1. Company details

Name of entity:	A1 Investments & Resources Ltd
ABN:	44 109 330 949
Reporting period:	For the year ended 30 June 2022
Previous period:	For the year ended 30 June 2021

2. Results for announcement to the market

				$
Revenues from ordinary activities	down	63.5%	to	108,166
Loss from ordinary activities after tax attributable to the owners of A1 Investments & Resources Ltd	down	33.3%	to	(1,003,922)
Loss for the year attributable to the owners of A1 Investments & Resources Ltd	down	33.3%	to	(1,003,922)

Dividends
There were no dividends paid, recommended or declared during the current financial period.

Comments
The loss for the consolidated entity after providing for income tax amounted to $1,003,922 (30 June 2021: $1,505,101).

Refer to 'Review of operations' in the Directors' report for further commentary on the results of the consolidated entity for the year ended 30 June 2022.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	(0.012)	0.004

Right-of-use assets and lease liabilities have been excluded from net tangible assets.

4. Control gained over entities

Not applicable.

5. Loss of control over entities

Not applicable.

6. Dividends

Current period
There were no dividends paid, recommended or declared during the current financial period.

Previous period
There were no dividends paid, recommended or declared during the previous financial period.

7. Dividend reinvestment plans

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable.

10. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements have been audited and an unmodified opinion has been issued. The auditor's report contains a paragraph addressing material uncertainty related to going concern.

11. Attachments

Details of attachments (if any):

The Annual Report of A1 Investments & Resources Ltd for the year ended 30 June 2022 is attached.

12. Signed

As authorised by the Board of Directors

Signed ___________________________ Date: 29 August 2022

Charlie Nakamura
Director
Sydney

A1 Investments & Resources Ltd and its controlled entities

ABN 44 109 330 949

Annual Report - 30 June 2022

Contents

Directors	Charlie Nakamura Peter Ashcroft Akira Sunaga
Company secretary	Peter Ashcroft
Notice of annual general meeting	A tentative date and place have been arranged for the annual general meeting of A1 Investments & Resources Ltd as follows: Date: Thursday, 10 November 2022 Time: 11 am (EDST Sydney) Location: Virtual Meeting by Zoom
Registered office	Level 13, 465 Victoria St Chatswood, NSW 2067 Australia Tel +61 1300 318 680
Principal place of business	Level 13, 465 Victoria St Chatswood NSW 2067 Australia Tel +61 1300 318 680
Share register	Computershare Investor Services Pty Limited Yarra Falls 452 Johnston Street Abbotsford VIC 3067 Tel: 1300 787 272 Fax: +61 3 9473 2500
Auditor	Hall Chadwick Chartered Accountants and Business Advisors Level 40 2 Park Street Sydney NSW 2000
Stock exchange listing	A1 Investments & Resources Ltd shares are listed on the Australian Securities Exchange (ASX code: AYI)
Website	www.a1investments.com.au
Corporate Governance Statement	The directors and management are committed to conducting the business of A1 Investments & Resources Ltd in an ethical manner and in accordance with the highest standards of corporate governance. A1 Investments & Resources Ltd has adopted and substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations. The Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed, was approved by the Board of Directors at the same time as the Annual Report and can be found on the Investor Relations page at www.a1investments.com.au

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of A1 Investments & Resources Ltd (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2022.

Directors
The following persons were directors of A1 Investments & Resources Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Charlie Nakamura
Peter Ashcroft
Akira Sunaga

Principal activities
The principal activities of the consolidated entity during the financial year were those of an investment company focusing on projects with operations in Australia and Japan.

The consolidated entity will continue to focus on the food and farming sectors in Australia in the next financial year, and the processing of raw sea cucumber in Japan sourced from anywhere in the world to produce consumer products for sale in Japan, China and Taiwan.

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

Review of operations
The loss for the consolidated entity after providing for income tax amounted to $1,003,922 (30 June 2021: $1,505,101).

There have been no significant changes to the consolidated entity's operations since the annual general meeting of the Company on 29 November 2021.

The Company does not need to remind its shareholders of the hardships of 2020-21-22. The coronavirus has had a significant impact on the Company's operations over the past 2 years and this continues to be the position.

The consolidated entity has determined to focus its business upon its existing business utilizing sea cucumbers, whilst continuing to examine other associated and non-associated business opportunities. The Company particularly directs shareholders to the provision below titled "New funding" and notes that the Company has raised an amount of $533,000 in June 2022.

The consolidated entity continues to focus upon supplies from Peru.

Throughout the year to 30 June 2022 the consolidated entity has continued small sales of finished product manufactured in Japan from Peruvian sea cucumber and has negotiated sales of wholesale sea cucumber to other buyers for commission.

Operations in Japan throughout the year were continued to be hindered by COVID outbreaks. There remain substantial restrictions in travelling to Japan including a full ban on tourism travel which will be eased over the coming months, but as at 30 June 2022 only essential business travel to Japan is permitted for non-Japanese citizens. Further sales efforts in the People's Republic of China ('PRC') essentially stopped in the quarter to 31 March 2022 and have not returned.

The consolidated entity does not expect any substantial change to these issues over the next 6 months and indeed we do not see any substantial changes as the northern hemisphere enters the winter of 2022-23.

The consolidated entity is encouraging all its staff and the staff of its dedicated contractors, including in Japan to get vaccinated as soon as possible.

The consolidated entity is not optimistic that sales leads for its products throughout Asia can be explored for the next 6 months. The consolidated entity also expects supply issues of sea cucumber to Japan to remain difficult through the next financial year.

2. Blue Ocean Japan
The consolidated entity notes that its wholly owned subsidiary in Japan, Blue Ocean Japan traded throughout the year under the supervision of the consolidated entity's Managing Director, Mr Nakamura who has again returned to Japan to manage the operations in Japan and raise further funds for the continuing operations of the consolidated entity. The consolidated entity received revenue from sales of $13,935 in the period to 30 June 2022 (2021: $294,414).

3. Blue Ocean Health ('BOH'), a division of A1 investments and Resources Limited
Problems associated with COVID in Australia, Peru and South Korea resulted in the operations of BOH being suspended during the last quarter of the year. A review of the operations is currently taking place.

4. Sandalwood Project
The consolidated entity sold half of its trial production during the last quarter of the year to 30 June 2022 and projects the sale of the balance over the coming months. The consolidated entity has determined to cease this business.

5. Bundybunna
The coronavirus has delayed the finalisation of the termination of the winding up of Bundybunna Aboriginal Corporation Limited. The consolidated entity has determined to re-examine this project and is in discussion with some energy project managers in respect to the further utilisation of the property.

6. New funding
The Company was successful in raising loans of $533,000 during June 2022. The full amount of these loans will be converted to equity in the Company subject to ASIC and ASX not objecting and approval by the shareholders at a Special General Meeting of the Company in the near future.

7. Immediate future
The consolidated entity is planning for 2022-23 to be no less challenging than 2021-22 has proved to be. However, the consolidated entity is of the opinion that the fast tracking of vaccine production and the vaccination of our management, workforce and the workforce of our contractors during 2022 in Australia will produce an environment in which we can confidently plan for a more productive 2023 and beyond. The consolidated entity is, however, examining other opportunities that are less dependent on a worldwide production and sales scheme that is vulnerable to separate problems of supply and demand in various countries.

The Company will keep shareholders and investors appraised of all future developments and new projects. The Company is confident of commencing a new project or projects in the new financial year whilst maintaining our existing businesses.

Material risks
As with any organisation, our future prospects may be impacted by risks. The impact may be positive or negative, depending on whether the risks materialise or recede. The following are thought to be the more relevant risks, although it is the view of the directors that none of these specific risks, nor any other potential risks, are of special significance at this point in time.

Changes in the regulatory environment in Australia, Japan and our Asian market countries are always a possibility and have the potential to create challenges for our business. This has been particularly the case during the COVID pandemic where different countries have applied different lockdown and COVID spreading prevention measures. These problems saw the Company effectively cease operations in the PRC and substantially curtail our operations in Japan. These substantial operating risks remain. There appears little likelihood of China opening its borders any time soon to permit us to market our products. Japan is encouraging today with the likely return of some business and tourist travel in the next 6 months, but a complete opening remains some time in the distance.

Market supply and demand tensions create both challenges and opportunities for our business model. Sourcing product and producing finished goods in Japan to supply the demands for our products can create challenges in fulfilment, but the scarcity of comparable products, in many ways, drives the demand from our customers.

