



NEXION GROUP LTD
APPENDIX 4E – PRELIMINARY FINAL REPORT
FOR THE YEAR ENDED 30 JUNE 2022

31 August 2022

1. DETAILS OF THE REPORTING PERIOD

This report details the consolidated results of Nexion Group Ltd, ABN: 48 628 415 887 (“NNG” or “Company”) and its controlled entities (“Group”) for the year ended 30 June 2022. Comparatives are for the year ended 30 June 2021.

2. RESULTS FOR ANNOUNCEMENT TO THE MARKET

				2022	2021
				\$'000	\$'000
2.1	Revenue from ordinary activities	Up	209%	6,747	2,180
2.2	Profit/(Loss) from ordinary activities after tax attributable to members	Down	59%	(6,569)	(4,139)
2.3	Net profit/(loss) for the year attributable to members	Down	59%	(6,569)	(4,139)
				Cents	Cents
9.	Net Tangible assets per share – at the end of the period			0.00147	0.0312
14.1	Loss per share			(0.054)	(0.051)
	Diluted loss per share			(0.054)	(0.051)
	No dividend was declared during the period				

The loss includes an impairment loss on intangible assets of \$1,524,443.

3. DIVIDENDS

No dividends have been paid or declared since the start of the financial year by the Company. The directors do not propose to pay either a final or an interim dividend.

The Company does not have a dividend reinvestment plan.

4. EXPLANATION OF RESULTS

2022 was the first full financial year since NEXION was listed on the ASX.

The Group incurred a net loss for the financial year ended 30 June 2022 of \$6,569,165 (2021 \$4,138,951). The net cash outflows for the financial year was \$3,608,416 (2021 net inflows \$4,754,051). At 30 June 2022 the Group had a cash balance of \$1,284,211 (2021 \$4,892,627).



NEXION GROUP LTD
APPENDIX 4E – PRELIMINARY FINAL REPORT
FOR THE YEAR ENDED 30 JUNE 2022

5. DETAILS OF ENTITIES OVER WHICH CONTROL HAS BEEN GAINED OR LOST DURING THE PERIOD

On 23 August 2021, the Group acquired a 100% interest in BlueSky Telecom Pty Ltd.

During the financial year, the Group has acquired 100% of the issued share capital of BlueSky Telecom Pty Ltd for a cash consideration of \$2,000,000.

6. OTHER CORPORATE TRANSACTIONS

On 24 November 2021, Nexion Group Ltd issued an additional 16,562,500 shares to raise \$2,650,000 (before costs) and on 4 February 2022, the Group issued an additional 625,000 shares raising \$100,000 and 8,593,749 free attaching options exercisable at \$0.30 each and expiring on 4 February 2025.

7. MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

NEXION announced, on 25 July 2022, it had entered into binding term sheets to acquire New Zealand information technology companies AISC Corp Limited and Silicon Systems Limited. The terms of the acquisitions are to pay a minimum number of shares calculated at 1.1 times the FY22 revenue of the companies being acquired, divided by 20 cents per NNG share, with the vendors able to take up to 42% of the valuation in cash. On completion, should the NNG share price be less than 20 cents, then an adjusting amount of shares will be issued to account for the valuation shortfall. Performance rights up to an additional 100% of the FY22 revenue divided by 20 cents will be issued to the vendors. The purchase is subject to conditions, including completion of due diligence, NEXION obtaining its board, shareholder, regulator and third-party approvals and NEXION raising at least \$7.425M cash via debt and/or equity.

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



NEXION GROUP LTD
APPENDIX 4E – PRELIMINARY FINAL REPORT
FOR THE YEAR ENDED 30 JUNE 2022

8. DETAILS OF ASSOCIATES AND JOINT VENTURE ENTITIES

Nexion Group Limited has interests in the following entities:

Associated Entities	Country of Incorporation	Date of Incorporation or Acquisition	Interest
Nexion Networks Pty Ltd	Australia	07/03/2017	100%
Blue Sky Telecom Pty Ltd	Australia	23/08/2021	100%
Nexion WI DC Pty Ltd	Australia	14/02/2018	100%
Nexion Pacific Ltd	New Zealand	31/05/2021	100%

9. AUDIT OF FINANCIAL STATEMENTS

The financial statements are in the process of being audited by the auditors and their audit report will be attached as part of the Annual Report once finalised.

This announcement has been authorized by the Board of NEXION Group Ltd.



