Fertoz Limited

ACN 145 951 622

Audited Financial Statements
For the year ended 31 December 2019

Fertoz Limited
Year ended 31 December 2019

Directors	Mr. Patrick Avery (Executive Chairman) Mr. Adrian Byass – Non-Executive Director Mr. James Chisholm – Non-Executive Director Mr. Stuart Richardson – Non- Executive Director Mr. Ronald Wilkinson – Non-Executive Director *(appointed on 11 June 2019)*
Company Secretary	Mr. Justyn Stedwell
Registered office and Principal Place of business	Unit 1B, 205-207 Johnston Street Fitzroy, VIC 3065
Share Register	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston St Abbotsford VIC 3067
Auditor	BDO Audit Pty Ltd Level 10 12 Creek Street Brisbane QLD 4000
Canadian Lawyer	Ontario Lawyers Petersen Law Professional Corporation 390 Bay Street, Suite 806 Toronto, Ontario, Canada, M5H
Australian Lawyers	Sierra Legal Pty Ltd. Level 5, 9 Sherwood Road Toowong QLD 4066
Banker	Commonwealth Bank of Australia
Stock Exchange Listing	Australian Securities Exchange (FTZ)
Website	www.fertoz.com

DIRECTORS REPORT

The directors present their report, together with the audited financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Fertoz Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 31 December 2019.

Directors

The following persons were directors of Fertoz Limited during the whole of the financial period and up to the date of this report, unless otherwise stated:

Mr. Patrick Avery
Mr. Adrian Byass
Mr. James Chisholm
Mr. Stuart Richardson
Mr. Ronald Wilkinson (appointed 11 June 2019)

Principal activities

The Company's key objective is to become a leading supplier of rock phosphate organic fertilizers in North America and a profitable marketer of organic fertilizer products in Australia and develop sufficient profits to pay dividends to shareholders.

Dividends

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

Review of operations

Strategy

The Company's key objective is to become a leading supplier of rock phosphate organic fertilizers in North America and a profitable marketer of organic fertilizer products in Australia and develop sufficient profits to pay dividends to shareholders.

The Company's main efforts are on the development and commercialisation of its high-grade phosphate resources in North America, which can supply high-grade rock phosphate to organic and conventional fertilizer wholesalers, retailers and farms that are seeking low-leaching phosphate products.

Safety

There were no lost time, injuries or environmental incidents recorded during the period ended 31 December 2019.

Financials

The loss for the consolidated entity after providing for income tax amounted to $1,808,232 (six months ended 31 December 2018: loss $1,246,690).

Sales for the year ended 31 December 2019 were slightly lower than the previous year due to prolonged winter season in North America. During the year, the Group recovered the receivables that were outstanding at the beginning of the year, resulting in a lower amount of receivable at 31 December 2019. Similarly, all amounts due to suppliers of raw materials were paid during the year ended 31 December 2019. The Group also spent $554,339 on exploration expenditure during the year.

Available cash balance at year-end amounted to $452,138 (2018: $2,930,139).

Significant changes in the state of affairs

During the year ended 31 December 2019, the Group issued 1,330,000 ordinary shares to key members of the staff.

Other than disclosed in this report, in the opinion of the directors there were no significant changes in the state of affairs of the Company during the financial period under review.

Matters subsequent to the end of the financial year

Subsequent to the year ended 31 December 2019, the Company completed a capital raise of $2,000,000 by the issuance of 25,000,000 shares at a price of $ 0.08 per share. The Company incurred capital raising cots of $147,535, of which $20,000 was paid to a company related to a director.

The full impact of the COVID-19 outbreak continues to evolve at the date of this report. The Company is therefore uncertain as to the full impact that the pandemic will have on its financial condition, liquidity, and future results of operations during 2020.

Management is actively monitoring the global situation and its impact on the Company's financial condition, liquidity, operations, suppliers and industry. Given the daily evolution of the COVID-19 outbreak and the global responses to curb its spread, the Company is not able to estimate the effects of the COVID-19 outbreak on its results of operations, financial condition or liquidity for the 2020 year.

Although the Company can't estimate the length or gravity of the impact of the COVID-19 outbreak at this time, if the pandemic continues, it may have a material adverse affect on the Company's results of future operations, financial position and liquidity for 2020.

Other than the foregoing, no other matter or circumstance has arisen since 31 December 2019 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future years.

Likely developments and expected results of operations

The consolidated entity intends to continue its exploration, development and production activities on its existing projects and to acquire further suitable projects for exploration as opportunities arise.

Environmental regulation

The consolidated entity is subject to environmental regulations under laws of British Columbia and Alberta, Canada where it either holds or has a right to explore on such tenements. During the financial period the consolidated entity's activities recorded no non-compliance issues.

Corporate Governance

The Company's corporate governance statement and Appendix 4G can be found on the Company's website at: https://www.fertoz.com/company/corporate-governance/

Information on directors

Mr. Patrick Avery, MBA
Executive Chairman,

Mr. Avery has over 30 years of experience working in the industries of fertilizer, mining, specialty chemicals, petroleum, and construction/project management. In the fertilizer industry, he worked for 11 years with JR Simplot, one of the largest privately held food and agribusiness companies in the USA, where he held senior positions across all key business units such as mining, manufacturing, supply chain, wholesale sales and energy management, managing over 1500 employees, three mines(two phosphate and one silica), five major manufacturing facilities, and several warehouse/distribution locations, making dozens of products from chemical fertilizers, to specialty chemicals for lawns, gardens, golf courses, industrial products, resins, and water treatment. Mr. Avery was also president of Intrepid Potash, where he led all aspects of mining, manufacturing, logistics and sales.

Information on directors (continued)

Mr. Patrick Avery, MBA

Mr Avery has not been a director of any other listed company in the last three years.

Interests in shares:	2,107,143
Interests in options:	None
Contractual rights to shares:	4,000,000 *(see below)*

a) 2,000,000 fully paid ordinary shares upon signing of consultancy agreement. *(already issued)*
b) 1,000,000 fully paid ordinary shares upon the Company's share price closing at 28c or above for 10 consecutive trading days before 1 June 2021.
c) 1,000,000 fully paid ordinary shares upon the Company's share price closing at 38c or above for 10 consecutive trading days before 1 June 2021.
d) 1,000,000 fully paid ordinary shares upon the Company's share price closing at 50c or above for 10 consecutive trading days before 1 June 2021.
e) 1,000,000 fully paid ordinary shares upon the Company's share price closing at 60c or above for 10 consecutive trading days before 1 June 2021.

Mr. James Chisholm, B.Eng, MBA
Non-executive Director

Mr Chisholm is a qualified engineer, having worked in the engineering, mining, oil and gas sectors for the past 28 years. Mr. Chisholm has worked on numerous resource construction and maintenance projects around Australia, primarily covering coal, iron ore, and agricultural mining and processing. Mr. Chisholm co-founded The Chairmen1 Pty Ltd which sold its assets to Guildford Coal Ltd (ASX: TER). Mr. Chisholm is experienced in start-up exploration and development companies.

He was also a director of Atrum Coal Ltd until mid-2019 (ASX: ATU). Other than Atrum Coal Ltd., Mr. Chisholm has not been a director of a listed company for the last three years.

Interests in shares:	10,235,564
Interests in options:	None
Contractual rights to shares:	None

Mr. Adrian Byass BSc(Hon), B.Econ, Member of Institute of Geoscientists, Fellow of Society of Economic Geology
Non-executive Director

Mr Byass has over 18 years' experience in the mining and minerals industry. This experience has principally been gained through mining, resource estimation, mine development and exploration roles for several gold, base metals and specialty metal mining and exploration companies worldwide. Mr Byass is a Competent Person for reporting to the ASX for certain minerals. Mr Byass has also gained experience in corporate finance and financial modelling during his employment with publicly listed mining companies. Mr. Byass is currently an executive director of Infinity Lithium Corporation Limited (ASX: INF). He is also Chairman of Galena Mining Limited (ASX: G1A).

