



TUBI

Tubi Limited

Interim Financial Report

For the Half Year Ended 31 December 2020

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Tubi Limited

ACN: 139 142 493

Contents

For the Half Year Ended 31 December 2020

	Page
Financial Statements	
Directors' Report	1
Auditor's Independence Declaration under Section 307C of the Corporations Act 2001	3
Consolidated Statement of Profit or Loss and Other Comprehensive Income	4
Consolidated Statement of Financial Position	5
Consolidated Statement of Changes in Equity	6
Consolidated Statement of Cash Flows	7
Notes to the Financial Statements	8
Directors' Declaration	17
Independent Auditor's Review Report	18

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Directors' Report

31 December 2020

The directors present their financial report, together with the financial statements of the Group, being Tubi Limited (the Company) and its controlled entities for the half year ended 31 December 2020.

Directors

The Directors of the Company during the half-year ended 31 December 2020, and up to the date of this report are set out below. All Directors held their position as a Director throughout the half-year and up to the date of this report unless otherwise stated.

Mr. Marcello Russo	Executive Director & Chief Executive Officer
Mr. John Mouawad	Non-Executive Director (<i>Appointed 6 May 2021</i>)
Mr. Ryan Shaw	Non-Executive Director (<i>Appointed 6 May 2021</i>)
Mr. John Zeckendorf	Non-Executive Director (<i>Appointed 9 June 2021</i>)
Mr. Brent Emmett	Independent Non-Executive Director (<i>Resigned 1 April 2021</i>)
Mr. Anthony Willsallen	Non-Executive Director (<i>Resigned 1 April 2021</i>)
Mr. Simon Bird	Chairman & Independent Non-Executive Director (<i>Resigned 1 April 2021</i>)

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

Company Secretary

Elissa Hansen is the Company Secretary. Ms Hansen was appointed on 11 May 2021.

Ariel Sivikofsky was the Company Secretary of the Group from 2 March 2020 until 1 April 2021.

Principal Activities

The principal activities of the Group during the half-year were the development, operation, leasing and sale of mobile manufacturing plants for the production of high-density polyethylene ("HDPE") pipes for use in the oil and gas, irrigation, mining and infrastructure sectors.

During the half year, the Group continued to operate in Australia, New Zealand and the United States.

Operating results and review of operations for the half-year

The consolidated loss of the Group for the half-year amounted to \$4.451M (31 December 2019: loss of \$1.99M).

During the half year ended 31 December 2020, the HDPE Pipe market in the US was impacted by both the global pandemic and US elections together with ongoing oversupply following the decline in 2019 of the oil and gas sector. As a result, the Company experienced a decrease in sales over the six months despite strong volumes in June and July 2020.

Disruptions to the supply of raw materials and increased price volatility also contributed to the loss for the half year.

In August 2020, the Company raised \$6.1M capital to complete the build of Plant 5004, progress its reeling and recycling technology and to retire significant liabilities.

Significant changes in state of affairs

There have been no significant changes in the state of affairs of entities in the Group during the half-year.

Future developments and results

Likely developments in the operations of the Group and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Group.

Directors' Report

31 December 2020

Events Occurring After the Reporting Date

Subsequent to the year end, the following events occurred:

- During April 2021, the Group entered into Voluntary Administration, with the majority of the Board and Management team resigning, with the exception of the CEO/MD, Mr Marcello Russo. On 6 May 2021, the Group announced that the Voluntary Administration had ended pursuant to an Order of the Federal Court of Australia on 5 May 2021. On that date, two new Board members, Mr John Mouawad and Mr Ryan Shaw, were appointed, with Mr Russo continuing as CEO/MD.
- In August 2021, the following events took place as announced on ASX:
 - the Group's subsidiary Tubi USA Inc entered into a MRO Supply Agreement with Mosaic Fertilizer, LLC (**Mosaic**) for the supply of HDPE and MDPE Pipe for an initial term of 3 years;
 - the Group also entered into a Facility Agreement with Oxleigh Pty Ltd to borrow funds of up to \$2.5 million for general working capital purposes. The facility term was to 30 June 2022 at an interest rate of 10% per annum, a commitment fee of 3% per annum on the available facility, and a financial covenant requiring net tangible assets to be no less than \$5 million; and
 - the Group engaged advisors and consulted a number of parties in the pursuit to assist with the potential divestment of certain assets.
- On 25 March 2022, the Group completed the sale of certain assets under an Asset Purchase Agreement entered into with Mosaic and Hopetoun Corporation Pty Ltd (**Hopetoun**). Under the terms of the Agreement, the Group and Hopetoun agreed to sell, transfer and assign the rights of Mobile Plant 5002 and Mobile Plant 5003, together with lab, reeling & stringing and other related assets located in Bartow, Florida USA together with the grant of an intellectual property license for US\$10 million (which is approximately AU\$13.5 million). US\$8.5 million was payable on completion and the balance in 12 months under a hold back arrangement to cover the purchaser for any indemnity or warranty claims.

