GR Engineering Services Limited

ENGINEERING CONSULTANTS AND CONTRACTORS

ABN 12 121 542 738

2020 ANNUAL REPORT

CONTENTS

CALENDAR

Final Dividend:

Ex-dividend Date	8 October 2020
Record Date	9 October 2020
Payment Date	21 October 2020
Annual General Meeting	25 November 2020

CHAIRMAN'S LETTER

Dear Shareholder

I report to you on GR Engineering Services Limited's (GR Engineering or the Company) performance for the year ended 30 June 2020 (FY20).

The FY20 year was a difficult year for the mining and oil and gas sectors given volatility in global markets and commodity prices, as well as the impact of COVID-19. It was satisfying to note that despite these challenging trading conditions, GR Engineering was able to achieve a strong second half result.

During FY20 and subsequent to year end, GR Engineering has continued to increase its pipeline of future work across a broad base of commodities, including precious metals, base metals and industrial minerals. As reported in the FY20 annual report, key projects awarded to GR Engineering during the second half of FY20 included the $107 million Lake Way Project for Salt Lake Potash Limited and the $74 million Abra Base Metals Project for Galena Mining Limited.

Our pipeline has also been increased by multiple Engineering, Procurement and Construction project awards in the gold space for clients including Saracen Mineral Holdings Limited, Silver Lake Resources Limited, Ora Banda Mining Limited and Ramelius Resources Limited.

GR Engineering's expertise across a broad range of commodities is also reflected in its study activity. GR Engineering study work during FY20 has exposure to multiple commodities including gold, copper, nickel, zinc, mineral sands, potash, battery minerals, alumina and lithium, with projects located in Australia and overseas.

In February 2020, GR Engineering acquired Hanlon Engineering & Associates Inc. (Hanlon), a multi-disciplinary engineering firm, based in Tucson, Arizona. The acquisition is aligned to our strategic plan and we look forward to growing our footprint in the Americas in the coming years.

As previously reported at 31 December 2019, the full year results for FY20 were negatively impacted by the impairment of an outstanding receivable relating to the Northern Endeavour FPSO, owed by Timor Sea Oil & Gas Pty Ltd (liquidators appointed) (TOGA) to GR Engineering's wholly owned subsidiary, Upstream Production Solutions Pty Ltd (Upstream PS). The amount written off was $17.6 million.

It is pleasing that following this write-off, Upstream PS was able to secure a contract with the Department of Industry, Science, Energy and Resources of the Australian Government to provide operations and maintenance services to the Northern Endeavour FPSO in a non-production environment.

Importantly, the Company's operational outcomes were achieved whilst maintaining a solid safety record. During FY20, the Total Reportable Injury Frequency Rate was 3.77. Whilst this statistic compares favourably to industry averages, GR Engineering continues to strive for a zero harm work environment on all jobs and at all locations.

GR Engineering continues to navigate through the impact of the COVID-19 pandemic. Whilst not having a material impact on the FY20 results, GR Engineering has had to manage delayed deliveries and the impact of tight labour markets. Offshore business development activities have also been impacted by COVID-19. Whilst providing significant challenges, the commitment and response of the team to COVID-19 has been excellent.

PHILLIP LOCKYER
Non-Executive Chairman

CHAIRMAN'S LETTER

CONTINUED

GR Engineering's revenue in FY20 was $222.4 million (FY19: $182.3 million) and underlying Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) was $11.3 million (FY19 EBITDA: $9.9 million).

Despite the adverse impact on earnings and cash in relation to the write-off of the TOGA receivable, GR Engineering's ability to generate solid operational cashflows remains intact, as cash increased to $37.5 million at 30 June 2020 (30 June 2019: $31.4 million). Having regards to underlying earnings, cash available, anticipated working capital requirements and the strong future pipeline of work, your Board resolved to declare a final FY20 dividend of 4.0 cents per share, unfranked. The ex-dividend date for this dividend is 8 October 2020, the Record Date is 9 October 2020 and the Payment Date is 21 October 2020.

As always I am grateful to our employees, suppliers and particularly our clients for their ongoing support throughout FY20. I would also like to thank my fellow Board members for their insightful guidance and counsel.

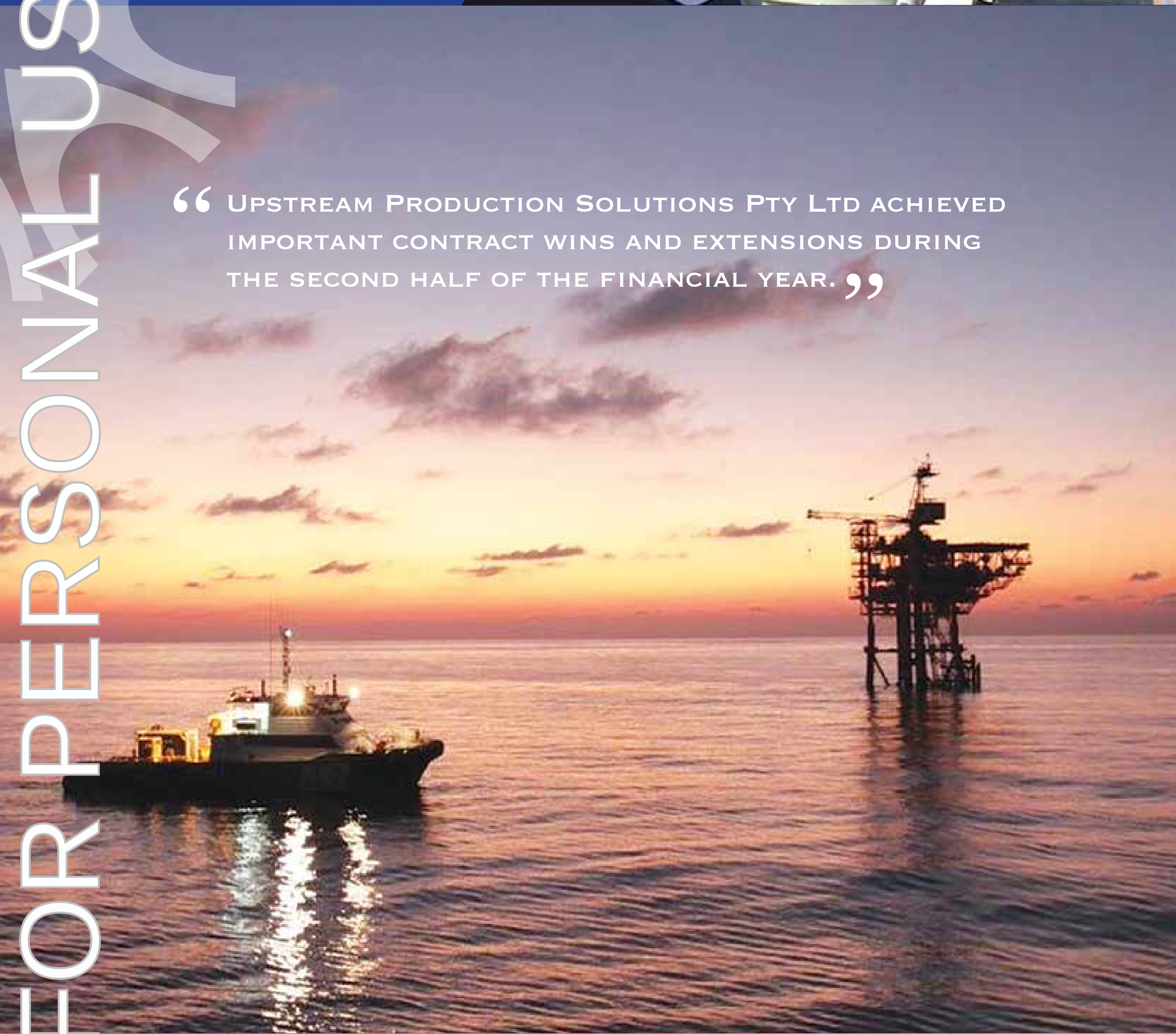
P.C. Lockyer

PHILLIP LOCKYER

Non-Executive Chairman

"The year under review saw the consolidated entity increase revenue from $182.3 million during FY19 to $222.4 million. The increase in revenue was the result of the ramp up of a number of key projects in the second half of the financial year."

Upstream Production Solutions



"Upstream Production Solutions Pty Ltd achieved important contract wins and extensions during the second half of the financial year."

DIRECTORS' REPORT

Your Directors present their report together with the financial statements of GR Engineering Services Limited ("**GR Engineering**" or "**consolidated entity**") for the financial year 1 July 2019 to 30 June 2020 and the independent auditor's report thereon.

The names of the consolidated entity's Directors in office during the financial year ended 30 June 2020 and until the date of this report are as below. Directors were in office for this entire period unless otherwise stated.

DIRECTORS

Phillip (Phil) LOCKYER	(Non-Executive Chairman)
Geoffrey (Geoff) Michael JONES	(Managing Director)
Tony Marco PATRIZI	(Executive Director)
Barry Sydney PATTERSON	(Non-Executive Director)
Peter John HOOD	(Non-Executive Director)
Giuseppe (Joe) TOTARO	(Non-Executive Director)

COMPANY SECRETARY

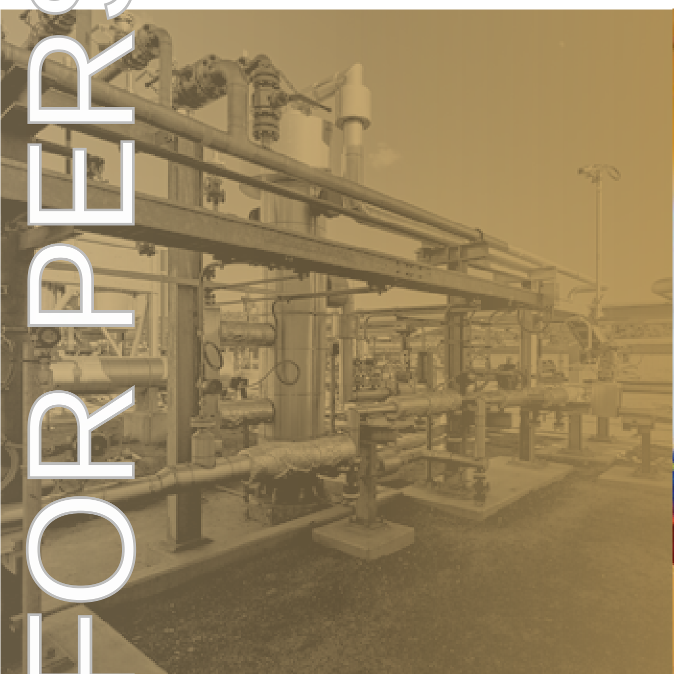
Omesh MOTIWALLA

PRINCIPAL ACTIVITIES

During the financial period, the consolidated entity's activities have been the provision of high quality process and detailed engineering design, procurement and construction services to the mining and mineral processing industry and the provision of operations, maintenance, projects and advisory services to the oil and gas sector.

DIVIDENDS PAID DURING THE YEAR

- Unfranked dividend of 2.00 cents per share paid on 23 October 2019.
- Unfranked dividend of 2.00 cents per share paid on 3 April 2020.
- Subsequent to 30 June 2020, an unfranked dividend of 4.00 cents per share was recommended by the Directors to be paid on 21 October 2020.



REVIEW OF OPERATIONS

The year under review saw the consolidated entity increase revenue from $182.3 million during FY19 to $222.4 million. The increase in revenue was the result of the ramp up of a number of key projects in the second half of the financial year. In addition, GR Engineering's wholly owned subsidiary, Upstream Production Solutions Pty Ltd (Upstream PS) also achieved important contract wins and extensions during the second half of the financial year.

During FY20, GR Engineering successfully completed the Carrapateena Northern Wellfield Water Supply Project for OZ Minerals Carrapateena Pty Ltd and the Fosterville Paste Plant Project for Kirkland Lake Gold Limited.

As reported in the financial report for the half year ended 31 December 2019 (HY20), the FY20 results were negatively impacted by the write-off of an outstanding debtor owed by Timor Sea Oil & Gas Australia Pty Ltd (liquidators appointed) (TOGA). The write-off was $17.6 million.

Despite the TOGA write-off, it was pleasing to note that GR Engineering was able to maintain a strong balance sheet and significantly increase its cash balance to $37.5 million at 30 June 2020 from $20.7 million at 31 December 2019. In addition to its cash balance, GR Engineering's holding in Ora Banda Mining Limited (OBM) was valued at $5.3 million based on OBM's share price on 19 August 2020.

GR Engineering has been proactive in its response to the COVID-19 pandemic and has implemented a range of protective and preventative measures. COVID-19 has had no material impact on the FY20 results.

Mineral Processing

GR Engineering's design and construction order book for works currently being undertaken and which will continue into FY21 include:

- **Lake Way Project - $107.0 million EPC and EPCM Contracts** - GR Engineering has been engaged by Salt Lake Potash Limited to provide services for non-process engineering design and the management of procurement, construction and commissioning of the Lake Way Project processing facility and associated infrastructure. GR Engineering has separately been engaged to undertake the civil, structural, mechanical, electrical and piping construction works for those project areas. Based on Salt Lake Potash Limited's anticipated project timing, the majority of this revenue will be realised in FY21.
- **Deflector Flotation Tails Leach Project - $23.0 million EPC award** with Silver Lake (Deflector) Pty Ltd, a wholly owned subsidiary of Silver Lake Resources Limited for upgrade works involving the flotation tailings leach process at the Deflector gold copper operations. The project is located in the southern Murchison region of Western Australia, 450km north of Perth and 160km east of Geraldton. Work commenced in June 2020 and is expected to complete in the second quarter of calendar year 2021.
- **Thunderbox Paste Plant Project - $22.0 million EPC Contract** with Saracen Mineral Holdings Limited which will involve the design, supply, installation and commissioning of a new paste backfill plant at its Thunderbox Operations. Work commenced in June 2020 and is expected to complete in the second quarter of calendar year 2021.
- **Carosue Dam Operations Plant Expansion Project - $32.6 million EPC Contract** with Saracen Gold Mines Pty Ltd, a subsidiary of Saracen Minerals Holdings Limited, for the engineering design, procurement and construction of expansion works on the mineral processing plant at the Carosue Dam gold operations, situated approximately 120km north-east of Kalgoorlie in Western Australia. GR Engineering was also recently awarded a variation under the existing contract to install a paste pump at the Karari Paste Plant to distribute paste to the Whirling Dervish underground mine.
- **Davyhurst Restart Project - $10.8 million EPC Contract** with Ora Banda Mining Limited associated with the restart of the existing Davyhurst gold processing plant located in Western Australia. The scope of works include the refurbishment, optimisation and recommissioning of the existing 1.2 Mtpa Davyhurst gold processing plant, borefields and associated infrastructure. Work is expected to be completed in early calendar year 2021.
- **Sandy Ridge Waste Storage Project - $46.0 million EPC Contract** with Tellus Holdings Limited for the design and construction of a fully integrated facility for the long term storage and permanent isolation of hazardous and intractable waste and associated kaolin mining operation located approximately 75km north-east of Koolyanobbing, Western Australia. The project is scheduled for completion in the second quarter of FY21.

- **San Dimas Silver Mine Project - US$4.5 million EPCM Services Agreement** with First Majestic Silver Corp. to supply engineering, procurement and construction management services to its San Dimas Silver Mine in Durango, Mexico. GR Engineering Services Americas, Inc., supported by its wholly owned subsidiary, Hanlon Engineering & Associates Inc., has been engaged to provide EPCM services and commissioning of a new HIG mill circuit and a new autogenous mill to replace the existing crushing and ball mill circuits. Work commenced in January 2020 with progressive completion and handover to the end of 2021.

- **Renison Tin Operations - Sampling System Replacement Project - $8.7 million EPC Contract** with Bluestone Mines Joint Venture Limited to provide a fully integrated 24 stream on line sampling system including process stability improvements and installation of a new primary gravity spiral circuit. Renison Tin Operations are located 15km north-east of Zeehan on the west coast of Tasmania. Practical completion will be achieved in the first quarter of FY21.

- **Wassa Underground Paste Backfill Project - $13.2 million EP Contract** with Golden Star Resources Limited to undertake the design and supply of all the equipment and materials necessary to contract and commission the paste plant in Ghana. Practical completion will be achieved in the fourth quarter of calendar year 2020.

GR Engineering's pipeline of work opportunities includes but is not limited to:

- **Abra Base Metals Project - $74.0 million project award** by Galena Mining Limited's (Galena) subsidiary, Abra Mining Pty Ltd (Abra Mining), for the design and construction of a 1.2 Mtpa lead sulphide flotation plant and ancillary infrastructure for the Abra Base Metals Project located in Western Australia. On 29 July 2020, Galena announced that Abra Mining had secured US$110 million in project financing from Taurus Funds Management, subject to certain conditions precedent.

- **Woodlark Gold Project - $92.4 million letter of intent** with Geopacific Resources Limited for the proposed construction of a 2.4 Mtpa gold process plant in Papua New Guinea.

- **WA Battery Graphite Manufacturing Facility - letter of intent** with EcoGraf (Australia) Limited for an engineering, procurement and construction contract for the development of a 20,000 tpa battery graphite facility in Western Australia.

- **Thunderbird Mineral Sands Project** - Sheffield Resources Limited (Sheffield) is progressing a bankable feasibility study update and will aim to finalise the project flowsheet and update capital and operating cost estimates. GR Engineering continue to assist Sheffield with this process. Post completion of the bankable feasibility update, Sheffield will look to finalise financing and commence project construction.

Studies

During FY20, GR Engineering completed 35 studies and as at 30 June 2020, was engaged on a further 26 studies across a broad range of commodities for projects both in Australia and abroad. Eleven of these studies related to prospective gold projects.

Oil and Gas

GR Engineering's oil and gas services business, Upstream PS, achieved sustained revenue contributions primarily through a combination of operations, maintenance and brownfields projects servicing the coal seam gas (CSG), liquefied natural gas (LNG), carbon sequestration and onshore and offshore oil and gas sectors throughout Australia.

In Queensland, Upstream PS expanded its presence in the Surat and Bowen Basins opening service facilities in Chinchilla to support local jobs, growth and industry. During FY20, Upstream PS managed and executed maintenance and operations support services on over 5,000 CSG wells, 15 gas production trains, gas compression stations and gas transmission (pipeline) facilities. In Victoria, Upstream PS continued to grow and deliver services to the carbon sequestration and domestic gas production industries, providing commissioning, operations and maintenance support services and pipeline and surface facility construction.

In Western Australia, Upstream PS remains a leading provider of operations and maintenance services to clients in the Perth Basin, and expanded its presence offshore in the Browse Basin providing operations services to the floating liquefied natural gas sector. In the Northern Territory, Upstream PS executed a two year extension with Eni Australia Pty Limited for the provision of maintenance services on the Blacktip gas field production facilities (onshore and offshore). During the year, Upstream PS also opened the 'Darwin Hub', which is a maintenance services and supply base facility.