Interests in shares:	679,664
Interests in options:	None
Contractual rights to shares:	None

Information on directors (continued)

Mr. Stuart Richardson BBA, CPA
Non-executive Director

Mr Richardson has extensive experience over 35 years in capital markets both on Australia and overseas in the field of investment banking and stockbroking. He is a founding director of Blackwood Capital Limited an Australian based investment bank operating in capital markets, advisory and funds, management in equities and private equity.
Mr. Richardson is also a former director of Abundant produce Limited (ASX:ABT) (resigned on 24 April 2019) and former director of XTD Limited (ASX:XTD) (resigned 1 November 2018)

Interests in shares:	7,032,460
Interests in options:	None
Contractual rights to shares:	None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.
'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Mr. Ronald Wilkinson
Non-executive Director
Mr. Wilkinson is a qualified Chemical Engineer and has completed the Director Education Program with the Institute of Corporate Directors. From his graduation in 1976 through to 1996, he worked with Exxon Chemicals and then Sherrit, first as a junior engineer and then progressing through the engineering ranks to a senior executive. In 1996 he joined Agrium Inc, initially in logistics roles and then as VP Marketing and Operations for Agrium's South American joint venture with YPF SA. He moved back to Canada in 2001 to take on roles related to market development and operations, and spent from 2004 to 2015 as President of the Wholesale Business Unit for Agrium Inc, and then in 2016, as advisor to the CEO. Mr. Wilkinson has been a director of Itafos (TSXV: IFOS) since January 2018.

Interests in shares:	None
Interests in options:	None
Contractual rights to shares:	None

Company Secretary

Mr. Stedwell is a professional company secretary with over 11 years' experience as a Secretary of ASX listed companies in various industries, including mining and exploration, IT & telecommunications, biotechnology and agriculture. Mr. Stedwell's qualifications include a Bachelor of Commerce (Economics and Management) from Monash University, a Graduate Diploma of Accounting at Deakin University and a Graduate Diploma in Applied Corporate Governance at the Governance Institute of Australia. He is currently Company Secretary at several ASX-listed companies, including Atrum Coal Ltd (ASX:ATU), Lifespot Health Ltd (ASX: LSH); Cirralto Ltd (ASX:CRO), Imugene Ltd (ASX:IMU), Rectifier Technologies Ltd (ASX:RFT), Golden Mile Resources Ltd (ASX:G88), UltraCharge Ltd (ASX:UTR), WONHE Multimedia Commerce Ltd (ASX:WMC) and Broo Ltd (ASX:BEE).

Meetings of directors

The number of meetings of the company's Board of Directors ('the Board') and of each Board committee held during the year ended 31 December 2019, and the number of meetings attended by each director were:

	Year ended 31 December 2019 Board of Directors		Six months ended 31 December 2018 Board of Directors	
	Number eligible to attend*	**Number attended**	Number eligible to attend*	Number attended
Mr. Patrick Avery	**4**	**4**	2	2
Mr. Adrian Byass	**4**	**4**	2	2
Mr. James Chisholm	**4**	**3**	2	2
Mr. Stuart Richardson	**4**	**4**	2	2
Mr. Ronald Wilkinson	**3**	**3**	-	-

**Represents the number of meetings held during the time the director held office or was a member of the relevant committee*.

The Board of the Company undertakes the responsibilities of both the Nomination and Remuneration Committee and the Audit and Risk Committee.

REMUNERATION REPORT (audited)

The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

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

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders and conforms to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- Transparency

The Board undertakes the responsibilities of the Nomination and Remuneration Committee and is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the consolidated entity depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel. The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

REMUNERATION REPORT (audited) (continued)

The framework seeks to align performance to shareholders' interests by:

- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth as well as focusing the executive on key non-financial drivers of value attracting and retaining high calibre executives

and aligns the program participants' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive directors and executive remunerations are separate.

Non-executive directors' remuneration
Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market.

The chairman's fees, if the role is a non-executive, are determined based independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present in any discussions relating to the determination of his own remuneration. Non-executive directors receive share options to ensure alignment with the Boards responsibility of creating shareholder wealth. The remuneration for the non-executive directors has been set at $36,000 per annum.

ASX listing rules require the aggregate non-executive director's remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 29 May 2012, where the shareholders approved an aggregate remuneration of $250,000 per annum.

Executive remuneration
The consolidated entity aims to reward executives with a level and mix of remuneration based on their position and responsibility, which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave payable to eligible employees

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary and non-monetary benefits, are reviewed annually by the Board, based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The consolidated entity does not have short-term incentives ('STI') at this time

REMUNERATION REPORT (audited) (continued)

Consolidated entity performance and link to remuneration
Because the consolidated entity is in exploration and not production, there is no direct relationship between the consolidated entity's financial performance and the level of remuneration paid to key management personnel.

The link between remuneration, company performance and shareholder wealth generation is tenuous, particularly in the exploration and development stage of a minerals company. Share prices are subject to the influence of international phosphate prices and market sentiment towards the sector and increases or decreases may occur independently of executive performance or remuneration.

The earnings of the consolidated entity for the three years to 30 June 2018, six months ended 31 December 2018 and year ended 31 December 2019 are summarised below:

	2019[3] $	2018[2] $	2018[1] $	2017[1] $	2016[1] $
Sales revenue	1,326,264	1,458,596	1,486,285	943,696	293,149
EBITDA	(1,793,485)	(1,246,690)	(1,432,712)	(1,185,315)	(2,360,761)
EBIT	(1,808,232)	(1,246,690)	(1,432,712)	(1,185,640)	(2,361,170)
(Loss) after income tax	(1,808,232)	(1,246,690)	(1,432,712)	(1,185,640)	(2,361,170)

[1]*Years ended 30 June*
[2]*Six months ended 31 December*
[3] *Year ended 31 December*

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2019[3] $	2018[2] $	2018[1] $	2017[1] $	2016[1] $
Share price at financial year end ($)	0.08	0.20	0.175	0.075	0.15
Total dividends declared *(cents per share)*	-	-	-	-	-
Basic earnings per share *(cents per share)*	(1.41)	(1.05)	(1.5)	(1.3)	(4.1)

[1]*At 30 June*
[2]*At 31 December*
[3] *Year ended 31 December*

The company may issue options to provide an incentive for key management personnel which, it is believed, is in line with industry standards and practice and is also believed to align the interests of key management personnel with those of the company's shareholders

Use of remuneration consultants
The consolidated entity did not engage remuneration consultants during the year ended 31 December 2019.

Voting and comments made at the company's 2019 Annual General Meeting ('AGM')
At the 2019 AGM, the remuneration report for the six months ended 31 December 2018 was adopted. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration
Details of the remuneration of Key Management Personnel ("KMP") of the consolidated entity are set out in the following tables.
The key management personnel of the consolidated entity consisted of the following directors of Fertoz Limited:

- Patrick Avery – Executive Chairman
- Adrian Byass - Non-Executive Director
- James Chisholm - Non-Executive Director
- Stuart Richardson - Non-Executive Director
- Ronald Wilkinson - Non-Executive Director - *appointed on 11 June 2019*

REMUNERATION REPORT (audited) (continued)

For the year ended 31 December 2019

	Short Term Benefits	Post Employment	Share Based Payments				Proportion of remuneration performance related
Director	**Salary and fees $**	**Superannuation $**	**Options $**	**Shares $**	**Total $**	**Fixed (%)**	**LTI (%)**
Patrick Avery (Executive Chairman)	297,275	-	-	84,202	**381,477**	78%	22%
James Chisholm	42,836	-	-	-	**42,836**	100%	-
Adrian Byass	36,000	-	-	-	**36,000**	100%	-
Stuart Richardson	36,000	-	-	-	**36,000**	100%	-
Ronald Wilkinson[1]	21,000	-	-	-	**21,000**	100%	-
Total	**433,111**	**-**	**-**	**84,202**	**517,313**	**84%**	**16%**

1 Mr. Wilkinson was appointed on 11 June 2019

During the year ended 31 December 2019, part of Mr. Chisholm's fees was paid in Canada and was subject to additional payroll remittances in Canadian dollars.

For the six months ended 31 December 2018

	Short Term Benefits	Post Employment	Share Based Payments				Proportion of remuneration performance related
Director	**Salary and fees $**	**Superannuation $**	**Options $**	**Shares $**	**Total $**	**Fixed (%)**	**LTI (%)**
Patrick Avery (Executive Chairman)	141,540	-	-	229,534	**371,074**	38%	62%
James Chisholm	19,685	-	-	-	**19,685**	100%	-
Adrian Byass	18,000	-	-	-	**18,000**	100%	-
Stuart Richardson[1]	18,000	-	-	-	**18,000**	100%	-
Total	**197,225**	**-**	**-**	**229,534**	**426,759**	**46%**	**54%**

[1]Mr Richardson was appointed Director on 29 June 2018

Service agreements

Remuneration and other terms of employment for key executive management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Patrick Avery
Title:	Executive Chairman
Agreement commenced:	1 June 2018
Term of agreement:	3 years
Details:	Current base salary is US$207,000. Although the shareholders approved an increase in the salary to US$240,000, at Mr Avery's request, the salary remained at US$207,000 per annum.

