



A.B.N. 77 000 742 843

2020

ANNUAL REPORT

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Orion's 2020**Corporate Governance Statement**

can be found at the following URL on the Company's website:
[www://orionequities.com.au/corporate-governance](http://www.orionequities.com.au/corporate-governance)

Visit www.orionequities.com.au for:

- Market Announcements
- Financial Reports
- Corporate Governance
- NTA Backing History
- Forms
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CORPORATE DIRECTORY**BOARD**

Farooq Khan	Executive Chairman
Victor Ho	Executive Director
Yaqoob Khan	Non-Executive Director

COMPANY SECRETARY

Victor Ho

PRINCIPAL AND REGISTERED OFFICE

Level 2
31 Ventnor Avenue
West Perth, Western Australia 6005
Telephone: (08) 9214 9797
Facsimile: (08) 9214 9701
Email: info@orionequities.com.au
Website: www.orionequities.com.au

AUDITORS

Rothsay Auditing
Chartered Accountants
Level 1, Lincoln House
4 Ventnor Avenue
West Perth, Western Australia 6005
Telephone: (08) 9486 7094
Website: www.rothsayresources.com.au

STOCK EXCHANGE

Australian Securities Exchange
Perth, Western Australia

ASX CODE

OEQ

SHARE REGISTRY

Advanced Share Registry Limited

Main Office

110 Stirling Highway
Nedlands, Western Australia 6009
Local Telephone: 1300 113 258
Telephone: (08) 9389 8033
Facsimile: (08) 6370 4203
Email: admin@advancedshare.com.au
Investor Web: www.advancedshare.com.au

Sydney Office

Suite 8H, 325 Pitt Street
Sydney, New South Wales 2000
Telephone: (02) 8096 3502

Investor Portal:<https://www.advancedshare.com.au/Investor-Login>

OVERVIEW OF PERFORMANCE

ORION CONSOLIDATED ENTITY	2020 \$	2019 \$
Total revenues	65,618	48,972
Net gain on sale of non-current asset	-	201,786
Net gain/(loss) on financial assets	-	(86,901)
Share of Associate entity's loss	(307,878)	(662,455)
Expenses:		
Personnel expenses	(412,379)	(434,743)
Corporate expenses	(28,947)	(29,635)
Other expenses	(106,553)	(220,638)
Loss from continuing operations before tax	(790,139)	(1,183,614)
Loss from discontinued operations	-	(56,760)
Income tax expense	-	(38,973)
Loss attributable to members of the Company	(790,139)	(1,279,347)
Basic and diluted loss per share (cents)	(5.05)	(8.18)
Pre-tax NTA backing per share	\$0.11	\$0.164
Post-tax NTA backing per share	\$0.11	\$0.164

Orion accounts for Bentley as an Associate entity, which means that Orion is required to recognise a share of Bentley's net gain or loss in respect of the financial year based on Orion's (26.95% as at 30 June 2020) shareholding interest in Bentley (this is known as the equity method of accounting for an associate entity). This share of Bentley's net loss (\$0.308 million) was a major contributor to Orion's net loss for the year, rather than as a consequence of Orion's own direct activities or operations.

The share price of Strike Resources Limited (ASX:SRK) has increased significantly since the 30 June 2020 balance date, from 4.5 cents to a last bid price of 11.5 cents (on 30 September 2020). This translates to an unrealised net gain of \$0.70 million (in respect of the 10,000,000 Strike shares held by Orion) for the current 2020/2021 financial year, which is equivalent to 4.5 cents (pre and post tax) per Orion share (based on the Company's issued capital of 15,649,228 shares).

Orion notes that Associate entity, Bentley is also a major shareholder in Strike. The increase in Strike's share price (as above) translates to an unrealised net gain of \$3.68 million (in respect of the 52,553,493 Strike shares held by Bentley) for the current 2020/2021 financial year, which is equivalent to 4.8 cents (pre and post tax) per Bentley share (based on Bentley's issued capital of 76,127,918 shares).

The share price of Bentley has also increased significantly since the balance date, from 3.5 cents to a last bid price of 6.1 cents (on 30 September 2020). Based on Orion's 20,513,783 shareholding in Bentley, this represents an appreciation in market value from \$0.72 million to \$1.25 million.

Notwithstanding the accounting carrying value of the investments of the Company as outlined herein, it is noted that the market value of these share investments as at balance date were as follows:

Investment	Shareholding	ASX Market Value ¹ 30 June 2020
Bentley Capital Limited (ASX:BEL)	20,513,783	\$717,982
Strike Resources Limited (ASX:SRK)	10,000,000	\$450,000
	Total	\$1,167,982

Please refer to the Directors' Report and Financial Report for further information on a review of Orion's operations and the financial position and performance of Orion for the financial year ended 30 June 2020.

¹ Based on closing bid price on ASX as at 30 June 2020

DIRECTORS' REPORT

The Directors present their report on Orion Equities Limited ABN 77 000 742 843 (**OEQ** or the **Company**) and its controlled entities (**Orion** or the **Consolidated Entity**) for the financial year ended 30 June 2020 (**Balance Date**).

Orion Equities Limited is a public company limited by shares that was incorporated in New South Wales and has been listed on the Australian Securities Exchange (**ASX**) since November 1970 (ASX Code: OEQ).

PRINCIPAL ACTIVITIES

The principal activities of Orion during the financial year were the management of its investments, including investments in listed and unlisted securities, real estate held for development and resale.

NET TANGIBLE ASSET BACKING (NTA)

Consolidated Entity	2020	2019
	\$	\$
Net tangible assets (before tax)	1,773,277	2,563,416
Pre-Tax NTA Backing per share	0.113	0.164
Less deferred tax assets and tax liabilities	-	-
Net tangible assets (after tax)	1,773,277	2,563,416
Post-Tax NTA Backing per share	0.113	0.164
Based on total issued share capital	15,649,228	15,649,228

FINANCIAL POSITION

Consolidated Entity	2020	2019
	\$	\$
Cash	294,408	814,067
Financial assets at fair value through profit and loss	450,000	450,000
Investment in Associate entity (BEL)	169,841	477,719
Property held for development or resale	1,100,000	1,100,000
Receivables	90,130	13,750
Other assets	3,263	6,558
Deferred tax asset	-	-
Total Assets	2,107,642	2,862,094
Other payables and liabilities	(334,365)	(298,678)
Deferred tax liability	-	-
Net Assets	1,773,277	2,563,416
Issued capital	18,808,028	18,808,028
Profits Reserve	2,599,373	2,624,527
Accumulated losses	(19,634,124)	(18,869,139)
Total Equity	1,773,277	2,563,416

DIRECTORS' REPORT

OPERATING RESULTS

Consolidated Entity	2020	2019
	\$	\$
Total revenues	65,618	48,972
Net gain on sale of non-current asset	-	201,786
Net gain/(loss) on financial assets	-	(86,901)
Share of Associate entity's loss	(307,878)	(662,455)
Other Expenses		
Personnel expenses	(412,379)	(434,743)
Corporate expenses	(28,947)	(29,635)
Other expenses	(106,553)	(220,638)
Loss from continuing operations before tax	(790,139)	(1,183,614)
Loss from discontinued operations	-	(56,760)
Income tax expense	-	(38,973)
Loss attributable to members of the Company	(790,139)	(1,279,347)

Orion share of Associate entity's loss relates to Orion's investment in Bentley Capital Limited (ASX:BEL) – this was a major contributor to the overall net loss incurred. Orion accounts for Bentley as an Associate entity, which means that Orion is required to recognise a share of Bentley's net gain or loss in respect of the financial year based on Orion's (26.95% as at 30 June 2020) shareholding interest in Bentley (this is known as the equity method of accounting for an associate entity). This share of Bentley's net loss was a major contributor to Orion's net loss for the year, rather than as a consequence of Orion's own direct activities or operations.