Upstream PS continued to provide operations and maintenance services to the Northern Endeavour FPSO vessel located offshore in the Timor Sea. On 10 July 2019, the National Offshore Petroleum Safety and Environmental Management Authority (NOPSEMA) issued a prohibition notice in relation to the FPSO requiring all operations to cease due to structural corrosion concerns. On 20 September 2019, TOGA was placed into voluntary administration. During the voluntary administration period, Upstream PS continued to work with the Administrator with the vessel in a non-producing state. At a meeting of creditors on 7 February 2020, creditors resolved to wind up TOGA and its subsidiaries and the company was placed into liquidation.

On 17 February 2020, Upstream PS signed a new agreement with the Australian Government to continue to ensure that the vessel and associated subsea infrastructure is maintained in a safe condition until a longer term solution is determined. On 15 May 2020, an initial contract was entered into with the Australian Government to maintain the Northern Endeavour in a non-producing state until 31 October 2020, with options to extend the term of the contract.

Safety

The GR Engineering group's Total Reportable Injury Frequency Rate (TRIFR) for FY20 was 3.77, comparing favourably to the FY19 result of 4.99. The Company pursues continuous improvement in its commitment to safety, with its primary objective being the achievement of a zero harm workplace environment on all jobs and at all locations.

FY20 Update and Outlook

Since 1 June 2020, GR Engineering has increased its order book by $170 million. As the consolidated entity moves into FY21, GR Engineering has a strong order book dominated by Australian projects. The consolidated entity expects revenue for FY21 to be in the range of $280 million to $300 million.

FINANCIAL POSITION

The consolidated entity generated revenue of $222.4 million and underlying earnings before interest, tax, depreciation and amortisation (EBITDA) of $11.3 million. Underlying EBITDA excludes the TOGA debtor write-off ($17.6 million), miscellaneous inventory and debtors write-offs ($0.3 million) and acquisition related costs ($0.1 million).

At 30 June 2020, despite the TOGA debtor write-off, the consolidated entity had improved its cash position to $37.5 million (30 June 2019: $31.4 million). GR Engineering also secured a USD denominated term loan to fund the Hanlon Engineering & Associates, Inc. transaction. At 30 June 2020, this term loan balance was A$3.4 million.

DIVIDENDS

The Board has resolved to declare a final FY20 dividend of 4.0 cents per share, unfranked. The ex-dividend date for this dividend will be 8 October 2020, the Record Date is 9 October 2020 and the Payment Date will be 21 October 2020.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

On 16 January 2020, GR Engineering announced that it had entered into an agreement to acquire Hanlon Engineering & Associates, Inc., based in Arizona, USA. The transaction was completed on 28 February 2020.

FUTURE DEVELOPMENTS

Information regarding likely developments in the operations of the consolidated entity in future financial years is referred to in the Review of Operations in above sections of this Directors' Report.

EVENTS AFTER BALANCE SHEET DATE

On 19 August 2020, the Directors declared an unfranked dividend of 4.0 cents per share, an aggregate of $6,212,328. The Record Date of the dividend is 9 October 2020 and the proposed payment date is 21 October 2020.

Subsequent to year end, 1,655,000 performance rights vested pursuant to the consolidated entity's Equity Incentive Plan.

BOARD OF DIRECTORS

Phillip (Phil) LOCKYER – Non-Executive Chairman

Dip Met, Assoc Min Eng, M.Min Econs

Phil Lockyer is a Mining Engineer and Metallurgist who has over 50 years' experience in the mineral industry, with a focus on gold and nickel in both underground and open pit operations. He was employed by WMC Resources Limited for 20 years and as General Manager for Western Australia was responsible for WMC's nickel division and gold operations. Mr Lockyer also held the position of Director Operations for Dominion Mining Limited and Resolute Limited. He holds a Diploma of Metallurgy from the Ballarat School of Mines, an Associateship of Mining Engineering from the Western Australian School of Mines and a Masters of Mineral Economics from Curtin University.

Phil Lockyer has formerly served on the Boards of Swick Mining Services Limited, Perilya Limited, Focus Minerals Limited and CGA Mining Limited. He is currently a Non-Executive Director of RTG Mining Inc.

- Interests in ordinary shares in GR Engineering - 50,000
- Interests in other securities in GR Engineering - None
- Special Responsibilities:
  - Non-Executive Chairman
  - Member of the Audit and Risk Committee
  - Chairman of the Remuneration and Nominations Committee
- Directorships in other listed entities in the last 3 years:
  - Swick Mining Services Limited (ASX:SWK) 2008 - November 2019
  - RTG Mining Inc. (ASX:RTG) 2013 - Present

Geoffrey (Geoff) Michael JONES – Managing Director

BE (Civil), FIEAust, CPEng

Geoff is a Civil Engineer with over 30 years' experience in construction, engineering, minerals processing and project development in Australia and overseas. Geoff previously worked for Baulderstone Hornibrook, John Holland, Minproc Engineers and Signet Engineering before serving over six years as Group Project Engineer for Resolute Mining Limited.

Prior to joining GR Engineering Services Limited in 2011, Geoff was the General Manager of Sedgman Limited's metals engineering business and also responsible for the strategic development of the metals engineering division internationally.

Geoff is currently a Non-Executive Director of Firefly Resources Limited and Ausgold Limited.

- Interests in ordinary shares in GR Engineering - 772,134
- Interests in other securities in GR Engineering - None
- Special Responsibilities:
  - Managing Director
- Directorships in other listed entities in the last 3 years:
  - Firefly Resources Limited (ASX:FFR) (formerly Marindi Metals Limited) 2006 – Present
  - Azumah Resources Limited (ASX:AZM) 2009 - July 2018
  - Ausgold Limited (ASX:AUC) July 2016 - Present
  - Blackham Resources Limited (ASX:BLK) - August 2018 - December 2018

Tony Marco PATRIZI – Executive Director

BE (Mech Eng)

Tony co-founded GR Engineering. Tony is a Mechanical Engineer with over 30 years’ experience in the mining and minerals processing industries as a company director, operations manager, project manager and maintenance engineer. Tony was previously the operations manager of JR Engineering which had over 300 personnel and provided workshop, maintenance, engineering and construction services to mining and mineral processing projects in Western Australia and interstate.

- Interests in ordinary shares in GR Engineering - 9,795,000
- Interests in other securities in GR Engineering - None
- Directorships in other listed entities in the last 3 years:
  - Primary Gold Limited (ASX:PGO) from March 2016 - July 2018

Barry Sydney PATTERSON – Non-Executive Director

ASMM, MIMM, FAICD

Barry is a Mining Engineer with over 50 years’ experience in the mining industry and is a co-founder of GR Engineering. He co-founded contract mining companies Eltin, Australian Mine Management and National Mine Management. Barry was also a co-founder of JR Engineering.

Barry has served as a director of a number of public companies across a range of industries. He was formerly a non-executive chairman of Sonic Healthcare Limited and Silex Systems Limited and is currently a Non-Executive Director of Dacian Gold Limited.

- Interests in ordinary shares in GR Engineering - 7,500,000
- Interests in other securities in GR Engineering - None
- Special Responsibilities:
  - Member of the Remuneration and Nominations Committee
  - Member of the Audit and Risk Committee
- Directorships in other listed entities in the last 3 years:
  - Dacian Gold Limited (ASX:DCN) 2012 - Present

Peter John HOOD – Non-Executive Director

BE(Chem), MAusIMM, FIChemE, FAICD

Peter is a Chemical Engineer and has 49 years’ experience in the resource and energy sectors.

Peter was formerly the Chief Executive Officer of Coogee Chemicals and Coogee Resources. He was Chairman of the International Chamber of Commerce National Committee of Australia. Peter is a Past President of the Australian Chamber of Commerce and Industry and the Chamber of Commerce and Industry Western Australia. Peter is currently Chairman of Matrix Composites and Engineering Limited, Lead Independent Director of Cue Energy Resources Limited and a Non-Executive Director of De Grey Mining Limited.

Peter was initially appointed as a Non-Executive Director of the Company on 10 February 2011.

- Interests in ordinary shares in GR Engineering - 500,000
- Interests in other securities in GR Engineering - None
- Special Responsibilities:
  - Chairman of the Audit and Risk Committee
  - Member of the Remuneration and Nominations Committee
- Directorships in other listed entities in the last 3 years:
  - Matrix Composites & Engineering Limited (ASX:MCE) 2011 - Present
  - Cue Energy Resources Limited (ASX:CUE) February 2018 - Present
  - De Grey Mining Limited (ASX:DEG) November 2018 - Present

Giuseppe (Joe) TOTARO – Non-Executive Director

B.Comm, CPA

Joe is a Certified Practicing Accountant (CPA) with over 30 years' experience in commercial and public practice specialising in mining and mining services.

Joe is a co-founder of GR Engineering and was formerly the Chief Financial Officer and Company Secretary of GR Engineering.

Joe was appointed as a Non-Executive Director of the Company on 1 July 2019.

- Interests in ordinary shares in GR Engineering - 8,000,000
- Interests in other securities in GR Engineering - None
- Directorships in other listed entities in the last 3 years: None noted

COMPANY SECRETARY

Omesh MOTIWALLA

BCom, FCA

Omesh is a Fellow of Chartered Accountants Australia and New Zealand (FCA) with over 20 years' experience in the Big 4 accounting firms and commerce. Omesh was previously a Corporate Finance Partner at Deloitte Touche Tohmatsu in Australia until December 2017. Deloitte Touche Tohmatsu are the auditors of the consolidated entity, and Omesh was a partner of the firm when previous audits have been undertaken. Omesh's experience includes corporate advisory services having consulted on, and managed, numerous corporate transactions involving private and publicly listed companies in the mining, oil and gas and related services sectors.

MEETINGS OF DIRECTORS

The number of Meetings of the Board of Directors held during the year ended 30 June 2020 and the number attended by each director are as follows:

FULL MEETINGS OF DIRECTORS	Eligible	Attended
Phil Lockyer	13	13
Geoff Jones	13	13
Tony Patrizi	13	13
Barry Patterson	13	11
Joe Totaro	13	13
Peter Hood	13	13

A meeting of the Audit & Risk Committee was held on 21 August 2019. It was attended by Peter Hood, Joe Totaro and Phil Lockyer. A meeting of the Remuneration and Nomination Committee was held on 24 June 2020. It was attended by Phil Lockyer, Peter Hood, Barry Patterson and Joe Totaro.

OPTIONS

As at the date of this report, there were no unissued ordinary shares of GR Engineering under option.

SHARE APPRECIATION RIGHTS

As at the date of this report, there were no Share Appreciation Rights on issue.

For full particulars of the Share Appreciation Rights issued to Directors as remuneration, refer to the Remuneration Report.

PERFORMANCE RIGHTS

As at the date of this report, the unissued ordinary shares of GR Engineering which are the subject of unvested Performance Rights are as follows:

Vesting Date	No. Performance Rights	Expiry Date	Exercise price
28 August 2020	50,000	28 August 2020	-
1 November 2020	35,000	1 November 2020	-
14 June 2021	60,000	14 June 2021	-
16 July 2022	50,000	16 July 2022	-

The Performance Rights holders do not have any right to participate in any issues of shares or other interests in the consolidated entity or any other entity.

During the financial year ended 30 June 2020, 30,000 ordinary shares were issued due to the vesting of Performance Rights.

INDEMNIFYING OFFICERS OR AUDITORS

During the financial year, the consolidated entity paid insurance premiums relating to contracts insuring the directors and company secretary against liability which may arise in connection with them acting as Director or Company Secretary, to the extent permitted under the Corporations Act. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

LEGAL PROCEEDINGS

No person has applied for leave of court to bring proceedings on behalf of the consolidated entity or intervene in any proceedings to which the consolidated entity is a party for the purpose of taking responsibility on behalf of the consolidated entity for all or any part of those proceedings.

NON AUDIT SERVICES

The Board of Directors is satisfied that the provision of non-audit services during the year is consistent with the general standard of independence imposed by the *Corporations Act 2001*.

Non-audit services were reviewed by the Board to ensure they do not compromise the objectivity of the Auditor and to ensure the nature of services provided is not inconsistent with the principals of auditor independence. Set out in APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

During the year ended 30 June 2020, fees amounting to $79,056 were paid to Deloitte Touche Tohmatsu for non-audit services including taxation advice.

AUDITOR'S INDEPENDENCE DECLARATION

The Auditor's Independence Declaration for the year ended 30 June 2020 has been reviewed and can be found at page 21 of the annual financial report.

ENVIRONMENTAL ISSUES

In conducting its business, the consolidated entity is required to obtain permits and licences from relevant state environment protection authorities. It is of paramount importance to management and the Board of Directors that as well as operating within its own Environmental Policies, the consolidated entity observes all relevant licences in good standing. The consolidated entity has not been made aware of any areas of non-compliance in this regard.

REMUNERATION REPORT – AUDITED

The remuneration report details the amount and nature of the remuneration for the consolidated entity's key management personnel.

Directors

- Geoff Jones (Managing Director)
- Phil Lockyer (Non-Executive Chairman)
- Tony Patrizi (Executive Director)
- Barry Patterson (Non-Executive Director)
- Peter Hood (Non-Executive Director)
- Joe Totaro (Non-Executive Director)

Executives

- David Sala Tenna (Manager – Projects)
- Omesh Motiwalla (Chief Financial Officer & Company Secretary)
- Rodney Schier (Project Engineering Manager)
- Stephen Kendrick (Manager – Projects)
- Thomas Marshall (Manager – Eastern Region & Americas)

Unless otherwise stated the named persons held their current position for the whole financial year and since the end of the financial year. At the consolidated entity's 2019 Annual General Meeting, 98.8% of eligible shareholders voted in favour of the remuneration report. No specific comments were made regarding the remuneration report at the meeting.

REMUNERATION POLICY

The consolidated entity's remuneration policy has been designed to attract and retain high calibre key employees whose personal interests are aligned with success and growth of the consolidated entity and therefore shareholders. This will be achieved by:

- Staying abreast of labour market forces thereby ensuring remuneration offered by the consolidated entity is competitive and remains so through a process of annual review.
- Devising performance based remuneration programmes.
- Utilising the consolidated entity's Equity Incentive Plan and / or Employee Share Option Plan.

NON-EXECUTIVE DIRECTORS

The consolidated entity's policy is to remunerate non-executive directors according to market rates and to reflect the time dedicated to their position and special responsibilities involved.

GR Engineering's Constitution provides that the Directors shall be paid out of the funds of the consolidated entity by way of remuneration for services such sums as may from time to time be determined by the consolidated entity in General Meeting, to be divided among the Directors in such proportions as they shall from time to time agree or in default of agreement, equally.

Directors are encouraged to hold shares in the consolidated entity to align their personal objectives with the growth and profitability of the consolidated entity.

EXECUTIVE DIRECTORS

Executive Directors' pay and reward is comprised of a competitive base salary. To the extent that executive directors are shareholders in the consolidated entity, their personal objectives are aligned with the performance of the consolidated entity.

SENIOR EXECUTIVES

Executives' remuneration is comprised of a competitive base salary, performance bonuses and share based incentive payments (at the discretion of the board). The Managing Director, Geoff Jones is also eligible to participate in the GR Engineering Services Limited Equity Incentive Plan.

All executive remuneration packages are reviewed annually to ensure they remain competitive and reflect performance. Remuneration paid to directors and executives is valued at cost to the consolidated entity. Options, Performance Rights and Share Appreciation Rights are valued using the Black Scholes and Monte Carlo methods.

EMPLOYMENT DETAILS OF MEMBERS OF KEY MANAGEMENT PERSONNEL

Name	Title	Contract Details	Non Salary Cash Incentives	Shares/ Units	Options/ Rights	Fixed Salary	Total
Phillip Lockyer	Non-Executive Chairman	By rotation and re-election	-	-	-	100%	100%
Geoff Jones	Managing Director	Termination: 6 months notice by the consolidated entity and 3 months notice by the employee	-	-	11.4%	88.6%	100%
Tony Patrizi	Executive Director	Termination: 3 months notice by the consolidated entity or employee	-	-	-	100%	100%
Barry Patterson	Non-Executive Director	By rotation and re-election	-	-	-	100%	100%
Peter Hood	Non-Executive Director	By rotation and re-election	-	-	-	100%	100%
Joe Totaro	Non-Executive Director	By rotation and re-election	-	-	-	100%	100%
David Sala Tenna	Manager - Projects	Termination: 3 months notice by the consolidated entity or employee	-	-	-	100%	100%
Stephen Kendrick	Manager - Projects	Termination: 3 months notice by the consolidated entity or employee	-	-	-	100%	100%
Omesh Motiwalla	Company Secretary / Chief Financial Officer	Termination: 3 months notice by the consolidated entity or employee	-	-	2.8%	97.2%	100%
Rodney Schier	Project Engineering Manager	Termination: 3 months notice by the consolidated entity or employee	-	-	-	100%	100%
Thomas Marshall	Manager - Eastern Region & Americas	Termination: 4 weeks notice by the consolidated entity or employee	-	-	5.8%	94.2%	100%

The terms and conditions upon which key employees are employed are set out in contracts of employment. These contracts provide for minimum notice periods prior to termination and, in some cases restrictive covenants upon termination.

The consolidated entity can terminate the contract at any time in the case of serious misconduct and termination payments may be paid in lieu of notice period.