REMUNERATION REPORT (audited) (continued)

Service agreements (continued)

With effect to 1 June 2018, and following shareholders' approval at a General Meeting held on 14 August 2018, Mr. Avery received the following performance package:

a) 2,000,000 fully paid ordinary shares upon signing of consultancy agreement (already issued)
b) 1,000,000 fully paid ordinary shares upon the Company's share price closing at 28c or above for 10 consecutive trading days before 1 June 2021.
c) 1,000,000 fully paid ordinary shares upon the Company's share price closing at 38c or above for 10 consecutive trading days before 1 June 2021.
d) 1,000,000 fully paid ordinary shares upon the Company's share price closing at 50c or above for 10 consecutive trading days before 1 June 2021.
e) 1,000,000 fully paid ordinary shares upon the Company's share price closing at 60c or above for 10 consecutive trading days before 1 June 2021.
f) US$50,000 cash bonus paid once the Company reaches a minimum of $1m EBIT as shown in audited annual accounts.
g) US$100,000 cash bonus paid once the Company reaches a minimum of $3m EBIT as shown in audited annual accounts.
h) US$200,000 cash bonus paid once the Company reaches a minimum of $5m EBIT as shown in audited annual accounts

The 2,000,000 shares in (a) above have already been issued.

The cash bonuses identified in f), g) and h) above remain unused as at 31 December 2019.

The fair values of the performance shares are determined based on the market price of the company's shares at the grant date using an appropriate valuation methodology (ie. Trinomial or Monte Carlo Simulation). The relevant information for the valuation of these performance shares is as follows:

Grant date	Number Issued	Hurdle Price	Estimated vesting date	Grant date value
1 June 2018	2,000,000	Nil	1 June 2018	$0.1800
1 June 2018	1,000,000	$0.28	30 June 2020	$0.1527
1 June 2018	1,000,000	$0.38	30 September 2020	$0.1361
1 June 2018	1,000,000	$0.50	31 March 2021	$0.1156
1 June 2018	1,000,000	$0.60	30 June 2021	$0.1062

Other than the first tranche which have fully vested, no other performance shares have vested as at 31 December 2019.

Key management personnel have no additional entitlement to termination payments in the event of removal for misconduct.

Share based compensation

Options

No option over ordinary shares was granted to and vested by directors and other key management personnel as part of compensation during the six months ended 31 December 2019.

REMUNERATION REPORT (audited) (continued)

Share based compensation (continued)

Shareholding

The number of shares in the company held during the year ended 31 December 2019 by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Patrick Avery	2,107,143	-	-	-	2,107,143
James Chisholm	9,110,564	-	-	-	9,110,564
Adrian Byass	679,664	-	-	-	679,664
Stuart Richardson	7,032,460	-	-	-	7,032,460
Ronald Wilkinson	-	-	-	-	-
	18,929,831	**-**	**-**	**-**	**18,929,831**

Additional disclosures relating to key management personnel

Performance shares

The number of performance shares which are treated as in-substance options held during the financial year by each director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

Performance shares	Balance at the start of the Period	Additions	Converted to ordinary shares	Disposals/ other	Balance at the end of the period
Patrick Avery	4,000,000	-	-	-	4,000,000
James Chisholm	-	-	-	-	-
Adrian Byass	-	-	-	-	-
Stuart Richardson	-	-	-	-	-
Ronald Wilkinson	-	-	-	-	-
	4,000,000	**-**	**-**	**-**	**4,000,000**

Option holding

No options over ordinary shares in the company were held during the financial year by any director and other members of key management personnel of the consolidated entity, including their personally related parties'

Other transactions with key management personnel and their related parties

There were no other transactions with key management personnel or their related parties.

********This concludes the remuneration report, which has been audited.********

Shares under option

There were no unissued ordinary shares of Fertoz Limited under option at 31 December 2019

There were no options granted to officers who are among the five highest remunerated officers of the company and the group, but are not key management persons and hence all options issued to key management persons is disclosed in the remuneration report.

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the company or of any other body corporate.

Shares issued

There were 1,330,000 ordinary shares of Fertoz Limited which were issued during the year ended 31 December 2019 and up to the date of this report on to members of the staff.

Indemnity and insurance of officers

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the year ended 31 December 2019, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

The company has not, during or since the end of the financial period, indemnified or agreed to indemnify the auditor of the company or any related entity against a liability incurred by the auditor.

During the financial period, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

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 company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Non-audit services

Amounts paid or payable to BDO (QLD) Pty Ltd, a related company of the auditor, for non-audit services provided during the year ended 31 December 2019 by the auditor related to preparation of the tax return and taxation advice of $13,685 (2018: $5,300).

The directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are of the opinion that the services as disclosed in note 20 to the financial statements 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 or decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risks and rewards.

Non-audit services

Officers of the company who are former partners of BDO Audit Pty Ltd
There are no officers of the company who are former partners of BDO Audit Pty Ltd.

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 the following page.

Auditor
BDO Audit Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors

Pat Avery

Patrick Avery

30 March 2020

Tel: +61 7 3237 5999
Fax: +61 7 3221 9227
www.bdo.com.au

Level 10, 12 Creek St
Brisbane QLD 4000
GPO Box 457 Brisbane QLD 4001
Australia

DECLARATION OF INDEPENDENCE BY C R JENKINS TO THE DIRECTORS OF FERTOZ LIMITED

As lead auditor for the audit of Fertoz Limited for the year ended 31 December 2019, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Fertoz Limited and the entities it controlled during the year.

C R Jenkins
Director

BDO Audit Pty Ltd

Brisbane, 30 March 2020

Contents

Consolidated Statement of profit or loss and other comprehensive income	15
Consolidated Statement of financial position	16
Consolidated Statement of changes in equity	17
Consolidated Statement of cash flows	18
Notes to the financial statements	19
Directors' declaration	43
Independent auditor's report to the members of Fertoz Limited	44
Shareholder information	46

General information

The financial statements cover Fertoz Limited as a consolidated entity consisting of Fertoz Limited and the entities it controlled at the end of, or during, the period. The financial statements are presented in Australian dollars, which is Fertoz Limited's functional and presentation currency.

During the period ended 31 December 2018, the Group sought and was granted a change in reporting date from 30 June to 31 December, and consequently the reporting period prior to the year ended 31 December 2019 is for a six-month period ended 31 December 2018. The comparative figures are for the six-month ended 31 December 2018.

Fertoz Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office and principal place of business

Unit 1B, 205-207 Johnston Street
Fitzroy, VIC 3065

A description of the nature of the consolidated entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 March, 2020. The directors have the power to amend and reissue the financial statements.

Fertoz Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 31 December 2019

	Note	Year ended 31 December 2019 $	Six months ended 31 December 2018 $
Revenue from continuing operations	4	**1,326,264**	1,458,595
Cost of goods sold		**(1,266,897)**	(1,331,159)
		59,367	127,436
Other Income		**15,846**	13,152
Expenses			
Audit & accounting		**203,990**	103,859
Consultant fees & employee Compensation		**160,225**	122,512
Depreciation		**14,747**	-
Directors fees (non-executive)		**135,836**	55,685
Executive Director		**297,275**	141,540
Insurance		**26,281**	35,827
Investor relations		**48,077**	45,054
Legal		**(2,917)**	9,224
Listing fees and share registry		**71,318**	76,497
Marketing & selling		**549,909**	428,395
Office rental	2	**41,657**	16,258
Expected credit loss on receivables	8	**(27,633)**	37,124
Share based payment	5	**236,452**	229,534
Travel		**44,017**	49,166
Other expenses		**66,566**	32,577
Total expenses		**1,865,800**	1,383,252
Finance			
Interest income	**4**	**(3,237)**	(4,260)
Interest paid		**6,027**	3,467
Realized exchange loss		**14,855**	4,820
		17,645	4,027
Loss before income tax expense from continuing operations		**(1,808,232)**	(1,246,691)
Income tax expense	6	**-**	-
Loss after income tax expense for the year		**(1,808,232)**	(1,246,691)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		**183,216**	189,043
Other comprehensive income for the year, net of tax		**183,216**	189,043
Total comprehensive income for the year		**(1,625,016)**	(1,057,648)
Loss per share for profit attributable to the owners of Fertoz Limited			
Basic loss per share (cents)	27	**(1.41)**	(1.05)
Diluted loss per share (cents)	27	**(1.41)**	(1.05)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Fertoz Limited
Consolidated statement of financial position
As at 31 December 2019