NEXION GROUP LTD
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2022

	Notes	30 June 2022	30 June 2021
		\$	\$
Revenue from contracts with customers	4	6,747,064	2,179,507
Cost of goods sold		(3,764,085)	(1,734,129)
Gross Profit		2,982,979	445,378
Other income		8,767	208,452
Expenses			
Consulting and accounting expenses		(1,340,966)	(1,140,883)
Other expenses		(1,317,615)	(1,066,946)
Employee benefits expenses		(3,203,398)	(1,251,442)
Occupancy expenses		(307,418)	(113,780)
Share based payments	5	(568,948)	(802,088)
Finance costs		(270,110)	(80,300)
Depreciation and amortisation		(1,028,022)	(337,340)
Impairment Loss	10	(1,524,433)	-
Loss before income tax		(6,569,165)	(4,138,951)
Income tax expense		-	-
Loss for the year		(6,569,165)	(4,138,951)
Other comprehensive Income		-	-
Total comprehensive loss for the year attributable to members		(6,569,165)	(4,138,951)
The total comprehensive loss attributable to: Owners of Nexion Group Ltd		(6,569,165)	(4,138,951)
Loss per share			
- Basic loss per share		(0.054)	(0.051)
- Diluted loss per share		(0.054)	(0.051)

The accompanying notes form part of these consolidated financial statements.



NEXION GROUP LTD
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2022

	Notes	30 June 2022	30 June 2021
		\$	\$
Current assets			
Cash and cash equivalents	6	1,284,211	4,850,088
Trade and other receivables	7	1,440,626	324,140
Inventory		24,243	-
Financial assets at amortised cost		-	360,000
Total current assets		2,749,080	5,534,228
Non-current assets			
Property, plant and equipment	8	906,178	781,241
Right-of-use assets	9	1,504,840	1,286,363
Intangible Assets	10	1,120,726	-
Other non-current assets		70,163	114,342
Total non-current assets		3,601,907	2,181,946
Total assets		6,350,987	7,716,174
Current liabilities			
Trade and other payables	12	2,206,928	895,665
Lease liabilities	13	214,788	200,209
Provision for employee benefits		144,955	70,486
Loans payable	14	270,241	175,331
Total current liabilities		2,690,912	1,341,691
Non-current liabilities			
Lease liabilities	13	1,420,492	1,152,551
Loans payable	14	340,203	466,667
Other payables		599,076	-
Total non-current liabilities		2,359,771	1,619,218
Total liabilities		5,050,683	2,960,909
Net assets / (liabilities)		1,300,304	4,755,265
Equity			
Contributed equity	15	13,225,858	10,680,601
Share based payment reserve	16	1,371,035	802,088
Accumulated losses	17	(13,296,589)	(6,727,424)
Capital and reserves attributable to members		1,300,304	4,755,265
Total Equity		1,300,304	4,755,265

The accompanying notes form part of these consolidated financial statements.



NEXION GROUP LTD
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2022

	Contributed Equity	Share based payment reserve	Accumulated Losses	Total
	\$	\$	\$	\$
Balance as at 1 July 2020	1,354,746	-	(2,588,473)	(1,233,727)
Loss for the year	-	-	(4,138,951)	(4,138,951)
Total comprehensive loss for the year	-	-	(4,138,951)	(4,138,951)
Share based payment	-	802,088	-	802,088
Issue of shares (net of costs)	9,325,855	-	-	9,325,855
Balance as at 30 June 2021	10,680,601	802,088	(6,727,424)	4,755,265
Balance as at 1 July 2021	10,680,601	802,088	(6,727,424)	4,755,265
Loss for the year	-	-	(6,569,165)	(6,569,165)
Total comprehensive loss for the year	-	-	(6,569,165)	(6,569,165)
Share based payment	-	568,948	-	568,948
Issue of shares (net of costs)	2,545,257	-	-	2,545,257
Balance as at 30 June 2022	13,225,858	1,371,036	(13,296,589)	1,300,304

The accompanying notes form part of these consolidated financial statements.