Mobile Plant 5002 and other equipment was owned by the Group. Mobile Plant 5003 was owned by Hopetoun. The agreed allocation of sale proceeds to Hopetoun was AU\$5.3 million, with the remainder of approximately AU\$8.2 million to the Group.

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

Dividends

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

Auditor's Independence Declaration

An independence declaration has been provided by the Group's auditor, PKF. A copy of this declaration for the financial half-year ended 31 December 2020 is set out on page 3.

This Director's report is signed in accordance with a resolution of the Board of Directors.



John Mouawad
Chairman

Dated: 28 April 2022

Tubi Limited
ACN: 139 142 493

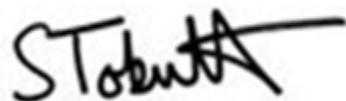
Auditor's Independence Declaration under section 307C of the *Corporations Act 2001*

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the review of Tubi Limited for the half-year ended 31 December 2020, I declare that, to the best of my knowledge and belief, there have been:

- (i) No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) No contraventions of any applicable code of professional conduct in relation to the review.



PKF



SCOTT TOBUTT
PARTNER

28 APRIL 2022
SYDNEY, NSW

PKF (NS) Audit & Assurance Limited Partnership
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under Professional Standards Legislation

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For our office locations visit www.pkf.com.au

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Tubi Limited

ACN: 139 142 493

Consolidated Statement of Profit or Loss and Other Comprehensive Income**For the Half Year Ended 31 December 2020**

		31 December 2020	31 December 2019
	Note	\$	\$
Revenue	3	7,740,538	12,366,413
Other income	3	130,185	150,545
Raw materials and consumables used		(6,461,072)	(10,507,544)
Employee benefits expense		(1,596,634)	(1,880,356)
Depreciation and amortisation		(1,693,020)	(521,403)
Travel and accommodation		(243,932)	(348,062)
Repairs and maintenance		(176,417)	(554,014)
Legal and professional		(116,818)	(256,899)
Impairment of non-financial assets	4	(655,067)	-
Consultancy		(76,384)	(114,214)
Rental expense		(357,009)	(283,699)
Insurance		(245,557)	(215,314)
Other operating expenses		(222,342)	(203,262)
Finance (expenses) / income		(17,845)	14,023
Loss before income tax		(3,991,374)	(2,353,786)
Income tax benefit		(459,727)	365,418
Loss for the half year		(4,451,101)	(1,988,368)
Items that will be reclassified to profit or loss when specific conditions are met			
Exchange differences on translating foreign controlled entities		(82,274)	(169,918)
Other comprehensive income for the year, net of tax		(82,274)	(169,918)
Total comprehensive income for the year		(4,533,375)	(2,158,286)
Loss attributable to:			
Members of the parent entity		(4,451,101)	(1,988,368)
Total comprehensive income attributable to:			
Members of the parent entity		(4,533,375)	(2,158,286)
Earnings per share			
Basic earnings per share (cents)		(1.51)	(0.82)
Diluted earnings per share (cents)		(1.51)	(0.82)