The share price of Strike Resources Limited (ASX:SRK) has increased significantly since the balance date, from 4.5 cents to a last bid price of 15.5 cents (on 25 August 2020). This translates to an unrealised net gain of \$1.1 million (in respect of the 10,000,000 Strike shares held by Orion) for the current 2020/2021 financial year, which is equivalent to 7 cents (pre and post tax) per Orion share (based on the Company's issued capital of 15,649,228 shares).

Orion notes that Associate entity, Bentley is also a major shareholder in Strike. The increase in Strike's share price (as above) translates to an unrealised net gain of \$5.78 million (in respect of the 52,553,493 Strike shares held by Bentley) for the current 2020/2021 financial year, which is equivalent to 7.6 cents (pre and post tax) per Bentley share (based on Bentley's issued capital of 76,127,918 shares).

The share price of Bentley has also increased significantly since the balance date, from 3.5 cents to a last bid price of 6.4 cents (on 25 August 2020). Based on Orion's 20,513,783 shareholding in Bentley, this represents an appreciation in market value from \$0.72 million to \$1.31 million.

LOSS PER SHARE

Consolidated Entity	2020	2019
Basic and diluted loss per share (cents)	(5.05)	(8.18)
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic and diluted loss per share	15,649,228	15,649,228

DIRECTORS' REPORT

DIVIDENDS

The Directors have not declared a dividend in respect of the financial year ended 30 June 2020.

As at 30 June 2020, the Company had:

- \$2.60 million in its Profits Reserve account, which is available to fund the payment of dividends to shareholders in the future; and
- \$3.09 million Franking Credits, which is sufficient to fund the payment of fully franked (at Orion's applicable 27.5% company tax rate) dividends totalling \$8.15 million (subject to Orion's capacity to declare and pay such dividends).

CAPITAL MANAGEMENT

(a) Securities on Issue

At the Balance Date (and currently), the Company had 15,649,228 shares on issue (2019: 15,649,228).

All such shares are listed on ASX. The Company does not have other securities on issue.

(b) Voluntary Winding Up Mechanism

At the Company's 2019 AGM held on 21 November 2019, shareholders did not approve a special resolution² for the voluntary winding up of the Company as a consequence of a "triggering" of the Company's voluntary winding up mechanism under Clause 164A of the Company's Constitution.³

Further details in relation to the 'Voluntary Winding Up Trigger' is in the Company's Notice of 2013 AGM and Explanatory Statement dated 23 October 2013.

The percentage change in the Orion group's adjusted net assets during each of 2018/2019 and 2019/2020 were more than 15% below (in absolute terms) the percentage change in the performance of the ASX All Ordinaries Accumulation Index over the same periods.

Therefore, the Directors will propose a voluntary winding up (special) resolution at the upcoming 2020 AGM.

To pass, any wind-up resolution would require a "For" vote by 75% of the Company's shareholders present in person or by proxy who vote on the resolution.

Under the Constitution, if the Company were wound up its assets would be sold and its liabilities discharged, with surplus funds being distributed to shareholders in proportion to their holdings.

² A special resolution must be passed by at least 75% of the votes cast by shareholders entitled to vote on the resolution and present in person, by proxy, by attorney or by authorised representatives at the general meeting.

³ Orion's ASX Announcement dated 21 November 2019: Results of 2019 Annual General Meeting

DIRECTORS' REPORT

REVIEW OF OPERATIONS

(a) Portfolio Details as at 30 June 2020

Asset Weighting

Consolidated Entity	% of Net Assets	
	2020	2019
Australian equities	35%	36%
Property held for development and resale	62%	43%
Net tax liabilities (current year and deferred tax assets/liabilities)	-	-
Net cash/other assets and provisions	3%	21%
TOTAL	100%	100%

Major Holdings in Securities Portfolio

Equities	Fair Value \$'m	% Net Assets	ASX Code	Industry Sector Exposures
Bentley Capital Limited	0.72	41%	BEL	Diversified
Strike Resources Limited	0.45	25%	SRK	Materials
TOTAL	1.17	66%		

(b) Bentley Capital Limited (ASX:BEL)

Bentley Capital Limited (**Bentley**) is a listed investment company with a current exposure to Australian equities.

Orion holds 26.95% (20,513,783 shares) of Bentley's issued ordinary share capital as at 30 June 2020 (2019: 20,513,783 shares (26.95%)).

Bentley's asset weighting as at 30 June 2020 was 99% Australian equities (2019: 98%) and <1% net cash/other assets (2019: 2%).

Bentley had net assets of \$5.21 million as at 30 June 2020 (2019: \$6.35 million) and incurred an after-tax net loss of \$1.143 million for the financial year (2019: after-tax net loss of \$2.458 million).

Shareholders are advised to refer to the 30 June 2020 Full Year Report and monthly NTA disclosures lodged by Bentley for further information about the status and affairs of the company.

Information concerning Bentley may be viewed from its website: <http://www.bel.com.au>

Bentley's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX code "BEL".

DIRECTORS' REPORT

(c) Strike Resources Limited (ASX:SRK)

Strike Resources Limited is an ASX listed resource company which is developing the Paulsens East Iron Ore Project in Western Australia. Strike also owns the Apurimac Magnetite Iron Ore Project and Cusco Magnetite Iron Ore Project in Peru and a number of battery minerals related projects around the world, including the Solaroz Lithium Brine Project in Argentina and the Burke Graphite Project in Queensland. The Paulsens East Iron Ore Project (Strike 100%) is located in the Pilbara, Western Australia. Strike is completing a Feasibility Study on the Paulsens East Iron Ore Project.⁴

As at 30 June 2020, Orion holds 10,000,000 Strike shares (4.83%) (2019: 10,000,000 shares; 6.88%) while Associate entity, Bentley, holds 52,553,493 Strike shares (25.37%) (2019: 52,553,493 shares; 36.16%). Therefore, Orion has a deemed relevant interest in 62,553,493 Strike shares (30.199%⁵) (2019: 62,553,493 shares; 43.04%).