NEXION GROUP LTD
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2022

	Notes	30 June 2022	30 June 2021
		\$	\$
Cash flow from operating activities			
Receipts from customers		6,888,749	2,708,097
Payments to suppliers and employees		(9,983,662)	(6,092,365)
R&D rebate & government subsidies received		-	308,456
Interest received		717	428
Interest paid		(191,085)	(107,676)
Net cash (outflow)/inflow from operating activities	18	<u>(3,285,282)</u>	<u>(3,183,060)</u>
Cash flow from investing activities			
Proceeds from sale of property, plant and equipment		92,000	
Proceeds from / (Advance of) loan to third party		137,500	(360,000)
Acquisition of subsidiary (net of cash acquired)		(1,986,041)	
Payment for property, plant and equipment		(39,668)	(5,791)
Net cash (outflow) from investing activities		<u>(1,796,210)</u>	<u>(365,791)</u>
Cash flow from financing activities			
Repayment of borrowings		(579,979)	-
Payments for loans to third parties		-	(144,680)
Issue of shares (net of issue costs)		2,545,257	7,382,387
Proceeds from issue of convertible notes		-	1,215,500
Payment of lease liabilities		(492,203)	(150,305)
Net cash inflow from financing activities		<u>1,473,075</u>	<u>8,302,902</u>
Net increase in cash and cash equivalents		(3,608,416)	4,754,051
Cash and cash equivalents at beginning of year		4,892,627	138,576
Cash and cash equivalents at end of the year	6	<u>1,284,211</u>	<u>4,892,627</u>

The accompanying notes form part of these consolidated financial statements.



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Notes to the Preliminary Financial Report

Note 1: Basis of Preparation

The Preliminary Final Report has been prepared in accordance with ASX Listing Rule 4.3A and has been derived from the unaudited Annual Financial Report. The Preliminary Final Report is unaudited and contains disclosures which are extracted or derived from the Annual Financial Report for which an audit has yet to be completed.

Note 2: Operating segments

Identification of reportable operating segments

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

The Group has one segment, namely the provision of Hybrid Cloud infrastructure used by corporations to host their core business systems. All the Group's activities are interconnected, and all significant operating decisions are based on analysis of the Group as one segment.

The revenues and results of this segment are those of the Group as a whole and are set out in the consolidated statement of comprehensive income.

For the year ended 30 June 2022, all revenues and material assets are considered to be derived and held in one geographical area being Australia. Whilst Nexion Pacific is based in New Zealand, minimal transactions occurred within Nexion Pacific during the year ended 30 June 2022.

Note 3: Significant events and transactions

Other than those events and transactions disclosed in the Operating and Financial Review, there are no significant events which may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group.



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 4: Revenue from contracts with customers

Disaggregation of revenue from contracts with customers

The Group has disaggregated revenue into various categories in the following table which is intended to depict how the nature, amount, timing and uncertainty of revenue and cashflows are affected by economic data. All of the revenue for the Group is derived at a point in time.

	30 June 2022	30 June 2021
	\$	\$
Product Categories:		
Networking	1,237,632	464,248
Security	97,379	235,564
Data and Managed Solution	1,018,993	-
Data Centre	546,534	631,194
Consulting	909,015	154,091
Voice	1,817,904	-
Cloud	1,119,606	694,410
	<u>6,747,064</u>	<u>2,179,507</u>

Operating segments

The Group largely operates in one geographic segment, being Australia.

Note 5: Share based payments

Class A and Class B performance rights

On 20 November 2020, the Company issued 4,383,664 Class A Performance Rights and 5,096,908 Class B Performance Rights (together "Performance Rights"). All Class A Performance Rights expire on 29 January 2025 and all Class B Performance Rights expire on 30 January 2025. On vesting, each Performance Right converts into one ordinary share in the Company.

Class A Performance Rights will vest upon the Company achieving a Total Pro-forma Revenue of \$15,000,000 for the financial year ended on or before 30 June 2022 ("Class A Deadline"). Class B Performance Rights will vest on the Company achieving a Total Pro-forma Revenue of \$30,000,000 for a financial year ending on or before 30 June 2023 ("Class B Deadline").



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 5: Share based payments (continued)

Where the Total Pro-forma Revenue achieved by the Class A and B Deadlines as a percentage of the respective Total Pro-forma Revenue targets is less than 50% then no Performance Rights will vest; or 50% or more then the relevant Performance Rights will vest pro-rata equal to the percentage of Total Pro-forma Revenue achieved by the respective Class A and B Deadlines.

Performance rights issued to key management personnel and related parties are as follows:

	Class A	Class B
Paul Glass	1,534,282	1,783,918
Kevin Read	1,534,282	1,783,918
Peter Christie	657,550	764,536
Chris Daly	438,366	509,691
Dom Papaluca	175,347	203,876
Jack Toby	43,837	50,969
Total	4,383,664	5,096,908

Total Pro-forma Revenue for a financial year means the total consolidated revenue for that financial year of the Company plus the pre-acquisition revenue for that financial year of any subsidiaries acquired during that financial year. Any Performance Rights not vested before their expiry date, will lapse.