There also remains significant uncertainty regarding how the COVID-19 pandemic will evolve, including the duration of the pandemic, the severity of the downturn and the speed of economic recovery. It is also difficult to predict the emergence of new variants of concern and the possible public health responses to them. While COVID-19 can create operational challenges for our business, it can also create opportunities for growth. The COVID-19 situation remains fluid and we continue to monitor it closely.

The Company has acknowledged the material risks of operations in Japan and indeed anywhere outside Australia where we do not have direct management control or supervision. The Company managed this risk throughout the year to 30 June 2022 by having either Mr Nakmaura or Mr Sunga in Japan supervising our operations.

Stock and fraud risks have been substantially reduced by the directors being in Japan over the past several months.

Significant changes in the state of affairs
There were no significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year
No matter or circumstance has arisen since 30 June 2022 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 financial years.

Likely developments and expected results of operations
Likely developments in the operation of the consolidated entity and the expected results of those operations in subsequent financial years have been discussed where appropriate in the 'Review of operations'.

There are no further developments that the Directors are aware of which could be expected to affect the results of the consolidated entity's operations in subsequent financial years other than the information contained in the 'Review of operations'.

Environmental regulation
The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name:	Charlie Nakamura
Title:	Managing Director and Chief Executive Officer
Qualifications:	B.IE (U.Nihon, Japan), MBA (U.Dubuque, USA)
Experience and expertise:	Charlie worked for the Tokai Bank (a major Japanese bank that has merged and become the current Bank of Tokyo-Mitsubishi UFJ) from 1991 to 2002. During his time in Tokai Bank, Charlie's major activities included corporate finance, project finance, structure finance and international trading. In 1998, Charlie transferred to Tokai Australia Finance Corporation, Tokai Bank's Australian subsidiary. Charlie was a head of the corporate finance department for the Japanese corporations, which included Toyota, Mitsubishi Corporation, Mitsui Corporation and many other major Japanese companies in Australia. In 2000, Tokai joined the project finance ('PF') deal between BHP and Mitsubishi Corporation. Charlie was Tokai's representative for this PF, which was well known as the 'Blackwater' coking coal mining project. After a successful completion of the Blackwater project, Charlie was involved in various resource projects and made extensive networks in Australia.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	73,440,681 ordinary shares
Interests in options:	None
Interests in rights:	300,000,000 performance rights over ordinary shares

Name:	Peter Ashcroft
Title:	Executive Chairperson
Qualifications:	LLB (University of Sydney), Solicitor of the Supreme Court of NSW and High Court of Australia (no longer practicing)
Experience and expertise:	Peter was a commercial law specialist with over 35 years' experience. He has assisted various companies in recent years to list, finance their operations with both debt and equity as well as manage their legal risks. Peter has worked with development and investment companies throughout Australia and has advised on joint ventures in Indonesia, New Zealand, the Philippines, India, USA, Sweden, Ghana, Canada and Madagascar. Peter has for many years lectured on natural resource law, trade practices, company law and corporate governance and compliance. Peter provides specialist commercial and corporate advice to the company and its joint operations.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Company Secretary
Interests in shares:	1,538,968,253 ordinary shares
Interests in rights:	300,000,000 performance rights over ordinary shares

Name:	Akira Sunaga
Title:	Non-Executive Director
Experience and expertise:	Akira has been a long term business consultant and corporate advisor for the company. He splits his time between Australia and Japan but has resided in Japan for the past 2 years. The consolidated entity's operations in Japan require a director in Japan to oversee and assist these operations.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	None
Interests in shares:	None
Interests in options:	None
Interests in rights:	None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships in all other types of entities, unless otherwise stated.

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

Company secretary
Peter Ashcroft is an experienced company secretary and occupies this role along with being the Executive Chairperson of the Company. Refer to Information on Directors for further details on Peter Ashcroft.

Meetings of directors
The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2022, and the number of meetings attended by each director were:

	Full Board	
	Attended	Held
Charlie Nakamura	12	12
Peter Ashcroft	12	12
Akira Sunaga	12	12

Held: represents the number of meetings held during the time the director held office.

Corporate Governance Committee matters were dealt with by the Full Board.

Remuneration report (audited)
The remuneration report, which has been audited, outlines the director and executive remuneration arrangements for the consolidated entity and the Company, 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 with the market best practice for 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; and
- transparency.

The Board 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.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:
- having economic profit as a core component of plan design;
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executives on key non-financial drivers of value; and
- attracting and retaining high calibre executives.

Additionally, the reward framework should seek to enhance executives' interests by:
- rewarding capability and experience;
- reflecting competitive reward for contribution to growth in shareholder wealth; and
- providing a clear structure for earning rewards.

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors' remuneration
Fees and payments to non-executive directors reflect the demands which are made on, and the responsibilities of, the directors. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may seek the advice of independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market (see 'use of remuneration consultants' section below). The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

ASX listing rules require that the aggregate non-executive directors remuneration shall be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 25 November 2011, where the shareholders approved an aggregate remuneration of $90,867.

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

The executive remuneration and reward framework has four components:
- base pay and non-monetary benefits;
- short-term performance incentives;
- share-based payments; and
- other remuneration such as superannuation and long service leave.

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

Fixed remuneration, consisting of base salary, superannuation 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 can 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 adds additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the targets of those executives in charge of meeting those targets. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

Long-term incentives ('LTI') include long service leave and share-based payments. The shareholders approved a performance rights plan at the 2015 AGM. Performance rights are awarded to executives over a period of up to three years based on long-term incentive measures, as well as continued employment. Long-term incentive measures include financial performance of the consolidated entity, increases in shareholder value relative to the entire market and an increase in shareholder value relative to the consolidated entity's direct competitors.

Consolidated entity performance and link to remuneration
Remuneration for certain individuals is directly linked to the performance of the consolidated entity. Incentive payments are dependent on defined earnings before interest, tax, depreciation and amortisation ('EBITDA') targets being met.

Use of remuneration consultants
During the financial year ended 30 June 2022, the Company did not engage remuneration consultants to review its existing remuneration policies and provide recommendations on how to improve both the STI and LTI programs.

Voting and comments made at the Company's 2021 Annual General Meeting ('AGM')
At the 2021 AGM, 78.47% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2021. 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 of the consolidated entity are set out in this section.

The key management personnel of the consolidated entity consisted of the following directors of A1 Investments & Resources Ltd:

- Charlie Nakamura - Managing Director and Chief Executive Officer
- Peter Ashcroft - Executive Chairperson
- Akira Sunaga - Non-Executive Director

	Short-term benefits		Post-employment benefits	Long-term benefits	Share-based payments	
2022	Cash salary and fees $	Non-monetary $	Super-annuation $	Employee leave $	Equity-settled $	Total $
Non-Executive Directors:						
Akira Sunaga	-	-	-	-	-	-
Executive Directors:						
Charlie Nakamura	78,750	-	9,844	1,000	-	89,594
Peter Ashcroft*	120,000	-	15,000	2,000	-	137,000
	198,750	-	24,844	3,000	-	226,594

* included in the remuneration of Peter Ashcroft is unpaid cash salary and fees of $70,000and unpaid superannuation of $8,750 which have been accrued at 30 June 2022

	Short-term benefits		Post-employment benefits	Long-term benefits	Share-based payments	
2021	Cash salary and fees $	Non-monetary $	Super-annuation $	Employee leave $	Equity-settled $	Total $
Non-Executive Directors:						
Akira Sunaga	-	-	-	-	-	-
Masahiro Ito*	12,000	-	-	-	-	12,000
Executive Directors:						
Charlie Nakamura	85,000	-	10,200	1,417	-	96,617
Peter Ashcroft	120,000	-	14,400	2,000	-	136,400
	217,000	-	24,600	3,417	-	245,017

* represents remuneration from the date of appointment and/or up to the date of resignation.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

	Fixed remuneration		At risk - STI		At risk - LTI	
Name	2022	2021	2022	2021	2022	2021
Non-Executive Directors:						
Akira Sunaga	-	-	-	-	-	-
Masahiro Ito	-	100%	-	-	-	-
Executive Directors:						
Charlie Nakamura	100%	100%	-	-	-	-
Peter Ashcroft	100%	100%	-	-	-	-

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

Name:	Charlie Nakamura
Title:	Executive Director and Chief Executive Officer
Agreement commenced:	6 July 2018
Term of agreement:	3 years
Details:	Based salary of $150,000 plus superannuation. 2 months' notice required to terminate. Entitled to 6 months gross salary.
Variation:	The parties mutually agreed to vary the salary from 1 July 2020 to $85,000.
Continuation of agreement:	The parties have agreed to the continuation of the contract on a month to month basis at the salary as varied and set out above, in the last year of the agreement which expired on 30 June 2021.