	Note	2019	2018
Assets		$	$
Current assets			
Cash and cash equivalents	7	**452,138**	2,930,139
Trade and other receivables	8	**249,227**	847,244
Inventories	8b	**622,531**	486,552
Other current assets	9	**15,871**	39,227
Total current assets		**1,339,767**	4,303,162
Non-current assets			
Exploration and evaluation assets	10	**5,833,645**	5,142,252
Property, plant and equipment	11	**82,840**	51,256
Environmental Bonds	12	**328,451**	144,571
Total non-current assets		**6,244,936**	5,338,079
Total assets		**7,584,703**	9,641,241
Current liabilities			
Trade and other payables	13	**340,864**	1,022,006
Borrowings	14	**-**	(27,280)
Total current liabilities		**340,864**	994,726
Total liabilities		**340,864**	994,726
Net assets		**7,243,839**	8,646,514
Equity			
Issued capital	15	**19,606,629**	19,468,490
Reserves		**1,993,494**	1,909,292
Translation reserve		**399,682**	216,466
Retained losses		**(14,755,966)**	(12,947,734)
Total equity		**7,243,839**	8,646,514

The above consolidated statement of financial position should be read in conjunction with the accompanying notes

Fertoz Limited
Consolidated statement of changes in equity
For the year ended 31 December 2019

	Issued capital	Retained losses	Share Based Payment Reserve	Translation Reserve	Total equity
	$	$	$	$	$
Balance at 1 January 2019	**19,468,490**	**(12,947,734)**	**1,909,292**	**216,466**	**8,646,514**
					-
Loss after income tax expense for the period	-	**(1,808,232)**	-	-	**(1,808,232)**
Other comprehensive income for the period	-	-	-	**183,216**	**183,216**
Total comprehensive profit/(loss) for the period	-	**(1,808,232)**	-	**183,216**	**(1,625,016)**
Transaction with owners in their capacity as owners:					
Shares issued *(Note 15)*	**152,250**	-	-	-	**152,250**
Share issue costs *(Note 15)*	**(14,111)**	-	-	-	**(14,111)**
Share-based payments *(Note 28)*	-	-	**84,202**	-	**84,202**
At 31 December 2019	**19,606,629**	**(14,755,966)**	**1,993,494**	**399,682**	**7,243,839**
Balance at 1 July 2018	16,717,686	(11,701,043)	1,679,758	27,423	6,723,824
					-
Loss after income tax expense for the period	-	(1,246,691)	-	-	(1,246,691)
Other comprehensive income for the period	-	-	-	189,043	189,043
Total comprehensive profit/(loss) for the period	-	(1,246,691)	-	189,043	(1,057,648)
Transaction with owners in their capacity as owners:					
Shares issued *(Note 15)*	2,827,226	-	-	-	2,827,226
Share issue costs *(Note 15)*	(76,422)	-	-	-	(76,422)
Share-based payments *(Note 28)*	-	-	229,534	-	229,534
At 31 December 2018	19,468,490	(12,947,734)	1,909,292	216,466	8,646,514

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes

Fertoz Limited
Consolidated statement of cashflows
For the year ended 31 December 2019

	Note	2019	2018
		$	$
Cash flows from operating activities			
Receipts from customers (exclusive of GST)		**2,090,841**	902,372
Payments to suppliers and employees (exclusive of GST)		**(3,840,833)**	(2,245,999)
Interest received		**3,237**	4,260
Interest paid		**(6,027)**	(3,467)
Net cash inflow / (outflow) from operating activities	26	**(1,752,782)**	(1,342,834)
Cash flows from investing activities			
Purchase of equipment		**(44,758)**	-
Payment for security deposit		**(180,376)**	
Payment for exploration and evaluation assets		**(554,339)**	(321,168)
Net cash inflow / (outflow) from investing activities		**(779,473)**	(321,168)
Cash flows from financing activities			
Proceeds from issue of shares	15	**-**	2,827,226
Payments for equity raising costs	15	**(14,111)**	(76,422)
Drawdown of borrowings		**27,280**	(15,306)
Net cash inflow / (outflow) from financing activities		**13,169**	2,735,498
Net increase/(decrease) in cash and cash equivalents		**(2,519,086)**	1,071,496
Cash and cash equivalents at the beginning of the financial period		**2,930,139**	1,867,566
Effects of exchange rate changes on cash and cash equivalents		**41,085**	(8,933)
Cash and cash equivalents at the end of the financial period	7	**452,138**	2,930,139

The above consolidated statement of cashflows should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

Corporate Information

The financial report of Fertoz Limited for the year ended 31 December 2019 was approved by the board on 30 March 2020.

Fertoz Limited (the Company) is a public company limited by shares incorporated and domiciled in Australia. The Company's registered office is located at Unit 1B, 205-207 Johnston Street, Fitzroy, VIC 3065.

Basis of preparation

These general-purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB'). The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The separate financial statements of the parent entity, Fertoz Ltd., have not been presented within this financial report as permitted by the Corporations Act 2001.

During the period ended 31 December 2018, the Group sought and was granted a change in reporting date from 30 June to 31 December, and consequently the reporting period prior to the year ended 31 December 2019 is for a six-month period ended 31 December 2018. The comparative figures are for the six-month ended or as at 31 December 2018. Therefore, the following statements and their corresponding notes have comparative figures that are not comparable due to the difference in reporting period for which these statements have been prepared:

- Consolidated statement of profit or loss and other comprehensive income
- Consolidated statement of changes in equity
- Consolidated statement of cashflow

Historical cost convention
The financial statements have been prepared under the historical cost convention.

Critical accounting estimates
The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 24.

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Fertoz Limited ('company' or 'parent entity') as at 31 December 2019 and the results of all subsidiaries for the year then ended. Fertoz Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity 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 activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Note 1. Significant accounting policies *(continued)*

Principles of consolidation *(continued)*

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

Foreign currency translation

The financial statements are presented in Australian dollars, which is Fertoz Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is reclassified through profit or loss when the foreign operation or net investment is disposed of.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Note 1. Significant accounting policies *(continued)*

Income tax *(continued)*

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents
Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

Inventories
Inventories are stated at the lower of cost and net realisable value on a weighted average basis. Cost comprises direct materials and delivery costs, direct labour, import duties and other taxes, an appropriate proportion of variable and fixed overhead expenditure based on normal operating capacity, and, where applicable, transfers from cash flow hedging reserves in equity. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

Stock in transit is stated at the lower of cost and net realisable value. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Property, plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment	3-8 years

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

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

Note 1. Significant accounting policies *(continued)*

Leases

Right-of-use assets
A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.
Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.
The group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Lease liabilities
A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.
Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Policy applicable to comparatives
The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to the ownership of leased assets, and operating leases, under which the lessor effectively retains substantially all such risks and benefits.

Finance leases are capitalised. A lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leased assets acquired under a finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the consolidated entity will obtain ownership at the end of the lease term.

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

Exploration and evaluation assets
Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

Note 1. Significant accounting policies *(continued)*

Impairment of non-financial assets
Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Trade and other payables
These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Borrowings
Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Provisions
Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

Employee benefits
Short-term employee benefits
Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits
The liability for long service leaves not expected to be settled within 12 months of the reporting date are measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bond rate with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments
Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using either the Monte Carlo, Trinomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, market based vesting conditions, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

Note 1. Significant accounting policies *(continued)*
Employee benefits *(continued)*

The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Monte Carlo or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market. Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

The carrying values of financial assets and financial liabilities approximate their fair values due to their short term nature.

Issued capital
Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividends
Dividends are recognised when declared during the financial year and no longer at the discretion of the company.

Note 1. Significant accounting policies *(continued)*

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of Fertoz Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Revenue Recognition

Sale of phosphate

Sales of phosphate is recognised when the phosphate is delivered to the customer and there is no unfulfilled obligation that could affect the customers' acceptance of the phosphate. Delivery occurs when the phosphate has been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the phosphate in accordance with the sales contract the acceptance provisions have lapsed, or the group has objective evidence that all criteria for acceptance have been satisfied.