Orion and Bentley's interest in Strike has diluted during the year as a consequence of equity capital raisings undertaken by Strike:

- On 18 July 2019, Strike raised \$0.981 million through a placement of 21.8 million shares.
- On 5 June 2020, Strike raised \$1.8 million through a placement of 40 million shares.

Orion is also entitled to receive a royalty of 2% of gross revenues (exclusive of GST) from any commercial exploitation of any minerals from the Paulsens East Iron Ore Project tenement (currently a Retention Licence R47/7 but pending conversion to a Mining Lease M47/1583) owned by Strike. This royalty entitlement stems from Orion's sale of a portfolio of tenements (including the Paulsens East tenement) to Strike in September 2005.⁶

Information concerning Strike may be viewed from its website: www.strikeresources.com.au.

Strike's market announcements may also be viewed from the ASX website (www.asx.com.au) under ASX: "SRK".

(d) Other Assets

Orion owns a property held for redevelopment or sale (currently rented out) located in Mandurah, Western Australia.

4 Based on Strike's ASX announcements, including:

- 9 April 2020: Revised Scoping Study for Utah Point, Port Hedland Supports Excellent Project Economics for Paulsens East Iron Ore Project
- 4 September 2019: Significant Upgrade of JORC Mineral Resource into Indicated Category at Paulsens East Iron Ore Project

5 Refer Orion's ASX Announcement dated 5 June 2020: Change in Substantial Holding Notice in SRK

6 For further information, please refer to the following ASX Announcements: Orion's announcement dated 23 September 2005: CXL Retains a 25% Free Carried Interest in NT Uranium Tenements and Strike's announcement dated 11 August 2008: Acquisition of Outstanding Interests in Berau Coal and Paulsens East Iron Ore Projects

DIRECTORS' REPORT

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of Orion that occurred during the financial year not otherwise disclosed in this Directors' Report or the financial statements.

FUTURE DEVELOPMENTS

Orion intends to continue its investment activities in future years. The results of these investment activities depend upon the performance of the underlying companies and securities in which Orion invests. The investments' performances depend on many economic factors and also industry and company specific issues. In the opinion of the Directors, it is not possible or appropriate to make a prediction on the future course of markets, the performance of Orion's investments or the forecast of the likely results of Orion's activities.

ENVIRONMENTAL REGULATION

Orion is not subject to any particular or significant environmental regulation under Australian Commonwealth or State legislation.

BOARD OF DIRECTORS

Information concerning Directors in office during or since the financial year:

Farooq Khan	Executive Chairman
<i>Appointed</i>	23 October 2006
<i>Qualifications</i>	BJuris, LLB (Western Australia)
<i>Experience</i>	Mr Khan is a qualified lawyer having previously practised principally in the field of corporate law. Mr Khan has extensive experience in the securities industry, capital markets and the executive management of ASX-listed companies. In particular, Mr Khan has guided the establishment and growth of a number of public listed companies in the investment, mining and financial services sectors. He has considerable experience in the fields of capital raisings, mergers and acquisitions and investments.
<i>Relevant interest in shares</i>	2,000 shares – directly ⁷
<i>Special Responsibilities</i>	Chairman of the Board and the Investment Committee
<i>Other current directorships in listed entities</i>	(1) Executive Chairman and Managing Director of Queste Communications Ltd (ASX:QUE) (since 10 March 1998) (2) Executive Chairman of Bentley Capital Limited (ASX:BEL) (director since 2 December 2003) (3) Chairman (appointed 18 December 2015) of Strike Resources Limited (ASX:SRK) (Director since 1 October 2015)
<i>Former directorships in other listed entities in past 3 years</i>	Alternate Director of Keybridge Capital Limited (ASX:KBC) (26 June to 18 July 2019)

⁷ Refer to Orion's ASX announcement dated 20 November 2014: Change in Directors Interest Notice

DIRECTORS' REPORT

Victor P. H. Ho	Executive Director and Company Secretary
<i>Appointed</i>	Executive Director since 4 July 2003; Company Secretary since 2 August 2000
<i>Qualifications</i>	BCom, LLB (Western Australia), CTA
<i>Experience</i>	Mr Ho has been in Executive roles with a number of ASX-listed companies across the investments, resources and technology sectors over the past 20 years. Mr Ho is a Chartered Tax Adviser (CTA) and previously had 9 years' experience in the taxation profession with the Australian Tax Office (ATO) and in a specialist tax law firm. Mr Ho has been actively involved in the investment management of listed investment companies (as an Executive Director and/or a member of the Investment Committee), the structuring and execution of a number of corporate, M&A and international joint venture (in South America, Indonesia and the Middle East) transactions, capital raisings and capital management initiatives and has extensive experience in public company administration, corporations' law and ASX compliance and investor/shareholder relations.
<i>Relevant interest in shares</i>	None
<i>Special Responsibilities</i>	Member of the Investment Committee
<i>Other positions held in listed entities</i>	<ol style="list-style-type: none"> (1) Executive Director and Company Secretary of Queste Communications Ltd (ASX:QUE) (Director since 3 April 2013; Company Secretary since 30 August 2000) (2) Company Secretary of Bentley Capital Limited (ASX:BEL) (since 5 February 2004) (3) Executive Director and Company Secretary of Strike Resources Limited (ASX:SRK) (Director since 24 January 2014 and Company Secretary since 1 October 2015)
<i>Former positions in other listed entities in past 3 years</i>	Company Secretary of Keybridge Capital Limited (ASX:KBC) (13 October 2016 to 13 October 2019)

Yaqoob Khan	Non-Executive Director
<i>Appointed</i>	5 November 1999
<i>Qualifications</i>	BCom (Western Australia), Master of Science in Industrial Administration (Carnegie Mellon)
<i>Experience</i>	Mr Khan holds a Masters degree in Business and has worked as a senior executive responsible for product marketing, costing systems and production management. Mr Khan has been involved in the structuring and ASX listing of a number of public companies and in subsequent executive management. Mr Khan brings considerable international experience in corporate finance and the strategic analysis of listed investments.
<i>Relevant interest in shares</i>	None
<i>Special Responsibilities</i>	None
<i>Other current directorships in listed entities</i>	Non-Executive Director of Queste Communications Ltd (ASX:QUE) (since 10 March 1998)
<i>Former directorships in other listed entities in past 3 years</i>	None

DIRECTORS' REPORT

DIRECTORS' MEETINGS

The following table sets out the numbers of meetings of the Company's Directors held during the financial year (including Directors' circulatory resolutions), and the numbers of meetings attended by each Director of the Company:

Name of Director	Meetings Attended	Maximum Possible Meetings
Farooq Khan	10	10
Victor Ho	10	10
Yaqoob Khan	10	10

Board Committees

During the financial year and as at the date of this Directors' Report, the Company did not have separate designated Audit or Remuneration Committees. In the opinion of the Directors, in view of the size of the Board and nature and scale of Orion's activities, matters typically dealt with by an Audit or Remuneration Committee are dealt with by the full Board.