REMUNERATION DETAILS FOR THE YEAR ENDED 30 JUNE 2020 - BOARD OF DIRECTORS

	Short Term Benefits				Post Employment Benefits	Equity Based Payments			
	Cash Salary & Fees	Non Cash Payments*	Other**	Sub Total	Super-annuation	Equity	Options	Total	Performance Based
	$	$	$	$	$	$	$	$	%
NON-EXECUTIVE CHAIRMAN									
Phillip Lockyer									
2020	78,095	-	-	78,095	7,418	-	-	85,513	0.0%
2019	78,058	-	-	78,058	7,415	-	-	85,473	0.0%
EXECUTIVE DIRECTORS									
Geoff Jones* **									
2020	578,997	23,393	-	602,390	21,002	80,591	-	703,983	11.4%
2019	579,468	32,968	-	612,436	20,531	80,366	-	713,333	11.3%
Tony Patrizi									
2020	303,738	10,963	-	314,701	28,855	-	-	343,556	0.0%
2019	303,596	14,195	-	317,791	28,841	-	-	346,632	0.0%
NON-EXECUTIVE DIRECTORS									
Barry Patterson									
2020	58,425	-	-	58,425	5,550	-	-	63,975	0.0%
2019	58,397	-	-	58,397	5,547	-	-	63,944	0.0%
Terrence Strapp****									
2020	-	-	-	-	-	-	-	-	0.0%
2019	22,315	-	-	22,315	1,927	-	-	24,242	0.0%
Peter Hood									
2020	58,425	-	-	58,425	5,550	-	-	63,975	0.0%
2019	58,397	-	-	58,397	5,547	-	-	63,944	0.0%
Joe Totaro									
2020	57,301	-	-	57,301	5,443	-	-	62,744	0.0%
2019	-	-	-	-	-	-	-	-	0.0%
TOTAL DIRECTORS									
2020	1,134,981	34,356	-	1,169,337	73,818	80,591	-	1,323,746	6.1%
2019	1,100,231	47,163	-	1,147,394	69,808	80,366	-	1,297,568	6.2%

* "Non-Cash payments" refer to reportable fringe benefits (fuel for personal vehicles and novated leases)

** "Other" amounts relate to performance based bonus payments, as approved by the board

*** Geoff Jones did not meet his market based vesting conditions in relation to his Share Appreciation Rights. Accordingly, his Share Appreciation Rights did not vest and Geoff Jones did not receive any equity based payments in cash or shares in FY20

**** Paid to SDG Nominees Pty Ltd, an entity controlled by Terrence Strapp, who resigned 6 November 2018.

REMUNERATION DETAILS FOR THE YEAR ENDED 30 JUNE 2020 - EXECUTIVES

	Short Term Benefits				Post Employment Benefits	Equity Based Payments			
	Cash Salary & Fees $	Non Cash Payments* $	Other** $	Sub Total $	Super-annuation $	Equity $	Options $	Total $	Performance Based %
SENIOR EXECUTIVES									
David Sala Tenna – Manager – Projects									
2020	339,472	4,439	-	343,911	32,249	-	-	376,160	0.0%
2019	344,792	5,337	-	350,129	32,755	-	-	382,884	0.0%
Joe Totaro – Company Secretary & Chief Financial Officer* **									
2020	-	-	-	-	-	-	-	-	0.0%
2019	297,600	8,499	-	306,099	22,491	-	-	328,590	0.0%
Omesh Motiwalla – Company Secretary & Chief Financial Officer* **									
2020	283,105	-	-	283,105	26,894	9,093	-	319,092	2.8%
2019	53,354	-	-	53,354	5,068	-	-	58,422	0.0%
Rodney Schier – Engineering Manager									
2020	268,004	4,428	-	272,432	25,460	-	-	297,892	0.0%
2019	273,357	4,563	-	277,920	25,968	-	-	303,888	0.0%
Stephen Kendrick – Manager – Projects									
2020	268,004	5,203	-	273,207	25,460	-	-	298,667	0.0%
2019	273,357	5,335	-	278,692	25,968	-	-	304,660	0.0%
Thomas Marshall – Manager – Eastern Region & Americas									
2020	307,499	6,654	-	314,153	29,212	21,222	-	364,587	5.8%
2019	309,531	-	-	309,531	29,545	21,701	-	360,777	6.0%
TOTAL SENIOR EXECUTIVES									
2020	1,466,084	20,724	-	1,486,808	139,275	30,315	-	1,656,398	1.8%
2019	1,551,991	23,734	-	1,575,725	141,795	21,701	-	1,739,221	1.2%
GRAND TOTAL									
2020	2,601,065	55,080	-	2,656,145	213,093	110,906	-	2,980,144	3.7%
2019	2,652,222	70,897	-	2,723,119	211,603	102,067	-	3,036,789	3.4%

* "Non-Cash payments" refer to reportable fringe benefits (fuel for personal vehicles and novated leases)
** "Other" amounts relate to performance based bonus payments, as approved by the board
*** Omesh Motiwalla appointed 16 April 2019, Joe Totaro resigned 16 April 2019

LONG TERM INCENTIVES

Equity Incentive Plan

The GR Engineering Services Limited 2019 Equity Incentive Plan (**Plan**) was adopted by the Board on 25 October 2019. In accordance with the Listing Rules of the Australian Securities Exchange (ASX), shareholder approval of the Plan was obtained at the consolidated entity's Annual General Meeting held on 28 November 2019. Under the ASX Listing Rules and Corporations Act 2001 (Cth), the issue of securities under the Plan to directors will be subject to separate shareholder approval. Eligible participants in the Plan include those defined in ASIC Class Order 14/1000 (**CO**) or as determined by the Board to be eligible to participate in the Plan from time to time.

The Plan is designed to align the interests of executives and employees with the interests of shareholders by providing an opportunity to receive an equity interest in the consolidated entity and therefore direct participation in the benefits of future consolidated entity performance over the medium to long term.

This is achieved by awarding both or either:

- Performance Rights (PR), with each PR being a right to acquire one fully paid ordinary share of the consolidated entity and vesting upon the satisfaction of certain performance conditions; and
- Share Appreciation Rights (SARs), being rights to receive a future payment in shares, based on the amount of increase in market value of one share in the consolidated entity in a specified period between the grant of the SAR and exercise of that SAR.

Securities issued under the Plan will be subject to vesting criteria as determined by the Board and have a term of 3 years (or such term as otherwise agreed by the Board).

During the year ended 30 June 2020, a total of 50,000 Performance Rights were issued in accordance with the terms and conditions of the Plan. A total of 1,850,000 Performance Rights were on issue as at 30 June 2020.

Grant Date	Vesting Date	Expiry Date	Exercise Price	Number	Fair Value
21 Aug 2017	2 Aug 2020	2 Aug 2020	Nil	60,000	$1.041
21 Aug 2017	21 Aug 2020	20 Aug 2020	Nil	1,595,000	$1.035
28 Aug 2017	21 Aug 2020	21 Aug 2020	Nil	50,000	$0.951
1 Nov 2017	1 Nov 2020	1 Nov 2020	Nil	35,000	$0.978
14 Jun 2018	14 Jun 2021	14 Jun 2021	Nil	60,000	$1.010
16 Jul 2019	16 Jul 2022	16 Jul 2022	Nil	50,000	$0.670

Performance Rights which lapsed during the financial year do not relate to key management personnel.

There are no Share Appreciation Rights on issue pursuant to the Plan at 30 June 2020. A total of 1,272,134 vested prior to 30 June 2019 and nil vested during the year ending 30 June 2020.

The following share-based payment compensation relates to Share Appreciation Rights issued to senior management:

Name	Grant Date	Vesting Date	Date Exercised	Number of Shares Issued on Vesting Date	Exercise Price $	Quantity	Fair Value $	% of Compensation for the Year Consisting of Share Appreciation Rights
Geoff Jones	15 Nov 2016	30 Jun 2020	N/A	Nil	Nil	500,000	$0.5826	11.4%

The following share-based payment compensation relates to Performance Rights issued to directors and senior management:

Name	Grant Date	Vesting Date	Number of Shares Issued on Vesting Date	Exercise Price $	Quantity	Fair Value $	% of Compensation for the Year Consisting of Performance Rights
Thomas Marshall	21 Aug 2017	20 Aug 2020		Nil	60,000	$1.0410	5.8%
Omesh Motiwalla	16 Jul 2019	16 Jul 2022		Nil	50,000	$0.6700	2.8%

RELATIONSHIP BETWEEN COMPANY PERFORMANCE AND REMUNERATION POLICY

The table below sets out summary information about the consolidated entity's earnings and movements in shareholder wealth for the 5 years to 30 June 2020:

	2016	2017	2018	2019	2020
Revenue ($000's)	255,292	238,691	283,603	182,256	222,402
Net profit before tax ($000's)	25,406	16,287	16,202	8,761	(9,661)
Net profit after tax ($000's)	19,340	12,865	11,641	6,530	(7,250)
Share price at year end	$0.99	$1.47	$1.39	$0.80	$0.72
Dividend ($000's)	15,158	15,287	9,195	13,815	6,145
EPS (cents)	12.71	8.41	7.60	4.25	(4.72)
Diluted EPS (cents)	12.64	8.35	7.45	4.19	(4.72)

Tony Patrizi, an Executive Director, three senior executives and a key employee hold significant shareholdings in the consolidated entity. As a result the performance of the consolidated entity and the personal and financial interest of its executive and management team are aligned.

The Plan has been adopted by the consolidated entity and will be implemented as the Nomination and Remuneration Committee identify the need to remunerate either existing or future employees, key employees, executives or executive directors on a performance basis.

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SHAREHOLDING

The number of shares in the parent entity 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:

2020	Balance at the start of the year	Received as part of remuneration	Additions/ other	Disposals/ other	Balance at the end of the year
Ordinary shares					
Phillip Lockyer	50,000	-	-	-	50,000
Geoff Jones	772,134	-	-	-	772,134
Tony Patrizi	9,795,000	-	-	-	9,795,000
Barry Patterson	7,500,000	-	-	-	7,500,000
Peter Hood	500,000	-	-	-	500,000
David Sala Tenna	12,325,000	-	-	-	12,325,000
Joe Totaro	8,000,000	-	-	-	8,000,000
Omesh Motiwalla	-	-	29,500	-	29,500
Rodney Schier	8,100,000	-	-	-	8,100,000
Stephen Kendrick	4,875,000	-	-	-	4,875,000
Thomas Marshall	30,000	-	-	-	30,000
	51,947,134	-	29,500	-	51,976,634

2019	Balance at the start of the year	Received as part of remuneration	Additions/ other	Disposals/ other	Balance at the end of the year
Ordinary shares					
Phillip Lockyer	50,000	-	-	-	50,000
Geoff Jones	772,134	-	-	-	772,134
Tony Patrizi	9,795,000	-	-	-	9,795,000
Barry Patterson	7,500,000	-	-	-	7,500,000
Peter Hood	500,000	-	-	-	500,000
David Sala Tenna	12,325,000	-	-	-	12,325,000
Joe Totaro	8,000,000	-	-	-	8,000,000
Omesh Motiwalla	-	-	-	-	-
Rodney Schier	8,100,000	-	-	-	8,100,000
Stephen Kendrick	4,875,000	-	-	-	4,875,000
Thomas Marshall	-	30,000	-	-	30,000
	51,917,134	30,000	-	-	51,947,134

OTHER TRANSACTIONS WITH KEY MANAGEMENT PERSONNEL

During the year ended 30 June 2020, the consolidated entity leased office space at 71 Daly Street, Ascot WA from Ashguard Pty Ltd. Directors of the consolidated entity, Tony Patrizi and Barry Patterson, each have a non-controlling interest in Ashguard Pty Ltd. The total amount invoiced by Ashguard Pty Ltd in the year ended 30 June 2020 amounted to $797,516 including GST (2019: $675,181). The balance payable at 30 June 2020 is $57,536 (2019: $112,780).

During the year ended 30 June 2020 the consolidated entity procured items from Mak Industrial Water Solutions Limited, a company in which Peter Hood is chairman. The total amount invoiced by Mak Industrial Water Solutions Limited in the year ended 30 June 2020 amounted to $698,987 including GST (2019: $78,573). The balance payable at 30 June 2020 is $190,975 (2019: nil).

The terms and conditions of the transactions and the associated agreements to which they relate (where applicable) that have been set out above are at arm's length and on normal commercial terms.

This marks the end of the remuneration report.

CORPORATE GOVERNANCE

The Directors of the consolidated entity are committed to the highest standards of corporate governance in all elements of the business of the consolidated entity including internal control, ethics, risk functions, policies and internal and external audit.

The consolidated entity's Board of Directors has adopted a comprehensive corporate governance policy and manual based on ASX guidelines. The Board continually seeks to review and develop additional structures to be implemented as the consolidated entity's activities develop in size, nature and scope.

Please refer to the Corporate Governance Statement contained in this report.

This directors' report is signed in accordance with a resolution of directors made pursuant to s.298(2) of the *Corporations Act 2001*.

On behalf of the Directors

Geoff Jones

Managing Director

25 August 2020

AUDITOR'S INDEPENDENCE DECLARATION

Deloitte.

Deloitte Touche Tohmatsu
ABN 74 490 121 060

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25 August 2020

The Board of Directors
GR Engineering Services Limited
71 Daly Street
ASCOT WA 6104

Dear Board Members,

GR Engineering Services Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of GR Engineering Services Limited.

As lead audit partner for the audit of the financial statements of GR Engineering Services Limited for the year ended 30 June 2020, 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.

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

N Menezes

Nicole Menezes
Partner
Chartered Accountants

Liability limited by a scheme approved under Professional Standards Legislation.

Member of Deloitte Asia Pacific Limited and the Deloitte Network.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2020

		Consolidated	
	Notes	2020 $	2019 $
REVENUE	5	222,401,774	182,256,105
Other income	6	4,398,580	871,964
EXPENSES			
Employee benefits expense	7	(70,707,941)	(67,591,603)
Superannuation expense	7	(6,076,221)	(5,978,979)
Depreciation and amortisation expense	7	(2,746,974)	(1,441,578)
Workers compensation expense		(783,467)	(934,937)
Equity based payments		(832,479)	(619,415)
Finance costs	7	(290,648)	(57,503)
Direct materials and subcontractor costs		(128,467,459)	(88,799,705)
Accountancy & audit fees		(474,320)	(484,818)
Marketing		(130,140)	(230,397)
Bad and doubtful debts	10	(17,660,944)	(1,284,076)
Occupancy		(417,777)	(1,675,080)
Administration		(7,873,483)	(5,268,718)
Profit before income tax expense		(9,661,499)	8,761,260
Income tax expense	8	2,411,583	(2,231,447)
Profit after income tax expense for the year attributable to the owners of GR Engineering Services Limited	21	(7,249,916)	6,529,813
Other comprehensive income for the year, net of income tax			
Items that may be reclassified subsequently to profit or loss:			
Fair value gain/(loss) on financial assets		903,522	591,493
Exchange differences on translating foreign operations		(73,319)	18,346
Other comprehensive income for the year, net of income tax		830,203	609,839
Total comprehensive income for the year attributable to the owners of GR Engineering Services Limited		(6,419,713)	7,139,652
Profit attributable to owners of the parent		(7,249,916)	6,529,813
Total comprehensive income attributable to the owners of the parent		(6,419,713)	7,139,652
		Cents	**Cents**
Basic earnings per share	31	(4.72)	4.25
Diluted earnings per share	31	(4.72)	4.19

The accompanying notes form part of these Financial Statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2020

	Notes	Consolidated 2020 $	2019 $
ASSETS			
Current assets			
Cash and cash equivalents	9	37,528,995	31,432,874
Trade and other receivables	10	38,844,902	35,480,709
Inventories	11	23,800	293,800
Prepayments		1,365,359	1,083,294
Current tax assets	8	34,604	1,589,793
Total current assets		77,797,660	69,880,470
Non-current assets			
Property, plant and equipment	12	6,369,694	3,381,287
Financial assets	13	5,262,757	7,879,585
Intangible assets	14	4,401,316	-
Deferred tax	8	4,157,054	449,795
Total non-current assets		20,190,821	11,710,667
Total assets		97,988,481	81,591,137
LIABILITIES			
Current liabilities			
Trade and other payables	15	44,622,237	24,765,901
Borrowings	16	4,986,214	500,706
Income tax	8	-	-
Provisions	17	9,407,321	7,034,205
Contract liabilities	18	1,102,997	1,524,265
Total current liabilities		60,118,769	33,825,077
Non-current liabilities			
Borrowings	16	2,473,753	49,536
Provisions	17	712,586	1,300,989
Total non-current liabilities		3,186,339	1,350,525
Total liabilities		63,305,108	35,175,602
Net assets		34,683,373	46,415,535
EQUITY			
Issued capital	19	30,594,847	30,562,886
Reserves	20	2,193,268	853,844
Retained profits	21	1,895,258	14,998,805
Total equity		34,683,373	46,415,535

The accompanying notes form part of these Financial Statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2020

	Notes	Consolidated 2020 $	Consolidated 2019 $
Cash flows from operating activities			
Receipts from customers		215,228,517	200,051,882
Payments to suppliers and employees		(204,042,822)	(174,241,710)
Income tax paid		(111,515)	(1,502,152)
Interest received		165,583	372,002
Net cash flows provided by operating activities	9	11,239,763	24,680,022
Cash flows from investing activities			
Purchase of property, plant and equipment		(1,027,662)	(991,093)
Proceeds from sale of property, plant and equipment		60,031	-
Proceeds from sale of financial assets		4,038,117	-
Net cash outflow on acquisition of business	33	(3,403,713)	-
Net cash flows used in investing activities		(333,227)	(991,093)
Cash flows from financing activities			
Payment of lease liabilities		(2,208,645)	(314,735)
Dividends paid		(6,144,928)	(13,814,612)
Proceeds from borrowings		3,403,713	-
Net cash flows used in financing activities	9	(4,949,860)	(14,129,347)
Net increase in cash and cash equivalents		5,956,676	9,559,582
Cash and cash equivalents at beginning of period		31,432,874	21,751,300
Effects of exchange rate changes of balances of cash held in foreign currencies		139,445	121,992
Cash and cash equivalents at end of period	9	37,528,995	31,432,874

The accompanying notes form part of these Financial Statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2020

	Issued capital $	Share Option Reserve $	Performance Rights Reserve $	Share Appreciation Rights Reserve $	Foreign Currency Translation Reserve $	Investment Revaluation Reserve $	Retained Earnings $	Total $
Balance as at 30 June 2018	30,445,356	584,497	607,610	370,363	(728,661)	(267,168)	21,459,083	52,471,080
Profit for the period	-	-	-	-	-	-	6,529,813	6,529,813
Other comprehensive income for the period	-	-	-	-	18,346	591,493	-	609,839
Total comprehensive income for the period	-	-	-	-	18,346	591,493	6,529,813	7,139,652
Dividends	-	-	-	-	-	-	(13,814,612)	(13,814,612)
Issue of shares	117,530	-	(117,530)	-	-	-	-	-
Share based payments	-	-	539,048	80,367	-	-	-	619,415
Lapsed options/share appreciation rights transferred to retained earnings	-	(584,497)	-	(240,024)	-	-	824,521	-
Balance as at 30 June 2019	30,562,886	-	1,029,128	210,706	(710,315)	324,325	14,998,805	46,415,535
Profit for the period	-	-	-	-	-	-	(7,249,916)	(7,249,916)
Other comprehensive income for the period	-	-	-	-	(73,319)	903,522	-	830,203
Total comprehensive income for the period	-	-	-	-	(73,319)	903,522	(7,249,916)	(6,419,713)
Dividends	-	-	-	-	-	-	(6,144,928)	(6,144,928)
Issue of shares	31,961	-	(31,961)	-	-	-	-	-
Share based payments	-	-	751,888	80,591	-	-	-	832,479
Lapsed options/share appreciation rights transferred to retained earnings	-	-	-	(291,297)	-	-	291,297	-
Balance as at 30 June 2020	30,594,847	-	1,749,055	-	(783,634)	1,227,847	1,895,258	34,683,373

The accompanying notes form part of these Financial Statements.

NOTE 1. GENERAL INFORMATION

The financial report covers GR Engineering Services Limited as a consolidated entity consisting of GR Engineering Services Limited and the entities it controlled during the year. The financial report is presented in Australian dollars, which is GR Engineering Services Limited's functional and presentation currency.

The financial report consists of the financial statements, notes to the financial statements and the directors' declaration.

GR Engineering Services Limited is a listed public company limited by shares, incorporated and domiciled in Australia. The registered office and principal place of business of GR Engineering Services Limited is located at 71 Daly Street, Ascot, Western Australia.

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 report.

The financial report was authorised for issue, in accordance with a resolution of directors, on 19 August 2020. The directors have the power to amend and reissue the financial report.

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 year presented, unless otherwise stated.

New, revised or amending Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board ("AASB") that are relevant to its operations and effective for the current annual reporting period beginning 1 July 2019.