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

Tubi Limited

ACN: 139 142 493

**Consolidated Statement of Financial Position
As At 31 December 2020**

		31 December 2020	30 June 2020
	Note	\$	\$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	6	1,092,365	776,092
Trade and other receivables		842,120	1,792,104
Inventories		882,483	2,669,132
Other assets		21,445	22,686
TOTAL CURRENT ASSETS		2,838,413	5,260,014
NON-CURRENT ASSETS			
Property, plant and equipment	7	19,614,444	19,746,630
Deferred tax assets	8	-	1,402,646
Intangible assets		-	307,987
Right-of-use assets		108,331	807,087
TOTAL NON-CURRENT ASSETS		19,722,775	22,264,350
TOTAL ASSETS		22,561,188	27,524,364
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		2,630,701	6,747,172
Borrowings		-	200,575
Current tax liabilities	8	45,000	455,741
Lease liabilities		80,708	67,713
Employee benefits		159,229	198,754
TOTAL CURRENT LIABILITIES		2,915,638	7,669,955
NON-CURRENT LIABILITIES			
Deferred tax liabilities	8	1,423,459	2,076,006
Lease liabilities		14,337	744,619
TOTAL NON-CURRENT LIABILITIES		1,437,796	2,820,625
TOTAL LIABILITIES		4,353,434	10,490,580
NET ASSETS		18,207,754	17,033,784
EQUITY			
Issued capital	9	23,813,113	18,042,218
Reserves	10	119,381	265,205
Accumulated losses		(5,724,740)	(1,273,639)
TOTAL EQUITY		18,207,754	17,033,784

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

Tubi Limited

ACN: 139 142 493

Consolidated Statement of Changes in Equity For the Half Year Ended 31 December 2020

	Ordinary Shares	Retained Earnings / (Accumulated losses)	Foreign Currency Translation Reserve	Share Based Payments Reserve	Total
	\$	\$	\$	\$	\$
Balance at 1 July 2020	18,042,218	(1,273,639)	201,655	63,550	17,033,784
Loss attributable to members of the parent entity	-	(4,451,101)	-	-	(4,451,101)
Other comprehensive income for the half-year	-	-	(82,274)	-	(82,274)
Total comprehensive income for the half-year	-	(4,451,101)	(82,274)	-	(4,533,375)
Transactions with owners in their capacity as owners					
Contribution of equity, net of transaction costs	5,770,895	-	-	-	5,770,895
Share based payment transactions	-	-	-	(63,550)	(63,550)
Balance at 31 December 2020	23,813,113	(5,724,740)	119,381	-	18,207,754

	Ordinary Shares	Retained Earnings / (Accumulated losses)	Foreign Currency Translation Reserve	Share Based Payments Reserve	Total
	\$	\$	\$	\$	\$
Balance at 1 July 2019	18,042,218	3,394,234	110,471	81,174	21,628,097
Loss attributable to members of the parent entity	-	(1,988,368)	-	-	(1,988,368)
Other comprehensive income for the half-year	-	-	(169,918)	-	(169,918)
Total comprehensive income for the half-year	-	(1,988,368)	(169,918)	-	(2,158,286)
Transactions with owners in their capacity as owners					
Share based payment transactions	-	-	-	155,765	155,765
Balance at 31 December 2019	18,042,218	1,405,866	(59,447)	236,939	19,625,576

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

Tubi Limited

ACN: 139 142 493

**Consolidated Statement of Cash Flows
For the Half Year Ended 31 December 2020**

	31 December 2020	31 December 2019
Note	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from customers	8,851,577	11,376,245
Payments to suppliers and employees	(11,987,417)	(12,998,884)
Interest received	358	13,568
Interest paid	(5,531)	(2,915)
Income taxes paid	(120,369)	(209,873)
Net cash used in operating activities	<u>(3,261,382)</u>	<u>(1,821,859)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale of plant and equipment	116,607	-
Payments for intangible asset	(15,934)	(14,967)
Payments for property, plant and equipment	(1,992,534)	(1,996,295)
Net cash used in investing activities	<u>(1,891,861)</u>	<u>(2,011,262)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares, net of transaction costs	5,770,895	-
Repayment of borrowings	(200,575)	(140,395)
Payment of lease liabilities	(18,531)	-
Net cash provided by / (used in) financing activities	<u>5,551,789</u>	<u>(140,395)</u>
Effects of exchange rate changes on cash and cash equivalents	<u>(82,273)</u>	<u>(169,918)</u>
Net increase / (decrease) in cash and cash equivalents held	<u>316,273</u>	<u>(4,143,434)</u>
Cash and cash equivalents at beginning of half year	<u>776,092</u>	<u>7,605,594</u>
Cash and cash equivalents at end of the half year	<u><u>1,092,365</u></u>	<u><u>3,462,160</u></u>

6

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

Tubi Limited

ACN: 139 142 493

Notes to the Financial Statements For the Half Year Ended 31 December 2020

The interim financial report covers Tubi Limited and its controlled entities ('the Group'). Tubi Limited is a for-profit Company limited by shares, incorporated and domiciled in Australia.