Name:	Peter Ashcroft
Title:	Executive Chairperson
Agreement commenced:	6 July 2018
Term of agreement:	3 years
Details:	Based salary of $100,000 plus superannuation. 2 months' notice required to terminate. Entitled to 6 months gross salary.
Variation:	The parties mutually agreed to vary the salary from 1 July 2020 to $120,000.
Continuation of agreement:	The parties have agreed to the continuation of the contract on a month to month basis at the salary as varied and set out above, in the last year of the agreement which expired on 30 June 2021.

Share-based compensation

Issue of shares
There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2022.

Options
There were no options over ordinary shares issued to directors and other key management personnel as part of compensation that were outstanding as at 30 June 2022. There were no options over ordinary shares granted to or vested in directors and other key management personnel as part of compensation during the year ended 30 June 2022.

Performance rights
The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of rights granted	Grant date	Vesting date and exercisable date	Expiry date	Fair value per right at grant date
Charlie Nakamura	100,000,000	5 March 2021	30 June 2022	30 June 2022	$0.001
	100,000,000	5 March 2021	31 December 2022	31 December 2022	$0.001
	100,000,000	5 March 2021	31 December 2023	31 December 2023	$0.001
Peter Ashcroft	100,000,000	5 March 2021	30 June 2022	30 June 2022	$0.001
	100,000,000	5 March 2021	31 December 2022	31 December 2022	$0.001
	100,000,000	5 March 2021	31 December 2023	31 December 2023	$0.001

The performance rights are subject to performance criteria and will be evaluated in three tranches. For each director, details of the tranches and performance hurdles are follows:

- Tranche A - if the consolidated entity acquires or produces 10 tonnes of dried sea cucumber for the production of supplements, 100,000,000 of rights will vest. The expiry date is 30 June 2022.
- Tranche B - if the consolidated entity generates $5,000,000 in revenue from the sale of sea cucumber products, 100,000,000 of rights will vest. The expiry date is 31 December 2022.
- Tranche C - if the consolidated entity generates $10,000,000 in revenue from the sale of all products, 100,000,000 of rights will vest. The expiry date is 31 December 2023.

The performance rights are not subject to an exercise price.

Performance rights granted carry no dividend or voting rights.

The performance criteria were approved by the shareholders at the 26 November 2020 AGM. The Board, at the date the performance rights were granted (5 March 2021), did not reasonably expect that the performance criteria could be met and the initial rights would vest. Trading conditions and the general performance of the consolidated entity deteriorated from October 2020 through to March 2021 and indeed through to 30 June 2022. The Board has reasonably determined as of 30 June 2022 that the performance criteria in respect to of each Tranche is unlikely to be achieved and the performance rights are therefore, unlikely to vest. As of 30 June 2022 production was small, sales of the manufactured product had not commenced, and any revenue of the consolidated entity was limited to the on sale of wholesale sea cucumber. COVID continued to impact the performance of the consolidated entity in Peru and Japan, delaying production throughout June.

Additional disclosures relating to key management personnel

Shareholding
The number of shares in the Company 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:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Charlie Nakamura	73,440,681	-	-	-	73,440,681
Peter Ashcroft	1,538,968,253	-	-	-	1,538,968,253
	1,612,408,934	-	-	-	1,612,408,934

Performance rights holding
The number of performance rights over ordinary shares in the Company 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:

	Balance at the start of the year	Granted	Vested	Expired/ forfeited/ other	Balance at the end of the year
Performance rights over ordinary shares					
Charlie Nakamura	300,000,000	-	-	(100,000,000)	200,000,000
Peter Ashcroft	300,000,000	-	-	(100,000,000)	200,000,000
	600,000,000	-	-	(200,000,000)	400,000,000

Other transactions with key management personnel and their related parties
The consolidated entity has a loan payable to Peter Ashcroft. The loan incurs no interest and is repayable on demand. As at 30 June 2022, the loan balance is $10,000 (2021: $5,000).

During the year ended 30 June 2022, the consolidated entity incurred remuneration expenses totalling $nil (2021: $10,950) from a close family member of a key management personnel for services rendered.

During the year 30 June 2022, the consolidated entity paid rent of $961 (2021: $4,582) to Akira Sunaga, Non-Executive Director.

This concludes the remuneration report, which has been audited.

Shares under option
There were no unissued ordinary shares of A1 Investments & Resources Ltd under option outstanding at the date of this report.

Shares under performance rights
Unissued ordinary shares of A1 Investments & Resources Ltd under performance rights at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under rights
5 March 2021	31 December 2022	$0.0000	200,000,000
5 March 2021	31 December 2023	$0.0000	200,000,000
			400,000,000

No person entitled to exercise the performance rights had or has any right by virtue of the performance right to participate in any share issue of the Company or of any other body corporate.

The performance rights are not subject to an exercise price.

Shares issued on the exercise of options
There were no ordinary shares of A1 Investments & Resources Ltd issued on the exercise of options during the year ended 30 June 2022 and up to the date of this report.

Shares issued on the exercise of performance rights
There were no ordinary shares of A1 Investments & Resources Ltd issued on the exercise of performance rights during the year ended 30 June 2022 and up to the date of this report.

Indemnity and insurance of officers
The Company has no directors and officers insurance however the Board has agreed to indemnify the directors against any liability in respect to matters directly related to the Company's business and where the director has not engaged in reckless or intentional default or fraud.

Indemnity and insurance of auditor
The Company has not, during or since the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, 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
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 25 to the financial statements.

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 25 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 (including Independence Standards) 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.

Officers of the Company who are former partners of Hall Chadwick Chartered Accountants and Business Advisors
There are no officers of the Company who are former partners of Hall Chadwick Chartered Accountants and Business Advisors.

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 immediately after this directors' report.

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

____
Charlie Nakamura
Director

29 August 2022
Sydney

A1 INVESTMENTS & RESOURCES LTD ABN 44 109 330 949
AND CONTROLLED ENTITIES

SYDNEY
Level 40
2 Park Street
Sydney NSW 2000
Australia
Ph: (612) 9263 2600
Fx: (612) 9263 2800

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF A1 INVESTMENTS & RESOURCES LTD

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of A1 Investments & Resources Ltd. As the lead audit partner for the audit of the financial report of A1 Investments & Resources Ltd for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Hall Chadwick (NSW)
HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000

SKumar
Sandeep Kumar
Partner
Dated: 29 August 2022

	Note	Consolidated 2022 $	Consolidated 2021 $
Revenue	5	107,883	294,414
Other income	6	47,224	123,358
Interest revenue calculated using the effective interest method		283	2,269
Expenses			
Raw materials and consumables used		(6,020)	(183,332)
Employee benefits expense	7	(257,092)	(312,653)
Occupancy expenses		(55,013)	(23,490)
Depreciation and amortisation expenses	7	(55,467)	(46,218)
Consultancy and professional fees		(322,987)	(374,516)
Net foreign exchange losses		(66,700)	(14,676)
Travel expenses		(52,785)	(51,421)
Share registry and listing expenses		(58,039)	(72,075)
Impairment of inventories	7	(86,757)	-
Write-off of inventories	7	(20,007)	-
Impairment of advance payments		-	(520,034)
Write-off of receivables		-	(162,579)
Expected credit losses		-	(10,788)
Impairment of property, plant and equipment		(25,982)	-
Loss on disposal of plant and equipment		(23,292)	(16,200)
Other expenses		(75,796)	(74,529)
Finance costs	7	(53,375)	(62,631)
Loss before income tax expense		(1,003,922)	(1,505,101)
Income tax expense	8	-	-
Loss after income tax expense for the year attributable to the owners of A1 Investments & Resources Ltd		(1,003,922)	(1,505,101)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		14,060	(3,015)
Other comprehensive income for the year, net of tax		14,060	(3,015)
Total comprehensive income for the year attributable to the owners of A1 Investments & Resources Ltd		(989,862)	(1,508,116)
		Cents	**Cents**
Basic earnings per share	33	(0.0061)	(0.0095)
Diluted earnings per share	33	(0.0061)	(0.0095)