The following new and revised Standards and Interpretations effective for the current reporting period that are relevant to the consolidated entity include:

- AASB 16 *Leases*
- AASB 2017-6 *Amendments to Australian Accounting Standards – Prepayment Features with Negative Compensation*
- AASB 2018-1 *Amendments to Australian Accounting Standards – Annual Improvements 2015–2017 Cycle*
- Interpretation 23 *Uncertainty over Income Tax Treatments*

Impact on Application

The only new standard adopted which has had a material impact on the consolidated entity's result has been that of AASB 16 Leases ("AASB 16"). It is discussed in further detail below.

AASB 16: *Leases*

AASB 16 Leases replaces previous accounting requirements for leases under AASB 117 Leases. Under AASB 16 Leases, the consolidated entity's accounting for operating leases as a lessee results in the recognition of a right-of-use (ROU) asset and an associated lease liability on the Statement of Financial Position. The lease liability represents the present value of future lease payments over the estimated remaining lease term, with the exception of short-term and low value leases. An interest expense is recognised on the lease liabilities and a depreciation charge will be recognised for the ROU assets. There are also additional disclosure requirements under the new standard.

The consolidated entity has assessed all relevant contracts to determine if they result in a lease being recognised under AASB 16. Short term and low value leases have been excluded. The consolidated entity has recognised right of use assets and liabilities as at 1 July 2019 for their term rental agreements for office premises located in Western Australia, Queensland and Victoria, with the useful life of the assets for depreciation purposes and the lease term being equal to the remaining contractual term of the property leases. The cumulative catch up approach has been used, where comparative information for the previous financial year is not required to be restated and no adjustments are made to the opening balance of retained earnings as at 1 July 2019. The consolidated entity already had existing finance leases relating to motor vehicles, which are also disclosed within borrowings.

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NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

The lease liabilities in respect to the office premises have been measured at the present value of the remaining lease payments over the estimated remaining lease term, discounted using the consolidated entity's incremental borrowing rate as at 1 July 2019. The weighted average interest rate used for discounting is 6%. This rate takes into account the particular circumstances applicable to the underlying leased assets (including the amount, lease term, economic environment and other relevant factors). Leases with similar characteristics have been grouped together, predominantly on the basis of geography and lease length.

Reconciliation of operating lease commitments disclosed in the annual financial report at 30 June 2019 to lease liabilities at 1 July 2019

	$
Operating lease commitments disclosed at 30 June 2019	3,974,154
Less: short term and low value agreements not assessed as leases	(653,803)
Add: new agreements or adjustments for those reassessed as leases	47,451
Discounted using the consolidated entity's incremental borrowing rate	(191,949)
Lease liabilities recognised on 1 July 2019	3,175,853

Right of use assets were measured at amounts equal to the carrying amount of the respective lease liabilities on the adoption date, totalling $3,175,853. There were no onerous lease contracts that would have required an adjustment to the right of use assets on the adoption date. Depreciation is recognised for right of use assets on a straight line basis over the remaining lease term. Under AASB 16, right of use assets are tested for impairment in accordance with AASB 136 *Impairment of Assets*.

Leases accounting policy

The new accounting policy of the Consolidated entity on adoption of AASB 16 is detailed under "Leases".

New Accounting Standards and Interpretations not yet mandatory or early adopted

The Australian Accounting Standards and Interpretations that have been issued or amended but are not yet effective and have not been adopted by the consolidated entity for the year ended 30 June 2020 are detailed below. Only those that may have an impact on the consolidated entity have been listed.

Standard/Interpretation	Effective for annual reporting periods beginning on or after	Expected to be initially applied in the financial year ending
AASB 2018-6 'Amendments to Australian Accounting Standards – Definition of a Business'	1 January 2020	30 June 2021
AASB 2018-7 'Amendments to Australian Accounting Standards – Definition of Material'	1 January 2020	30 June 2021
AASB 2019-1 'Amendments to Australian Accounting Standards – References to the Conceptual Framework'	1 January 2020	30 June 2021
AASB 2019-3 Amendments to Australian Accounting Standards – Interest Rate Benchmark Reform	1 January 2020	30 June 2021
AASB 2019-5 'Amendments to Australian Accounting Standards – Disclosure of the Effect of New IFRS Standards Not Yet Issued in Australia'	1 January 2020	30 June 2021
AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current	1 January 2022	30 June 2023
AASB 2020-3 Amendments to Australian Accounting Standards – Annual Improvements 2018-2020 and Other Amendments	1 January 2022	30 June 2023
AASB 2020-4 Amendments to Australian Accounting Standards – Covid-19-Related Rent Concessions	1 June 2020	30 June 2021

Management are currently undertaking an assessment of the impact of recently issued or amended standards an interpretations on the consolidated entity.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001*, Accounting Standards and Interpretations, and comply with other requirements of the law.

The financial statements comprise the consolidated financial statements of the consolidated entity. For the purposes of preparing the consolidated financial statements, the consolidated entity is a for-profit entity.

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the company and the consolidated entity comply with International Financial Reporting Standards ('IFRS').

Basis of preparation

Historical cost convention

The consolidated financial statements have been prepared on the basis of historical cost, except for certain non-current assets and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the consolidated entity takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of AASB 2, leasing transactions that are within the scope of AASB 117, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in AASB 2 or value in use in AASB 136.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

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.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Principles of consolidation

The consolidated financial statements incorporate the financial statements of the consolidated entity and entities (including structured entities) controlled by the consolidated entity and its subsidiaries. Control is achieved when the consolidated entity:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The consolidated entity reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the consolidated entity has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The consolidated entity considers all relevant facts and circumstances in assessing whether or not the consolidated entity's voting rights in an investee are sufficient to give it power, including:

- the size of the consolidated entity's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the consolidated entity, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the consolidated entity has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the consolidated entity obtains control over the subsidiary and ceases when the consolidated entity loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the consolidated entity gains control until the date when the consolidated entity ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the consolidated entity and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the consolidated entity and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the consolidated entity's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the consolidated entity are eliminated in full on consolidation.

Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director of the consolidated entity.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currency translation

The financial report is presented in Australian dollars, which is GR Engineering Services Limited's functional and presentation currency.

Foreign currency transactions

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

Foreign operations

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

The functional currency of GR Engineering Services (UK) Limited is Great British pounds. The functional currency of GR Engineering Services (Greece) is Euro. The functional currency of GR Engineering Services Turkey is Turkish Lira. The functional currency of other foreign subsidiaries of the consolidated entity is United States dollars.

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

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Revenue recognition

Revenue is recognised for the two segments: Mineral Processing and Oil & Gas.

Mineral Processing

The Mineral Processing segment includes Engineering, Procurement & Construction (EPC) contracts and Engineering, Procurement & Construction Management (EPCM) Contracts.

In these contracts, the consolidated entity provides services comprising design and construction of minerals processing facilities and associated infrastructure for complete greenfields or brownfields projects including plant modifications, upgrades and expansions, plant evaluation and condition reports, plant operations and maintenance support and optimisation, plant relocation, refurbishment and recommissioning, and provision of owners representatives and teams for project management and delivery. Project management services also include project studies (concept through to bankable feasibility), engineering and procurement, construction and commissioning, asset management plans and system development, operations and technical support (audits, reviews and consulting), and infrastructure development.

EPC and EPCM contracts generally contain a single performance obligation because the activities are highly integrated with each other to represent the combined output for which the customer has contracted, and therefore are not distinct from one another. Additionally, whilst some of the services could be provided to the customer individually, this is not the business practice as customers engage the consolidated entity to provide a start to end service.

The consolidated entity enters into lump sum contracts or guaranteed maximum price contracts. In some cases, variable consideration is present in the contract in the form of, for example, bonus payments or penalties based on performance, or variations. Where variable consideration is present in a contract, the constraint of estimates of variable consideration is applied as necessary by assessing the historical performance of the consolidated entity on similar contracts and consideration of factors that are outside the consolidated entity's influence. Revenue for EPC and EPCM contracts is recognised over time because the performance creates and enhances an asset controlled by the customer as the work is performed. The asset is specific to the customer as it cannot be sold elsewhere or have another use, and the consolidated entity is entitled to payment for work performed. In recognising revenue over time, the consolidated entity measures the satisfaction of progress using cost as an input as cost faithfully depicts the transfer of value to the customer.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Oil & Gas

Oil and Gas contracts comprise the delivery of operations and maintenance, wellsites, engineering and production assurance services to the customer base. Under these contracts, the services provided is the provision of labour as well as the procurement of equipment for the customer on an as needs basis. These arrangements can be long or short term and are generally structured as an overarching master agreement, with individual work orders made by the customer. Each work order will specify the services to be performed. The combination of the master agreement and each work order forms the contract.

Each work order is deemed to be a contract and each work order is generally considered to be one performance obligation. These contracts do not have a fixed fee and the customer is charged based on the number of labour hours incurred, multiplied by agreed rates contained in the master agreement. Equipment may also be provided to customers which is charged on a recoverable basis as and when the equipment is procured and provided to the customer.

Revenue for contracts in this segment is recognised over time as the customer simultaneously receives and consumes the benefits of the services being provided as they are performed. The consolidated entity will bill the client on a monthly basis based on hours incurred multiplied by the agreed rates or on a cost plus basis. This will also include any recoverable expenditure incurred for equipment provided in respect of that period. Therefore, the consolidated entity has a right to consideration from its customers in an amount that corresponds directly with the value to the customer of the consolidated entity's performance completed to date and hence the consolidated entity has decided to adopt the practical expedient of recognising revenue on a billings basis.

Tender costs

Tender costs are expensed as they are not incremental costs to obtaining the contract.

Interest

Revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

Contract fulfilment costs

Significant costs incurred prior to the commencement of a contract may arise for example due to mobilisation / site setup costs and tender costs. These activities are costs incurred to fulfil a contract. Where these costs are expected to be recovered, they are capitalised and amortised over the course of the contract consistent with the transfer of a service to the customer. Where the costs, or a portion of these costs, are reimbursed by the customer, the amount received is recognised as deferred revenue and allocated to the performance obligations within the contract and recognised as revenue over the course of the contract.

Loss making contracts

When it is probable that total contract costs for a project will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Contract assets and liabilities

AASB 15 uses the terms 'contract asset' and 'contract liability' to describe what is commonly known as 'accrued revenue' and 'deferred revenue'. Contract receivables represent receivables in respect of which the consolidated entity's right to consideration is unconditional subject only to the passage of time. Contract receivables are non-derivative financial assets accounted for in accordance with the consolidated entity's accounting policy for financial assets set out in Note 23. Contract assets represent the consolidated entity's right to consideration for services provided to customers for which the consolidated entity's right remains conditional on something other than the passage of time. Contract liabilities arise where payment is received prior to work being performed. Contract assets and contract liabilities are recognised and measured in accordance with this accounting policy.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The consolidated entity's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is provided for on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences:

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

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised:

- except where the deferred income tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in the statement of profit or loss and other comprehensive income.

Cash and cash equivalents

Cash and cash equivalents includes 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.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated entity's statement of financial position when the consolidated entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

Despite the foregoing, the consolidated entity may make the following irrevocable election/designation at initial recognition of a financial asset:

- the consolidated entity may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if certain criteria are met; and
- the consolidated entity may irrevocably designate a debt investment that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

For financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Interest income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at FVTOCI. For financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

Interest income is recognised in profit or loss and is included in the "Other income" line item (note 6).

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(ii) Equity instruments designated as at fair value through other comprehensive income (FVOTCI)

On initial recognition, the consolidated entity may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognised by an acquirer in a business combination.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the consolidated entity manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the investments revaluation reserve. The cumulative gain or loss is not be reclassified to profit or loss on disposal of the equity investments, instead, it is transferred to retained earnings.

Dividends on these investments in equity instruments are recognised in profit or loss in accordance with AASB 9, unless the dividends clearly represent a recovery of part of the cost of the investment.

The consolidated entity has designated all investments in equity instruments that are not held for trading as at FVTOCI on initial application of AASB 9 (see note 13).

(iii) Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI are measured at FVTPL. Specifically:

- Investments in equity instruments are classified as at FVTPL, unless the consolidated entity designates an equity investment that is neither held for trading nor a contingent consideration arising from a business combination as at FVTOCI on initial recognition.
- Debt instruments that do not meet the amortised cost criteria or the FVTOCI criteria are classified as at FVTPL. In addition, debt instruments that meet either the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency (so called 'accounting mismatch') that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The consolidated entity has not designated any debt instruments as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in 'Other income' (note 6).

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

The consolidated entity recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, trade receivables and contract assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

Financial assets other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cash flows of the investment have been impacted. For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

For financial instruments, the consolidated entity recognises lifetime expected credit loss (ECL) when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the consolidated entity measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Derecognition of financial assets

The consolidated entity derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the consolidated entity neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the consolidated entity recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the consolidated entity retains substantially all the risks and rewards of ownership of a transferred financial asset, the consolidated entity continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the consolidated entity has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the consolidated entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the consolidated entity's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the consolidated entity's own equity instruments.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the consolidated entity manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the consolidated entity's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in 'Other income' (note 6) in profit or loss.

However, for financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of liability is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained earnings upon derecognition of the financial liability.

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

The consolidated entity derecognises financial liabilities when, and only when, the consolidated entity's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

When the consolidated entity exchanges with the existing lender one debt instrument into another one with the substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the consolidated entity accounts for substantial modification of terms of an existing liability or part of it as an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If the modification is not substantial, the difference between: (1) the carrying amount of the liability before the modification; and (2) the present value of the cash flows after modification should be recognised in profit or loss as the modification gain or loss within other gains and losses.

Inventories

Inventories are valued at the lower of cost and net realisable value.

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

Property, plant and equipment

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

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

- Property, plant and equipment - over 2.5 to 20 years

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amount.

The recoverable amount of plant and equipment is the greater of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses are recognised in the profit or loss in the cost of sales line item.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued used of the asset.

Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the statement of profit or loss in the period the item is derecognised.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

Accounting policy from 1 July 2019

The consolidated entity assesses whether a contract is or contains a lease, at inception of the contract. The consolidated entity recognises as a right of use asset and a corresponding liability at the date on which the leased asset is available for use by the consolidated entity, except for short term or low value leases. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period, so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Assets and liabilities arising from a lease are initially measured on a present value basis of the lease payments.

The lease payments are discounted using the interest rate implicit in the lease. If the rate cannot be determined, the lessee's incremental borrowing rate is used being the rate the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Lease liabilities include the value of the following lease payments, where applicable:

- Fixed payments, less any lease incentives receivable;
- Variable lease payments that are based on an index or a rate;
- Amounts expected to be payable by the lease under residual value guarantees;
- The exercise price of a purchase option if the lessee is reasonably certain to exercise the option; and
- Payment of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease liabilities are presented in borrowings in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The consolidated entity remeasures the lease liability (and makes a corresponding adjustment to the related right of use asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances;
- The lease payments change due to changes in an index or rate or a change in expected payments under a guaranteed residual value;
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The consolidated entity did not make any such adjustments during the current period.

The right of use assets comprise the initial measurement of the corresponding lease liability, less any lease incentives received and any initial direct costs. They are subsequently measured as cost less accumulated depreciation and any impairment losses.

The right of use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight line basis. The lease term is the current contracted lease term and the term of any lease extension option where there is a likelihood that the option to extend the lease will be exercised. The right of use assets are presented in property, plant and equipment in the consolidated statement of financial position.

The consolidated entity applies AASB 136 *Impairment of Assets* to determine whether a right of use asset is impaired and accounts for any identified impairment loss as described in the policies under "Impairment of non-financial assets".

The consolidated entity applies the short-term lease recognition exemption (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered low value (i.e. below $5,000). Lease payments on short-term leases and leases of low-value assets recognised as an expense in profit or loss on a straight-line basis over the lease term.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting policy prior to 1 July 2019

Finance leases, which transfer to the consolidated entity substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as the lease income.

Operating lease payments are recognised as an expense in the statement of profit or loss on a straight-line basis over the lease term.

Impairment of non-financial assets

At each reporting date, the consolidated entity assesses whether there is any indication that an asset may be impaired. Where an indicator of impairment exists, the consolidated entity makes a formal estimate of recoverable amount. Where the carrying amount of an asset exceeds its recoverable amount the asset is considered impaired and is written down to its recoverable amount.

Recoverable amount is the greater of fair value less costs to sell and value in use. It is determined for an individual asset, unless the asset's value in use cannot be estimated to be close to its fair value less costs to sell and it does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Provisions

Provisions are recognised when the consolidated entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Where the consolidated entity expects some or all of a provision to be reimbursed the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits

Wages and salaries, annual leave and sick leave

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered.

Liabilities recognised in respect of short-term employee benefits, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities recognised in respect of long term employee benefits are measured as the present value of the estimated future cash outflows to be made by the consolidated entity in respect of services provided by employees up to reporting date.

Defined contribution superannuation expense

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

Share-based payments

Share based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the share based payments is expensed on a straight-line basis over the vesting period, based on the consolidated entity's estimate of equity instruments that will eventually vest. At the end of each reporting period, the consolidated entity revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Share based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

Dividends

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

Earnings per share

Basic earnings per share

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

Diluted earnings per share

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

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

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

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

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.

Revenue recognition, contract assets and liabilities

Where the outcome of a mineral processing contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the reporting date, measured based on the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs, except where this would not be representative of the stage of completion. Variations in contract work, claims and incentive payments are included to the extent that they have been agreed with the customer. Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable.

Contract costs are recognised as expenses in the period in which they are incurred. Where construction contracts are still in the completion stage, they are included as contract assets.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Warranties

Because the consolidated entity predominantly undertakes projects on an Engineering, Procurement & Construction turnkey design and construction contract basis, all the risk associated with cost, time, plant performance and plant warranty (defects period) rests with the consolidated entity. As such the consolidated entity is responsible for the total “make-good” of any defects of underperformance.

The consolidated entity includes a project completion and close out provision (liability) in design and construction project cost forecast reports of 3% of the project costs, or such other amount as assessed by management having regard to specific project requirements.

Trade and other receivables and contract assets

As disclosed in the accounting policies in Note 2, an estimate of expected credit losses in respect of trade and other receivables is regularly made. Bad debts are written off when identified. The allowance for expected credit losses requires significant estimation and judgement. The Directors and management utilise the most recent available information available to them such as the aging of the receivable, historical experience with the customer, historical collection rates and specific knowledge of the individual debtor situations to make their estimation of the recoverability of trade receivables and contract assets. Included in past due but not impaired balances, are situations whereby the consolidated entity will from time to time enter into payment plans with customers for commercial reasons. These payment plans entered into will normally extend the credit terms provided to the customer. In such situations, management exercise their judgement to determine their estimated recovery and whether any loss allowance is required to be recognised in respect of the individual debtor and any associated contract asset. The impact of the COVID-19 pandemic on the consolidated entity has been assessed and it has not affected the recoverability of any trade receivables or contract assets.