REMUNERATION REPORT

This report details the nature and amount of remuneration for each Director and Company Executive (being a company secretary or senior manager) (**Key Management Personnel**) of Orion.

The information provided under headings (1) to (5) below has been audited for compliance with section 300A of the *Corporations Act 2001 (Cth)* as required under section 308(3C).

(1) Remuneration Policy

The Board determines the remuneration structure of all Key Management Personnel having regard to the Company's strategic objectives, scale and scope of operations and other relevant factors, including experience and qualifications, length of service, the duties and accountability of Key Management Personnel, the frequency of Board meetings, market practice (including available data concerning remuneration paid by other listed companies and in particular, companies of comparable size and nature) and the objective of maintaining a balanced Board which has appropriate expertise and experience, at a reasonable cost to the Company.

Corporate Governance Principles: The Company's Corporate Governance Statement (**CGS**) also addresses matters pertaining to the Board, Senior Management and Remuneration. The latest version of the CGS may be downloaded from the Company's website: <http://www.orionequities.com.au/corporate-governance>

Fixed Cash Short-Term Employment Benefits: The Key Management Personnel of the Company are paid a fixed amount per annum plus applicable employer superannuation contributions. The Non-Executive Directors of the Company are paid a maximum aggregate base remuneration per annum inclusive of employer superannuation contributions where applicable, to be divided as the Board determines appropriate.

The Board has determined the following fixed cash remuneration for current Key Management Personnel during the year as follows:

Executive Directors

- (1) Mr Farooq Khan (Executive Chairman) - a base salary of \$220,369 per annum inclusive of employer superannuation contributions (9.50% of base salary during the financial year);
- (2) Mr Victor Ho (Executive Director and Company Secretary) - a base salary of \$106,762 per annum inclusive of employer superannuation contributions.

Non – Executive Director

- (3) Mr Yaqoob Khan (Non-Executive Director) - a base fee of \$25,000 per annum.

Key Management Personnel can also opt to "salary sacrifice" their cash fees/salary and have them paid wholly or partly as further employer superannuation contributions or benefits exempt from fringe benefits tax.

Special Exertions and Reimbursements: Pursuant to the Company's Constitution, each Director is entitled to receive:

- (a) Payment for reimbursement of all travelling, hotel and other expenses reasonably incurred by a Director for the purpose of attending meetings of the Board or otherwise in and about the business of the Company; and
- (b) In respect of Non-Executive Directors, payment for the performance of extra services or the making of special exertions for the benefit of the Company (at the request of and with the concurrence of the Board).

Short-Term Benefits: The Company does not have any short-term incentive (**STI**) cash bonus schemes (or equivalent) in place for Key Management Personnel.

REMUNERATION REPORT

Long Term Benefits: The Company does not have any long-term incentive (LTI) cash bonus schemes (or equivalent) in place for Key Management Personnel.

Equity Based Benefits: The Company does not presently have any equity (shares or options) based remuneration arrangements for any personnel pursuant to any executive or employee share or option plan or otherwise.

Post-Employment Benefits: The Company does not presently provide retirement benefits to Key Management Personnel. Other than early termination benefits disclosed in 'Employment Agreement' below, Key Management Personnel also have no right to termination payments save for payment of accrued unused annual and long service leave (where applicable) (these accrued employee entitlements are not applicable in respect of Non-Executive Directors). The Company notes that shareholder approval is required where a Company proposes to make a "termination payment" (for example, a payment in lieu of notice, a payment for a post-employment restraint and payments made as a result of the automatic or accelerated vesting of share based payments) in excess of one year's "base salary" (defined as the average base salary over the previous 3 years) to a director or any person who holds a managerial or executive office.

Service Agreements: The Company does not presently have formal service agreements or employment agreements with any Key Management Personnel.

Performance-Related Benefits and Financial Performance of Company: The Company does not presently provide short- or long-term incentive/performance based benefits related to the Company's performance to Key Management Personnel, including payment of cash bonuses. The current remuneration of Key Management Personnel is fixed, is not dependent on the satisfaction of a performance condition and is unrelated to the Company's performance.

The Board does not believe that it is appropriate at this time to implement an equity-based benefit scheme or a performance related/variable component to Key Management Personnel remuneration or remuneration generally linked to the Company's performance but reserves the right to implement these remuneration measures if appropriate in the future (subject to prior shareholder approval where applicable).

In considering the Company's performance and its effects on shareholder wealth, Directors have had regard to the data set out below for the latest financial year and the previous four financial years.

	2020	2019	2018	2017	2016
Loss before income tax (\$)	(790,139)	(1,240,374)	(1,035,132)	(1,898,921)	(543,953)
Basic loss per share (cents)	(5.05)	(8.18)	(6.76)	(12.94)	(3.47)
Dividends paid (\$)	-	-	0.9	-	-
VWAP share price on ASX for financial year (\$)	0.07	0.18	0.19	0.17	0.198
Closing bid share price as at 30 June (\$)	0.055	0.19	0.165	0.15	0.16

(2) Details of Remuneration of Key Management Personnel

Details of the nature and amount of each element of remuneration of each Key Management Personnel paid or payable by the Company during the financial year are as follows:

2020	Key Management Personnel	Performance related %	Short-term Benefits		Post-Employment Benefits	Other Long-term Benefits	Equity Based	Total \$
			Cash, salary and commissions \$	Non-cash benefit \$	Superannuation \$	Long service leave \$	Shares and Options \$	
Executive Directors:								
	Farooq Khan	-	201,250	-	19,119	-	-	220,369
	Victor Ho	-	97,500	-	9,262	-	-	106,762
Non-Executive Director:								
	Yaqoob Khan	-	25,000	-	-	-	-	25,000

REMUNERATION REPORT

2019 Key Management Personnel	Performance related %	Short-term Benefits		Post-Employment Benefits	Other Long-term Benefits	Equity Based	Total \$
		Cash, salary and commissions \$	Non-cash benefit \$	Superannuation \$	Long service leave \$	Shares and Options \$	
Executive Directors:							
Farooq Khan	-	201,250	-	19,119	-	-	220,369
Victor Ho	-	97,500	-	9,263	-	-	106,763
Non-Executive Director:							
Yaqoob Khan	-	25,000	-	-	-	-	25,000

Victor Ho is also Company Secretary of the Company.

(3) Other Benefits Provided to Key Management Personnel

No Key Management Personnel has during or since the end of the 30 June 2020 financial year, received or become entitled to receive a benefit, other than a remuneration benefit as disclosed above, by reason of a contract made by the Company or a related entity with the Director or with a firm of which he is a member, or with a Company in which he has a substantial interest.