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

A1 Investments & Resources Ltd and its controlled entities
Consolidated statement of financial position
As at 30 June 2022

	Note	Consolidated 2022 $	Consolidated 2021 $
Assets			
Current assets			
Cash and cash equivalents	9	788,990	1,286,614
Trade and other receivables	10	21,060	10,594
Inventories	11	326,452	112,333
Other current assets	12	56,408	100,378
Total current assets		1,192,910	1,509,919
Non-current assets			
Plant and equipment	13	29,262	91,943
Intangibles	14	21,029	15,681
Right-of-use assets	15	5,681	39,749
Total non-current assets		55,972	147,373
Total assets		1,248,882	1,657,292
Liabilities			
Current liabilities			
Trade and other payables	16	105,377	100,058
Borrowings	17	564,492	12,794
Lease liabilities		6,241	39,270
Employee benefits	18	22,888	-
Total current liabilities		698,998	152,122
Non-current liabilities			
Trade and other payables	16	410,900	332,150
Borrowings	17	2,000,000	2,015,711
Lease liabilities		-	3,128
Employee benefits	18	7,182	32,517
Total non-current liabilities		2,418,082	2,383,506
Total liabilities		3,117,080	2,535,628
Net liabilities		(1,868,198)	(878,336)
Equity			
Issued capital	19	36,207,230	36,207,230
Reserves	20	8,595	(5,465)
Accumulated losses		(38,084,023)	(37,080,101)
Total equity		(1,868,198)	(878,336)

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

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Total equity $
Balance at 1 July 2020	35,894,730	817,252	(36,394,702)	317,280
Loss after income tax expense for the year	-	-	(1,505,101)	(1,505,101)
Other comprehensive income for the year, net of tax	-	(3,015)	-	(3,015)
Total comprehensive income for the year	-	(3,015)	(1,505,101)	(1,508,116)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 19)	312,500	-	-	312,500
Transfers from other reserves to accumulated losses	-	(819,702)	819,702	-
Balance at 30 June 2021	36,207,230	(5,465)	(37,080,101)	(878,336)

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Total equity $
Balance at 1 July 2021	36,207,230	(5,465)	(37,080,101)	(878,336)
Loss after income tax expense for the year	-	-	(1,003,922)	(1,003,922)
Other comprehensive income for the year, net of tax	-	14,060	-	14,060
Total comprehensive income for the year	-	14,060	(1,003,922)	(989,862)
Balance at 30 June 2022	36,207,230	8,595	(38,084,023)	(1,868,198)

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

	Note	Consolidated 2022 $	Consolidated 2021 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		96,904	290,305
Payments to suppliers and employees (inclusive of GST)		(1,120,397)	(1,440,905)
		(1,023,493)	(1,150,600)
Interest received		283	2,269
Government grants		46,250	99,150
Interest and other finance costs paid		(53,375)	(62,631)
Net cash used in operating activities	30	(1,030,335)	(1,111,812)
Cash flows from investing activities			
Payments for property, plant and equipment		(7,673)	(14,598)
Payments for intangibles		(13,043)	(6,000)
Proceeds from disposal of property, plant and equipment		6,200	-
Proceeds from release of security deposits		50,870	-
Net cash (used in)/from investing activities		36,354	(20,598)
Cash flows from financing activities			
Proceeds from issue of shares	19	-	220,000
Proceeds from issue of convertible notes		532,595	-
Proceeds from borrowings		5,000	-
Repayment of borrowings		(3,654)	(1,759)
Repayment of lease liabilities		(36,157)	(33,849)
Net cash from financing activities		497,784	184,392
Net decrease in cash and cash equivalents		(496,197)	(948,018)
Cash and cash equivalents at the beginning of the financial year		1,286,614	2,234,632
Effects of exchange rate changes on cash and cash equivalents		(3,473)	-
Cash and cash equivalents at the end of the financial year	9	786,944	1,286,614

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

Note 1. General information

The financial statements cover A1 Investments & Resources Ltd as a consolidated entity consisting of A1 Investments & Resources Ltd and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is A1 Investments & Resources Ltd's functional and presentation currency.

A1 Investments & Resources Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 13, 465 Victoria Street
Chatswood NSW 2067

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 29 August 2022. The directors have the power to amend and reissue the financial statements.

Note 2. Significant accounting policies

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.

New or amended Accounting Standards and Interpretations adopted
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.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern
The financial report has been prepared on the going concern basis, which contemplates continuity of normal business activities and realisation of assets and the settlement of liabilities in the ordinary course of business. The going concern of the consolidated entity is dependent upon it maintaining sufficient funds for its operations and commitments.

Whilst the consolidated entity has positive working capital as at 30 June 2022 where current assets exceed current liabilities by $493,912 (2021: $1,357,797), it had a deficiency of net assets of $1,868,198 (2021: net assets of $878,336). In addition, the consolidated entity made a loss after tax of $1,003,922 (2021: $1,505,101) during the financial year and generated net operating cash outflows of $1,030,335 (2021: $1,111,812). The cash balance as at 30 June 2022 was $788,990 (30 June 2021: $1,286,614).

The consolidated entity does not anticipate any substantial return to usual trading conditions until January 2023 and even then this will depend on a return to non COVID travel and trading times. The Board has obtained limited placement moneys which are included in the consolidated entity's working capital. The Board is also examining the feasibility for further working capital loans and/or equity raising in the calendar year 2023. The consolidated entity anticipates meeting all its trading obligations including its obligations to WIN Properties under the loan for a period of 12 months from the date of this report.

The financial statements have therefore been prepared on a going concern basis. Accordingly, the financial statements have not been prepared including any adjustments relating to recoverability and re-classification of recorded assets or to the amounts and classifications of liabilities that might be necessary if the consolidated entity should not continue as a going concern.

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').

Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise.

Except for cash flow information, the financial statements have been prepared on an accrual basis

Note 2. Significant accounting policies (continued)

Historical cost convention
The financial statements have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss.

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 3.

Comparative information
Certain comparatives in statement of financial position and profit or loss have been reclassified to align with the current year presentation. There has been no effect on the net asset or net result for the year as a result of these reclassifications.

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 28.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of A1 Investments & Resources Ltd ('Company' or 'parent entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended. A1 Investments & Resources Ltd 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.

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.

Foreign currency translation
The financial statements are presented in Australian dollars, which is A1 Investments & Resources Ltd's functional and presentation currency.

Foreign currency transactions
Foreign currency transactions are translated into the entity's functional currency 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 recognised in profit or loss when the foreign operation or net investment is disposed of.

Note 2. Significant accounting policies (continued)

Revenue recognition
The consolidated entity recognises revenue as follows:

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Sale of goods
Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the point of sale or the time of delivery.

Rendering of services
Rendering of services revenue is recognised as the service is provided as the consolidated entity has a right to compensation equivalent to the value delivered to the customer.

Dividend revenue
Dividend revenue is recognised when the right to receive a dividend has been established. Dividends received from associates and joint venture entities are accounted for in accordance with the equity method of accounting.

Management fee income
Management fee income is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

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.

Other revenue
Other revenue is recognised when it is received or when the right to receive payment is established.

Government grants
Grants from the government are recognised at their fair value when there is reasonable assurance that the grant will be received and that the consolidated entity will comply with all attached conditions.

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.

Note 2. Significant accounting policies (continued)

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.

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 the consolidated entity's 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 the consolidated entity's 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.

Trade and other receivables
Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Inventories
Raw materials and finished goods are stated at the lower of cost and net realisable value on a 'first in first out' basis. Cost comprises of 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 on hand 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.

Investments and other financial assets
Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Note 2. Significant accounting policies (continued)

Financial assets at amortised cost
A financial asset is measured at amortised cost only if both of the following conditions are met: (i) it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and (ii) the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Impairment of financial assets
The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

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 over their expected useful lives as follows:

Plant and equipment	10% - 40%
Motor vehicles	17% - 25%

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

Motor vehicles and plant and equipment under lease are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

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.

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 consolidated entity 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.

Intangible assets
Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Note 2. Significant accounting policies (continued)

Goodwill
Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity disposed.

Software
Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

Impairment of non-financial assets
Other 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
Trade and other payables 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.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

Where the borrowings are extinguished with equity instruments any differences between the fair value of the equity instruments and the carrying value of the loans and borrowings are recognised in the profit or loss.