Each of the entities within the Group prepare their financial statements based on the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

The interim financial report was authorised for issue by the Directors on 28 April 2022.

Comparative Amounts

Comparatives are consistent with prior years, unless otherwise stated. During the period certain reclassifications were undertaken in the Group's Statement of Profit and Loss and Other Comprehensive Income to better aligning the expenses to their nature. These reclassifications have been applied consistently to the comparative period and did not change the results for the period.

1 Basis of Preparation

This consolidated interim financial report for the reporting period ending 31 December 2020 has been prepared in accordance with the requirements of the *Corporations Act 2001* and Australian Accounting Standard AASB 134: *Interim Financial Reporting*.

The interim financial report is intended to provide users with an update on the latest annual financial statements of Tubi Limited and controlled entities (the Group). As such it does not contain information that represents relatively insignificant changes occurring during the half year within the Group. This consolidated financial report does not include all the notes normally included in an annual financial report. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Group for the year ended 30 June 2020, together with any public announcements made during the half year.

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements.

2 Summary of Significant Accounting Policies

Going concern

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

The Group has incurred net loss after tax of \$4,451,101 (2019: loss of \$1,988,368) and net operating cash outflows of \$3,261,382 (2019: outflows of \$1,821,859) for the half year ended 31 December 2020. At 31 December 2020, the Group had net current liabilities of \$77,225 (June 2020: net current liabilities of \$2,409,941).

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

As disclosed in Note 12, on 6 April 2021, the Group entered into a trading halt and, on 8 April 2021, was suspended from official quotation. Whilst in suspension, the Group appointed Voluntary Administrators on 23 April 2021. The Group successfully navigated to an end to the Voluntary Administration on 5 May 2021 and the Board and Management sought reinstatement to the ASX through a strategy to re-capitalise the Company by generating additional funds with the potential divestment of certain assets.

Notes to the Financial Statements

For the Half Year Ended 31 December 2020

2 Summary of Significant Accounting Policies (continued)

Going concern (continued)

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

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

- Following a comprehensive sales process involving numerous parties, the Group entered into an Asset Purchase Agreement with Mosaic Fertilizer, LLC (Mosaic), Hopetoun Corporation Pty Ltd (Hopetoun) and Tubi USA, Inc, to sell, transfer and assign the rights to two Mobile Plants (Plants 5002 and 5003) and other equipment on 24 March 2022. Sale proceeds of US\$8.5 million (approximately AU\$13.2 million) were paid to the Company and its subsidiaries on 25 March 2022 (with a holdback amount of US\$1.5 million payable in 12 months), effectively re-financing the Group. Of the amounts received, AU\$4.8 million (net of the holdback amount) was paid to Hopetoun for the apportionment relating to their Plant 5003;
- As at the date of signing this report, the Group has cash of approximately AU\$3.1 million after having settled various outstanding creditors, the Hopetoun proceeds for the sale of Plant 5003, and the borrowing facility that was extended to the Group by Oxleigh as disclosed in Note 12;
- the Directors and Management are currently reviewing various options for the future of the Group including whether to continue operations with its two existing Mobile Extrusion Plants (and due to the recovery from COVID and the increase in activity in oil and gas in the US, where the Plants are located, expects to be able to rebuild a profitable business), or to seek shareholder approval to sell its remaining assets;
- The Group has prepared financial models and cash flow forecasts to the end of Financial Year 2023 - the Group has adequate funding and, while it reviews and considers its future operations, it would like to maintain its ASX listing and undertakes to either seek reinstatement or be removed from the Official List of ASX within the two-year prescribed period with the potential to pursue various options for the plants it currently holds with sufficient funds available to support its operations.