When the assessment is made that there is an expected credit loss to be incurred, a loss allowance will be raised against a debtor and any contract asset to account for this expected loss. Where the estimation is different to actual results, carrying amounts are adjusted in the next financial period. As noted in Note 10, credit losses of $17.7 million were incurred during the financial year, which includes a $17.6 million write-off of an outstanding debtor owed by Timor Sea Oil & Gas Australia Pty Ltd (liquidators appointed).

Lease term

The management has exercised their judgement in the determination of the lease term. Management have considered extension options under their lease agreements and if it is reasonably certain that these options will be exercised, an extended lease term will be assumed.

NOTE 4. OPERATING SEGMENTS

Operating segments have been identified on the basis of internal reports of the consolidated entity that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance. The chief operating decision maker has been identified as the Managing Director. On a regular basis, the board receives financial information on a company basis similar to the financial statements presented in the financial report, to manage and allocate their resources.

The Managing Director has chosen to classify the operations of the consolidated entity by reference to presence in an industry. The segments identified on this basis are "mineral processing" and "oil and gas".

Segment revenues and results

The following table shows the revenue and results of the consolidated entity summarised under these segments.

Segment revenue	**2020 $**	**2019 $**
Mineral processing	138,028,472	93,825,782
Oil and gas	84,373,302	88,430,323
Total revenue	222,401,774	182,256,105
Segment profit before tax		
Mineral processing	8,364	3,637,830
Oil and gas	(10,382,047)	5,123,430
Corporate	712,184	-
Total profit before tax	(9,661,499)	8,761,260

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2019: nil).

NOTE 4. OPERATING SEGMENTS (continued)

Segment assets and liabilities

Segment assets	2020 $	2019 $
Mineral processing	63,841,306	41,875,991
Oil and gas	28,884,418	31,835,561
Corporate	5,262,757	7,879,585
Total assets	97,988,481	81,591,137
Depreciation and amortisation		
Mineral processing	1,547,936	600,806
Oil and gas	1,199,038	840,772
Total depreciation and amortisation	2,746,974	1,441,578
Segment liabilities		
Mineral processing	48,180,500	22,650,914
Oil and gas	15,124,608	12,524,688
Total liabilities	63,305,108	35,175,602

Geographical information

The following table shows the revenue from external customers of the consolidated entity summarised by location.

Revenue	2020 $	2019 $
Australia	198,584,760	168,251,657
Overseas	23,817,014	14,004,448
Total revenue	222,401,774	182,256,105
Non-current assets		
Australia	15,615,591	11,710,667
Overseas	4,575,230	-
Total non-current assets	20,190,821	11,710,667

Information about major customers

During the financial year, two customers individually provided more than 10% of total revenue each for the consolidated entity (2019: 4 customers).

NOTE 5. REVENUE

	Consolidated 2020 $	2019 $
Rendering of services – mineral processing – over time	138,028,472	93,825,782
Rendering of services – oil & gas – at a point in time	84,373,302	88,430,323
Total revenue	222,401,774	182,256,105

NOTE 6. OTHER INCOME

	2020 $	2019 $
Net foreign exchange gain/(loss)	241,868	129,241
Net gain/(loss) on disposal of property, plant and equipment	(39,600)	(46,972)
Subsidies and grants	206,932	20,213
Interest revenue	165,583	372,002
Gain on sale of financial assets	712,184	-
Other revenue	3,111,613	397,480
Total other income	4,398,580	871,964

NOTE 7. EXPENSES

	2020 $	2019 $
Profit before income tax includes the following specific expenses:		
Finance costs		
Interest and leasing charges on leases	290,648	57,503
Employee benefits		
Employee benefits expense excluding superannuation	70,707,941	67,591,603
Defined contribution superannuation expense	6,076,221	5,978,979
Total employee benefits	76,784,162	73,570,582
Administration costs		
Net loss on disposal of inventories	270,000	-
Depreciation and amortisation		
Depreciation of property plant and equipment	1,372,272	1,376,634
Depreciation of right of use assets	1,311,873	64,944
Total depreciation	2,684,145	1,441,578
Amortisation of intangible assets	62,829	-
Total depreciation and amortisation	2,746,974	1,441,578

NOTE 8. INCOME TAX EXPENSE

Major components of income tax expense for the years ended 30 June 2019 and 2020 are:

	Consolidated	
Income tax recognised in the Consolidated statement of profit or loss	**2020 $**	**2019 $**
Current income tax		
Current income tax charge	(287,963)	442,125
Other current income tax charges	154,732	529,196
Adjustments in respect of current income tax of previous years	12,998	(1,405,056)
Deferred income tax		
Relating to origination and reversal of temporary differences	(2,291,350)	2,502,382
Adjustments in respect of previous deferred income tax	-	162,800
Income tax expense reported in statement of profit or loss	(2,411,583)	2,231,447
Income tax recognised in statement of changes in equity		
Deferred income tax		
Revaluation of shares	(241,660)	44,318
Income tax expense reported in equity	(241,660)	44,318

A reconciliation of income tax expense applicable to accounting profit before income tax at the statutory income tax rate to income tax expense at the consolidated entity's effective income tax rate for the years ended 30 June 2019 and 2020 is as follows:

	2020 $	2019 $
Accounting profit before income tax	(9,661,499)	8,761,260
At the statutory income tax rate of 30% (2019: 30%)	(2,898,449)	2,628,378
Add:		
Non-deductible expenses	301,610	314,990
Adjustments in respect of previous year current income tax	12,998	(1,405,056)
Adjustments in respect of previous year deferred income tax	-	162,800
Other current income tax charges	193,478	529,196
Impact to tax expense arising from foreign tax rate differential	(21,220)	1,139
Other	-	-
At effective income tax rate of 25.0% (2019: 26.0%)	(2,411,583)	2,231,447
Income tax expense reported in statement of profit or loss	(2,411,583)	2,231,447

NOTE 8. INCOME TAX EXPENSE (continued)

	Consolidated	
Deferred income tax	**2020 $**	**2019 $**
Deferred income tax at 30 June relates to the following:		
Deferred income tax assets		
Accrued employee entitlements	74,949	63,027
Accrued superannuation	226,335	17,405
Accrued audit fees	-	18,000
Provision for long service leave	127,744	105,478
Provision for warranty	862,377	442,312
Provisions - other	153,544	170,624
Payables - Upstream Production Solutions subsidiary	94,806	94,806
Accrued employee entitlements - Upstream Production Solutions subsidiary	1,172,384	1,230,463
Shares in listed entity	(92,557)	149,103
Plant and equipment	37,631	37,631
Right of use asset	258,720	-
Accrued bonus	-	129,096
Carry forward franking deficit tax offset and tax losses	2,173,285	-
	5,089,218	2,457,945
Deferred income tax liabilities		
Leasing	(49,846)	(49,846)
Lease liability	(221,710)	-
Other accrued income	(35)	(1,182)
Unrealised foreign exchange gain	(63,462)	(24,741)
Prepayments	-	(40,956)
Work in progress	(50,514)	(1,891,425)
Customer relationships and goodwill	(546,597)	-
	(932,164)	(2,008,150)
Net deferred tax asset	4,157,054	449,795
Current tax assets and liabilities		
Current tax (assets)/liabilities		
Income tax receivable/payable	(34,604)	(1,589,793)

NOTE 9. CURRENT ASSETS – CASH AND CASH EQUIVALENTS

	Consolidated	
	2020 $	2019 $
Cash on hand	57,411	56,236
Cash at bank	37,471,584	28,376,638
Cash on deposit	-	3,000,000
	37,528,995	31,432,874

The fair value of cash and cash equivalents is $37,528,995 (2019: $31,432,874).

Cash at bank and in hand earns interest at floating rates based on daily bank rates.

Short-term deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the consolidated entity, and earn interest at the respective short-term deposit rates.

Reconciliation of cash

For the purposes of the Statement of Cash Flows, cash and cash equivalents comprise the following at 30 June:

	2020 $	2019 $
Cash at bank and on hand	37,528,995	28,432,874
Cash on deposit	-	3,000,000
	37,528,995	31,432,874

NOTE 9. CURRENT ASSETS – CASH AND CASH EQUIVALENTS (continued)

Reconciliation from the net profit after tax to the net cash flow from operating activities	**Consolidated 2020 $**	**Consolidated 2019 $**
Net profit after tax	(7,249,916)	6,529,813
Adjustments for:		
Depreciation and amortisation	2,746,974	1,441,578
(Profit)/loss on sale of assets	39,600	46,972
Expected credit loss expense	-	257,339
Share based employee payments	832,501	619,415
Net foreign exchange (gain)/loss	(212,789)	(103,647)
Interest expense on leases	249,636	54,937
Acquisition of shares as consideration for services	-	(4,621,864)
Net (gain)/loss arising on sale of financial assets	(712,184)	-
Changes in assets and liabilities		
(Increase)/decrease in trade and other receivables	4,196,333	15,482,112
(Increase)/decrease in inventories	270,000	(629,020)
(Increase)/decrease in deferred tax asset	(4,624,885)	2,709,161
(Decrease)/increase in trade and other payables	19,026,949	10,834,988
(Decrease)/increase in provisions	1,743,751	(5,880,514)
(Decrease)/increase in tax liabilities	2,101,787	(1,979,866)
(Decrease)/increase in contract liabilities	(7,167,994)	(81,382)
Net cash from operating activities	11,239,763	24,680,022

Non-cash transactions

During the year ended 30 June 2020 and year ended 30 June 2019, the following non-cash investing and financing activities occurred, which are not reflected in the consolidated statement of cash flows:

- during the year ended 30 June 2020 the consolidated entity acquired equipment under lease of $297,819 (2019: $52,984)

NOTE 9. CURRENT ASSETS – CASH AND CASH EQUIVALENTS (continued)

Reconciliation of liabilities arising from cash flows from financing activities	Consolidated 2020 $	Consolidated 2019 $
Opening balance - leases	550,242	465,042
New non-cash leases	4,633,137	318,699
Insurance premium funding	831,884	-
Interest paid - leases	249,636	(57,503)
Repayments - leases	(2,208,645)	(175,996)
Closing balance - leases	4,056,254	550,242
Opening balance - bank loan	-	-
Proceeds from borrowings	3,403,713	-
Interest paid - bank loan	-	-
Repayments - bank loan	-	-
Closing balance - bank loan	3,403,713	-

NOTE 10. TRADE AND OTHER RECEIVABLES

Current assets – trade and other receivables	2020 $	2019 $
Trade receivables	23,732,802	28,285,361
Less: Loss allowance	(257,339)	(257,339)
	23,475,463	28,028,022
Contract assets – oil and maintenance contracts	7,505,584	6,304,751
Contract assets – mineral processing contracts	7,435,308	688,582
	14,940,892	6,993,333
Other receivables	428,547	354,227
Accrued revenue	-	105,127
	38,844,902	35,480,709

Trade receivables are non-interest bearing and are normally settled on 30 to 90 day terms.

Contract assets are balances owing from customer contracts. For mineral processing contracts this arises if the revenue recognised exceeds the milestone payments. For information on contracts in progress, refer to note 18.

NOTE 10. TRADE AND OTHER RECEIVABLES (continued)

	Consolidated	
	2020 $	2019 $
Expected credit losses of receivables		
Movements in the loss allowance of receivables are as follows:		
Opening balance	257,339	-
Transfer to credit impaired	-	257,339
Amounts written off	-	-
Amounts recovered	-	-
Closing balance	257,339	257,339

There is no loss allowance recognised for contract assets. The consolidated entity always measures the loss allowance for trade receivables and contract assets at an amount equal to lifetime expected credit loss. The consolidated entity recognises a loss allowance of 100% against all receivables over 120 days past due because historical experience has indicated that these receivables are generally not recoverable. In certain circumstances, arrangements are agreed to with customers for commercial reasons, which would extend this time period. An allowance for expected credit losses requires significant judgement and estimation on behalf of the directors and management, as described in note 3.

The consolidated entity provides for a trade receivable and contract assets when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over two years past due, whichever occurs earlier.

Bad debts written off during the year as uncollectable amount to $17,660,944 (2019: $1,026,737).

	Consolidated	
	2020 $	2019 $
Past due but not impaired		
Customers with balances past due but without allowance for losses of receivables amount to $2,569,849 as at 30 June 2020 ($11,338,721 as at 30 June 2019).		
The ageing of the past due but not impaired receivables are as follows:		
0 to 3 months overdue	1,655,732	9,877,321
3 to 6 months overdue	236,403	1,292,280
Over 6 months overdue	677,714	169,120
	2,569,849	11,338,721

There are no overdue balances for contract assets.

In determining the recoverability of a trade receivable, the consolidated entity considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period.

NOTE 11. CURRENT ASSETS – INVENTORIES

Consumables – at cost	23,800	293,800
	23,800	293,800

NOTE 12. NON-CURRENT ASSETS – PROPERTY, PLANT AND EQUIPMENT

	Consolidated	
	2020 $	2019 $
Plant and equipment - at cost	13,103,111	13,263,030
Less: Accumulated depreciation	(10,528,279)	(10,098,551)
	2,574,832	3,164,479
Right of use assets	5,136,863	320,027
Less: Accumulated depreciation	(1,342,001)	(103,219)
	3,794,862	216,808
	6,369,694	3,381,287

Reconciliations

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

	Right of use assets $	Plant & Equipment $	Total $
Balance at 30 June 2018	734,667	3,144,076	3,878,743
Additions	52,984	1,009,116	1,062,100
Disposals, Write off of assets	-	(117,978)	(117,978)
Transfers in/(out)	(401,973)	401,973	-
Depreciation expense	(168,870)	(1,272,708)	(1,441,578)
Balance at 30 June 2019	216,808	3,164,479	3,381,287
Adoption of AASB 16	3,175,853	-	3,175,853
Additions - new leases	727,632	-	727,632
Assets acquired on acquisition of subsidiary	688,622	111,384	800,006
Additions	297,819	773,633	1,071,452
Disposals, Write off of assets	-	(102,391)	(102,391)
Depreciation expense	(1,311,873)	(1,372,272)	(2,684,145)
Balance at 30 June 2020	3,794,861	2,574,833	6,369,694

Right of use assets recognised on adoption of AASB 16 Leases

The consolidated entity has property leases which as a result of the adoption of AASB 16 Leases on 1 July 2019, are recorded as right of use assets. The average term of these property leases as at 30 June 2020 is 4 years. These right of use assets do not have an option to purchase at the end of the lease term. The consolidated entity has other right of use assets relating to motor vehicles, these have an option to purchase at the end of the lease term and are secured over the leased assets. The average term of these motor vehicle leases as at 30 June 2020 is 3.5 years.

NOTE 12. NON-CURRENT ASSETS – PROPERTY, PLANT AND EQUIPMENT (continued)

	Consolidated	
	2020 $	**2019 $**
Amounts recognised in profit and loss		
Depreciation expense on right-of-use assets	1,311,873	-
Interest expense on lease liabilities	290,648	-
Expense relating to short-term and low value leases	110,889	-
	1,713,410	-

At 30 June 2020 the consolidated entity is committed to $12,298 for short term and low value property leases.

NOTE 13. FINANCIAL ASSETS

Financial assets held at fair value through other comprehensive income		
Shares in listed entities	5,262,757	7,879,585

Shares and options in listed entities are measured at fair value at the end of the reporting period, using quoted market share prices. Refer to note 23 for movement during the year.

These investments in equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors of the consolidated entity have elected to designate these investments in equity instruments as at fair value through other comprehensive income as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the consolidated entity's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

NOTE 14. INTANGIBLE ASSETS

Goodwill acquired on acquisition of subsidiary	2,579,325	-
Customer assets acquired on acquisition of subsidiary	1,884,820	-
Less accumulated amortisation on customer assets	(62,829)	-
	4,401,316	-

Intangible customer assets were acquired by the consolidated entity in relation to existing contracts and relationships of Hanlon Engineering and Associates Inc., a subsidiary of the consolidated entity acquired on 28 February 2020. These intangible customer assets are amortised over a period of 10 years. Hanlon Engineering and Associates Inc. operates in the mineral processing segment. Goodwill has been tested for impairment and will be tested annually. Based on results achieved post acquisition, the directors are satisfied there has been no impairment required.

NOTE 15. CURRENT LIABILITIES – TRADE AND OTHER PAYABLES

Trade payables	24,261,936	18,331,250
Accrued expenses	12,434,349	3,662,147
GST payable	425,996	111,656
Prepaid revenue	294,212	271,665
Deferred consideration on acquisition of business	600,655	-
Other payables	6,605,089	2,389,183
	44,622,237	24,765,901

Refer to note 23 for further information on financial instruments.

Trade payables are non-interest bearing and are normally settled on 30 day terms.
The net of GST payable and GST receivable is remitted to the appropriate tax body on a monthly basis.

NOTE 16. BORROWINGS

	Consolidated 2020 $	2019 $
Current liabilities - borrowings		
Lease liability - motor vehicles and office equipment	386,156	500,706
Lease liability - office premises	1,196,345	-
Bank loan	3,403,713	-
	4,986,214	500,706
Non-current liabilities - borrowings		
Lease liability - motor vehicles and office equipment	210,448	49,536
Lease liability - office premises	2,263,305	-
	2,473,753	49,536

The consolidated entity has a bank loan of USD $2,750,000. The loan was taken out on 28 February 2020 and the maturity date is 28 February 2024. The loan carries an interest rate at 2.2% above the LIBOR rate. The LIBOR one month rate as at 30 June 2020 is 1.6%. Quarterly loan payments commence on 1 November 2020. The consolidated entity has provided the lender with a security interest in the fixed assets, inventory and other related property of its subsidiary Hanlon Engineering and Associates Inc.

Refer to note 23 for further information on financial instruments.

Total secured liabilities

The total secured liabilities (current and non-current) are as follows:

	2020 $	2019 $
Lease liability	596,604	550,242
Bank loan	3,403,713	-
	4,000,317	550,242

Assets pledged as security

The lease liabilities relating to motor vehicles and office equipment are effectively secured as the rights to the leased assets, recognised in the statement of financial position, revert to the lessor in the event of default. Property lease liabilities are not secured.