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.

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.

Employee benefits

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

Note 2. Significant accounting policies (continued)

Other long-term employee benefits
The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using. 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 high quality corporate bonds 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 are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, 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.

The cost of equity-settled transactions are 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 Binomial 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.

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.

Business combinations
The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

Note 2. Significant accounting policies (continued)

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of A1 Investments & Resources Ltd, 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 additional ordinary shares that would have been outstanding assuming conversion of all 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.

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2022. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 3. 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.

Coronavirus (COVID-19) pandemic
Judgement has been exercised in considering the impacts that the Coronavirus (COVID-19) pandemic has had, or may have, on the consolidated entity based on known information. This consideration extends to the nature of the products and services offered, customers, supply chain, staffing and geographic regions in which the consolidated entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the consolidated entity unfavourably as at the reporting date or subsequently as a result of the Coronavirus (COVID-19) pandemic.

Estimation of useful lives of assets
The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Impairment of property, plant and equipment
The consolidated entity assesses impairment of property, plant and equipment at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may trigger an impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves assessing the value of the asset at fair value less costs of disposal and using value-in-use models, which incorporate a number of key estimates and assumptions.

Income tax
The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Lease term
The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Incremental borrowing rate
Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Note 4. Operating segments

Identification of reportable operating segments
The consolidated entity is organised into two operating segments:
- General investment; and
- Food products and supplements.

Note 4. Operating segments (continued)

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. There is no aggregation of operating segments.

The CODM reviews EBITDA (earnings before interest, tax, depreciation, amortisation and other items which are determined to be outside of the control of the respective segments). EBITDA is a financial measure which is not prescribed by Australian Accounting Standards ('AAS') and represents the profit under AAS adjusted for non-specific non-cash and significant items. The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on at least a monthly basis.

Types of products and services
The principal products and services of each of these operating segments are as follows:

General investment	investment operations focusing on diversified investment portfolios
Food products and supplements	the sale of dried seafood products and supplements

Intersegment transactions
Intersegment transactions were made at market rates. The General investment operating segment purchases dried seafood products and supplements which its sells to the Food products and supplements operating segment. Intersegment transactions are eliminated on consolidation.

Major customers
During the year ended 30 June 2022, 1 customer (2021: 1 customer) contributed more than 10% to the external revenue of the consolidated entity. The 1 customer contributed 87% (2021: 83%) of the consolidated entity's external revenue.

Operating segment information

Consolidated - 2022	General investment $	Food products and supplements $	Total $
Revenue			
Sales to external customers	-	107,883	107,883
Interest	268	15	283
Total revenue	268	107,898	108,166
EBITDA	(736,058)	(159,305)	(895,363)
Depreciation and amortisation	(48,764)	(6,703)	(55,467)
Interest revenue	268	15	283
Finance costs	(53,375)	-	(53,375)
Loss before income tax expense	(837,929)	(165,993)	(1,003,922)
Income tax expense			-
Loss after income tax expense			(1,003,922)
Assets			
Segment assets	1,988,855	308,393	2,297,248
Intersegment eliminations			(1,048,366)
Total assets			1,248,882
Liabilities			
Segment liabilities	3,105,895	1,059,551	4,165,446
Intersegment eliminations			(1,048,366)
Total liabilities			3,117,080

Note 4. Operating segments (continued)

Consolidated - 2021	General investment $	Food products and supplements $	Total $
Revenue			
Sales to external customers	-	294,414	294,414
Interest	2,269	-	2,269
Total revenue	2,269	294,414	296,683
EBITDA	(1,440,062)	41,541	(1,398,521)
Depreciation and amortisation	(45,388)	(830)	(46,218)
Interest revenue	2,269	-	2,269
Finance costs	(62,306)	(325)	(62,631)
Profit/(loss) before income tax expense	(1,545,487)	40,386	(1,505,101)
Income tax expense			-
Loss after income tax expense			(1,505,101)
Assets			
Segment assets	2,210,581	297,319	2,507,900
Intersegment eliminations			(850,608)
Total assets			1,657,292
Liabilities			
Segment liabilities	2,530,116	856,120	3,386,236
Intersegment eliminations			(850,608)
Total liabilities			2,535,628

Geographical information

	Sales to external customers		**Geographical non-current assets**	
	2022 $	**2021 $**	**2022 $**	**2021 $**
Australia	-	-	45,601	143,401
Japan	13,935	294,414	10,371	3,972
	13,935	294,414	55,972	147,373

Note 5. Revenue

	Consolidated	
	2022 $	**2021 $**
Revenue from contracts with customers		
Sale of goods - dried seafood and supplements and fresh food	13,935	294,414
Other revenue		
Commission	93,948	-
Revenue	107,883	294,414

Note 5. Revenue (continued)

Disaggregation of revenue
The disaggregation of revenue from contracts with customers is as follows:

	Consolidated	
	2022	2021
	$	$
Geographical regions		
Japan	13,935	294,414
Timing of revenue recognition		
Goods transferred at a point in time	13,935	294,414

During the year ended 30 June 2022 and 30 June 2021, all revenue from contracts with customers is generated from one major product line, being the sale of dried seafood products and supplements.

Commission
During the year ended 30 June 2022, the consolidated entity negotiated sales of wholesale sea cucumber to third party buyers for commission.

Note 6. Other income

	Consolidated	
	2022	2021
	$	$
Government grants	46,250	99,150
Other income	974	24,208
Other income	47,224	123,358

Government grants
During the year ended 30 June 2022, Government grants represent Jobsaver Grant ($19,500) received from the New South Wales Government in response to the COVID-19 pandemic; a Business Grant received ($15,000) from the New South Wales Government; and a grant received from the Japanese Government ($11,750) in response to the COVID-19 pandemic.

During the financial year ended 30 June 2021 government grants represent JobKeeper ($47,841) and Cash Boost support payments ($27,203) received from the Australian Government in response to the COVID-19 pandemic. In addition, $24,076 was received from the Japanese Government in response to the COVID-19 pandemic.

Note 7. Expenses

	Consolidated 2022 $	2021 $
Loss before income tax includes the following specific expenses:		
Cost of sales		
Cost of sales	6,020	183,540
Depreciation		
Plant and equipment	11,600	6,391
Motor vehicles	3,104	1,408
Right-of-use assets - depreciation	34,068	34,068
Total depreciation	48,772	41,867
Amortisation		
Website	6,695	4,351
Total depreciation and amortisation	55,467	46,218
Finance costs		
Interest and finance charges paid/payable on borrowings	51,814	58,972
Interest and finance charges paid/payable on lease liabilities	1,561	3,659
Finance costs expensed	53,375	62,631
Share-based payments expense		
Share-based payments expense (note c)	-	12,500
Impairment and write-off of inventories		
Impairment of inventories (note a)	(86,757)	-
Write-off of inventories (note b)	(20,007)	-
Employee benefits expense		
Defined contribution superannuation expense	24,844	31,114
Employee benefits expense excluding superannuation	232,248	281,539
Total employee benefits expense	257,092	312,653

Notes:

(a) Impairment of inventories represents the impairment of the consolidated entity's sandalwood oil inventory.

(b) Write-off of inventories represents the write-off of inventory held by Blue Ocean Japan Co., Limited.

(c) During the year ended 30 June 2021, share-based payment represents $12,500 of ordinary shares issued in lieu of expenses incurred by the consolidated entity including rent and utilities.