Based on the cash flow forecasts prepared by Management underpinned by the above factors and having carefully assessed the likelihood and timing of cash flows from forecasted operations, the Directors are confident that the Group will be able to fund its activities and be able to pay its debts as they fall due. The Directors have therefore determined the going concern basis as being appropriate in the preparation of this financial report.

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

Tubi Limited

ACN: 139 142 493

Notes to the Financial Statements For the Half Year Ended 31 December 2020

3 Revenue and Other Income

	31 December 2020	31 December 2019
	\$	\$
Revenue from contracts with customers		
- sale of goods	7,726,218	3,004,214
- sale of equipment	14,320	9,362,199
Total Revenue	7,740,538	12,366,413
Other Income		
- interest income	358	13,569
- other income	129,827	136,976
Total Other income	130,185	150,545

4 Impairment of non-financial assets

During the year, Management determined that there were indicators of impairment of its plant, equipment and intangibles, these were as a result of a downturn in the market, COVID-19 related disruptions and competitor price cutting. This resulted in a reduction of order volumes. Accordingly, Management performed impairment testing and considered information available subsequent to the year end and determined that the carrying value was in excess of the recoverable amount. The Group's assets were written down to their recoverable amount, which was determined with reference to the current resale market.

Impairment losses amounting of \$335,131 in respect of plant and equipment (refer note 7) and \$319,936 in respect of intangible assets have been recognised during the half-year in the consolidated statement of profit or loss and other comprehensive income.

Notes to the Financial Statements For the Half Year Ended 31 December 2020

5 Operating Segments

Segment information

Identification of reportable segments

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

The Group is managed primarily on the basis of product category and service offerings as the diversification of the Group's operations inherently have notably different risk profiles and performance assessment criteria. Operating segments are therefore determined on the same basis.

Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics and are also similar with respect to the following:

- the products sold and/or services provided by the segment;
- the manufacturing process;
- the type or class of customer for the products or services;
- the distribution method; and
- any external regulatory requirements.

Performance is measured based on segment profit before income tax as included in the internal financial reports.

The Group has one reportable segment, being the manufacturing of HDPE pipe, the sale of technology licenses to manufacture HDPE pipe and the sale of equipment.

6 Cash and Cash Equivalents

	31 December 2020	30 June 2020
Cash at bank and in hand	\$ 1,092,365	\$ 776,092

Notes to the Financial Statements

For the Half Year Ended 31 December 2020

7 Property, plant and equipment

	31 December 2020	30 June 2020
Note	\$	\$
PLANT AND EQUIPMENT		
Capital works in progress		
At cost	-	3,229,469
Total capital works in progress	7(a) -	3,229,469
Plant and equipment		
At cost	24,121,860	19,048,169
Accumulated depreciation	(4,319,551)	(2,716,218)
Accumulated impairment losses	4 (335,131)	-
Total plant and equipment	19,467,178	16,331,951
Furniture, fixtures and fittings		
At cost	33,750	34,240
Accumulated depreciation	(33,750)	(27,233)
Total furniture, fixtures and fittings	-	7,007
Motor vehicles		
At cost	325,370	359,098
Accumulated depreciation	(178,104)	(180,895)
Total motor vehicles	147,266	178,203
Total property, plant and equipment	19,614,444	19,746,630

(a) Capital works in progress

Capital works in progress relate to the continued construction of Tubi's group owned, mobile manufacturing plants. Construction of Plant 5004 was completed during the half-year ended 31 December 2020, accordingly the carrying value of this plant was transferred to Plant and Equipment.

Notes to the Financial Statements

For the Half Year Ended 31 December 2020

7 Property, plant and equipment (continued)

(b) Movements in carrying amounts of property, plant and equipment

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial half year:

	Capital Works in Progress	Plant and Equipment	Furniture, Fixtures and Fittings	Motor Vehicles	Total
Note	\$	\$	\$	\$	\$
Half Year ended 31 December 2020					
Balance at the beginning of year	3,229,469	16,331,951	7,007	178,203	19,746,630
Additions	1,956,511	-	401	-	1,956,912
Disposals	-	(112,289)	-	-	(112,289)
Transfers	7(a) (5,185,980)	5,185,980	-	-	-
Depreciation expense	-	(1,603,333)	(7,408)	(30,937)	(1,641,678)
Impairment loss	4 -	(335,131)	-	-	(335,131)
Balance at the end of the half year	-	19,467,178	-	147,266	19,614,444