Lease liabilities - maturity analysis

	2020 $	2019 $
Year 1 - current liability	1,582,501	500,706
Year 2 - non-current liability	1,347,384	41,731
Year 3 - non-current liability	896,990	7,805
Year 4 - non-current liability	229,379	-
	4,056,254	550,242

NOTE 17. PROVISIONS

	Consolidated 2020 $	2019 $
Current liabilities - provisions		
Annual leave	3,906,003	3,507,701
Long service leave	2,334,339	1,254,747
Provision for redundancy	169,989	530,683
Warranties	2,874,591	1,474,374
Project returns	122,399	266,700
	9,407,321	7,034,205
Movement in provisions		
Provision for annual leave		
Balance at beginning of year	4,038,384	4,404,077
Additional provisions recognised	2,413,694	2,744,084
Amounts used	(2,546,075)	(3,109,777)
Balance at end of year	3,906,003	4,038,384
Provision for warranty and defects liability		
Balance at beginning of year	1,474,374	5,735,691
Additional provisions/(reduction in provisions) recognised	1,464,401	(2,321,135)
Amounts used	(64,184)	(1,940,182)
Balance at end of year	2,874,591	1,474,374
Provision for project returns		
Balance at beginning of year	266,700	1,511,377
Additional provisions/(reduction in provisions) recognised	(144,301)	(1,244,677)
Amounts used	-	-
Balance at end of year	122,399	266,700
Non-current liabilities – provisions		
Long service leave	712,586	1,300,989
Movement in provisions		
Provision for long service leave		
Balance at beginning of year	2,555,736	2,557,618
Additional provisions recognised	702,765	536,068
Amounts used	(211,576)	(537,950)
Balance at end of year	3,046,925	2,555,736
Provision for long service leave - reconciled as follows:		
Long service leave - current	2,334,339	1,254,747
Long service leave - non-current	712,586	1,300,989
	3,046,925	2,555,736

NOTE 18. CONTRACT LIABILITIES

	Consolidated	
	2020 $	**2019 $**
Contract liabilities – current liabilities	1,102,997	1,524,265
Contracts in progress		
Progress billings - mineral processing	138,354,880	350,558,575
Construction costs to date plus recognised profits - mineral processing	(144,687,191)	(349,722,892)
	(6,332,311)	835,683

Contract liabilities relating to construction contracts are balances due to customers under construction contracts. These arise if a particular milestone payment exceeds the revenue recognised to date under the cost-to-cost method.

NOTE 19. EQUITY – ISSUED CAPITAL

	Consolidated		Consolidated	
	2020 Shares	**2019 Shares**	**2020 $**	**2019 $**
Ordinary shares - fully paid				
Opening balance	153,623,189	153,445,689	30,562,886	30,445,356
Additional shares issued:				
Exercise of performance rights	30,000	177,500	31,961	117,530
Exercise of share appreciation rights	-	-	-	-
Ordinary shares - fully paid	153,653,189	153,623,189	30,594,847	30,562,886

Ordinary shares

Fully paid ordinary shares carry one vote per share and carry a right to dividends.

Share appreciation rights

As at 30 June 2020, the consolidated entity had nil share appreciation rights on issue as part of the consolidated entity's equity incentive plan (as at 30 June 2019: 500,000).

Performance rights

As at 30 June 2020, the consolidated entity had on issue a total of 1,850,000 performance rights (as at 30 June 2019: 1,920,000):

Number of performance rights	Grant date	Expiry date	Exercise price
60,000	21/8/17	2/8/20	Nil
1,595,000	21/8/17	20/8/20	Nil
50,000	28/8/17	21/8/20	Nil
35,000	1/11/17	1/11/20	Nil
60,000	14/6/18	14/6/21	Nil
50,000	16/7/19	16/7/22	Nil

NOTE 20. EQUITY – RESERVES

	Consolidated	
	2020 $	**2019 $**
Foreign currency reserve	(783,634)	(710,315)
Performance rights reserve	1,749,055	1,029,128
Share appreciation rights reserve	-	210,706
Investment revaluation reserve	1,227,847	324,325
	2,193,268	853,844

Foreign currency reserve		
Balance at beginning of year	(710,315)	(728,661)
Additional amounts recognised	(73,319)	18,346
Balance at end of year	(783,634)	(710,315)

The above foreign currency reserve represents foreign exchange differences resulting from translation of foreign currency amounts held in subsidiaries of the consolidated entity.

Performance rights reserve		
Balance at beginning of year	1,029,128	607,610
Additional amounts recognised	751,888	539,048
Amount exercised	(31,961)	(117,530)
Balance at end of year	1,749,055	1,029,128

The above performance rights reserve relates to performance rights granted and vested by the consolidated entity to its employees under its equity incentive plan

Share appreciation rights reserve		
Balance at beginning of year	210,706	370,363
Additional amounts recognised	80,591	80,367
Amount exercised	-	-
Lapsed and transferred to retained earnings	(291,297)	(240,024)
Balance at end of year	-	210,706

The above share appreciation rights reserve relates to share appreciation rights granted and vested by the consolidated entity to its employees under its equity incentive plan.

Investment revaluation reserve		
Balance at beginning of year	324,325	(267,168)
Gain realised on sale of investment	(759,427)	-
Movement in fair value	1,421,289	635,810
Tax effect of movement in fair value	241,660	(44,317)
Balance at end of year	1,227,847	324,325

The above investment revaluation reserve relates to the revaluation of shares held in listed entities to fair value at the end of the reporting period. The fair value is determined using the quoted share price at 30 June 2020.

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NOTE 21. EQUITY – RETAINED PROFITS

	Consolidated	
	2020 $	2019 $
Retained profits at the beginning of the financial year	14,998,805	21,459,083
Transfers from reserves	291,297	824,521
Profit after income tax expense for the year	(7,249,916)	6,529,813
Payment of dividends	(6,144,928)	(13,814,612)
Retained profits at the end of the financial year	1,895,258	14,998,805

NOTE 22. EQUITY – DIVIDENDS

Dividends

	2020	2019
Year ended 30 June 2019		
Dividend paid 24 October 2018 (unfranked):		
5 cents per ordinary share		7,674,784
Dividend paid 4 April 2019 (fully franked at 30% tax rate):		
4 cents per ordinary share		6,139,828
Year ended 30 June 2020		
Dividend paid 23 October 2019 (unfranked):		
2 cents per ordinary share	3,072,464	
Dividend paid 3 April 2020 (unfranked):		
2 cents per ordinary share	3,072,464	
	6,144,928	13,814,612

On 19 August 2020, the consolidated entity declared an unfranked dividend of 4.0 cents per share, an aggregate of $6,212,328. The Record Date of the dividend is 9 October 2020 and the proposed payment date is 21 October 2020.

Franking credits

	2020	2019
Franking (debits)/credits available for subsequent financial years based on a tax rate of 30%	-	(2,223,015)

NOTE 23. FINANCIAL INSTRUMENTS

Financial risk management objectives

The consolidated entity is exposed to risks in relation to its financial instruments. These risks include market risk (consisting of foreign currency risk and interest rate risk), credit risk, liquidity risk and equity risk.

A summary of the consolidated entity's financial instruments are as follows:

	Consolidated	
	2020 $	**2019 $**
Financial assets		
Cash and cash equivalents - amortised cost	37,528,995	31,432,874
Trade and other receivables - amortised cost	38,844,902	35,480,709
Equity instruments - fair value through other comprehensive income	5,262,757	7,879,585
Total financial assets	81,636,654	74,793,168
Financial liabilities		
Trade and other payables - amortised cost	44,622,237	24,765,901
Lease liabilities - amortised cost	4,056,254	550,242
Bank loan - amortised cost	3,403,713	-
Total financial liabilities	52,082,204	25,316,143

NOTE 23. FINANCIAL INSTRUMENTS (continued)

Capital risk management

The consolidated entity manages its capital to ensure the ability to continue as a going concern while maximising the return to stakeholders. The capital structure of the consolidated entity consists of equity in the form of issued capital, reserves and retained earnings, and debt in the form of borrowings. The consolidated entity is not subject to any externally imposed capital requirements.

Market risk

Foreign currency risk

The consolidated entity and the parent entity undertakes certain transactions denominated in foreign currency and are exposed to foreign currency risk through foreign exchange rate fluctuations.

The carrying amounts in Australian dollars (AUD) of the consolidated entity's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

	Assets		Liabilities	
	2020 AUD $	**2019 AUD $**	**2020 AUD $**	**2019 AUD $**
United States Dollars	4,141,248	2,284,597	(633,689)	(175,813)
Great British Pounds	117,414	83,206	(24,023)	(126,150)
Euro	4,166	12,771	(18,982)	(9,886)
	4,262,828	2,380,574	(676,694)	(311,849)

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 holds balances in United States dollars, these balances are translated into Australian dollars at the prevailing exchange rate at 30 June 2020 of AUD $1 = USD $0.69 (2019: AUD $1 = USD $0.70).

The consolidated entity holds balances in Great British pounds, these balances are translated into Australian dollars at the prevailing exchange rate at 30 June 2020 of AUD $1 = GBP £0.56 (2019: AUD $1 = GBP £0.55).

The consolidated entity holds balances in Euro, these balances are translated into Australian dollars at the prevailing exchange rate at 30 June 2020 of AUD $1 = EUR €0.61 (2019: AUD $1 = EUR €0.62).

NOTE 23. FINANCIAL INSTRUMENTS (continued)

The following table details the consolidated entity's sensitivity to a 10% increase and decrease in the value of the Australian dollar against the currencies in which monetary assets are held:

	Effect of 10% increase in exchange rate		Effect of 10% decrease in exchange rate	
	Effect on profit before tax	Effect on equity	Effect on profit before tax	Effect on equity
Consolidated – 2020	$	$	$	$
United States Dollars	(293,785)	(293,785)	420,387	420,387
Great British Pounds	(8,464)	(8,464)	10,409	10,409
Euro	1,348	1,348	(1,645)	(1,645)
	(300,901)	(300,901)	429,151	429,151
Consolidated – 2019				
United States Dollars	(188,479)	(188,479)	238,255	238,255
Great British Pounds	4,127	4,127	(4,498)	(4,498)
Euro	(279)	(279)	300	300
	(184,631)	(184,631)	234,057	234,057

Interest rate risk

The board has considered the consolidated entity's exposure to interest rate risk by analysing the effect on profit and equity of an interest rate increase or decrease of one quarter of a percentage point (0.25%) in the following table:

	Effect of 0.25% increase in interest rate		Effect of 0.25% decrease in interest rate	
	Effect on profit before tax	Effect on equity	Effect on profit before tax	Effect on equity
Consolidated – 2020	$	$	$	$
Interest revenue	46,446	46,446	(46,446)	(46,446)
Interest expense	(8,077)	(8,077)	7,033	7,033
	38,369	38,369	(39,413)	(39,413)

	Effect of 1% increase in interest rate		Effect of 1% decrease in interest rate	
	Effect on profit before tax	Effect on equity	Effect on profit before tax	Effect on equity
Consolidated – 2019	$	$	$	$
Interest revenue	294,251	294,251	(294,251)	(294,251)
	294,251	294,251	(294,251)	(294,251)

NOTE 23. FINANCIAL INSTRUMENTS (continued)

Equity price risk

The consolidated entity is exposed to equity price risks arising from equity investments.

The sensitivity analysis below has been determined based on the exposure of the consolidated entity to a 5% increase or decrease in equity prices at the end of the reporting period.

- other comprehensive income for the year ended 30 June 2020 would increase by $263,138 (2019: $393,979) as a result of an increase of 5% in equity prices, and decrease by $263,138 (2019: $393,979) as a result of a decrease of 5% in equity prices.

Credit risk management

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 policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The consolidated entity uses independent rating agencies, publicly available financial information and other trading records to rate its major customers. Legally binding contracts are entered into to determine payment terms in relation to major projects.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The consolidated entity does not have significant credit risk exposure to any single counterparty or group of counterparties.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the consolidated entity's short-, medium- and long-term funding and liquidity management requirements. The consolidated entity manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

NOTE 23. FINANCIAL INSTRUMENTS (continued)

Liquidity and interest rate risk tables

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.

		Remaining contractual maturities			
Consolidated – 2020	**Weighted average interest rate %**	**Less than 6 months $**	**6 to 12 months $**	**Over 12 months $**	**Total $**
Non-derivatives					
Non-interest bearing					
Trade payables	-	44,622,237	-	-	44,622,237
Interest-bearing - fixed rate					
Lease liability	3.38%	955,160	627,341	2,473,753	4,056,254
Bank loan	4.20%	363,797	3,039,916	-	3,403,713
Total non-derivatives		45,941,194	3,667,257	2,473,753	52,082,204

Consolidated – 2019					
Non-derivatives					
Non-interest bearing					
Trade payables	-	24,765,901	-	-	24,765,901
Interest-bearing – fixed rate					
Lease liability	3.61%	445,134	55,572	49,536	550,242
Total non-derivatives		25,211,035	55,572	49,536	25,316,143

Fair value of financial instruments

The fair values of financial assets and liabilities, together with their carrying amounts in the statement of financial position, for the consolidated entity are as follows:

	2020		2019	
Consolidated	**Carrying amount $**	**Fair Value $**	**Carrying amount $**	**Fair Value $**
Assets				
Cash at bank	37,528,995	37,528,995	28,432,874	28,432,874
Cash on deposit	-	-	3,000,000	3,000,000
Trade receivables	38,844,902	38,844,902	35,480,709	35,480,709
Equity instruments	5,262,757	5,262,757	7,879,585	7,879,585
	81,636,654	81,636,654	74,793,168	74,793,168
Liabilities				
Trade payables	44,622,237	44,622,237	24,765,901	24,765,901
Lease liability	4,056,254	4,056,254	550,242	550,242
Bank loan	3,403,713	3,403,713	-	-
	52,082,204	52,082,204	25,316,143	25,316,143

NOTE 23. FINANCIAL INSTRUMENTS (continued)

Fair value of financial instruments (continued)

For financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The financial assets and liabilities of the consolidated entity are classified into these categories below:

Fair value hierarchy – 2020	Level 1 $	Level 2 $	Level 3 $	Total $
Financial assets				
Trade receivables	-	38,844,902	-	38,844,902
Equity instruments	5,262,757	-	-	5,262,757
	5,262,757	38,844,902	-	44,107,659
Financial liabilities				
Trade payables	-	44,622,237	-	44,622,237
Lease liability	-	4,056,254	-	4,056,254
Bank loan	-	3,403,713	-	3,403,713
	-	52,082,204	-	48,678,491
Fair value hierarchy – 2019				
Financial assets				
Trade receivables	-	35,480,709	-	35,480,709
Equity instruments	7,879,585	-	-	7,879,585
	7,879,585	35,480,709	-	43,360,294
Financial liabilities				
Trade payables	-	24,765,901	-	24,765,901
Lease liability	-	550,242	-	550,242
	-	25,316,143	-	25,316,143

The fair values of the financial assets and financial liabilities included in the level 2 and level 3 categories above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

NOTE 23. FINANCIAL INSTRUMENTS (continued)

Fair value of financial instruments (continued)

Reconciliation of Level 1 fair value measurements:

	Consolidated	
	2020 $	**2019 $**
Equity instruments		
Opening balance	7,879,585	2,621,911
Additions	-	4,621,864
Disposals	(4,038,117)	-
Net revaluations in other comprehensive income	1,421,289	635,810
Closing balance	5,262,757	7,879,585

	2020 $	2019 $
Secured bank loan facilities:		
Amount used - term loan	3,403,713	-
Amount unused - term loan	600,655	-
Amount used - working capital facility	-	-
Amount unused - working capital facility	3,276,301	-
Total bank loan facility	7,280,670	-

The consolidated entity has a working capital facility which has not been used, for a total value of $2,250,000 United States dollars. The interest rate will be 1.95% above the LIBOR rate, the LIBOR one month rate as at 30 June 2020 is 1.6%. Interest on amounts outstanding will be payable in arrears on a monthly basis. The facility is currently undrawn.

NOTE 24. KEY MANAGEMENT PERSONNEL DISCLOSURES

Directors

The following persons were directors of GR Engineering Services Limited during the financial year:

Executive directors

Geoff Jones	Managing Director
Tony Patrizi	Executive Director

Non-executive directors

Phil Lockyer	Non-Executive Chairman
Peter Hood	Non-Executive Director
Barry Patterson	Non-Executive Director
Joe Totaro	Non-Executive Director

Other key management personnel

The following persons also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial year:

Executives

David Sala Tenna	Manager – Projects
Omesh Motiwalla	Chief Financial Officer and Company Secretary
Rodney Schier	Engineering Manager
Stephen Kendrick	Manager – Projects
Thomas Marshall	Manager – Eastern Region & Americas

Remuneration of key management personnel

Information on remuneration of key management personnel is set out in the Remuneration Report in the Directors Report.

The aggregate compensation made to key management personnel of the consolidated entity is set out below:

	Consolidated	
	2020 $	**2019 $**
Short term benefits	2,656,145	2,723,119
Post employment benefits	213,093	211,603
Share based payments	110,906	102,067
Other	-	-
	2,980,144	3,036,789

NOTE 25. REMUNERATION OF AUDITORS

During the financial year the following fees were paid or payable for services provided by Deloitte Touche Tohmatsu, the auditor of the company, and its network firms:

	Consolidated	
	2020 $	**2019 $**
Audit services - Deloitte Touche Tohmatsu		
Audit or review of the financial statements - Deloitte Touche Tohmatsu Australia	192,358	145,521
Audit or review of the financial statements - Deloitte Touche Tohmatsu UK	11,665	13,700
Other services - Deloitte Touche Tohmatsu		
Tax compliance - Deloitte Touche Tohmatsu Australia	79,056	33,859
	283,079	193,080

NOTE 26. CONTINGENT LIABILITIES

The consolidated entity has bank guarantees in place as at 30 June 2020 of $8,985,692 (2019: $8,082,149).

The consolidated entity's standby multi-option facility has a limit of $70,000,000. The facilities are secured by a fixed and floating charge over all the assets of the consolidated entity. The consolidated entity provides bank guarantees under this facility to support project performance in favour of certain clients. The amount of these bank guarantees at 30 June 2020 is $8,553,633 (30 June 2019: $7,614,228). The consolidated entity has a bank guarantee facility with National Australia Bank to provide guarantees for the security of rental properties to the value of $432,059 (30 June 2019: $467,921). The amount of bank guarantees issued under this facility at 30 June 2020 is $432,059 (30 June 2019: $467,921).

The consolidated entity has a $40 million insurance bond facility with Tokio Marine & Nichido Fire Insurance Co., Ltd. and an additional $20 million insurance bond facility with Allianz Australia Insurance Limited. These facilities are utilised to provide retention and off site materials bonds in connection with certain projects. The amount of insurance bonds issued under the Allianz Australia Insurance Limited facility at 30 June 2020 is $2,449,602 (2019: $895,749). No bonds were on issue under the Tokio Marine & Nichido Fire Insurance Co., Ltd. facility as at 30 June 2020 (2019: nil).

GR Engineering Services Limited, the parent company, has provided guarantees and indemnities in relation to certain contracts entered into by its subsidiaries. Liability under these guarantees and indemnities is limited to the relevant subsidiaries' contracted limits of liability under the contracts.

NOTE 27. COMMITMENTS

Disclosures required by AASB 117:

The consolidated entity has leased certain items of its equipment under finance leases. The average lease term is 3 years (2019: 3 years). The consolidated entity has options to purchase the equipment for a nominal amount at the end of the lease terms. The consolidated entity's obligations under finance leases are secured by the lessors' title to the leased assets.

	Consolidated
	2019 **$**
Finance Leases	
Not longer than 1 year	509,831
Longer than 1 year and not longer than 5 years	50,617
Longer than 5 years	-
Minimum lease payments	560,448
Less: future finance charges	(10,206)
Present value of minimum lease payments	550,242

The consolidated entity has operating leases that relate to leases of office buildings with lease terms of between 1 and 5 years. All operating lease contracts contain clauses for market rental reviews.