The fair value of the performance rights was determined using the following assumptions:

	FY 2022	FY 2023
Value per performance right	\$0.20	\$0.20
Hurdle revenue	\$15,000,000	\$30,000,000
Pro-forma revenue achieved	\$7,683,832	n/a
Number of rights expected to vest as at 30 June 2022	2,245,566	4,247,423
Value of rights expected to vest	\$449,111	\$849,485

The value of the rights is recognised as a share based payments expense over the period from grant date to vesting date.

Share based payments expense recognised for the year ended 30 June 2022 in relation to these performance rights amounted to \$568,948 (30 June 2021: \$305,819).



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 5: Share based payments (continued)

Broker options

On 2 February 2021, the Company issued 6,038,702 options to the Lead Manager's nominees following the IPO capital raising. The options do not have any vesting conditions, and therefore vested immediately. Details of the options issued are as set out below:

Number of options	6,038,702
Exercise price	\$0.40
Expiry date	2 February 2024
Value of options issued	\$496,269

The fair value of the broker options was determined using a Black-Scholes model, and the following assumptions:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
2/02/2021	2/02/2024	\$0.20	\$0.40	90.00%	0.00%	0.11%	\$0.0822

The share based payment expense recognised for the year ended 30 June 2021 in respect of the broker options was \$496,269.



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 6: Current assets - cash and cash equivalents

	30 June 2022	30 June 2021
	\$	\$
Cash at bank	1,241,675	4,892,627
Cash on deposit	42,539	-
	<u>1,284,211</u>	<u>4,892,627</u>

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 consolidated statement of cash flows as follows:

Balances as above	<u>1,284,211</u>	<u>4,850,088</u>
Balance as per statement of cash flows	<u>1,284,211</u>	<u>4,850,088</u>

Note 7: Current assets - trade and other receivables

	30 June 2022	30 June 2021
	\$	\$
Trade receivables	1,370,119	276,630
Less: Allowance for expected credit losses	(56,696)	-
	<u>1,313,423</u>	<u>276,630</u>
Other receivables:		
Research and Development receivables	-	-
Term deposit	-	42,539
Net GST receivables	127,203	4,971
Total trade and other receivables	<u>1,440,626</u>	<u>324,140</u>



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 8: Non-current assets – property, plant and equipment

	30 June 2022	30 June 2021
	\$	\$
Vehicles – at cost	108,899	108,899
Vehicles – accumulated depreciation	(51,033)	(33,318)
Vehicles – carrying value at the end of the year	57,867	75,581
Plant & equipment – at cost	1,491,168	1,145,613
Plant & equipment – accumulated depreciation	(642,856)	(267,257)
Plant & equipment – carrying value at the end of the year	848,312	788,833
Total property, plant & equipment	906,178	864,414

Note 9: Non-current assets – right-of-use assets

i) AASB 16 related amounts recognised in the consolidated statement of financial position.

	30 June 2022	30 June 2021
	\$	\$
Land & buildings – right-of-use	2,136,290	1,599,452
Less: Accumulated depreciation	(631,451)	(313,089)
Carrying value	1,504,840	1,286,363



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 10: Intangible Assets

	30 June 2022	30 June 2021
	\$	\$
Customer list and contracts – at fair value	2,901,499	-
Less: Accumulated amortisation	(483,583)	-
Less: Impairment	(1,297,190)	-
	1,120,726	-
Goodwill	227,243	-
Less: Impairment	(227,243)	-
	-	-
	1,120,726	-

The intangible assets held by the Group increases as a result of the acquisition of BlueSky Telecom Pty Ltd. See note 18 for further information.

Note 11: Acquisition of subsidiary

On 23 August 2021, the Group acquired a 100% interest in BlueSky Telecom Pty Ltd (“BlueSky Telecom”). BlueSky Telecom is engaged in the provision of state of the art Satellite Services, Networking, Voice, Data and Managed solutions, offering tailored products for the SME metro-based market and remote mining operations and was acquired with the objective of increasing the range of products and services the

Group can provide and add to the Group’s contracted recurring revenue streams. There are significant synergies expected from combining the operations of BlueSky Telecom within the Group.

Consideration of \$2,000,000 was transferred in cash.