(4) Engagement of Remuneration Consultants

The Company has not engaged any remuneration consultants to provide remuneration recommendations in relation to Key Management Personnel during the year. The Board has established a policy for engaging external Key Management Personnel remuneration consultants which includes, inter alia, that the Non-Executive Directors on the Remuneration Committee be responsible for approving all engagements of and executing contracts to engage remuneration consultants and for receiving remuneration recommendations from remuneration consultants regarding Key Management Personnel. Furthermore, the Company has a policy that remuneration advice provided by remuneration consultants be quarantined from Management where applicable.

(5) Shares held by Key Management Personnel

The number of ordinary shares in the Company held by Key Management Personnel is set out below:

Key Management Personnel	Balance at 30 June 2019	Additions	Received as part of remuneration	Disposals	Balance at 30 June 2020
Executive Directors:					
Farooq Khan	2,000	-	-	-	2,000
Victor Ho	-	-	-	-	-
Non-Executive Director:					
Yaqoob Khan	-	-	-	-	-

Note: The disclosures of shareholdings above are in accordance with the accounting standards which require disclosure of shares held directly, indirectly or beneficially by each key management person, a close member of the family of that person, or an entity over which either of these persons have, directly or indirectly, control, joint control or significant influence (as defined under Accounting Standard AASB 124 Related Party Disclosures).

(6) Voting and Comments on Remuneration Report at 2019 AGM

At the Company's most recent (2019) AGM, a resolution to adopt the prior year (2019) Remuneration Report was put to the vote and passed unanimously on a show of hands with the proxies received also indicating majority (88.4%) support in favour of adopting the Remuneration Report.⁸ No comments were made on the Remuneration Report that was considered at the AGM.

This concludes the audited Remuneration Report.

⁸ Refer Orion's ASX announcement dated 21 November 2019: Results of 2019 Annual General Meeting

DIRECTORS' REPORT

DIRECTORS' AND OFFICERS' INSURANCE

Up until 31 December 2019, the Company had insured Directors and Officers against any liability they may have incurred in respect of any wrongful acts or omissions made by them in such capacity (to the extent permitted by the *Corporations Act 2001 (Cth)*) (**D&O Policy**). Details of the amount of the premium paid in respect of this insurance policy are not disclosed as such disclosure is prohibited under the terms of the contract. The Company did not renew the D&O Policy on expiry on 31 December 2019.

DIRECTORS' DEEDS

In addition to the rights of indemnity provided under the Company's Constitution (to the extent permitted by the *Corporations Act*), the Company has also entered into a deed with each of the Directors to regulate certain matters between the Company and each Director, both during the time the Director holds office and after the Director ceases to be an officer of the Company, including the following matters:

- (a) The Company's obligation to indemnify a Director for liabilities or legal costs incurred as an officer of the Company (to the extent permitted by the *Corporations Act*); and
- (b) Subject to the terms of the deed and the *Corporations Act*, the Company may advance monies to the Director to meet any costs or expenses of the Director incurred in circumstances relating to the indemnities provided under the deed and prior to the outcome of any legal proceedings brought against the Director.

LEGAL PROCEEDINGS ON BEHALF OF CONSOLIDATED ENTITY

No person has applied for leave of a court to bring proceedings on behalf of Orion or intervene in any proceedings to which Orion is a party for the purpose of taking responsibility on behalf of Orion for all or any part of such proceedings. Orion was not a party to any such proceedings during and since the financial year.

AUDITORS

Details of the amounts paid or payable by the Company to the Auditors for audit and non-audit (tax services) services provided during the financial year are set out below:

Auditor	Audit & Review Fees \$	Non-Audit Services \$	Total \$
Rothsay Auditing	22,000	-	22,000

Rothsay Auditing did not provide any non-audit services during the year.

Rothsay Auditing continues in office in accordance with section 327 of the *Corporations Act 2001 (Cth)*.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001 (Cth)* forms part of this Directors Report and is set out on page 16. This relates to the Auditor's Report, where the Auditor states that they have issued an independence declaration.

DIRECTORS' REPORT

EVENTS SUBSEQUENT TO BALANCE DATE

The Directors are not aware of any matters or circumstances at the date of this Directors' Report, other than those referred to in this Directors' Report (in particular, in the Review of Operations) or the financial statements or notes thereto (in particular Note 24), that have significantly affected or may significantly affect the operations, the results of operations or the state of affairs of the Company in subsequent financial years.

Signed for and on behalf of the Directors in accordance with a resolution of the Board,



Farooq Khan
Executive Chairman



Victor Ho
Executive Director and
Company Secretary

26 August 2020



Level 1, Lincoln House, 4 Ventnor Avenue, West Perth WA 6005
P.O. Box 8716, Perth Business Centre WA 6849
Phone (08) 9486 7094 www.rothsayresources.com.au

The Directors
Orion Equities Limited
Level 2
31 Ventnor Avenue
West Perth WA 6005

Dear Directors

In accordance with Section 307C of the *Corporations Act 2001* (the "Act") I hereby declare that to the best of my knowledge and belief there have been:

- (i) no contraventions of the auditor independence requirements of the Act in relation to the audit of the 30 June 2020 financial statements; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the review.

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

Daniel Dalla CA (Lead auditor)
Partner
Rothsay Auditing

Dated 26 August 2020



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June 2020

	Note	2020 \$	2019 \$
Revenue	2	44,684	48,972
Other			
Net gain on sale of non-current assets		-	201,786
Other		20,934	-
TOTAL REVENUE AND INCOME		65,618	250,758
EXPENSES	3		
Share of Associate entity's loss		(307,878)	(662,455)
Net loss on financial assets at fair value through profit or loss		-	(86,901)
Land operation expenses		(12,546)	(128,704)
Personnel expenses		(412,379)	(434,743)
Occupancy expenses		(26,849)	(28,682)
Corporate expenses		(28,947)	(29,635)
Communication expenses		(2,057)	(2,048)
Finance expenses		(277)	(431)
Administration expenses		(64,824)	(60,773)
LOSS FROM CONTINUING OPERATIONS		(790,139)	(1,183,614)
Loss from discontinued operations	5	-	(56,760)
Income tax benefit	6	-	(38,973)
LOSS AFTER INCOME TAX		(790,139)	(1,279,347)
OTHER COMPREHENSIVE INCOME			
Reversal of revaluation of assets, net of tax		-	(102,746)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		(790,139)	(1,382,093)
LOSS PER SHARE FOR THE LOSS ATTRIBUTABLE TO THE ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic and diluted loss per share (cents)	7	(5.05)	(8.18)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2020