Incremental Costs of obtaining Customer Contracts

Incremental costs incurred in obtaining customer contracts are capitalised and amortised over the term, where the term is greater than 12 months.

Unsatisfied performance obligations

The Group continues to recognise its contract liabilities under AASB 15 in respect of any unsatisfied performance obligations, which are disclosed as Unearned revenue in the Consolidated Statement of Financial Position.

Financing components

The Group does not recognise adjustments to transition prices or Contract balances where the period between the transfer of promised goods or services to the customer and payment by customer does not exceed one year.
The Group reviewed its prior year contracts and did not identify material adjustments in timing and amounts recognised as revenue in prior years.

Loss making contracts

A provision for loss making contracts is recorded for the difference between the expected costs of fulfilling a contract and the expected remaining economic benefits to be received where the forecast remaining costs exceed the forecast remaining benefits.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Note 1. Significant accounting policies *(continued)*

Trade and other receivables

Trade and other receivables are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

Change in Accounting Policies and Accounting Standards

The consolidated entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

In the current reporting period, the Group has adopted all the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board ("AASB") that are relevant to its operations and effective for the current reporting period.

(i) AASB 16 - Leases

This standard results in almost all leases being recognised on the statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The Company has evaluated that the new Standard does not have significant impact on the financial statements (refer to note 2)

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Revenue recognition

The group has recognised revenue net of trade discounts and adjustment for moisture content during the year. The customer is entitled to receive a discount if the moisture contents in the product are above certain levels as specified in the contract. Management have determined that the discount applied as a result of moisture content has been adjusted for when recognising the revenue and a significant reversal in the amount of revenue recognised will not occur, therefore it is appropriate to recognise revenue on the invoiced amount net of discounts upon delivery of the product.

Trade Receivables

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The group has concluded that the expected loss rates for trade receivables are a reasonable approximation based on payment profiles of sales over a period of 36 months before 31 December 2019 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Monte Carlo or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. These models require a number of assumptions to be made including the expected future volatility of the share price, the estimated vesting date and the risk-free interest rate. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Note 2. Critical accounting judgements, estimates and assumptions (*continued*)

Exploration and evaluation costs
Exploration and evaluation costs have been capitalised on the basis that the consolidated entity will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

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

As disclosed in the financial statements, the Group achieved a net loss after tax of $1,808,232 (2018: $1,246,690) and net operating cash outflows of $1,752,782 (2018: $1,342,834) for the year ended 31 December 2019. As at 31 December 2019 the Group had cash of $452,138 (2018: $2,930,139).

In addition, as detailed in Note 29, subsequent to reporting date, the World Health organisation (WHO) announced a global health emergency because of a new strain of coronavirus (COVID-19) and the risks to the international community as the virus spreads globally. Because of the rapid increase in exposure globally, the WHO classified the COVID-19 outbreak as a pandemic. These events are having a significant negative impact on world stock markets, currencies and general business activities which could negatively impact the Company in a material adverse manner.

The ability of the Group to continue as a going concern is principally dependent upon the following conditions:

- the ability of the Group to meet its cashflow forecasts;
- the ability of the Group to raise capital, as and when necessary; and
- the ability of the Group to sell non-core assets.

These conditions give rise to material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. However, the directors highlight that the Company has a proven ability to raise the necessary funding or settle debts via the issuance of shares, as evidenced by the raising of $2,000,000 in capital subsequent to the year-end; and further, that the Company is already operating an expanding rock phosphate and organic fertilizer business and plans to continue to expand this business in the coming year.

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

Short term lease

The Group has short-term office lease arrangement that are month-to-month lease. The lease arrangement is such that, either party to the contract can give notice to terminate the arrangement or the contract does not oblige either party to make a payment on termination. As a result, the Group has assessed the lease arrangement to be non- enforceable, therefore continues to recognise any lease payments as an expense through the profit or loss.

Note 3. Operating segments

Identification of reportable operating segments
The consolidated entity is organised into two operating segments based on geographical location being Australian and Canadian operations, reflected by the subsidiaries in the Group. These operating segments are based on the internal reports that are reviewed and used by the board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources.

The CODM reviews earnings before and after tax. The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

Where applicable, corporate costs, finance costs, interest revenue, tax, creditors, debtors and foreign currency gains and losses are not allocated to segments as they are not considered part of the core operations of the segments and are managed on a consolidated entity basis thus disclosed under unallocated category

Note 3. Operating segments *(continued)*

Consolidated – 31 December 2019	Australia $	North America $	Unallocated $	Total $
Revenue				
Sales of phosphate fertilizer	774,333	551,931	-	1,326,264
Other revenue	15,846	-	-	15,846
Total revenue	790,179	551,931	-	1,342,110
Profit/(Loss) before income tax expense	(67,574)	(1,172,790)	(567,868)	(1,808,232)
Income tax revenue	-	-	-	-
Profit/(Loss) after income tax expense	(67,574)	(1,172,790)	(567,868)	(1,808,232)
Assets				
Segment assets	297,052	7,029,101	258,550	7,584,703
Segment liabilities	2,523	(252,551)	(90,836)	(340,864)
Segment net assets	299,575	6,776,550	167,714	7,243,839

Consolidated – 31 December 2018	Australia $	North America $	Unallocated $	Total $
Revenue				
Sales of phosphate fertilizer	283,674	1,174,922	-	1,458,596
Other revenue	-	-	13,152	13,152
Total revenue	283,674	1,174,922	13,152	1,471,748
Profit/(Loss) before income tax expense	(71,445)	(680,948)	(494,297)	(1,246,690)
Income tax revenue	-	-	-	-
Profit/(Loss) after income tax expense	(71,445)	(680,948)	(494,297)	(1,246,690)
Assets				
Segment assets	417,932	7,549,096	1,674,213	9,641,241
Segment liabilities	(47,707)	(883,892)	(63,128)	(994,727)
Segment net assets	370,225	6,665,204	1,611,085	8,646,514

Segment revenue and non-current asset

	Consolidated 2019 $	Consolidated 2018 $
Revenues derived from major external customer were attributable to North America	**-**	**926,564**
	-	**926,564**
Non-current assets, excluding financial instruments and deferred tax assets, located in:		
Australia	**-**	-
Canada	**6,244,936**	5,338,079
	6,244,936	5,338,079

Note 4. Revenue

	Consolidated 2019 $	Consolidated 2018 $
From continuing operations		
Sales Revenue		
Sale of phosphate fertilizer products – at point in time	**1,326,264**	1,458,595
	1,326,264	1,458,595
Other revenue		
Interest	**3,237**	4,260
Other income	**15,846**	13,152
	19,083	17,412

Note 5. Expenses

	Consolidated 2019 $	Consolidated 2018 $
Loss before income tax from continuing operation includes the following specific expenses		
Share based payments	**236,452**	229,534

Note 6. Income tax

	Consolidated 2019 $	Consolidated 2018 $
Income tax expenses		
Current tax expense	**(358,377)**	(312,188)
Deferred tax expense	**358,377**	312,188
Aggregate income tax expenses	**-**	-
Numerical reconciliation of income tax and tax at statutory rate		
Profit/ (loss) before income tax expenses from continuing operations	**(1,808,232)**	(1,246,690)
Tax at statutory tax rate of 27.5% (June 2018:27.5%)	**(497,264)**	(342,840)
Prior year under/ over provision	**(73,947)**	-
Tax effect on amounts which are not deductible/(taxable) in calculating income		
Tax adjustment for tax rate variance in foreign jurisdictions	**146,599**	90,262
Entertainment expenses	**1,210**	-
Share-based payments	**65,024**	63,122
	(358,377)	(189,456)
Deferred tax assets derecognised/(recognised)	**358,377**	189,456
Income tax expense	**-**	-

Note 6. Income tax *(continued)*

	Consolidated 2019 $	Consolidated 2018 $
Deferred tax assets and liabilities		
Recognised deferred tax assets		
Carried forward losses	**875,047**	719,472
Accruals and provisions	**-**	-
Other deductible temporary differences	**-**	-
Deferred tax asset at 27.5% (June 2018:15%)	**875,047**	719,472
Recognised deferred tax liabilities		
Assessable temporary differences	**-**	-
Exploration and evaluation assets	**(875,047)**	(719,472)
Deferred tax liability at 27.5% (June 2018:30%)	**(875,047)**	(719,472)
Net deferred tax assets/(liabilities)	**-**	-
Unrecognised deferred tax assets		
Unused tax losses	**10,667,609**	9,199,042
Unused capital losses	**10,000**	10,000
Capital raising costs in equity	**271,833**	361,264
Accruals and provisions	**51,598**	35,000
Other deductible temporary differences	**1,078**	94,253
	11,002,748	9,699,559
Deferred tax assets not taken up at 27.5%% (2018: 27.5%)	**3,025,756**	2,667,379