Non-Cancellable Operating Lease Commitments	
Not longer than 1 year	1,387,657
Longer than 1 year and not longer than 5 years	2,586,497
Longer than 5 years	-
Total lease payments	3,974,154

NOTE 28. RELATED PARTY TRANSACTIONS

During the year ended 30 June 2020, the consolidated entity leased office space at 71 Daly Street, Ascot WA from Ashguard Pty Ltd. Directors of the consolidated entity, Tony Patrizi and Barry Patterson, each have a non-controlling interest in Ashguard Pty Ltd. The total amount invoiced by Ashguard Pty Ltd in the year ended 30 June 2020 amounted to $797,516 including GST (2019: $675,181). The balance payable at 30 June 2020 is $57,536 (2019: $112,780).

During the year ended 30 June 2020 the consolidated entity procured items from Mak Industrial Water Solutions Limited, a company in which Peter Hood is Chairman. The total amount invoiced by Mak Industrial Water Solutions Limited in the year ended 30 June 2020 amounted to $698,987 including GST (2019: $78,573). The balance payable at 30 June 2020 is $190,975 (2019: nil).

The terms of these arrangements are at arm's length and at normal commercial terms.

Other than transactions with parties related to key management personnel mentioned above and in the remuneration report, there have been no other transactions with parties related to the consolidated entity in the financial year ending 30 June 2020.

NOTE 29. PARENT ENTITY INFORMATION

The accounting policies of the parent entity, which have been applied in determining the financial information shown below, are the same as those applied in the consolidated financial statements.

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

	Parent	
	2020 $	2019 $
Statement of profit or loss and other comprehensive income		
(Loss)/Profit after income tax	(61,850)	3,161,667
Total comprehensive income	841,672	3,753,160
Statement of financial position		
Total current assets	57,117,976	41,692,231
Total assets	69,007,590	52,397,714
Total current liabilities	41,787,864	21,614,990
Total liabilities	42,695,620	21,614,990
Equity		
Issued capital	30,594,847	30,562,886
Performance rights reserve	1,749,055	1,029,128
Share appreciation rights reserve	-	210,706
Investment revaluation reserve	1,227,847	324,325
Retained profits	(7,259,779)	(1,344,321)
Total equity	26,311,970	30,782,724

The contingent liabilities and commitments of the parent entity are the same as those of the consolidated entity, as set out in notes 26 and 27.

NOTE 30. EVENTS AFTER THE REPORTING PERIOD

On 19 August 2020, the consolidated entity declared an unfranked dividend of 4.0 cents per share, an aggregate of $6,212,328. The Record Date of the dividend is 9 October 2020 and the proposed payment date is 21 October 2020.

Subsequent to year end, 1,655,000 performance rights vested pursuant to the consolidated entity's Equity Incentive Plan.

No other matter or circumstance has arisen since 30 June 2020 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.

NOTE 31. EARNINGS PER SHARE

	Consolidated	
	2020 $	2019 $
Profit after income tax attributable to the owners of GR Engineering Services Limited	(7,249,916)	6,529,813

	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	153,651,878	153,524,538
Adjustments for calculation of diluted earnings per share:		
Weighted average number of employee performance rights and share appreciation rights issued	-	2,420,000
Weighted average number of ordinary shares used in calculating diluted earnings per share	153,651,878	155,944,538

	Cents	Cents
Basic earnings per share	(4.72)	4.25
Diluted earnings per share	(4.72)	4.19

In the current financial year, diluted earnings per share is equal to basic earnings per share as performance rights and share appreciation rights are considered anti-dilutive.

NOTE 32. SHARE-BASED PAYMENTS

An Equity Incentive Plan was adopted by the consolidated entity on 28 March 2012, and was updated on 25 October 2019. At the discretion of the Board, all eligible employees of the consolidated entity or eligible consultants may participate in the Plan. Non-executive directors are not eligible to participate in the Plan.

The Plan is designed to align the interests of executives and employees with the interests of shareholders by providing an opportunity to receive an equity interest in the consolidated entity and therefore direct participation in the benefits of future consolidated entity performance over the medium to long term.

The consolidated entity has issued a total of 5,250,000 performance rights to employees and long term contractors under the Plan. Each right entitles the employee to acquire one fully paid share in the consolidated entity for nil consideration, subject to the employees meeting a service term of three years from the date of grant. During the financial year ending 30 June 2020 50,000 performance rights were issued under the Plan (2019: nil).

During the financial year a total of 30,000 performance rights vested (2019: 177,500). A total of 1,078,945 performance rights have lapsed due to resignations and redundancies of entitled employees since the date of issue of the first tranche of rights. Of this total 90,000 have lapsed in the financial year ending 30 June 2020 (2019: 185,000).

NOTE 32. SHARE-BASED PAYMENTS (continued)

A summary of performance rights on issue during 30 June 2020 follows:

	Tranche 12	Tranche 13	Tranche 15	Tranche 16	Tranche 17	Tranche 18	Tranche 20
Number issued	30,000	1,595,000	60,000	50,000	35,000	60,000	50,000
Number lapsed	-	-	-	-	-	-	-
Grant date	13 Jul 2017	21 Aug 2017	21 Aug 2017	28 Aug 2017	1 Nov 2017	14 Jun 2018	16 Jul 2019
Exercise price	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Vesting date	15 Jun 2020	20 Aug 2020	2 Aug 2020	21 Aug 2020	1 Nov 2020	14 Jun 2021	16 Jul 2022
Expiry date	15 Jun 2020	20 Aug 2020	2 Aug 2020	21 Aug 2020	1 Nov 2020	14 Jun 2021	16 Jul 2022
Vesting period (years)	3	3	3	3	3	3	3
Vesting conditions	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Fair value	$1.065	$1.035	$1.041	$0.951	$0.978	$1.010	$0.670

The fair value of performance rights granted during the year was calculated using a Black-Scholes pricing model applying inputs as follows:

	Tranche 12	Tranche 13	Tranche 15	Tranche 16	Tranche 17	Tranche 18	Tranche 20
Grant date share price	$1.470	$1.440	$1.440	$1.320	$1.360	$1.410	$0.930
Exercise price	-	-	-	-	-	-	-
Expected volatility	50%	50%	50%	50%	50%	50%	50%
Term (years)	3	3	3	3	3	3	3
Dividend yield	11%	11%	11%	11%	11%	11%	11%
Risk free interest rate	1.94%	1.95%	1.95%	1.99%	1.99%	2.14%	0.96%

Movement in performance rights

	2020		2019	
Consolidated	**Number of performance rights**	**Weighted average exercise price**	**Number of performance rights**	**Weighted average exercise price**
Balance at beginning of year	1,920,000	-	2,282,500	-
Granted during the year	50,000	-	-	-
Vested during the year	(30,000)	-	(177,500)	-
Forfeited during the year	(90,000)	-	(185,000)	-
Balance at end of year	1,850,000	-	1,920,000	-

The weighted average fair value of performance rights granted at 30 June 2020 is $1.02. The weighted average exercise price of these performance rights at 30 June 2020 is nil. The weighted average remaining contractual life of performance rights outstanding at 30 June 2020 is 80 days.

NOTE 32. SHARE-BASED PAYMENTS (continued)

The consolidated entity has issued a total of 4,419,337 share appreciation rights to Geoff Jones, Managing Director, as part of the consolidated entity's equity incentive plan. During the financial year ending 30 June 2020, no share appreciation rights vested (2019: nil). The share appreciation rights are subject to vesting conditions, namely the participant being employed by the consolidated entity as Managing Director and the share price being equal to or greater than the exercise price at the vesting date.

Class	Number of share appreciation rights	Grant date	Vesting date	Exercise price	Performance condition share price targets	Fair value at grant date
A	1,600,000	12 Nov 2013	30 Jun 2014	$0.50	$0.60	$0.18
B	727,273	12 Nov 2013	30 Jun 2015	$0.50	$0.72	$0.18
C	432,433	12 Nov 2013	30 Jun 2016	$0.50	$0.86	$0.18
D	296,297	12 Nov 2013	30 Jun 2017	$0.50	$1.04	$0.16
E	213,334	12 Nov 2013	30 Jun 2018	$0.50	$1.24	$0.15
F	650,000	15 Nov 2016	30 Jun 2019	$0.89	$1.36	$0.60
G	500,000	15 Nov 2016	30 Jun 2020	$0.89	$1.50	$0.58

The fair value of share appreciation rights still on issue was calculated using a Monte Carlo pricing model applying inputs as follows:

	Class G
Grant date share price	$1.63
Exercise price	$0.89
Expected volatility	50%
Vesting period (years)	3
Dividend yield	8%
Risk free interest rate	1.84%

Movement in share appreciation rights

	2020		2019	
Consolidated	Number of share appreciation rights	Weighted average exercise price	Number of share appreciation rights	Weighted average exercise price
Balance at beginning of year	500,000	-	1,150,000	-
Granted during the year	-	-	-	-
Vested, exercised or lapsed during the year	(500,000)	-	(650,000)	-
Balance at end of year	-	-	500,000	-

The weighted average fair value of share appreciation rights granted at 30 June 2020 is $0.58. The weighted average exercise price of these share appreciation rights at 30 June 2020 is $0.89. The weighted average remaining contractual life of share appreciation rights outstanding at 30 June 2020 is 0 days.

NOTE 33. BUSINESS COMBINATIONS

Subsidiaries acquired

On 28 February 2020 the consolidated entity completed the acquisition of the business of Hanlon Engineering and Associates, Inc., located in Arizona, USA. Hanlon Engineering and Associates, Inc. is a multi-discipline engineering services firm that provides engineering, procurement and construction management services to the mining sector in North America. This acquisition aligns with the consolidated entity's growth strategy and increases the existing footprint of the consolidated entity within the Americas. The consideration for this acquisition was USD $2.75 million, which is comprised of USD $2,337,500 in cash and USD $412,500 as deferred consideration. The deferred consideration is payable 6 months from completion, on 28 August 2020.

Consideration

	AUD $
	3,403,713
Cash	600,655
Deferred consideration	4,004,368

Assets acquired and liabilities assumed at the date of acquisition

The amounts recognised in respect to identifiable assets and liabilities assumed are set out below:

	AUD $
Intangible assets acquired in business combination	1,884,820
Other current assets	27,445
Plant and equipment	111,384
Right of use asset	688,622
Goodwill	2,579,325
Current liabilities	
Lease liability	(688,622)
Provisions	(33,160)
Deferred tax	(565,446)
	4,004,368

Net cash outflow on acquisition of subsidiaries

	$
Consideration paid in cash	3,403,713
Less cash and cash equivalent balances acquired	-
	3,403,713

Included in the profit before tax for the year is $339,262 attributable to the additional business generated by Hanlon Engineering and Associates, Inc. Revenue contributed by additional business generated by Hanlon Engineering and Associates, Inc. for the financial year is $897,969. Acquisition related costs included in profit and loss amount to $132,128.

NOTE 34. SUBSIDIARIES

The consolidated financial statements incorporate the following subsidiaries at the end of the reporting period.

		Equity holding	
Name of subsidiary	Country of incorporation	2020 %	2019 %
GR Engineering Services (Indonesia) Pty Limited	Australia	100%	100%
GR Engineering Services (Argentina) Pty Limited	Australia	100%	100%
PT GR Engineering Services Indonesia *	Indonesia	100%	100%
GR Engineering Services (Africa)	Mauritius	100%	100%
GR Engineering Services (UK) Limited	United Kingdom	100%	100%
GR Engineering Services (Ghana) Limited **	Ghana	100%	100%
GR Engineering Services (Mali) **	Mali	100%	100%
GR Engineering Services (Côte d'Ivoire) **	Côte d'Ivoire	100%	100%
GR Engineering Services (Tengrela) ***	Côte d'Ivoire	100%	100%
GR Engineering Services Peru S.A.	Peru	100%	100%
GR Engineering Services (Greece) +	Greece	100%	100%
GR Engineering Services (Tanzania) Limited	Tanzania	100%	100%
GR Engineering Services Turkey Limited	Turkey	100%	100%
Upstream Production Solutions Pty Ltd	Australia	100%	100%
GR Engineering Services Americas Inc.	USA	100%	100%
Hanlon Engineering and Associates Inc. ++	USA	100%	-

* PT GR Engineering Services Indonesia is 90% owned by GR Engineering Services Limited and 10% owned by GR Engineering Services (Indonesia) Pty Limited.

** GR Engineering Services (Ghana) Limited, GR Engineering Services (Côte D'Ivoire) and GR Engineering Services (Mali) are 100% owned by GR Engineering Services (Africa).

*** GR Engineering Services (Tengrela) is dormant.

\+ GR Engineering Services (Greece) is 100% owned by GR Engineering Services (UK) Limited.

++ Hanlon Engineering and Associates Inc. was acquired on 28 February 2020 and is 100% owned by GR Engineering Services Americas Inc.

DIRECTORS' DECLARATION

The directors declare that:

(a) in the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

(b) in the directors' opinion, the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 2 to the financial statements;

(c) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity; and

(d) the directors have been given the declarations required by s.295A of the *Corporations Act 2001*.

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

On behalf of the Directors

Geoff Jones
Managing Director

Date: 25 August 2020

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Independent Auditor's Report to the members of GR Engineering Services Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of GR Engineering Services Limited (the "Company"), and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 30 June 2020, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the director's declaration.

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

(i) giving a true and fair view of the Group's financial position as at 30 June 2020 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the "Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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.

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Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter and why it was considered to be a matter of most significance in the audit	How the Key Audit Matter was addressed in the audit
Recognition of revenue As disclosed in Note 5, revenue recognised for the year ended 30 June 2020 relating to both mineral processing and oil and gas contracts was $222,401,774. As disclosed in Note 3, revenue and costs are recognised by reference to the stage of completion of the contract activity for mineral processing contracts. The recognition of revenue for mineral processing contracts requires significant management judgement including: • Determining the stage of completion; • Estimating total contract revenue and contract cost including the estimation of cost contingencies; • Determining contractual entitlement and assessing the probability of customer approval of variations and acceptance of claims; and • Estimating the project completion date.	Our procedures included, but were not limited to: Evaluating management's processes and controls in respect of the recognition of contract revenue. As part of this process we tested key controls including: • The preparation, review and authorisation of monthly contract status report for all contracts; • The estimation, review and monitoring of costs to complete; and • The comprehensive project reviews that are undertaken by Group management on a monthly basis. Selecting a sample of contracts for testing based on a number of quantitative and qualitative factors which may indicate that a greater level of judgement is required in recognising revenue, including: • Contract history; • Significant unapproved claims and variations; • Delay risk; • High-value contracts; and • Loss-making contracts. For the sample of contracts selected for testing the following procedures were performed: • Obtained a detailed understanding of the contract terms and conditions to evaluate whether the individual characteristics of each contract were reflected in management's estimate of forecast costs and revenue; • Tested a sample of costs incurred to date and agreed these to supporting documentation; • Assessed the current programme status against the original budgeted programme;

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Key Audit Matter and why it was considered to be a matter of most significance in the audit	How the Key Audit Matter was addressed in the audit
	• Challenged the forecast costs to complete through discussion and challenge of project managers and finance personnel, as well as inspection of supporting documentation for contracted costs; • Tested contractual entitlement, variations and claims recognised within contract revenue through agreement to supporting documentation and by reference to the underlying contract; • Evaluated significant exposures to liquidated damages for late delivery of contract works; and • Evaluated contract performance in the period since year end to audit opinion date to reflect on year-end revenue recognition judgements. We also assessed the appropriateness of the disclosures in Notes 3 and 5 to the financial statements.
Provision for warranty As disclosed in Note 17, the warranty provision as at 30 June 2020 was $2,874,591. The assessment of the provision for warranty requires management to make an estimate of the likely future costs that may be incurred in relation to ongoing and completed contracts.	Our procedures included, but were not limited to: Obtaining an understanding of how management estimates their provision for warranty. Assessing the provision through: • Evaluating the contracts with applicable warranty obligations; • Reviewing historic claim outcomes and the accuracy of management's estimate; and • Assessing the consistency of assumptions applied. Assessing the appropriateness of the disclosures in Notes 3 and 17 to the financial statements.
Acquisition of Hanlon Engineering & Associates, Inc ("Hanlon") As disclosed in Note 33, the Group acquired Hanlon during the year which resulted in the recognition of goodwill of $2,579,325 and intangible assets of $1,884,820 on acquisition date. The accounting for a business combination requires management to estimate the contribution the acquired company is expected to make to the Group.	Our procedures included, but were not limited to: Assessing management's accounting in accordance with AASB 3 *Business Combinations*. Obtaining and reading the legal documentation surrounding the acquisition to confirm our understanding of the transaction.

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Key Audit Matter and why it was considered to be a matter of most significance in the audit	How the Key Audit Matter was addressed in the audit
	Obtaining the Purchase Price Allocation report prepared by management's experts, assessing the qualifications of the expert used, and challenging the appropriateness of: • Purchase consideration; • Maintainable earnings of the company acquired, through comparison with historical results, analysis of expenses incurred, and review of contract wins; • Completeness and accuracy of the net book value of assets acquired, including consideration of any contingent liabilities acquired with the company; • Separately identifiable intangible assets identified, being that of customer relationships, and related customer life analysis; • Discount rate used in bring the future cashflows back to present value; and • The deferred tax liabilities recognised on acquisition. Assessing the appropriateness of the disclosures in Note 33 to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2020, 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 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 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.

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In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the 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.

- 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's 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's 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.

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

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

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 13 to 20 of the Director's Report for the year ended 30 June 2020.

In our opinion, the Remuneration Report of GR Engineering Services Limited, for the year ended 30 June 2020, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of GR Engineering Services Limited 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.

Deloitte Touche Tohmatsu

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Nicole Menezes
Partner
Chartered Accountants
Perth, 25 August 2020

APPROACH TO CORPORATE GOVERNANCE

GR Engineering Services Ltd ABN 12 121 542 738 (**Company**) has established a corporate governance framework, the key features of which are set out in this statement. In establishing its corporate governance framework, the Company has referred to the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition (**Principles & Recommendations**).

The Company has followed each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices do not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company has adopted instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at www.gres.com.au, under the section marked "Corporate Governance":

Charters

Board
Audit and Risk Committee
Nomination and Remuneration Committee

Policies and Procedures

Process for Performance Evaluations
Policy and Procedure for the Selection and (Re)Appointment of Directors
Induction Program
Diversity Policy (summary)
Code of Conduct (summary)
Policy on Continuous Disclosure (summary)
Compliance Procedures (summary)
Shareholder Communication and Investor Relations Policy
Securities Trading Policy
Policy and Procedure for Directors
Risk Management Policy
Selection, Appointment and Rotation of External Auditors
Equity Incentive Plan Rules

The Company reports below on whether it has followed each of the recommendations during the 2019/2020 financial year (**Reporting Period**). The information in this statement is current at 19 August 2020. This statement was approved by a resolution of the Board on 19 August 2020.

Cross-references to the Company's Annual Financial Report in this statement are references to the Company's Annual Financial Report for the year ended 30 June 2020, which is, or will be, disclosed on the Company's website www.gres.com.au, under the section marked "News".