	Note	2020 \$	2019 \$
CURRENT ASSETS			
Cash and cash equivalents	8	294,408	814,067
Financial assets at fair value through profit or loss	9	450,000	450,000
Loan to controlling entity	21(a)	90,130	-
Receivables		-	13,750
Other current assets		-	1,087
TOTAL CURRENT ASSETS		834,538	1,278,904
NON-CURRENT ASSETS			
Property held for development or resale	12	1,100,000	1,100,000
Investment in Associate entity	20	169,841	477,719
Property, plant and equipment		3,263	5,471
Deferred tax asset	6	-	-
TOTAL NON-CURRENT ASSETS		1,273,104	1,583,190
TOTAL ASSETS		2,107,642	2,862,094
CURRENT LIABILITIES			
Payables	13	255,609	222,491
Provisions	14	78,756	76,187
TOTAL CURRENT LIABILITIES		334,365	298,678
NON-CURRENT LIABILITIES			
Deferred tax liability	6	-	-
TOTAL NON-CURRENT LIABILITIES		-	-
TOTAL LIABILITIES		334,365	298,678
NET ASSETS		1,773,277	2,563,416
EQUITY			
Issued capital	15	18,808,028	18,808,028
Profits reserve	16	2,599,373	2,624,527
Accumulated losses		(19,634,124)	(18,869,139)
TOTAL EQUITY		1,773,277	2,563,416

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2020

	Note	Issued Capital \$	Reserves \$	Accumulated Losses \$	Total \$
BALANCE AT 1 JULY 2018		18,808,028	2,886,496	(17,749,015)	3,945,509
Loss for the year		-	-	(1,279,347)	(1,279,347)
Profits reserve transfer	16	-	(159,223)	159,223	-
Other comprehensive income		-	(102,746)	-	(102,746)
Total comprehensive loss for the year		-	(261,969)	(1,120,124)	(1,382,093)
BALANCE AT 30 JUNE 2019		18,808,028	2,624,527	(18,869,139)	2,563,416
BALANCE AT 1 JULY 2019		18,808,028	2,624,527	(18,869,139)	2,563,416
Loss for the year		-	-	(790,139)	(790,139)
Profits reserve transfer	16	-	(25,154)	25,154	-
Other comprehensive income		-	-	-	-
Total comprehensive loss for the year		-	(25,154)	(764,985)	(790,139)
BALANCE AT 30 JUNE 2020		18,808,028	2,599,373	(19,634,124)	1,773,277

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 30 June 2020

	Note	2020 \$	2019 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		37,700	37,700
Dividends received		-	103,951
Other receipts - ATO		20,934	-
Interest received		2,442	11,272
Payments to suppliers and employees		(495,135)	(850,536)
Sale of financial assets at fair value through profit or loss		-	67,844
NET CASH USED IN OPERATING ACTIVITIES	8	(434,059)	(629,769)
CASH FLOWS FROM INVESTING ACTIVITIES			
Disposal of agribusiness assets		-	1,456,500
Commission on sale of agribusiness assets		-	(43,500)
Purchase of plant and equipment		-	(4,714)
NET CASH PROVIDED BY INVESTING ACTIVITIES		-	1,408,286
CASH FLOWS FROM FINANCING ACTIVITIES			
Loan to controlling entity	21(a)	(90,000)	-
Loan repayment from controlling entity	21(a)	4,412	-
Dividends paid		(12)	(225)
NET CASH USED IN FINANCING ACTIVITIES		(85,600)	(225)
NET INCREASE/(DECREASE) IN CASH HELD		(519,659)	778,292
Cash and cash equivalents at beginning of financial year		814,067	35,775
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR	8	294,408	814,067

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

1. ABOUT THIS REPORT

1.1 Background

This financial report covers the consolidated financial statement of the consolidated entity consisting of Orion Equities Limited (ASX:OEQ) (the **Company** or **OEQ**), its subsidiaries and investments in associates (the **Consolidated Entity** or **Orion**). The financial report is presented in the Australian currency.

Orion Equities Limited is a company limited by shares, incorporated in New South Wales, Australia and whose shares are publicly traded on the Australian Securities Exchange (**ASX**).

These financial statements have been prepared on a streamlined basis where key information is grouped together for ease of understanding and readability. The notes include information which is required to understand the financial statements and is material and relevant to the operations, financial position and performance of the Consolidated Entity.

Information is considered material and relevant if, for example:

- (a) the amount in question is significant because of its size or nature;
- (b) it is important for understanding the results of the Consolidated Entity;
- (c) it helps to explain the impact of significant changes in the Consolidated Entity's business – for example, acquisitions; or
- (d) it relates to an aspect of the Consolidated Entity's operations that is important to its future performance.

The notes are organised into the following sections:

- (a) **Key Performance:** Provides a breakdown of the key individual line items in the statement of comprehensive income that the Directors consider most relevant to understanding performance and shareholder returns for the year:

Notes

2	Revenue
3	Expenses
4	Segment information
5	Discontinued operations
6	Tax
7	Loss per share

- (b) **Financial Risk Management:** Provides information about the Consolidated Entity's exposure and management of various financial risks and explains how these affect the Consolidated Entity's financial position and performance:

Notes

8	Cash and cash equivalents
9	Financial assets at fair value through profit or loss
10	Financial risk management
11	Fair value measurement of financial instruments

- (c) **Other Assets and Liabilities:** Provides information on other balance sheet assets and liabilities that do not materially affect performance or give rise to material financial risk:

Notes

12	Property held for resale
13	Payables
14	Provisions

- (d) **Capital Structure:** This section outlines how the Consolidated Entity manages its capital structure and related financing costs, as well as capital adequacy and reserves. It also provides details on the dividends paid by the Company:

Notes

15	Issued capital
16	Profits reserve
17	Capital risk management

- (e) **Consolidated Entity Structure:** Provides details and disclosures relating to the parent entity of the Consolidated Entity, controlled entities, investments in associates and any acquisitions and/or disposals of businesses in the year. Disclosure on related parties is also provided in the section:

Notes

18	Parent entity information
19	Investment in controlled entities
20	Investment in associate entity
21	Related party transactions

- (f) **Other:** Provides information on items which require disclosure to comply with Australian Accounting Standards and other regulatory pronouncements however, are not considered significant in understanding the financial performance or position of the Consolidated Entity:

Notes

22	Auditors' remuneration
23	Contingencies
24	Events occurring after the reporting period

Significant and other accounting policies that summarise the measurement basis used and presentation policies and are relevant to an understanding of the financial statements are provided throughout the notes to the financial statements.

1.2. Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Australia Accounting Interpretations and the *Corporations Act 2001 (Cth)*, as appropriate for for-profit entities.

Compliance with IFRS

The consolidated financial statements of the Consolidated Entity also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

Reporting Basis and Conventions

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, and financial assets and financial liabilities for which the fair value basis of accounting has been applied.

1.3. Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of the subsidiaries of Orion Equities Limited as at 30 June 2020 and the results of its subsidiaries for the year then ended. Orion Equities Limited and its subsidiaries are referred to in this financial report as the Consolidated Entity.

All inter-company balances and transactions between entities in the Consolidated Entity, including any unrealised profits or losses, have been eliminated on consolidation.

1.4. Comparative Figures

Certain comparative figures have been adjusted to conform to changes in presentation for the current financial year.

1.5. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST. Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

1.6. Dividends Policy

Provision is made for the amount of any dividend declared; being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at the Balance Date.