Note 7. Current assets – Cash and cash equivalents

	Consolidated 2019 $	Consolidated 2018 $
Cash at bank	**452,138**	1,306,796
Cash on term deposit	**-**	1,623,343
	452,138	2,930,139

Reconciliation to cash and cash equivalents at the end of the financial year
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	**452,138**	2,930,139
Balance as per statement of cashflows	**452,138**	2,930,139

Note 8. Current assets – Trade and other receivables

	Consolidated 2019 $	Consolidated 2018 $
Trade receivables	**175,336**	885,471
Less: expected credit loss provision	**(11,214)**	(37,124)
Other receivables	**85,105**	-
Exchange rate difference	**-**	(1,103)
	249,227	847,244

Upon initial recognition of the amount receivable, the Group has applied the simplified approach permitted by AASB 9 which requires expected lifetime losses to be recognized from initial recognition of the receivable.

In the year ended 31 December 2018, an allowance for expected loss was recognised based on a probability of default of 5% at the date of initial recognition of the receivable of $39,153. The full amount of receivable was received during the year ended 31 December 2019. The Company reversed the provision. A new provision was made on certain receivables amounting to $11,214 based on a probability of default of 6%. The net reversal of $27,633 was recognised in the profit or loss, after allowing for exchange difference.

An aged analysis of the receivables are as follows:

2019	**Within terms $**	**<30 days $**	**31- 60 days $**	**61-90 days $**	**Older $**	**Total $**
Trade receivables	43,222	8,250	41,970	11,489	70,405	175,336

2018	Within terms $	<30 days $	31- 60 days $	61-90 days $	Older $	Total $
Trade receivables	35,264	547	106,858	381,760	361,042	885,471

Note 8b. Current assets – Inventory

	Consolidated 2019 $	Consolidated 2018 $
Inventory consists of the following		
Crushed raw ore	**510,078**	324,048
Finished products	**112,453**	162,504
	622,531	486,552

Note 9. Current assets – Other current assets

	Consolidated 2019 $	Consolidated 2018 $
GST receivable	**15,871**	39,227
	15,871	39,227

Note 10. Non-current assets – Exploration and evaluation assets

	Consolidated 2019 $	2018 $
Exploration and evaluation assets, at cost	**5,833,645**	5,142,252

Reconciliations of the written down values at the beginning and the end of the current and previous financial year are set out below

	2019 $	2018 $
Movements in property, plant and equipment		
Carrying amount at beginning of the period	**5,142,252**	4,601,467
Additions	**554,339**	345,772
Disposals	**-**	-
Foreign exchange movement	**137,054**	195,013
Carrying amount at the end of period	**5,833,645**	5,142,252

Recoverability of the carrying amount of exploration assets is dependent on the successful development and commercial exploitation of projects or alternatively through the sale of the area of interest.

Note 11. Non-current assets – Property, plant and equipment

	Consolidated 2019 $	2018 $
Plant and equipment, at cost	**164,290**	116,331
Less: accumulated depreciation	**(81,450)**	(65,075)
	82,840	51,256
Movements in property, plant and equipment		
Carrying amount at beginning of the year	**51,256**	11,799
Additions	**44,758**	45,877
Disposals	**-**	-
Depreciation	**(14,747)**	-
Depreciation capitalised to exploration and evaluation assets	**-**	(4,034)
Foreign exchange movement	**1,573**	(2,386)
Carrying amount at the end of year	**82,840**	51,256

Note 12. Non-curent assets – Environmental bonds

	Consolidated 2019 $	2018 $
Movements in Environmental bonds		
Carrying amount at beginning of the year	144,571	138,745
Additions	180,376	-
Foreign exchange movement	3,504	5,826
Carrying amount at the end of the year	**328,451**	144,571

Note 13. Current liabilities -Trade and other payables

	Consolidated 2019 $	2018 $
Trade creditors	**291,753**	964,595
Accruals	**49,111**	57,411
	340,864	1,022,006

Refer to note 18 for further information on financial instruments.

Note 14. Current liabilities -Borrowings

	Consolidated 2019 $	Consolidated 2018 $
Debtor financing facility	-	(27,280)
	-	(27,280)

The Company has a debtor financing facility arrangement whereby it may drawdown on this facility upon the issuance of an invoice to a customer up to a total facility limit of $1,000,000 with any amount drawn down to be repaid within 90 days of the drawdown.

Note 15. Equity – Issued share capital

	2019 Number of shares	2018 Number of shares	2019 $	2018 $
Ordinary shares – fully paid	**129,399,128**	128,069,128	**19,606,629**	19,468,490

Movements in share capital

Details	Date	No of Shares	Issued Price ($)	Amount ($)
Balance	30 June 2018	106,444,530		16,717,686
Exercise of unlisted options[2]	19 July 2018	98,000	$ 0.18	17,640
Exercise of unlisted options[2]	17 August 2018	5,336,833	$ 0.18	960,630
Exercise of unlisted options[2]	10 September 2018	1,094,546	$ 0.18	197,018
Performance shares[3]	10 September 2018	6,000,000	-	-
Exercise of unlisted options[2]	05 October 2018	5,120,214	$ 0.18	921,639
Exercise of unlisted options[2]	24 October 2018	3,697,227	$ 0.18	665,501
Issuance from ESOP[4]	25 October 2018	-	-	14,798
Exercise of unlisted options[2]	19 December 2018	277,778	$ 0.18	50,000
Share issuance costs[5]	-	-	-	(76,422)
Balance	**31 December 2018**	**128,069,128**		**19,468,490**
Shares[6]	25 June 2019	400,000	0.135	54,000
Shares[6]	1 July 2019	150,000	0.135	20,250
Shares[6]	29 November 2019	780,000	0.10	78,000
Share issuance costs[7]	31 December 2019	-	-	(14,111)
Balance at 31 December 2019		**129,399,128**		**19,606,629**

[2] These options were exercised at a price of $0.18 per share.
[3] 6,000,000 performance shares were issued to the Executive Chairman pursuant to his service agreement. Please see note 28 on details of vesting.
[4] On 25 October 2018, 82,212 shares were issued out of ESOP
[5] Share issuance costs of $67,237 were paid to a company related to a director
[6] Shares were issued to members of the staff (non-directors) for achieving certain milestones at the discretion of the Board, the fair value of the shares measured based on the share price at grant date.
[7] Share issuance costs were incurred with respect of the Share Plan, through which the Company raised $2,000,000 subsequent to the year end.

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back
There is no current on-market share buy-back.

Capital risk management

The Board's policy is to maintain a strong base so to maintain investor, creditor and market confidence and to sustain future development of the business. As an emerging explorer and developer, the Group does not establish a return on capital. Capital management requires the maintenance of strong cash balance to support ongoing exploration and development.

Note 16. Equity – Reserves

Foreign currency reserve
The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars.

Share based payment reserve
The reserve is used to recognise share-based payments made to suppliers and employees.

Note 17. Equity – dividends

Dividends
No dividends were paid during the year.

Note 18. Financial Instruments

Financial risk management objectives
The consolidated entity's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The consolidated entity's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the consolidated entity.

Risk management is carried out by the Chief Financial Officer under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the consolidated entity and appropriate procedures, controls and risk limits. The Chief Financial Officer identifies, evaluates and hedges financial risks within the consolidated entity's operating units and reports to the Board on a monthly basis.

Market risk

Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.
Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The carrying amount of the consolidated entity's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2019	2018	2019	2018
	$	$	$	$
US Dollars	**58,916**	130,265	**(47,631)**	(553,404)
Canadian Dollars	**337,178**	1,794,582	**(192,290)**	(324,553)
	396,094	1,924,847	**(239,921)**	(877,957)

The consolidated entity had net financial assets denominated in foreign currencies of $156,174 as at 31 December 2019 (2018: $1,046,890). Based on this exposure, had the Australian dollar weakened by 5% or strengthened by 5% against these foreign currencies with all other variables held constant, the consolidated entity's net financial assets would have been $7,809 (2018: $52,344) lower and $7,809 (2018: $52,344) higher respectively.