Note 8. Income tax expense

	Consolidated 2022 $	Consolidated 2021 $
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(1,003,922)	(1,505,101)
Tax at the statutory tax rate of 25% (2021: 27.5%)	(250,981)	(413,903)
Current year tax losses not recognised	250,981	413,903
Income tax expense	-	-

Any potential tax benefit for tax losses has not been recognised in the statement of financial position. Tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

Note 9. Cash and cash equivalents

	Consolidated 2022 $	Consolidated 2021 $
Current assets		
Cash and cash equivalents	548,829	286,614
Cash on deposit	240,161	1,000,000
	788,990	1,286,614

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:

	Consolidated 2022 $	Consolidated 2021 $
Balances as above	788,990	1,286,614
Bank overdraft (note 22) (note 17)	(2,046)	-
Balance as per statement of cash flows	786,944	1,286,614

Note 10. Trade and other receivables

	Consolidated 2022 $	Consolidated 2021 $
Current assets		
Trade receivables	1,309	-
Receivables - Tidal Moon Pty Ltd	10,788	10,788
Less: Allowance for expected credit losses	(10,788)	(10,788)
	-	-
Short-term loans	10,644	-
Other receivables	3,054	10,594
GST receivable	6,053	-
	21,060	10,594

Note 11. Inventories

	Consolidated 2022 $	Consolidated 2021 $
Current assets		
Raw materials - at cost	11,716	7,770
Stock on hand - at cost	401,493	104,563
Less: Provision for impairment	(86,757)	-
	314,736	104,563
	326,452	112,333

Note 12. Other current assets

	Consolidated 2022 $	Consolidated 2021 $
Current assets		
Prepayments	8,017	1,117
Deposits	48,391	99,261
	56,408	100,378
Non-current assets		
Prepayments	520,034	520,034
Less: Provision for impairment	(520,034)	(520,034)
Deposits	260,000	260,000
Less: Provision for impairment	(260,000)	(260,000)
	-	-

Non-current assets - prepayments
Prepayment represents payments made to Tidal Moon Pty Limited ('TM') and its subsidiary Tidal Moon Australia Pty Limited ('TMA') during the years ended 30 June 2020 and 30 June 2021 for dried sea cucumbers. Payments totalling $740,271 were made of which $78,001 was subsequently recovered and $142,236 was written off during the year ended 30 June 2020. At 30 June 2022, the remaining balance of $520,034 due from TM is no longer deemed to be reasonably recoverable from deliveries of dried sea cucumbers and has therefore been impaired in full. The consolidated entity is continuing to pursue TM for full recovery.

Non-current assets - deposits
Deposits represent deposits for the purchase of Resi Property Holdings Pty Ltd ('Resi'). Resi holds the right to enter into a 10 year property lease with a 10 year option for a property known as Bundybunna, subject to Bundybunna Aboriginal Corporation (in liquidation) ('BbAC') having its liquidation terminated.

The consolidated entity undertook a review of the process to terminate the winding up of BbAC. The consolidated entity has determined that it is appropriate to fully provide for the deposit paid for Resi as no final date for the termination has been determined. COVID-19 has delayed all court proceedings in Western Australia and no final date has yet been received for final submissions. The consolidated entity notes that if the winding up does not take place it expects to fully recover the deposit from the liquidator after the sale of the property. The consolidated entity notes that at the time of the deposit the liquidator agreed to prioritise the repayment to the consolidated entity if the winding up was not terminated.

Note 13. Plant and equipment

	Consolidated 2022 $	Consolidated 2021 $
Non-current assets		
Plant and equipment - at cost	23,192	23,946
Less: Accumulated depreciation	(12,954)	(9,605)
	10,238	14,341
Motor vehicles - at cost	22,727	27,045
Less: Accumulated depreciation	(3,703)	(1,408)
	19,024	25,637
Capital works in progress - at cost	-	51,965
	29,262	91,943

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

Consolidated	Plant and equipment $	Motor Vehicles $	Capital works in progress $	Total $
Balance at 1 July 2020	10,452	-	-	10,452
Additions	46,280	27,045	51,965	125,290
Disposals	(36,000)	-	-	(36,000)
Depreciation expense	(6,391)	(1,408)	-	(7,799)
Balance at 30 June 2021	14,341	25,637	51,965	91,943
Additions	7,673	-	-	7,673
Disposals	(25,983)	(3,509)	-	(29,492)
Exchange differences	(176)	-	-	(176)
Impairment of assets	(25,982)	-	-	(25,982)
Transfers in/(out)	51,965	-	(51,965)	-
Depreciation expense	(11,600)	(3,104)	-	(14,704)
Balance at 30 June 2022	10,238	19,024	-	29,262

Note 14. Intangibles

	Consolidated 2022 $	Consolidated 2021 $
Non-current assets		
Goodwill - at cost	15,254	15,254
Less: Impairment	(15,254)	(15,254)
	-	-
Software - at cost	34,153	22,339
Less: Accumulated amortisation	(13,124)	(6,658)
	21,029	15,681
	21,029	15,681

Note 14. Intangibles (continued)

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

Consolidated	Software $
Balance at 1 July 2020	14,032
Additions	6,000
Amortisation expense	(4,351)
Balance at 30 June 2021	15,681
Additions	13,043
Exchange differences	(1,000)
Amortisation expense	(6,695)
Balance at 30 June 2022	21,029

Note 15. Right-of-use assets

	Consolidated 2022 $	Consolidated 2021 $
Non-current assets		
Land and buildings - right-of-use	102,209	102,209
Less: Accumulated depreciation	(96,528)	(62,460)
	5,681	39,749

The consolidated entity leases land and buildings for its office under agreement of between 1 to 3 years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated.

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

Consolidated	Land and buildings $
Balance at 1 July 2020	73,817
Depreciation expense	(34,068)
Balance at 30 June 2021	39,749
Depreciation expense	(34,068)
Balance at 30 June 2022	5,681

Note 16. Trade and other payables

	Consolidated	
	2022	2021
	$	$
Current liabilities		
Trade payables	24,973	26,069
Other payables and accruals	80,404	73,989
	105,377	100,058
Non-current liabilities		
Accrued expenses - Directors salaries	410,900	332,150

Refer to note 22 for further information on financial instruments.

Note 17. Borrowings

	Consolidated	
	2022	2021
	$	$
Current liabilities		
Bank overdraft (note 22)	2,046	-
Converting loan notes payable	532,595	-
Loan from Director related entity	10,000	5,000
Motor vehicle loan	19,851	7,794
	564,492	12,794
Non-current liabilities		
Loan from WIN Properties Australia Pty Limited	2,000,000	2,000,000
Motor vehicle loan	-	15,711
	2,000,000	2,015,711

Refer to note 22 for further information on financial instruments.

Converting loan notes payable
Converting loan notes totalling $532,595, comprising of 2 converting notes of 25,000,000 Japanese Yen each, were issued on 23 June 2022. The notes have a maturity date of 30 June 2023 with an interest rate of 2% per annum, payable in arrears on the maturity date. The notes are unsecured. The loan providers have agreed the converting notes are to be converted into 2,463,291,962 ordinary shares in A1 Investments & Resources Ltd after approval at the Annual General Meeting or Special General Meeting. The borrower reserves the right, at any time and from time to time, to repay the principal amount prior to the maturity date in whole, without penalty,

Loan from Director related entity
The loan from Director related entity is payable within 12 months, is interest free and is unsecured.

Motor vehicle loan
The motor vehicle loan has a term of 5 years and is secured over the consolidated entity's motor vehicle. Interest is charged at 3.89% per annum. The principal and interest are repaid in month instalments.

Loan from WIN Properties Australia Pty Limited
The loan from WIN Properties Australia Pty Limited, incurs interest of 5% per annum, payable six monthly in advance or if paid on time, the interest rate reduces to 2.5% per annum. The loan is secured over all the asset of the consolidated entity which are located in Australia. The loan is repayable on 12 September 2035.

Note 18. Employee benefits

	Consolidated 2022 $	Consolidated 2021 $
Current liabilities		
Long service leave	22,888	-
Non-current liabilities		
Long service leave	7,182	32,517

Note 19. Issued capital

	Consolidated 2022 Shares	2021 Shares	2022 $	2021 $
Ordinary shares - fully paid	16,421,946,420	16,421,946,420	36,207,230	36,207,230

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2020	30,612,464,161		35,894,730
Consolidation of shares 2 to 1	26 November 2020	(15,306,232,026)	$0.0000	-
Issue of shares*	31 December 2020	758,571,428	$0.0003	212,500
Issue of shares	15 January 2021	357,142,857	$0.0028	100,000
Balance	30 June 2021	16,421,946,420		36,207,230
Balance	30 June 2022	16,421,946,420		36,207,230

* $200,000 was received in cash and $12,500 represented the value of shares issued in lieu of amounts owed by the consolidated entity.

Ordinary shares
Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up in proportions that consider both the number of shares held and the extent to which those shares are paid up. 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.

Capital risk management
The consolidated entity's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business, company or general equities was seen as value adding relative to the current parent entity's share price at the time of the investment. The consolidated entity actively pursues additional investments to grow its investment portfolio.

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

Note 20. Reserves

	Consolidated 2022 $	2021 $
Foreign currency reserve	8,595	(5,465)

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. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Other reserves
The reserve is used to recognise increments and decrements in the fair value of non-current assets.