1.7. Impairment of Assets

At each reporting date, the Consolidated Entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit or loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Consolidated Entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.8. Leases

At the lease commencement, the Consolidated Entity recognises a right-of-use asset and associated lease liability for the lease term. The lease term includes extension periods where the Consolidated Entity believes it is reasonably certain that the option will be exercised. The right-of-use asset is measured using the cost model where cost on initial recognition comprises of the lease liability, initial direct costs, prepaid lease payments, estimated cost of removal and restoration less any lease incentives received.

The right-of-use asset is depreciated over the lease term on a straight-line basis and assessed for impairment in accordance with the impairment of assets accounting policy.

The lease liability is initially measured at the present value of the remaining lease payments at the commencement of the lease. The discount rate is the rate implicit in the lease, however where this cannot be readily determined then the Consolidated Entity's incremental borrowing rate is used.

Subsequent to initial recognition, the lease liability is measured at amortised cost using the effective interest rate method. The lease liability is remeasured whether there is a lease modification, change in estimate of the lease term or index upon which the lease payments are based (e.g. CPI) or a change in the Consolidated Entity's assessment of lease term.

Where the lease liability is remeasured, the right-of-use asset is adjusted to reflect the remeasurement or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Exceptions to lease accounting

The Consolidated Entity has elected to apply the exceptions to lease accounting for both short-term leases (i.e. leases with a term of less than or equal to 12 months) and leases of low-value assets. The Consolidated Entity recognises the payments associated with these leases as an expense on a straight-line basis over the lease term.

1.9. New, revised or amending Accounting Standards and Interpretations adopted

The Consolidated Entity has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the AASB that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not mandatory have not been early adopted. These are not expected to have a material impact on the Consolidated Entity's financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

2. REVENUE

	2020	2019
	\$	\$
The consolidated loss before income tax includes the following items of revenue:		
Revenue		
Rental revenue	37,700	37,700
Interest revenue	6,984	11,272
	<u>44,684</u>	<u>48,972</u>
Other		
Net gain on sale of non-current assets	-	201,786
Other income	20,934	-
	<u><u>65,618</u></u>	<u><u>250,758</u></u>

Accounting policy

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Consolidated Entity and the revenue can be reliably measured. All revenue is stated net of the amount of Goods and Services Tax (GST). The following specific recognition criteria must also be met before revenue is recognised:

(a) Sale of financial assets, goods and other assets

Revenue from the sale of financial assets, goods or other assets is recognised when the Consolidated Entity has passed control of the financial assets, goods or other assets to the buyer.

(b) Interest revenue

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

(c) Dividend revenue

Dividend revenue is recognised when the right to receive a dividend has been established. The Consolidated Entity brings dividend revenue to account on the applicable ex-dividend entitlement date.

(d) Other revenues

Other revenues are recognised on a receipts basis.

3. EXPENSES

	2020	2019
	\$	\$
The consolidated loss before income tax includes the following items of expenses:		
Share of net loss of Associate entity	307,878	662,455
Net loss on financial assets at fair value through profit or loss	-	86,901
Olive grove operations		
Depreciation of olive grove assets	-	3,566
Other expenses	-	53,193
Land operations		
Impairment loss on property held for development or resale	-	120,000
Other expenses	12,546	8,704
Salaries, fees and employee benefits	412,379	434,743
Occupancy expenses	26,849	28,682
Finance expenses	277	431
Communication expenses	2,057	2,048

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

3. EXPENSES (continued)	2020	2019
	\$	\$
Corporate expenses		
ASX and CHESS fees	17,776	17,010
ASIC fees	6,575	6,618
Share registry	3,362	5,483
Other corporate expenses	1,234	524
Administration expenses		
Professional and legal fees	11,238	16,700
Depreciation	1,980	2,634
Other administration expenses	51,606	41,439
	855,757	1,491,131

4. SEGMENT INFORMATION

	Investments	Olive grove	Corporate	Total
	\$	\$	\$	\$
2020				
Segment revenues				
Revenue	37,700	-	-	37,700
Other	-	-	27,918	27,918
Total segment revenues	37,700	-	27,918	65,618
Personnel expenses	-	-	412,379	412,379
Finance expenses	-	-	276	276
Administration expenses	-	-	63,945	63,945
Depreciation expense	-	-	1,980	1,980
Other expenses	319,056	-	58,121	377,177
Total segment profit/(loss)	(281,356)	-	(508,783)	(790,139)
Segment assets				
Cash and cash equivalents	-	-	294,408	294,408
Financial assets	450,000	-	-	450,000
Property held for development or resale	1,100,000	-	-	1,100,000
Investment in Associate entity	169,841	-	-	169,841
Property, plant and equipment	-	-	3,263	3,263
Other assets	-	-	90,130	90,130
Total segment assets	1,719,841	-	387,801	2,107,642
2019				
Segment revenues				
Revenue	37,700	-	11,272	48,972
Other	-	201,786	-	201,786
Total segment revenues	37,700	201,786	11,272	250,758
Personnel expenses	-	-	434,743	434,743
Finance expenses	-	6	431	437
Administration expenses	-	47,296	58,219	105,515
Depreciation expense	-	3,566	2,634	6,200
Other expenses	877,718	5,891	60,628	944,237
Total segment profit/(loss)	(840,018)	145,027	(545,383)	(1,240,374)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

4. SEGMENT INFORMATION (continued)	Investments	Olive grove	Corporate	Total
	\$	\$	\$	\$
Segment assets				
Cash and cash equivalents	-	-	814,067	814,067
Financial assets	450,000	-	-	450,000
Property held for development or resale	1,100,000	-	-	1,100,000
Investment in Associate entity	477,719	-	-	477,719
Property, plant and equipment	-	-	5,471	5,471
Other assets	-	-	14,837	14,837
Total segment assets	2,027,719	-	834,375	2,862,094

Accounting policy

The operating segments are reported in a manner consistent with the internal reporting provided to the "Chief Operating Decision Maker" (**CODM**). The Consolidated Entity's CODM is the Board of Directors who are responsible for allocating resources and assessing performance of the operating segments.

The Board has considered the business and geographical perspectives of the operating results and determined that the Consolidated Entity operates only within Australia, with the main segments being Investments and Olive Grove (which operations were sold in October 2018 - refer Note 5). Corporate items are mainly comprised of corporate assets, office expenses and income tax assets and liabilities.

Description of segments

- Investments comprise of equity investments of companies listed on the Australian Securities Exchange (**ASX**) and liquid financial assets;
- Olive grove is in relation to the olive grove farm in Gingin;
- Corporate items are mainly comprised of corporate assets, office expenses and income tax assets and liabilities.

Liabilities

Liabilities are not reported to the CODM by segment. All liabilities are assessed at a consolidated entity level.

