 2021, the following events took place as announced on ASX,
    - the Group's subsidiary Tubi USA Inc entered into a MRO Supply Agreement with Mosaic Fertilizer LLC (**Mosaic**) for the supply of HDPE and MDPE Pipe for an initial term of 3 years;
    - the Group also entered into a Facility Agreement with Oxleigh Pty Ltd to borrow funds of up to $2.5 million for general working capital purposes. The facility term was to 30 June 2022 at an interest rate of 10% per annum, a commitment fee of 3% per annum on the available facility, and a financial covenant requiring net tangible assets to be no less than $5 million;
    - the Company engaged advisors and consulted a number of parties in the pursuit to assist with the potential divestment of certain assets.
- On 25 March 2022, the Group completed the sale of certain assets under an Asset Purchase Agreement entered into with 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.

  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 (of which $4.8 million has been paid to Hopetoun net of the hold back amount), with the remainder of approximately AU$8.2 million to the Group.

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 2021

34 Parent entity continued

	2021 $	2020 $
Statement of Financial Position		
Assets		
Current assets	**6,746,141**	4,139,363
Non-current assets	**12,902,505**	15,096,469
Total Assets	**19,648,646**	19,235,832
Liabilities		
Current liabilities	**1,852,207**	1,374,494
Non-current liabilities	**1,349,646**	1,941,298
Total Liabilities	**3,201,853**	3,315,792
Equity		
Issued capital	**23,813,112**	18,042,218
Accumulated losses	**(7,366,319)**	(2,185,728)
Option reserve	**-**	63,550
Total Equity	**16,446,793**	15,920,040
Statement of Profit or Loss and Other Comprehensive Income		
Total profit or (loss) for the year	**(5,180,591)**	107,832
Total comprehensive income	**(5,180,591)**	107,832

Contingent liabilities

The parent entity did not have any contingent liabilities as at 30 June 2021 or 30 June 2020.

Contractual commitments

The parent entity had no unrecorded commitments as at 30 June 2021. At 30 June 2020, the parent entity had capital commitments for the construction of mobile manufacturing plants amounting to $1,624,462.

35 Statutory Information

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

Tubi Limited
2 Hopetoun Street
Paddington NSW 2021
Australia

Tubi Limited

ABN: 25 139 142 493

Directors' Declaration

The directors of the Company declare that:

1. the consolidated financial statements and notes for the year ended 30 June 2021 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 06 May 2022

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 2021, 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 2021 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.

PKF (NS) Audit & Assurance Limited Partnership
ABN 91 850 861 839

Liability limited by a scheme approved
under Professional Standards Legislation

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Material Uncertainty Related to Going Concern

We draw attention to Note 2(t) to the Financial Report, which describes that the Group has reported a loss of $8,406,616 and net operating cash outflows of $5,213,447, during the year ended 30 June 2021. As stated in Note 2(t), these events and conditions, along with other matters as set forth in Note 2(t), indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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 2021, the Group recorded property, plant and equipment ("PPE") with carrying amount of $17,459,825 (2020 $19,746,630) which represented approximately 92% of the total assets, as disclosed in note 13. During the current financial year, the Group noted the presence of indicators of impairment of its PPE due to downturns in the market, COVID-19 related disruptions and competitor price cutting. Accordingly, the Group carried out a review of the recoverable amounts of the corresponding PPE. The PPE is predominantly made up of mobile manufacturing plants, being Plants 5000, 5002 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 a recent arms-length transaction whereby Plant 5002, granting of intellectual property license and related assets, was sold on 24 March 2022 to Mosaic Fertiliser LLC for approximately $8.2m. The assessment resulted in an impairment loss of $335,131 being recognised, as disclosed in Note 5. Based on the size of the assets and the judgment 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. • Review of the allocation of sale proceeds to CGU's and asset pools and verification that the carrying values were in excess of the recoverable amount, or if impairments were required. • Reviewing key documents, such as the Asset Purchase Agreement, for evidence of the sale transaction being completed. • Confirming receipt of proceeds from the buyer into the bank account of the Group; and • Assessing the adequacy of the disclosures included in Notes 5 and 13 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.

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.

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

- 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.

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 2021.

In our opinion, the Remuneration Report of Tubi Limited for the period ended 30 June 2021, 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.

PKF

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SCOTT TOBUTT
PARTNER

6 MAY 2022
SYDNEY, NSW

Additional Information for Listed Public Companies

30 June 2021

Ordinary Shares (ASX:2BE)

Tubi Limited has 311,306,779 fully paid ordinary shares on issue held by 797 Shareholders as at 1 May 2022.