8 Tax assets and liabilities

(a) Current Tax Liability

	31 December 2020	30 June 2020
	\$	\$
Income tax payable	45,000	455,741

(b) Deferred Tax Assets

	Opening Balance	Charged to Income	Charged directly to Equity	Closing Balance
Note	\$	\$	\$	\$
Deferred tax assets				
Provisions - employee benefits	30,652	674,436	-	705,088
Accruals	16,752	500,873	-	517,625
Transaction costs on equity issue	179,933	-	-	179,933
Balance at 30 June 2020	227,337	1,175,309	-	1,402,646
Provisions - employee benefits	705,088	(664,943)	-	40,145
Accruals	517,625	(499,031)	-	18,594
Transaction costs on equity issue	179,933	45,581	-	225,514
Total deferred tax assets	1,402,646	(1,118,393)	-	284,253
Set off of deferred tax assets against deferred tax liabilities pursuant to set-off provisions	(1,402,646)	1,118,393	-	(284,253)
Balance at 31 December 2020	8(c) -	-	-	-

Notes to the Financial Statements

For the Half Year Ended 31 December 2020

8 Tax assets and liabilities (continued)

(c) Derecognition of deferred tax assets

During the period, the Group determined it appropriate to derecognise deferred tax assets in respect of temporary differences for certain entities in separate tax jurisdictions because it was determined that it is not probable that future taxable profit will be available against which the Group can utilise the benefits therein.

(d) Deferred Tax Liabilities

	Opening Balance	Charged to Income	Charged directly to Equity	Closing Balance
Note	\$	\$	\$	\$
Deferred tax liabilities				
Property, plant & equipment	1,916,535	(191,672)	-	1,724,863
Other	50,290	300,853	-	351,143
Balance at 30 June 2020	1,966,825	109,181	-	2,076,006
Property, plant & equipment	1,724,863	(17,183)	-	1,707,680
Other	351,143	(351,111)	-	32
Total deferred tax liabilities	2,076,006	(368,294)	-	1,707,712
Set off of deferred tax assets against deferred tax liabilities pursuant to set-off provisions	(1,402,646)	1,118,393	-	(284,253)
Balance at 31 December 2020	673,360	750,099	-	1,423,459

9 Issued Capital

	31 December 2020	30 June 2020
	\$	\$
311,306,779 Ordinary shares (30 June 2020: 243,142,400)	23,813,113	18,042,218

(a) Ordinary shares

	No.	\$
Opening balance at 1 July 2020	243,142,400	18,042,218
12 August 2020: Issue under placement and institutional entitlement offer at \$0.09 per share	60,986,473	5,488,783
24 August 2020: Issue under retail entitlement offer at \$0.09 per share	6,200,129	558,012
17 December 2020: Issue under placement and retail entitlement offer to Directors at \$0.09 per share	977,777	88,000
Transaction costs	-	(363,900)
Balance at 31 December 2020	311,306,779	23,813,113

The holders of ordinary shares are entitled to participate in dividends and the proceeds on winding up of the Company. On a show of hands at meetings of the Company, each holder of ordinary shares has one vote in person or by proxy, and upon a poll each share is entitled to one vote.

Notes to the Financial Statements

For the Half Year Ended 31 December 2020

9 Issued Capital (continued)

(a) Ordinary shares (continued)

The Company does not have authorised capital or par value in respect of its shares.

(b) Listed options

	No.	\$
Balance at 1 July 2020	-	-
Shares issued during the year		
12 August 2020: Issue under placement and institutional entitlement offer at 1:3 shares	20,328,799	-
24 August 2020: Issue under retail entitlement offer at 1:3 shares	2,066,624	-
18 December 2020: Issue to Directors under private placement at 1:3 shares	325,925	-
	<u>22,721,348</u>	<u>-</u>
Balance at 31 December 2020	<u>22,721,348</u>	<u>-</u>

10 Reserves

(a) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income - foreign currency translation reserve. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

(b) Share based payment reserve

This reserve records the cumulative value of employee service received for the issue of share options. When the option is exercised the amount in the share option reserve is transferred to share capital.