The policy of the consolidated entity is to sell phosphate-based fertilizer at the spot price and it has not entered into any hedging contracts. The consolidated entity's revenues were exposed to fluctuation in the price of this commodity. If the average selling price for the financial year had increased/decreased by 10% the change in the profit before income tax for the consolidated group would have been an increase /decrease of $132,626 (2018: $140,873). If there was a 10% increase or decrease in market price of inventory, the net realizable value of inventory on hand would increase/(decrease) by $48,655 (2018: $48,655). As the phosphate-based fertilizer on hand are held at cost there would be no impact on profit or loss.

Interest rate risk
The consolidated entity has no interest rate risk as its only borrowing is a related party short term borrowing repayable is fixed.

Note 18. Financial Instruments *(continued)*

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The consolidated entity obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

The Company has bank deposits with the Commonwealth Bank of Australia and Toronto Dominion Bank which both have a Standard and Poors short term credit rating of A-1+.

Liquidity risk
Vigilant liquidity risk management requires the consolidated entity to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Financing arrangements
Unused borrowing facilities at the reporting date:

	Consolidated	
	2019	2018
	$	$
Debtor financing facility (unused)	**1,000,000**	1,000,000
	1,000,000	1,000,000

Consolidated – 2019	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cashflow
	%	$	$	$	$	$
Non-derivatives						
Non-interest bearing						
Trade payables and other payables	-%	340,864	-	-	-	340,864
Total non-derivatives		**340,864**	**-**	**-**	**-**	**340,864**

Consolidated – 2018	Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cashflow
	%	$	$	$	$	$
Non-derivatives						
Non-interest bearing						
Trade payables and other payables	-%	1,022,007	-	-	-	1,022,007
Total non-derivatives		**1,022,007**	**-**	**-**	**-**	**1,022,007**

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above. Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 19. Key Management Personnel Compensation

Compensation
The aggregate compensation made to directors and other members while they were key management personnel of the consolidated entity is set out below:

	Consolidated	
	2019	2018
	$	$
Short-term remuneration	**433,111**	197,225
Share-based payment	**84,202**	229,534
	517,313	426,759

Note 20. Auditors remuneration

During the financial year the following fees were paid or payable for services provided by BDO Audit Pty Ltd, the auditor of the company, its network firms and unrelated firms:

	Consolidated	
	2019	**2018**
	$	**$**
Audit services – BDO Audit Pty Ltd.	**47,500**	29,250
Tax services – BDO(QLD) Pty Ltd	**13,685**	5,300
	61,185	34,550

Note 21. Contingency

There were no contingent assets or liabilities at balance date.

Note 22. Commitments

Exploration
So as to maintain current rights to tenure of exploration tenements, the group will be required to outlay amounts in respect of tenement rent to the relevant governing authorities (C$10 – C$40 per hectare) or to incur exploration expenditures in lieu (C$5 -C$20 per hectare). These work requirement outlays which arise in relation to granted tenements are as follows:

	Consolidated	
	2019	**2018**
	$	**$**
Due within one year	**415**	9,611
Due after one year and within five years	**386,594**	970,742
Due after five years	**-**	-

Note 23. Related Party transactions

Parent entity
Fertoz Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 25.

Key management personnel
Disclosures relating to key management personnel are set out in note 19 and the remuneration report in the directors' report.

Note 24. Parent entity information

Set out below is the supplementary information about the parent entity, Fertoz Limited.

Statement of profit or loss and other comprehensive income

	Parent 2019 $	Parent 2018 $
Loss after income tax	**(1,665,707)**	(2,291,775)
Total comprehensive loss	**(1,665,707)**	(2,291,775)

Statement of financial position

	Parent 2019 $	Parent 2018 $
Total current assets	**258,550**	1,674,213
Total assets	**5,045,634**	6,461,297
Total current liabilities	**90,836**	63,133
Total liabilities	**90,836**	63,133
Equity		
Issued share capital	**19,606,629**	19,468,490
Share based payment reserve	**1,993,494**	1,909,292
Accumulated loss	**(16,645,325)**	(14,979,618)
Total equity	**4,954,798**	6,398,164

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 31 December 2019 and 2018.

Contingent liabilities
The parent entity had no contingent liabilities as at 31 December 2019 and 2018.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 31 December 2019 and 2018.

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in joint ventures are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 25. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest 2019 %	Ownership interest 2018 %
Fertoz International Inc.	Canada	100%	100%
Fertoz Agriculture Pty Ltd.	Australia	100%	100%

Note 26. Reconciliation of profit after income tax to net cash from operating activities

	Consolidated 2019 $	Consolidated 2018 $
Loss after income tax expense for the year	**(1,808,232)**	(1,246,690)
Adjustments for:		
Share-based payments	**236,452**	229,534
Depreciation	**14,747**	-
Expected credit loss	**(27,633)**	38,227
Change in operating assets and liabilities		
Increase in trade and other receivables	**649,006**	(604,869)
Increase in inventories	**(135,979)**	(449,359)
(Decrease)/increase in trade and other payables	**(681,143)**	690,323
Net cash used in operating activities	**(1,752,782)**	(1,342,834)

Non-cash transactions
During the year ended 31 December 2019, the Company issued 1,330,000 shares (2018: Nil) to staff members, valued at $152,250 (2018:$Nil).

Note 27. Loss per share

	Consolidated 2019 $	Consolidated 2018 $
Earnings per share for profit/(loss) from continuing operations		
Loss after income tax expense for the period	**(1,808,232)**	(1,246,690)
	Number	Number
Weighted average number of shares used in calculating basic earnings per share	**128,421,347**	118,601,431
Weighted average number of shares used in calculating diluted earnings per share	**128,421,347**	118,601,431
	Cents	Cents
Basic loss per share	**1.41**	1.05
Diluted loss per share	**1.41**	1.05

At 31 December 2019, there were Nil (2018: nil) options outstanding which could potentially dilute basic earnings per share in the future. Because there is a loss from continuing operations, these would have an anti-dilutive effect and therefore diluted earnings per share is the same as the basic earnings per share.

Note 28. Share-based payments

Expenses arising from share-based payment transactions
Total expenses arising from share-based payment transactions recognised during the period as part of contract of services in terms of options and shares issued to directors amounting to $84,202 (2018: $229,534) and to consultants, under the performance scheme, amounting $152,250 (2018: $Nil)

At 31 December 2019, the following In-Substance options were outstanding and remain in escrow until the relative performance huddles are met as per below:

31 December 2019

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised / vested	Expired/ forfeited/ other	Balance at the end of the year
01/06/2018	01/06/2021	$0.00	4,000,000	-	-	-	4,000,000
			4,000,000	**-**	**-**	**-**	**4,000,000**

Weighted average exercise price	$0.00	$0.00	$0.00	$0.00	$0.00

Note 28. Share-based payments *(continued)*

Performance Shares	Number	Expiry Date	Milestone for release from escrow	Issue Price
Chairman Shares	1,000,000	01/06/2021	The Company's share price closing at 28c or above for 10 consecutive trading days	Nil
	1,000,000	01/06/2021	The Company's share price closing at 38c or above for 10 consecutive trading days	Nil
	1,000,000	01/06/2021	The Company's share price closing at 50c or above for 10 consecutive trading days	Nil
	1,000,000	01/06/2021	The Company's share price closing at 60c or above for 10 consecutive trading days	Nil
	4,000,000			

If the performance hurdles are not met by expiry date the shares will be returned to the Company.