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1

The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management and has documented this in its *Board Charter.*

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (continued)

Recommendation 1.2

The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.

The checks which are undertaken, and the information provided to shareholders are set out in the Company's *Policy and Procedure for the Selection and (Re) Appointment of Directors*.

Recommendation 1.3

The Company has a written agreement with each director and senior executive setting out the terms of their appointment. The material terms of any employment, service or consultancy agreement the Company, or any of its child entities, has entered into with its Managing Director, any of its directors, and any other person or entity who is related party of the Managing Director or any of its directors has been disclosed in accordance with ASX Listing Rule 3.16.4 (taking into consideration the exclusions from disclosure outlined in that rule).

Recommendation 1.4

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board as outlined in the Company's Board Charter.

Recommendation 1.5

The Company has a Diversity Policy, which includes requirements for the Nomination and Remuneration Committee to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. A summary of the Company's Diversity Policy is disclosed on the Company's website.

The following measurable objective for achieving gender diversity has been set by the Nomination and Remuneration Committee in accordance with the Diversity Policy:

"Subject to the identification of suitable qualified candidates, to increase the percentage of professional and senior executive positions occupied by women to 15% by 30 June 2023."

The Board continues to work towards meeting this objective and continues to foster a workplace environment and recruitment policies designed to achieve greater female participation in the Company's workforce.

The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation are set out in the following table. "Senior executive" for these purposes means a person who is a Key Management Employee, a General Manager or a member of Management:

	Proportion of women
Whole organisation	55 out of 409 (13%) (11% as at 30 June 2019)
Senior executive positions	1 out of 45 (2%) (9% as at 30 June 2019)
Board	0 out of 6 (0%) (0% as at 30 June 2019)

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT (continued)

Recommendation 1.6

The Chair is responsible for evaluation of the Board and, when deemed appropriate, Board committees and individual directors. The Chair is also responsible for evaluating the Managing Director.

The Chair evaluates the performance of the Managing Director and other Board members through a series of discussions held throughout the year. These discussions include an assessment of the Company's state of affairs, the risks facing the Company and its economic objectives. The Chair evaluates the extent to which each director has contributed to the efficient utilisation of resources, the identification of risk and the achievement of economic objectives. During these discussions the Chair also elicits confidential feedback from each Director on their view of the interpersonal dynamics between Board members and the quality of the Board's decision making.

During the Reporting Period the Chair evaluated the performance of all Directors, including the Managing Director, in accordance with the above process.

Recommendation 1.7

The Managing Director is responsible for evaluating the performance of senior executives in accordance with the process disclosed in the Company's *Process for Performance Evaluations*.

During the Reporting Period the Managing Director conducted performance evaluations of Senior Executives. Where these evaluations resulted in the identification of areas where the Senior Executive's technical or interpersonal skills could be strengthened, appropriate training or remedial action was formulated and agreed.

PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

Recommendation 2.1

The Board has established a Nomination and Remuneration Committee comprising Phillip Lockyer (Chair), Barry Patterson, Peter Hood and Joe Totaro. All members of the Nomination and Remuneration Committee are non-executive directors and all members are independent directors. Accordingly, the Nomination and Remuneration Committee is structured in accordance with Recommendation 2.1.

The Board has adopted a Nomination and Remuneration Committee Charter which describes the role, composition, functions and responsibilities of the Nomination and Remuneration Committee and is disclosed on the Company's website.

Recommendation 2.2

The Board is comprised of 5 qualified engineers and 1 qualified accountant. The matrix of skills held by the Board is weighted towards those skills which are required to identify, assess, quantify and manage those risks which are most relevant to and prevalent in the Company's business and the industry in which it operates.

The majority of the Company's directors hold, or have held, positions on the boards of other publicly listed companies and all have extensive experience in the management of organisations across a range of industries.

When necessary, the Board engages the services of external experts and consultants to augment its capacity to consider and assess matters which fall outside the domain of its collective expertise.

Recommendation 2.3

The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles & Recommendations. The independent directors of the Company are Messrs Lockyer, Patterson, Hood and Totaro.

Mr Patterson and Mr Totaro are substantial shareholders of the Company. Notwithstanding that they are substantial shareholders the Board considers Mr Patterson and Mr Totaro to be independent directors because they are not members of management and are otherwise free of any interest, position, association or relationship (including those listed in Box 2.3 of the Principles & Recommendations) that might influence in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its members generally. Further, Mr Patterson's and Mr Totaro's interests as substantial shareholders are considered by the Board to be in line with the interests of all other shareholders.

The length of service of each director is set out in the Directors' Report of the Company's Annual Financial Report.

PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE (continued)

Recommendation 2.4

The Board has a majority of directors who are independent.

The Board is comprised of 6 directors, 4 of whom are or are deemed to be independent. The two non-independent directors are Tony Patrizi and Geoff Jones. Tony Patrizi is a founding shareholder of the Company and Geoff Jones has been employed by the Company since 2011, initially as Chief Operating Officer and since 1 July 2013, as Managing Director. Messrs Patrizi and Jones have thorough knowledge of the Company's business and extensive experience in managing the risks it faces. Their continued presence on the Board is therefore highly valued.

The Board is of a size commensurate with the size and nature of the Company. Should the number of Board members increase, it is the intention of the Company to appoint an additional independent director thereby preserving a majority of independent directors.

Recommendation 2.5

The Chair of the Board is Phillip Lockyer. Mr Lockyer is an independent director and is not the Chief Executive Officer.

Recommendation 2.6

The Company has an induction program for new directors and senior executives. The goal of the program is to assist new directors to participate fully and actively in Board decision-making at the earliest opportunity and to assist senior executives to participate fully and actively in management decision-making at the earliest opportunity. The Company's *Induction Program* is disclosed on the Company's website.

The Nomination and Remuneration Committee regularly reviews whether the directors as a group have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board and the Board committees effectively using a Board skills matrix. Where any gaps are identified, the Nomination and Remuneration Committee considers what training or development should be undertaken to fill those gaps. In particular, the Nomination and Remuneration Committee ensures that any director who does not have specialist accounting skills or knowledge has a sufficient understanding of accounting matters to fulfil his or her responsibilities in relation to the Company's financial statements. Directors also receive ongoing briefings from the Company Secretary and Chief Financial Officer on developments in accounting standards.

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

Recommendation 3.1

The Company has established a Core Value policy, which is disclosed on the Company's website.

Recommendation 3.2

The Company has established a Code of Conduct for its directors, senior executives and employees, which is disclosed on the Company's website.

Recommendation 3.3

The Company has established a Whistleblower policy and any material incidents reported under this policy are communicated to the directors, as applicable.

Recommendation 3.4

The Company has established an anti-bribery and corruption policy and any material incidents reported under this policy are communicated to the directors, as applicable.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

Recommendation 4.1

The Board has established an Audit and Risk Committee. The members of the Audit and Risk Committee are Messrs Hood (Chairman), Patterson, Lockyer and Totaro. All members of the Audit and Risk Committee are independent non-executive directors and the Audit and Risk Committee is chaired by Mr Hood who is not also Chairman of the Board. Accordingly, the Audit and Risk Committee is structured in compliance with Recommendation 4.1.

Peter Hood *(BE (Chem), MAustIMM, FIChemE, FAICD)* is a Chemical Engineer and was formerly the Chief Executive Officer of Coogee Chemicals and Coogee Resources. He was Chairman of the International Chamber of Commerce National Committee of Australia. Peter is a Past President of the Australian Chamber of Commerce and Industry and the Chamber of Commerce and Industry Western Australia. Peter is currently Chairman of Matrix Composites and Engineering Limited, Lead Independent Director of Cue Energy Resources Limited and a Non-Executive Director of De Grey Mining Limited.

Barry Patterson *(ASMM, MIMM, FAICD)* is a mining engineer with over 50 years' experience in mining and mining services. He was formerly non-executive Chairman of Sonic Healthcare Limited and Silex Systems Limited and is a non-executive director of Dacian Gold Limited. His broad based commercial experience includes the interpretation of financial statements and information.

Phillip (Phil) Lockyer *(BAppSc (Mech Eng))* is a Mining Engineer and metallurgist who has over 50 years experience in the mineral industry, with a focus on gold and nickel in both underground and open pit operations. He has formerly served on the Boards of Perilya Limited, Focus Minerals Limited, Swick Mining Services Limited and CGA Mining Limited. He is currently a Non-Executive Director of RTG Mining Inc.

Giuseppe (Joe) Totaro *(B.Comm, CPA)* is a Certified Practicing Accountant (CPA) with over 30 years' experience in commercial and public practice specialising in mining and mining services. Joe is a co-founder of GR Engineering and was formerly the Chief Financial Officer and Company Secretary of GR Engineering.

The Board has adopted an Audit and Risk Committee Charter which describes the Audit and Risk Committee's role, composition, functions and responsibilities, which is disclosed on the Company's website.

Recommendation 4.2

Before the Board approved the Company financial statements for the half year ended 31 December 2019 and the full-year ended 30 June 2020, it received from the Managing Director and the Chief Financial Officer a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Recommendation 4.3

Under section 250RA of the Corporations Act, the Company's auditor is required to attend the Company's annual general meeting at which the audit report is considered, and to be represented by a person who is a suitably qualified member of the audit team that conducted the audit and is in a position to answer questions about the audit. Each year, the Company writes to the Company's auditor to inform them of the date of the Company's annual general meeting.

In accordance with section 250S of the Corporations Act, at the Company's annual general meeting where the Company's auditor or their representative is at the meeting, the Chair allows a reasonable opportunity for the members as a whole at the meeting to ask the auditor (or its representative) questions relevant to the conduct of the audit; the preparation and content of the auditor's report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the auditor in relation to the conduct of the audit. The Chair also allows a reasonable opportunity for the auditor (or their representative) to answer written questions submitted to the auditor under section 250PA of the Corporations Act.

A representative of the Company's auditor, Deloitte Touche Tohmatsu attended the Company's annual general meeting held on 28 November 2019.

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1

The Company has established written policies and procedures for complying with its continuous disclosure obligations under the ASX Listing Rules. A summary of the Company's *Policy on Continuous Disclosure and Compliance Procedures* are disclosed on the Company's website at www.gres.com.au.

Recommendation 5.2

The board of directors receives copies of all material market announcements promptly after they have been made.

Recommendation 5.3

The Company releases a copy of presentation materials, where there is new and substantive information, on the ASX Markets Platform ahead of the presentation.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1

The Company provides information about itself and its governance to investors via its website at www.gres.com.au as set out in its *Shareholder Communication and Investor Relations Policy*.

Recommendation 6.2

The Company has designed and implemented an investor relations program to facilitate effective two-way communication with investors. The program is set out in the Company's *Shareholder Communication and Investor Relations Policy*.

Recommendation 6.3

The Company has in place a *Shareholder Communication and Investor Relations Policy* which outlines the policies and processes that it has in place to facilitate and encourage participation at meetings of shareholders.

Recommendation 6.4

The Company ensures that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

Recommendation 6.5

Shareholders are given the option to receive communications from, and send communications to, the Company and its share registry electronically. This is facilitated through the Company's website which provides access to the Company's and its share registry's full range of contact details, including email address.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

Recommendation 7.1

As noted above, the Board has established a combined Audit and Risk Committee. The Audit and Risk Committee is structured in accordance with Recommendation 7.1. Please refer to the disclosure above in relation to Recommendation 4.1 in relation to the Audit and Risk Committee.

Recommendation 7.2

The Audit and Risk Committee reviews the Company's risk management framework annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the Company faces and to ensure that the Company is operating within the risk appetite set by the Board.

Recommendation 7.3

The Company does not have an internal audit function. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company's *Risk Management Policy*.

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK (continued)

Recommendation 7.4

The Company provides engineering and construction services to the mining industry and operations and maintenance services to the oil and gas industry, including producers of coal seam gas. These activities expose the Company, directly and indirectly to environmental, social and economic sustainability risks, which may materially impact the Company's ability to create or preserve value for shareholders over the short, medium or long term.

In relation to the provision of goods and services, these risks are mitigated by virtue of the Company entering a project's life cycle at a stage where all environmental, social and economic requirements of the relevant jurisdiction have been met by the client. The Company does not provide goods and services in circumstances where this is not the case and to that extent, the Company is in a position to continue its business activities in an environmentally, socially and economically sustainable manner.

In relation to the Company's suppliers, the Company takes due care to ensure that the goods and services required for the conduct of its business are sourced from entities which act fairly and responsibly within the environments, societies and economies in which they operate thereby mitigating sustainability risks in relation to these factors.

The Company aims to operate in a socially sustainable way by engaging with the local communities and wherever possible providing employment and training opportunities to members of the local community. In doing so, the Company operates within the framework of local norms and customs and endeavours to ensure that its clients do likewise. The Company will not participate in any activity where it is likely to receive either directly or indirectly, economic benefit through the exploitation of others.

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1

As noted above in relation to Recommendation 2.1, the Board has established a Nomination and Remuneration Committee. The Nomination and Remuneration Committee is structured in compliance with Recommendation 8.1. Please refer to the disclosure above in relation to Recommendation 2.1 in relation to the Nomination and Remuneration Committee.

Recommendation 8.2

Details of remuneration, including the Company's policy on remuneration, are contained in the "Remuneration Report" which forms of part of the Directors' Report in the Company's Annual Financial Report. This disclosure includes a summary of the Company's policies regarding the deferral of performance-based remuneration and the reduction, cancellation or clawback of the performance-based remuneration in the event of serious misconduct or a material misstatement in the Company's financial statements.

Under the terms of the GR Engineering Services Limited Equity Incentive Plan (**Plan**), if in the opinion of the Board a participant acts fraudulently or dishonestly or wilfully breaches his or her duties to the Company, the Board may in its absolute discretion determine that all unvested or unexercised performance rights or share appreciation rights held by the participant will lapse.

In addition to the provisions under the Plan, the Board has adopted a clawback policy in relation to any cash bonuses or shares issued pursuant to the Plan. Under this policy the Board reserves the right to take action to reduce, recoup or otherwise adjust the employees performance based remuneration in circumstances where in the opinion of the Board, an employee has acted fraudulently or dishonestly or has wilfully breached his or her duties to the Company.

Recommendation 8.3

The Company's Remuneration Committee Charter includes a statement of the Company's policy on prohibiting participants in the Plan entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Plan.

ADDITIONAL ASX INFORMATION

The shareholder information set out below was applicable as at 1 October 2020:

- the twenty largest shareholders held 84.29% of the Ordinary Shares; and
- there were 1,388 ordinary shareholders.

Distribution of securities

Analysis of number of equity security holders by size of holding:

Range	Total	Units	% of shares issued
1 – 1,000	228	110,111	0.07%
1,001 – 5,000	430	1,174,598	0.76%
5,001 – 10,000	261	2,084,120	1.34%
10,001 – 100,000	415	12,969,620	8.36%
100,001 – 1,000,000	35	8,853,812	5.71%
1,000,001 – 9,999,999,999	19	129,960,928	83.76%
Total	**1,388**	**155,153,189**	**100.00%**

The number of shareholders holding less than a marketable parcel of ordinary shares is 102.

Equity security holders

Top 20 Shareholders as at 1 October 2020:

	Name	Number of shares held	% of shares issued
1.	Citicorp Nominees Pty Ltd	19,269,179	12.42%
2.	Mr David Joseph Sala Tenna + Ms Jane Frances Sala Tenna	12,325,000	7.94%
3.	Joley Pty Ltd	10,524,000	6.78%
4.	Paksian Pty Ltd	9,798,578	6.32%
5.	Kingarth Pty Ltd	9,795,000	6.31%
6.	HSBC Custody Nominees (Australia) Limited	9,430,305	6.08%
7.	Quintal Pty Ltd	8,500,000	5.48%
8.	Ms Beverley June Schier	8,100,000	5.22%
9.	Mr Giuseppe Totaro	8,000,000	5.16%
10.	Polly Pty Ltd	7,500,000	4.83%
11.	Ledgking Pty Ltd	6,075,000	3.92%
12.	National Nominees Limited	4,389,448	2.83%
13.	J P Morgan Nominees Australia Limited	4,329,729	2.79%
14.	Ms Barbara Ann Woodhouse	3,500,000	2.26%
15.	Mr Stephen Paul Kendrick	3,491,000	2.25%
16.	Sistaro Pty Ltd	1,486,000	0.96%
17.	Kendrick Investments Pty Ltd	1,384,000	0.89%
18.	BNP Paribas Nominees Pty Ltd	1,053,689	0.68%
19.	Mr Cono Antonino Angelo Ricciardo	1,010,000	0.65%
20.	Mr Michael Gerald Woodhouse + Mrs Barbara Ann Woodhouse	813,950	0.52%
		130,774,878	**84.29%**

Substantial shareholders

	Name	Number of shares held	% of shares issued
1.	Spheria Asset Management Pty Limited	18,502,822	11.93%
2.	Mitsubishi UFJ Financial Group, Inc.	15,012,015	9.68%
3.	Mr David Joseph Sala Tenna + Ms Jane Frances Sala Tenna	12,325,000	7.94%
4.	Joley Pty Ltd	10,524,000	6.78%
5.	Paksian Pty Ltd	9,798,578	6.32%
6.	Kingarth Pty Ltd	9,795,000	6.31%
7.	Quintal Pty Ltd	8,500,000	5.48%
8.	Ms Beverley June Schier	8,100,000	5.22%
9.	Mr Giuseppe Totaro	8,000,000	5.16%

Voting rights

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

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

Options over ordinary shares
There are no voting rights attached to Options over the consolidated entity's shares.

Performance rights
There are no voting rights attached to Performance Rights over the consolidated entity's shares.

Share appreciation rights
There are no voting rights attached to Share Appreciation Rights over the consolidated entity's shares.

Options on issue

There are no options on issue.

Performance rights

The following performance rights are on issue:

Number	Vesting date
60,000	14 Jun 2021
50,000	16 Jul 2022
4,670,000	14 Sep 2023

Share appreciation rights

There are no share appreciation rights on issue.

On-market buyback

The consolidated entity has no current on-market buy back scheme.

Restricted securities

There are no securities subject to any voluntary escrow or any transfer restrictions.

CORPORATE DIRECTORY

GR ENGINEERING SERVICES LIMITED

ACN 121 542 738
ABN 12 121 542 738

DIRECTORS

Phillip Lockyer (Non-Executive Chairman)
Geoff Jones (Managing Director)
Tony Patrizi (Executive Director)
Barry Patterson (Non-Executive Director)
Peter Hood (Non-Executive Director)
Joe Totaro (Non-Executive Director)

COMPANY SECRETARY & CHIEF FINANCIAL OFFICER

Omesh Motiwalla

REGISTERED OFFICE

71 Daly Street
ASCOT WA 6104

PRINCIPAL PLACE OF BUSINESS

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ASX CODE

GNG

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Tower 2, Brookfield Place, 123 St Georges Terrace
PERTH WA 6000

SOLICITORS TO THE COMPANY

Zafra Legal
Level 10, 105 St Georges Terrace
PERTH WA 6000

SHARE REGISTRY

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
PERTH WA 6000


Outotec
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