11 Contingencies

In the opinion of the Directors, the Company did not have any contingencies at 31 December 2020.

12 Events Occurring After the Reporting Date

Subsequent to the year end, the following events occurred:

- On 6 April 2021, the Group entered into a trading halt and, on 8 April 2021, was suspended from official quotation;
- On 23 April 2021, the Group entered into Voluntary Administration, with the majority of the Board and Management team resigning, with the exception of the CEO/MD, Mr Marcello Russo. On 6 May 2021, the Group announced that the Voluntary Administration had ended pursuant to an Order of the Federal Court of Australia on 5 May 2021. On that date, two new Board members, Mr John Mouawad and Mr Ryan Shaw were appointed with Mr Russo continuing as CEO/MD.
- In August 2021, the following events took place as announced on ASX,

Notes to the Financial Statements

For the Half Year Ended 31 December 2020

- the Group's subsidiary Tubi USA Inc entered into a MRO Supply Agreement with Mosaic Fertilizer LLC (**Mosaic**) for the supply of HDPE and MDPE Pipe for an initial term of 3 years;
- the Group also entered into a Facility Agreement with Oxleigh Pty Ltd to borrow funds of up to \$2.5 million for general working capital purposes. The facility term was to 30 June 2022 at an interest rate of 10% per annum, a commitment fee of 3% per annum on the available facility, and a financial covenant requiring net tangible assets to be no less than \$5 million;
- the Group engaged advisors and consulted a number of parties in the pursuit to assist with the potential divestment of certain assets.
- On 25 March 2022, the Group completed the sale of certain assets under an Asset Purchase Agreement entered into with Mosaic and Hopetoun Corporation Pty Ltd (Hopetoun). Under the terms of the Agreement, the Group and Hopetoun agreed to sell, transfer and assign the rights of Mobile Plant 5002 and Mobile Plant 5003, together with lab, reeling & stringing and other related assets located in Bartow, Florida USA together with the grant of an intellectual property license for US\$10 million (which is approximately AU\$13.5 million). US\$8.5 million was payable on completion and the balance in 12 months under a hold back arrangement to cover the purchaser for any indemnity or warranty claims.

Mobile Plant 5002 and other equipment was owned by the Group. Mobile Plant 5003 was owned by Hopetoun. The agreed allocation of sale proceeds to Hopetoun was AU\$5.3 million, with the remainder of approximately AU\$8.2 million to the Group.

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

13 Statutory Information

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

Tubi Limited
2 Hopetoun Street
Paddington NSW 2021
Australia

Tubi Limited

ACN: 139 142 493

Directors' Declaration

The directors of the Company declare that:

1. The financial statements and notes, as set out on pages 4 to 16 are in accordance with the *Corporations Act 2001*, including:
 - (a) complying with Accounting Standard AASB 134: Interim Financial Reporting; and
 - (b) give a true and fair view of the consolidated group's financial position as at 31 December 2020 and of its performance for the half-year ended on that date.
2. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.



Director

John Mouawad

Dated 28 April 2022

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INDEPENDENT AUDITOR'S REVIEW REPORT

TO THE MEMBERS OF TUBI LIMITED

Report on the Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of Tubi Limited (the Company) and its controlled entities (the consolidated entity), which comprises the consolidated statement of financial position as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, a statement of accounting policies, other selected explanatory notes, and the directors' declaration of the Company and the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

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

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2020, and of its financial performance for the half-year ended on that date; and
- (b) complying with the Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. In accordance with the *Corporations Act 2001*, we have given the directors' of the Company a written Auditor's Independence Declaration.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the Financial Report, which describes that the Group has reported a loss for the half year ended 31 December 2020 of \$4,451,101 and net operating cash outflows of \$3,261,382. Due to these events and conditions, the matters described in Note 2 indicate a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Directors' Responsibility for the Half-Year Financial Report

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

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

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under Professional Standards Legislation

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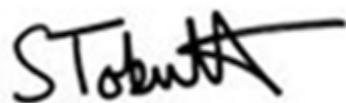
Auditor's Responsibility for the Review of the Half-Year Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2020 and its performance for the half year ended on that date, and complying with Australian Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Tubi Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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



PKF



SCOTT TOBUTT
PARTNER

28 APRIL 2022
SYDNEY, NSW