31 December 2018

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised / vested	Expired/ forfeited/ other	Balance at the end of the year
28/12/2016	31/08/2018	$0.00	250,000	-	-	(250,000)	-
28/12/2016	31/12/2018	$0.00	125,000	-	-	(125,000)	-
01/06/2018	01/06/2021	$0.00	6,000,000	-	2,000,000	-	4,000,000
			6,375,000	**-**	**2,000,000**	**(375,000)**	**4,000,000**
Weighted average exercise price			$0.00	$0.00	$0.00	$0.00	$0.00

The options outstanding at the year ended 31 December 2018 are as follows

Grant date	Expiry date	Exercise price	Outstanding Balance at the beginning of the year	Granted	Exercised	Expired/ Forfeited	Outstanding Balance at the end of the year
22/03/2016	29/08/2018	$0.25	125,000	-	-	(125,000)	-
22/03/2016	29/08/2018	$0.35	125,000	-	-	(125,000)	-
08/08/2016	07/08/2018	$0.18	4,975,002	-	(4,975,002)	-	-
30/09/2016	29/09/2018	$0.18	10,435,736	-	(10,435,309)	(427)	-
28/12/2016	29/09/2018	$0.18	214,287	-	(214,287)	-	-
28/12/2016	31/08/2018	$0.40	250,000	-	-	(250,000)	-
			16,125,025	**-**	**(15,624,598)**	**(500,427)**	**-**
Weighted average exercise price			**$0.19**	**-**	**$0.18**	**$0.35**	**-**

Note 28. Share-based payments *(continued)*

Valuation Model
The fair value of options and in-substance options are determined at grant date, by the Company, using a trinomial option pricing model or probabilistic pricing model that takes into account the share price at grant date, exercise price, performance hurdles prices if any, expected volatility (determined by reference to historical volatility of the share price), option life, the risk free rate, and the fact that the options or in-substance options are not tradeable. The inputs used for the binomial option pricing model and probabilistic pricing model for options granted during the period ended 31 December 2018 were as follows:

Grant date	Expiry date	Number Issued	Share price at grant date	Exercise price	Performance hurdle price	Expected volatility	Dividend yield	Risk-free Interest rate	Fair value at grant date
01/06/2018	01/06/2021	1,000,000	$0.18	-	$0.28	81%	0%	2.06%	$0.1527
01/06/2018	01/06/2021	1,000,000	$0.18	-	$0.38	81%	0%	2.06%	$0.1361
01/06/2018	01/06/2021	1,000,000	$0.18	-	$0.50	81%	0%	2.06%	$0.1156
01/06/2018	01/06/2021	1,000,000	$0.18	-	$0.60	81%	0%	2.06%	$0.1062
01/06/2018	-	2,000,000	$0.18	-	-	-	-	-	$0.1800

Note 29. Events since the end of the financial year

Subsequent to the year ended 31 December 2019, the Company completed a capital raise of $2,000,000 by the issuance of 25,000,000 shares at a price of $ 0.08 per share. The Company incurred capital raising cots of $147,535, of which $20,000 was paid to a company related to a director.

The full impact of the COVID-19 outbreak continues to evolve at the date of this report. The Company is therefore uncertain as to the full impact that the pandemic will have on its financial condition, liquidity, and future results of operations during 2020.

Management is actively monitoring the global situation and its impact on the Company's financial condition, liquidity, operations, suppliers and industry. Given the daily evolution of the COVID-19 outbreak and the global responses to curb its spread, the Company is not able to estimate the effects of the COVID-19 outbreak on its results of operations, financial condition or liquidity for the 2020 year.

Although the Company can't estimate the length or gravity of the impact of the COVID-19 outbreak at this time, if the pandemic continues, it may have a material adverse affect on the Company's results of future operations, financial position and liquidity for 2020.

Other than the foregoing, no other matter or circumstance has arisen since 31 December 2019 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future years.

Fertoz Limited
Directors' Declaration
For the year ended 31 December 2019

In the directors' opinion:

- the attached financial statements and notes comply with the *Corporations Act 2001*, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards and Interpretations as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2019 and of its performance for the financial period ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the *Corporations Act 2001*.

On behalf of the directors

Patrick Avery
Chairman

30 March 2020

Tel: +61 7 3237 5999
Fax: +61 7 3221 9227
www.bdo.com.au

Level 10, 12 Creek St
Brisbane QLD 4000
GPO Box 457 Brisbane QLD 4001
Australia

INDEPENDENT AUDITOR'S REPORT

To the members of Fertoz Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Fertoz Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2019, 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 year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

(i) Giving a true and fair view of the Group's financial position as at 31 December 2019 and of its financial 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 are independent of the Group in accordance with 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* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Material uncertainty related to going concern

We draw attention to Note 2 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

For personal use only

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Carrying value of exploration and evaluation assets

Key audit matter	*How the matter was addressed in our audit*
Refer to note 10 of the financial report. The Group carries exploration and evaluation assets in relation to the application of the Group's accounting policy for exploration and evaluation assets. The recoverability of exploration and evaluation asset is a key audit matter due to the significance of the total balance as a proportion of total assets and the level of procedures undertaken to evaluate management's application of the requirements of AASB 6 *Exploration for and Evaluation of Mineral Resources* ('AASB 6') in light of any indicators of impairment that may be present.	Our procedures included, but are not limited to the following: • Obtaining evidence that the Group has valid rights to explore in the areas represented by the capitalised exploration and evaluation expenditure by obtaining supporting documentation such as licence agreements and also considering whether the Group maintains the tenements in good standing. • Making enquiries of management with respect to the status of ongoing exploration programs in the respective areas of interest. • Enquiring of management, reviewing ASX announcements and reviewing directors' minutes to ensure that the Group had not decided to discontinue activities in any applicable areas of interest and to assess whether there are any other facts or circumstances that existed to indicate impairment testing was required.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the period ended 31 December 2019, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website (http://www.auasb.gov.au/Home.aspx) at: http://www.auasb.gov.au/auditors_responsibilities/ar1.pdf

This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 5 to 10 of the directors' report for the period ended 31 December 2019.

In our opinion, the Remuneration Report of Fertoz Limited, for the year ended 31 December 2019, 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.

BDO Audit Pty Ltd

BDO

C R Jenkins
Director

Brisbane, March 2020

Fertoz Limited
Shareholder information
31 December 2019

The shareholder information set out below was applicable as at 24 March 2020

Distribution of equitable securities
Analysis of number of equitable security holders by size of holding:

	Number of holders of ordinary shares
1 to 1,000	20
1001 to 10,000	98
10,001 to 100,000	210
100,001 to 1,000,000	136
1,000,001 and over	33
Holding less than a marketable parcel	75

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted equity securities are listed below:

Rank	Name	Units	% Units
1	LENARK PTY LTD <LENARK INVESTMENT A/C>	9,510,499	6.16
2	TWO TOPS PTY LTD	7,638,393	4.95
3	MR WILLIAM BOOTH	6,252,828	4.05
4	MR PATRICK AVERY	6,107,143	3.96
5	YARANDI INVESTMENTS PTY LTD <GRIFFITH FAMILY NO 2 A/C>	5,690,926	3.69
6	BOSTON FIRST CAPITAL PTY LTD	5,596,025	3.62
7	ASHABIA PTY LTD <ASHABIA SUPER FUND A/C>	4,911,000	3.18
8	NIREB NOMINEES PTY LTD <NIREB A/C>	4,757,838	3.08
9	PINNACLE SUPERANNUATION PTY LIMITED <PJF S/F A/C>	3,474,393	2.25
10	WISEVEST PTY LTD	2,938,489	1.90
11	PASAGEAN PTY LIMITED	2,637,173	1.71
12	WILLSTREET PTY LTD	2,579,631	1.67
13	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	2,453,519	1.59
14	OAK CAPITAL NOMINEES PTY LTD	2,152,500	1.39
15	GUNDY PARK PTY LTD <BRUCE FOYE P/L SUPERFUND A/C>	2,008,199	1.30
16	MR GARY GYNN + MRS BARBARA MARY GYNN <GARY GYNN SUPER FUND A/C>	1,957,000	1.27
17	BOSTON FIRST CAPITAL PTY LTD	1,781,435	1.15
18	HENDERSON INTERNATIONAL PTY LIMITED <HENDERSON SUPER FUND A/C>	1,777,500	1.15
19	STRATEGIC DEVELOPMENT PARTNERS (AUST) PTY LTD	1,703,571	1.10
20	EASTERN UNION INVESTMENTS PTY LTD <EASTERN UNION S/FUND A/C>	1,610,000	1.04
Total		**77,538,062**	**50.22**

Substantial holders
Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of total shares issued*
Boston first Capital	6,456,462	6.07%
Mr James Chisholm held in the name of Lenark Pty Ltd <Lenark Investment> and related parties Left Brain Strategies Pty Ltd <Left Brain Strategies A/C> and Bucket Super Pty limited <The Bucket Super Fund>	10,235,564	6.63%
Malcolm John Weber	9,622,489	6.2%
Two Tops Pty Ltd <The John Bond Investment A/C>	8,749,505	5.66%

*% of total shares issued of 128,069,128

Voting rights
The voting rights attached to ordinary shares are set out below:

Ordinary shares
On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Options
There are no voting rights attached to the options.