Consolidated	Foreign currency translation $	Other $	Total $
Balance at 1 July 2020	(2,450)	819,702	817,252
Foreign currency translation	(3,015)	-	(3,015)
Transfers from other reserves to accumulated losses	-	(819,702)	(819,702)
Balance at 30 June 2021	(5,465)	-	(5,465)
Foreign currency translation	14,060	-	14,060
Balance at 30 June 2022	8,595	-	8,595

Note 21. Dividends

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

Note 22. 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. The consolidated entity uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate, foreign exchange and other price risks and ageing analysis for credit risk.

Risk management is carried out 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.

Market risk

Foreign currency risk
From time to time 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 consolidated entity does not have a hedging policy.

At 30 June 2022, the consolidated entity is not exposed to any significant foreign currency risk.

Note 22. Financial instruments (continued)

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	
	2022	2021	2022	2021
Consolidated	$	$	$	$
US dollars	100	7,583	-	-
Japanese yen	532,370	1,070	532,595	-
	532,470	8,653	532,595	-

The sensitivity analysis for foreign exchange risk of the above financial assets and financial liabilities is as follows:

	AUD strengthened			AUD weakened		
Consolidated - 2022	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
US dollar	5%	(5)	-	5%	5	-
Japanese Yen	5%	11	-	5%	(11)	-
		6	-		(6)	-

	AUD strengthened			AUD weakened		
Consolidated - 2021	% change	Effect on profit before tax	Effect on equity	% change	Effect on profit before tax	Effect on equity
US dollar	5%	(361)	-	5%	399	-
Japanese Yen	5%	(51)	-	5%	56	-
		(412)	-		455	-

Price risk
As at 30 June 2022 the consolidated entity is not exposed to any significant price risk.

Interest rate risk
The consolidated entity's main interest rate risk arises from borrowings. Borrowings issued at variable rates expose the consolidated entity to interest rate risk. As at the reporting date, except for the bank overdraft, the consolidated entity's borrowings are issued at fixed interest rates. There is no significant interest risk associated with the bank overdraft, therefore the consolidated entity has no significant exposure to interest rate risk.

As at the reporting date, the consolidated entity had the following variable rate borrowings outstanding:

	2022		2021	
	Weighted average interest rate %	Balance $	Weighted average interest rate %	Balance $
Bank overdraft	8.19%	2,046	-	-

Note 22. Financial instruments (continued)

As at the reporting date, the consolidated entity had the following fixed rate borrowings outstanding:

	2022		2021	
Consolidated	Weighted average interest rate %	Balance $	Weighted average interest rate %	Balance $
Loan - WIN Properties Australia Pty Limited	2.50%	2,000,000	2.50%	2,000,000
Converting loan notes	2.00%	532,595	-	-
Motor vehicle loan	3.89%	19,851	3.89%	23,505
Lease liabilities	6.00%	6,241	6.00%	42,398
Net exposure to cash flow interest rate risk		2,558,687		2,065,903

An analysis by remaining contractual maturities is shown in 'remaining contractual maturities' below.

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 adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available.

The consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

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.

Note 22. Financial instruments (continued)

Remaining contractual maturities

The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2022	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	24,973	-	-	-	24,973
Other payables	-	80,404	410,900	-	-	491,304
Loan from Director related entities	-	10,000	-	-	-	10,000
Interest-bearing - variable						
Bank overdraft	8.19%	2,046	-	-	-	2,046
Interest-bearing - fixed rate						
Convertible notes payable	2.00%	543,247	-	-	-	543,247
Loan from WIN Properties	2.50%	50,000	50,000	150,000	2,410,137	2,660,137
Motor vehicle loan	3.89%	6,511	13,025	1,628	-	21,164
Lease liabilities	4.20%	6,287	-	-	-	6,287
Total non-derivatives		723,468	473,925	151,628	2,410,137	3,759,158

Consolidated - 2021	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	26,069	-	-	-	26,069
Other payables	-	73,989	332,150	-	-	406,139
Loan from Director related entities	-	5,000	-	-	-	5,000
Interest-bearing - fixed rate						
Loan from WIN Properties	2.50%	50,000	2,025,205	-	-	2,075,205
Motor vehicle loan	3.89%	6,235	6,235	12,989	-	25,459
Lease liabilities	4.20%	37,718	6,287	-	-	44,005
Total non-derivatives		199,011	2,369,877	12,989	-	2,581,877

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 23. Fair value measurement

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Note 24. Key management personnel disclosures

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

	Consolidated	
	2022 $	2021 $
Short-term employee benefits	198,750	217,000
Post-employment benefits	24,844	24,600
Long-term benefits	3,000	3,417
	226,594	245,017

Note 25. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Hall Chadwick Chartered Accountants and Business Advisors, the auditor of the Company:

	Consolidated	
	2022 $	2021 $
Audit services - Hall Chadwick Chartered Accountants and Business Advisors		
Audit or review of the financial statements	43,218	40,923
Other services - Hall Chadwick Chartered Accountants and Business Advisors		
Taxation services	3,500	5,347
	46,718	46,270

Note 26. Contingent liabilities

As at 30 June 2022, the consolidated entity has provided financial guarantees of $114,000 (30 June 2021: $114,000).

Note 27. Related party transactions

Parent entity
A1 Investments & Resources Ltd is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 29.

Key management personnel
Disclosures relating to key management personnel are set out in note 24 and the remuneration report included in the directors' report.

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated	
	2022 $	2021 $
Payment for other expenses:		
Interest paid/(payable) to director related entities	50,000	50,000
Rent paid/(payable) to key management personnel	961	4,582
Employee benefits paid to a close family member of key management personnel	-	10,950

Note 27. Related party transactions (continued)

Receivable from and payable to related parties
There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties
The following balances are outstanding at the reporting date in relation to loans with related parties:

	Consolidated	
	2022 $	2021 $
Current borrowings:		
Loan from Director related entity	10,000	5,000
Non-current borrowings:		
Loans from Director related entity	2,000,000	2,000,000

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates.

Note 28. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent	
	2022 $	2021 $
Loss after income tax	(797,503)	(1,545,489)
Total comprehensive income	(797,503)	(1,545,489)

Statement of financial position

	Parent	
	2022 $	2021 $
Total current assets	1,943,254	2,067,180
Total assets	2,044,853	2,266,582
Total current liabilities	687,813	146,615
Total liabilities	3,105,894	2,530,120
Equity		
Issued capital	36,207,230	36,207,230
Accumulated losses	(37,268,271)	(36,470,768)
Total equity	(1,061,041)	(263,538)

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 30 June 2022 and 30 June 2021.

Contingent liabilities
As at 30 June 2021, the parent entity had contingent liabilities as detailed in note 26.

Note 28. Parent entity information (continued)

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment at as 30 June 2022 and 30 June 2021.

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 2, except for the following:
- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Investments in associates 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 29. 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 2:

Name	Principal place of business / Country of incorporation	Ownership interest 2022 %	Ownership interest 2021 %
China Century Capital (HK) Limited	Hong Kong	100.00%	100.00%
A1 Investments Operations Pty Limited (formerly WIN A1 Food Platform Services Pty Limited)	Australia	100.00%	100.00%
Blue Ocean Japan Co., Limited	Japan	100.00%	100.00%

Note 30. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated 2022 $	Consolidated 2021 $
Loss after income tax expense for the year	(1,003,922)	(1,505,101)
Adjustments for:		
Share-based payments	-	12,500
Depreciation	55,467	46,218
Net loss on disposal of plant and equipment	23,292	16,200
Impairment of property, plant and equipment	25,982	-
Write off of inventories	20,007	-
Impairment of inventories/(reversal of impairment of inventories)	86,757	(57,663)
Foreign exchange differences	18,709	(4,033)
Expected credit loss	-	10,788
Write off of receivables	-	162,579
Impairment of deposits and prepayments	-	520,034
Non-cash income	-	(24,208)
Change in operating assets and liabilities:		
Increase in trade and other receivables	(10,466)	(81,222)
Increase in inventories	(320,883)	(52,087)
Increase in prepayments	(6,900)	(99,254)
Increase/(decrease) in trade and other payables	84,069	(48,903)
Decrease in employee benefits	(2,447)	(7,660)
Net cash used in operating activities	(1,030,335)	(1,111,812)