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 11: Acquisition of subsidiary (continued)

A. The fair value of assets acquired and liabilities assumed as a result of the acquisition are as follows:

	\$
Cash and cash equivalents	36,313
Trade receivables (i)	464,334
Other receivables	96,330
Inventories	36,313
Plant and equipment	247,285
Right-of-use assets	514,485
Customer list and contracts	2,901,499
Trade and other liabilities	(1,073,026)
Borrowings on loans	(936,291)
Lease liabilities	(514,485)
Net identifiable assets acquired	<u>1,772,757</u>
Add: Goodwill	<u>227,243</u>
	<u>2,000,000</u>

(i) The fair value of trade and other receivables is \$560,664 and includes trade receivables with a fair value of \$464,334. This is also the gross contractual amount for trade receivables, all of which is expected to be recoverable.

B. Revenue and loss contribution

The acquired business contributed revenue of \$2,821,477 and a net loss of \$147,033 to the Group for the period from 1 September 2021 to 30 June 2022. If the acquisition had occurred on 1 July 2021, consolidated revenue and consolidated loss for the full-year ended 30 June 2022 would have been \$7,683,832 and \$5,632,397 respectively. In determining these amounts, management assumed that the fair value adjustments that arose on the date of acquisition would have been the same if the acquisition had occurred on 1 July 2021.

C. Net cash outflow arising on acquisition

	\$
Consideration paid in cash	2,000,000
Less: cash and cash equivalents acquired	(36,313)
	<u>1,963,687</u>



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 11: Acquisition of subsidiary (continued)

D. Acquisition-related costs

The Group incurred acquisition-related costs of \$3,657 on legal fees for the half year ended 31 December 2021. These have been included in other expenses in profit or loss.

Note 12: Trade and other payables

	30 June 2022	30 June 2021
	\$	\$
<i>Current</i>		
Trade payables	779,162	603,595
Other payables	1,281,766	292,070
Total trade and other payables	<u>2,060,928</u>	<u>895,665</u>
<i>Non-Current</i>		
Other payables	599,076	-
	<u>599,076</u>	<u>-</u>
	<u>2,660,005</u>	<u>895,665</u>

Note 13: Non-current liabilities - lease liabilities

	30 June 2022	30 June 2021
	\$	\$
Lease liabilities	<u>1,420,492</u>	<u>1,152,551</u>



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 13: Non-current liabilities – lease liabilities (continued)

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

30 June 2022	< 1 year	1 – 5 years	>5 years	Total undiscounted lease liabilities	Lease liabilities included in the Consolidated Statement of Financial Position
	\$	\$	\$	\$	\$
Lease liabilities	264,460	951,425	597,960	1,813,845	1,612,467
30 June 2021					
Lease liabilities	241,308	720,235	597,960	1,559,503	1,352,760

Note 14: Loans payable

	30 June 2022 \$	30 June 2021 \$
<i>Current</i>		
Loans payable to related parties	-	-
Loans payable to third parties (i)	232,046	150,441
Hire purchase - vehicles	38,195	24,890
Total trade and other payables	<u>270,241</u>	<u>175,331</u>
<i>Non-Current</i>		
Loans payable to third parties (i)	340,203	428,472
Hire purchase - vehicles	-	38,195
	<u>340,203</u>	<u>466,667</u>

(i) Loans payable to third parties is for equipment finance for IT property, plant and equipment used in the Data Centre and for some client contracts. The terms of the finance arrangements are as follows:

Loan terms	Loan #1	Loan #2	Loan #3	Loan #4
Amount financed	246,209	55,745	403,177	80,555
Commencement date	5-Jun-19	27-Jun-19	28-Feb-20	2-Jun-21
Monthly repayments	5,040	1,160	8,001	1,591
Finance term	5 years	5 years	5 years	5 years
Interest rate	8.41%	9.10%	7.09%	7.16%



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 14: Loans payable (continued)

Loan terms	Loan #5	Loan #6	Loan #7	Loan #8
Amount financed	105,018	16,722	20,488	81,470
Commencement date	30-Nov-21	1-Feb-22	1-Feb-22	14-Dec-20
Monthly repayments	3,217	498	618	4,000
Finance term	3 years	3 years	3 years	2 years
Interest rate	6.86%	4.38%	5.60%	9.60%

Note 15: Equity - issued capital

	30 June 2022 Shares	30 June 2021 Shares	30 June 2022 \$	30 June 2021 \$
Ordinary shares - fully paid	<u>128,480,956</u>	<u>111,293,456</u>	<u>13,225,858</u>	<u>10,680,601</u>