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	141	1,284,703	0.410
10,001-100,000	402	15,913,184	5.110
100,001-9,999,999,999	151	293,901,477	94.410
Totals	**797**	**311,306,779**	**100.000**

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.	STRUCTURE INVESTMENTS PTY LTD <ROGERS FAMILY A/C>	4,514,737	1.45%
11.	BANNABY INVESTMENTS PTY LIMITED <BANNABY SUPER FUND A/C>	3,807,111	1.22%
12.	MR DAVID ALAN VERSCHOOR & MRS DANIELLE MILINDA VERSCHOOR <D&D VERSCHOOR SUPERFUND A/C>	3,531,000	1.13%
13.	CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	3,289,086	1.06%
14.	WHITS END PTY LTD	3,135,000	1.01%
15.	JUSEPHINE PTY LTD	2,771,000	0.89%
16.	MR DAVID RIDLEY GRAY	2,666,169	0.86%
17.	CITICORP NOMINEES PTY LIMITED	2,466,508	0.79%
18.	MR CRAIG RAYMOND & MRS MARY RAYMOND <CRAIG & MARY RAYMOND S/F A/C>	2,261,275	0.73%
19.	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	2,252,404	0.72%
20.	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,116,806	0.68%
	Total Securities of Top 20 Holdings	243,985,011	78.37%
	Total of Securities	**311,306,779**	**100.00%**

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.

Unmarketable Holders

There are 264 shareholders holding less than a marketable parcel of shares based on the last price of AUD 0.04 prior to the Company going into suspension on 6 April 2021, representing a total of 311,306,779 shares.

Options (ASX:2BEO)

Tubi Limited has 22,721,348 listed options on issue exercisable at $0.15 and expiring 30 June 2022. These are held by 294 Optionholders.

Distribution of Optionholders:

Holdings Ranges	Holders	Total Units	%
1-1,000	34	16,658	0.070
1,001-5,000	112	267,612	1.180
5,001-10,000	33	245,847	1.080
10,001-100,000	68	2,587,380	11.390
100,001-9,999,999,999	47	19,603,851	86.280
Totals	**294**	**22,721,348**	**100.000**

Additional Information for Listed Public Companies
30 June 2021

Top 20 Optionholders:

Name/Address 1	No. of Options	%
OXLEIGH PTY LTD	2,222,222	9.78%
BALD HILL QUARRY PTY LTD	2,222,222	9.78%
CS THIRD NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 13 A/C>	1,925,927	8.48%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	1,757,683	7.74%
BETA GAMMA PTY LTD <WALSH STREET S/F A/C>	833,333	3.67%
KTM VENTURES INNOVATION FUND LP	740,741	3.26%
CHIARA CORPORATION PTY LTD <RUSSO FAMILY A/C>	740,741	3.26%
CHARLES & CORNELIA GOODE FOUNDATION PTY LTD <CCG FOUNDATION A/C>	565,681	2.49%
MR MARCEL KUNATH	516,667	2.27%
MASTER STEPHEN DINESH RAJARATNAM	498,798	2.19%
MR KENNETH JOSEPH HALL <HALL PARK A/C>	444,444	1.96%
MR ANDREW EDWIN YOUNG	443,076	1.95%
KNIGHT61 INVESTMENTS PTY LTD <KNIGHT61 INVESTMENTS A/C>	387,074	1.70%
STRUCTURE INVESTMENTS PTY LTD <ROGERS FAMILY A/C>	370,371	1.63%
BANNABY INVESTMENTS PTY LTD <BANNABY SUPER FUND A/C>	370,370	1.63%
MR DAVID RIDLEY GRAY	370,367	1.63%
SDRAJA PTY LTD <SDRAJA SUPERFUND A/C>	361,130	1.59%
BEARAY PTY LIMITED <BRIAN CLAYTON S/F A/C>	333,333	1.47%
GW BURKE INVESTMENTS PTY LTD <BURKE INVESTMENT A/C>	277,778	1.22%
APPWAM PTY LTD	233,333	1.03%
Total Securities of Top 20 Holdings	15,615,291	68.72%
Total of Securities	**22,721,348**	**100.00%**

Voting Rights

Options do not carry a right to vote.

Additional Information for Listed Public Companies
30 June 2021

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. Marcello Russo	Managing Director
Mr. Ryan Shaw	Non-Executive Director
Mr. John Zeckendorf	Non-Executive Director

Company Secretary

Ms. Elissa Hansen	Company Secretary

Share Registry
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Auditor
PKF
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