Note 31. Non-cash investing and financing activities

	Consolidated 2022 $	Consolidated 2021 $
Shares issued as settlement of related party payable	-	(12,500)
Additions of plant and equipment	-	(22,727)
	-	(35,227)

Note 32. Changes in liabilities arising from financing activities

Consolidated	Converting loan notes $	Loan from Director related entities $	Loan from WIN Properties $	Motor vehicle loan $	Loan - other $	Lease liability $	Total $
Balance at 1 July 2020	-	5,000	2,000,000	-	27,915	76,247	2,109,162
Net cash used in financing activities	-	-	-	(1,759)	-	(33,849)	(35,608)
Additions	-	-	-	25,264	-	-	25,264
Other changes	-	-	-	-	(27,915)	-	(27,915)
Balance at 30 June 2021	-	5,000	2,000,000	23,505	-	42,398	2,070,903
Net cash from/(used in) financing activities	532,595	5,000	-	(3,654)	-	(36,157)	497,784
Balance at 30 June 2022	532,595	10,000	2,000,000	19,851	-	6,241	2,568,687

Note 33. Earnings per share

	Consolidated 2022 $	Consolidated 2021 $
Loss after income tax attributable to the owners of A1 Investments & Resources Ltd	(1,003,922)	(1,505,101)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	16,421,946,420	15,847,883,744
Weighted average number of ordinary shares used in calculating diluted earnings per share	16,421,946,420	15,847,883,744
	Cents	**Cents**
Basic earnings per share	(0.0061)	(0.0095)
Diluted earnings per share	(0.0061)	(0.0095)

Performance rights have been excluded from the above calculations as they were anti-dilutive.

Note 34. Share-based payments

Performance rights
On 5 March 2021, 600,000,000 performance rights were granted to directors, Charlie Nakamura and Peter Ashcroft. Each director received 300,000,000 performance rights. The performance rights are subject to performance criteria and are to be evaluated in three tranches. For each directors, details of the tranches and performance hurdles are follows:

Note 34. Share-based payments (continued)

- Tranche A - if the consolidated entity acquires or produces 10 tonnes of dried sea cucumber for the production of supplements, 100,000,000 of rights will vest. The expiry date is 30 June 2022.
- Trance B - if the consolidated entity generates $5,000,000 in revenue from the sale of sea cucumber products, 100,000,000 of rights will vest. The expiry date is 31 December 2022.
- Trance C - if the consolidated entity generates $10,000,000 in revenue from the sale of all products, 100,000,000 of rights will vest. The expiry date is 31 December 2023.

The share-based payment expense for the financial year ended 30 June 2022 was $nil based on the probability that the vesting conditions will not be achieved (2021: $nil).

Set out below are summaries of performance rights granted under the plan:

2022

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
05/03/2021	30/06/2022	$0.0000	200,000,000	-	-	(200,000,000)	-
05/03/2021	31/12/2022	$0.0000	200,000,000	-	-	-	200,000,000
05/03/2021	31/12/2023	$0.0000	200,000,000	-	-	-	200,000,000
			600,000,000	-	-	(200,000,000)	400,000,000

2021

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
05/03/2021	30/06/2022	$0.0000	-	200,000,000	-	-	200,000,000
05/03/2021	31/12/2022	$0.0000	-	200,000,000	-	-	200,000,000
05/03/2021	31/12/2023	$0.0000	-	200,000,000	-	-	200,000,000
			-	600,000,000	-	-	600,000,000

The weighted average remaining contractual life of performance rights outstanding at the end of the financial year was 1.0 years (2021: 1.7 years).

Note 35. Events after the reporting period

No matter or circumstance has arisen since 30 June 2022 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 financial years.

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 as issued by the International Accounting Standards Board as described in note 2 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 30 June 2022 and of its performance for the financial year 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

Charlie Nakamura
Director

29 August 2022
Sydney

SYDNEY
Level 40
2 Park Street
Sydney NSW 2000
Australia
Ph: (612) 9263 2600
Fx: (612) 9263 2800

A1 INVESTMENTS & RESOURCES LTD
ABN 44 109 330 949
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
A1 INVESTMENTS & RESOURCES LTD

Report on the Financial Report

Opinion

We have audited the financial report of A1 Investments & Resources Ltd and its controlled entities (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, 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 consolidated financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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

a. giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year then ended; and
b. 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 auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Boards 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.

Key Audit Matters

Key audit matters are those matters that , in our professional judgement, were of most significant in our audit of the financial report for the year ended 30 June 2022. We did not identify any key audit matters for the Group for year ended 30 June 2022.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report, which indicates that the Group incurred a net loss of $1,003,922 during the year ended 30 June 2022 and as of that date, the group's total liabilities exceeded its total assets by $1,868,198. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

A1 INVESTMENTS & RESOURCES LTD
ABN 44 109 330 949
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
A1 INVESTMENTS & RESOURCES LTD

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022 but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly 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 have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue 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.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

A1 INVESTMENTS & RESOURCES LTD
ABN 44 109 330 949
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF A1 INVESTMENTS & RESOURCES LTD

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 6 to 11 of the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of A1 Investments & Resources Limited for the year ended 30 June 2022 complies with section 300A of the *Corporations Act 2001*.

A1 INVESTMENTS & RESOURCES LTD
ABN 44 109 330 949
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
A1 INVESTMENTS & RESOURCES LTD

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.

Hall Chadwick (NSW)

HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney, NSW 2000

S Kumar

Sandeep Kumar
Partner
Dated: 29 August 2022

The shareholder information set out below was applicable as at 24 August 2022.

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

	Ordinary shares		Performance rights over ordinary shares	
	Number of holders	% of total shares issued	Number of holders	% of total rights issued
1 to 1,000	45	-	-	-
1,001 to 5,000	295	0.01	-	-
5,001 to 10,000	194	0.01	-	-
10,001 to 100,000	277	0.05	-	-
100,001 and over	454	99.93	2	100.00
	1,265	100.00	2	100.00
Holding less than a marketable parcel	963	-	-	-

Equity security holders

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

	Ordinary shares	
	Number held	% of total shares issued
THEG Pte Ltd	2,941,891,678	17.91
Kubota Honten Co Ltd	2,941,891,677	17.91
BNP Paribas Nominees Pty Ltd (IB AU Noms Retailclient DRP)	2,491,339,936	15.17
King Fame Group Limited	1,957,499,553	11.92
Plus JPS Pte Ltd	1,102,035,738	6.71
Sarlat Securities Pty Ltd	1,071,428,571	6.52
Shinseiki Co Limited	500,000,000	3.04
Kooriya Kawakyu Co Ltd	492,759,000	3.00
Ashware Holdings Pty Ltd	363,253,968	2.21
Marvel Green Power Energy Pte Ltd	250,000,000	1.52
Tidal Moon Pty Ltd	250,000,000	1.52
Super Sorghum Asia Holdings Pte Ltd	125,000,000	0.76
PT Gistec Prima Energindo	113,478,571	0.69
Citicorp Nominees Pty Limited	108,693,633	0.66
Mr Peter John Ashcroft	104,285,714	0.64
Mr Bao-Guey Lin	99,697,084	0.61
Yamagen Securities Co Ltd	89,698,500	0.55
Mr Charlie Nakamura	63,143,750	0.38
Ausnom Pty Ltd	62,500,000	0.38
Elmoson Pty Ltd	62,500,000	0.38
Nalkari Investments Pty Ltd (McKeown Family A/C)	62,500,000	0.38
Shazmar Super Pty Ltd	62,500,000	0.38
	15,316,097,373	93.24

Unquoted equity securities

	Number on issue	Number of holders
Performance rights over ordinary shares	400,000,000	2

The following persons hold 20% or more of unquoted equity securities:

Name	Class	Number held
Charlie Nakamura	Performance rights of ordinary shares	200,000,000
Peter Ashcroft	Performance rights of ordinary shares	200,000,000

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

	Ordinary shares	
	Number held	% of total shares issued
THEG Pte Ltd	2,941,891,678	17.91
Kubota Honten Co Ltd	2,941,891,677	17.91
BNP Paribas Nominees Pty Ltd (IB AU Noms Retailclient DRP)	2,491,339,936	15.17
King Fame Group Limited	1,957,499,553	11.92
Plus JPS Pte Ltd	1,102,035,738	6.71
Sarlat Securities Pty Ltd	1,071,428,571	6.52

Voting rights
The voting rights attached to ordinary shares and performance rights 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.

There are no other classes of equity securities.