Movements in ordinary share capital

Details	Shares	\$
Balance as at 1 July 2020	49,137	1,354,746
Issue of shares	310	-
Share split (1,168.75 for 1)	57,741,734	-
Issue of shares @ \$0.20 per share	40,000,000	8,000,000
Convertible notes issued @\$0.16 per share (i)	7,596,888	1,175,768
Loans payable converted into shares (note 22(ii))	5,905,387	767,700
Share issue costs	-	(617,613)
Balance as at 30 June 2021	<u>111,293,456</u>	<u>10,680,601</u>
Issue of shares	17,187,500	2,750,000
Share issue costs	-	(204,743)
Balance as at 30 June 2022	<u>128,480,956</u>	<u>13,225,858</u>

- (i) During August 2020, the Company issued 6,500 convertible notes at an issue price of \$187 raising \$1,215,500 before costs of \$175. Interest at 8% per annum was payable quarterly in arrears. The convertible notes were unsecured. The equity component of \$1,175,768 has been recognised in equity at the date of issue.

On 2 February 2021 the notes were converted to 7,596,888 ordinary shares at \$0.16 each. On conversion, the equity component of \$1,175,768 was transferred to share capital. No gain or loss was recorded on conversion.



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 15: Equity – issued capital (continued)

(a) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Group in proportion to the number of and amounts paid on the shares held.

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.

(b) Options and performance rights

For information relating to the Company's options and performance rights, refer to note 10.

For information relating to performance rights issued to key management personnel during the year, refer to note 10.

Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders.

Capital is regarded as total equity, as recognised in the statement of financial position, plus cash and cash equivalents.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment.

The capital risk management policy remains unchanged from the 30 June 2021 Annual Report.

Note 16: Equity – reserves

	30 June 2022	30 June 2021
	\$	\$
Share based payment reserve	<u>1,371,035</u>	<u>802,088</u>

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 16: Equity – reserves (continued)

	Share based payment reserve
	\$
Balance as at 1 July 2020	-
Share based payment expense recognised during the year	802,088
Balance as at 30 June 2021	802,088
Share based payment expense recognised during the year (note 10)	568,948
Balance as at 30 June 2022	1,371,036

Share based payment reserves relate to share options and performance rights granted by the Company to its employees, consultants and Directors under the terms and conditions issued by the Company.

Movements in performance rights are set out below:

	30 June 2022		30 June 2021	
	Number	Value at reporting date (\$)	Number	Value at reporting date (\$)
Class A Performance rights				
Balance at the start of the year	4,383,664	526,040	-	-
Granted during the year	-	-	4,383,664	526,040
Vested during the year	-	-	-	-
Balance at the end of the year	4,383,664	526,040	4,383,664	526,040
Class B Performance rights				
Balance at the start of the year	5,096,908	509,691	-	-
Granted during the year	-	-	5,096,908	509,691
Vested during the year	-	-	-	-
Balance at the end of the year	5,096,908	509,691	5,096,908	509,691



NEXION GROUP LTD
NOTES TO THE PRELIMINARY FINANCIAL REPORTS
FOR THE YEAR ENDED 30 JUNE 2022

Note 17: Equity – accumulated losses

	30 June 2022	30 June 2021
	\$	\$
Accumulated losses at the beginning of the financial year	6,727,424	2,588,473
Losses for the year	6,569,165	4,138,951
Accumulated losses at the end of the financial year	13,296,589	6,727,424

Note 18: Reconciliation of profit after income tax to net cash from operating activities

	30 June 2022	30 June 2021
	\$	\$
Loss after income tax expense for the year	(6,569,165)	(4,138,951)
<i>Adjustments for non-cash expenses:</i>		
Depreciation and amortisation	1,028,022	337,340
Impairment loss	1,524,433	
Non-cash interest expense	79,025	13,118
Accrual of R&D incentives	-	-
Share-based payments	568,948	802,088
Loss on sale of non-current asset	(5,461)	28,500
Non-cash share capital adjustment	-	20,000
<i>Movement in operating assets and liabilities:</i>		
Decrease/(increase) in trade and other receivables	(546,751)	565,177
Increase in prepayments	(333)	-
(Decrease)/increase in trade and other payables	636,000	(839,056)
Increase in other provisions		28,724
Net cash from operating activities	(3,285,281)	(3,183,060)