5. DISCONTINUED OPERATIONS

On 11 October 2018, the Company completed the sale of its Olive Grove Agribusiness Assets in consideration of \$1.45 million cash. Financial information relating to the discontinued operations are as follows:

Financial information relating to the discontinued operation which has been incorporated into the Income Statement is as follows:	2020	2019
	\$	\$
Revenue	-	-
Expenses	-	(56,760)
Loss before income tax	-	(56,760)
Income tax expense	-	(38,973)
Loss after income tax	-	(95,733)
Gain on sale of Olive Grove Agribusiness Assets	-	201,786
Income tax	-	(38,973)
Gain on sale of Olive Grove Agribusiness Assets after tax	-	162,813
Reversal of revaluation of assets, net of tax	-	(102,746)
Net gain on sale of non-current assets	-	60,067

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

5. DISCONTINUED OPERATIONS (continued)

The carrying amount of the assets and liabilities of the operation at the date of cessation were:

	2020	2019
	\$	\$
Total assets	-	1,403,475
Total liabilities	-	(5,008,507)
Net liabilities	-	(3,605,032)

The net cash flows of the operations, which have been incorporated into the Cash Flow Statement are as follows:

Net cash used in operating activities	-	(9,695)
Net cash provided by investing activities	-	1,413,000
Effect on cash flows	-	1,403,305

Details of sale of operations:

Consideration received in cash	1,456,500
Carrying amount of net assets sold	(1,396,433)
Gain on sale of Olive Grove Agribusiness Assets	60,067
Income tax	38,973
	99,040
Reversal of revaluation of assets, net of tax	102,746
Net gain on sale of non-current assets	201,786

Critical accounting judgement and estimate

Judgements have been made in the determination of consideration pertaining to assets sold during the financial year. In making these judgements, the Consolidated Entity has considered the conditions and probability of receipt pursuant to the relevant sale agreements.

Accounting policy

A discontinued operation is a component of the Consolidated Entity's business where the operations and cash flows can be clearly distinguished from the rest of the Consolidated Entity and which:

- represents a separate major line of business or geographical area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to re-sale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale. When an operation is classified as a discontinued operation, the comparative statement of profit or loss and other comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

6. TAX

	2020	2019
	\$	\$
The components of tax expense/(benefit) comprise:		
Current tax	-	-
Deferred tax		
- discontinued operations	-	38,973
	-	38,973

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

6. TAX (continued)	2020	2019
	\$	\$
(a) The prima facie tax on operating loss before income tax is reconciled to the income tax as follows:		
Prima facie tax payable on operating loss before income tax at 27.5% (2019: 27.5%)	(217,288)	(341,103)
Adjust tax effect of:		
Other assessable income	-	38,905
Non-deductible expenses	382	1,876
Share of net loss of Associate	84,666	182,175
Current year tax losses not brought to account	132,240	118,147
Prior year's deferred tax assets recognition reversal	-	38,973
Income tax attributable to entity	-	38,973
	-	38,973
	Deferred tax assets	Deferred tax liabilities
	2020	2019
	2020	2019
	\$	\$
	\$	\$
Fair value losses	-	-
	-	-
(i) Movements - deferred tax assets	2020	2019
Fair value losses	\$	\$
Opening balance	-	38,973
(Credited)/charged to income statement	-	(38,973)
Closing balance	-	-
(ii) Movements - Deferred tax liabilities		
Fair value gains		
Opening balance	-	38,973
Charged/(Credited) to the profit and loss	-	(38,973)
Closing balance	-	-
(iii) Deferred tax recognised directly in other comprehensive income		
Revaluations of land and intangible assets	-	38,973
Unrecognised deferred tax balances		
Unrecognised deferred tax asset - revenue losses	3,207,744	3,069,919
Unrecognised deferred tax asset - capital losses	313,078	310,259
	3,520,822	3,380,178

Critical accounting judgement and estimate

The above deferred tax assets have not been recognised in respect of the above items because it is not probable that future taxable profit will be available against which the Consolidated Entity can utilise the benefits. Revenue and capital tax losses are subject to relevant statutory tests.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

6. TAX (continued)

Tax Consolidation

The head entity, Orion Equities Limited and its controlled entities have formed a tax consolidated group with effect from 29 June 2004. The members of the tax consolidation group continue to account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax consolidated group continues to be a stand-alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, the Company also recognises the current tax liabilities (or assets) and the deferred tax assets (as appropriate) arising from unused tax losses and unused tax credits assumed from controlled entities in the tax consolidated group.

Assets or liabilities arising under tax funding agreements within the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the group. Any differences between the amounts assumed and amounts receivable or payable under the tax funding agreement are recognised as a contribution to (or distribution from) wholly-owned tax consolidated entities.

Accounting policy

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the notional income tax rate for each taxing jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses (if applicable).

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each taxing jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The amount of deferred tax assets benefits brought to account or which may be realised in the future, is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Consolidated Entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in other comprehensive income or equity are also recognised directly in other comprehensive income or equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

7. LOSS PER SHARE	2020	2019
Basic and diluted loss per share (cents)	<u>(5.05)</u>	<u>(8.18)</u>

The following represents the loss and weighted average number of shares used in the loss per share calculations:

Net loss after income tax (\$)	(790,139)	(1,279,347)
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Number of Shares

Weighted average number of ordinary shares	15,649,228	15,649,228
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The Consolidated Entity has no securities outstanding which have the potential to convert to ordinary shares and dilute the basic loss per share.

Accounting policy

Basic loss per share is determined by dividing the operating result after income tax by the weighted average number of ordinary shares on issue during the financial period.

Diluted loss per share adjusts the figures used in the determination of basic loss per share by taking into account amounts unpaid on ordinary shares and any reduction in loss per share that will probably arise from the exercise of options outstanding during the financial period.

8. CASH AND CASH EQUIVALENTS	2020	2019
	\$	\$
Cash at bank	<u>294,408</u>	<u>814,067</u>

Accounting policy

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts (if any) are shown within short-term borrowings in current liabilities on the Statement of Financial Position.

Reconciliation of operating loss after income tax to net cash used in operating activities	2020	2019
	\$	\$

Loss after income tax	(790,139)	(1,279,347)
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Add non-cash items:

Depreciation	1,980	6,201
Write off of plant and equipment	228	1,992
Net loss on financial assets at fair value through profit or loss	-	89,901
Impairment loss on property held for development or resale	-	120,000
Share of Associate entity's loss	307,878	662,455

Changes in Assets and Liabilities:

Financial assets at fair value through profit or loss	-	12,000
Receivables	9,208	98,185
Other current assets	1,087	1,382
Investment in Associate entity	-	102,569
Agribusiness assets	-	(201,786)
Payables	33,118	(292,542)
Provisions	2,581	10,248
Deferred tax	-	38,973
	<u>(434,059)</u>	<u>(629,769)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

9. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020	2019
	\$	\$
Listed securities at fair value	<u>450,000</u>	<u>450,000</u>

Accounting policy

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition, financial assets at fair value through profit and loss acquired principally for the purpose of selling in the short term or if so designated by management and within the requirements of AASB 9: Financial Instruments will recognise its realised and unrealised gains and losses arising from changes in the fair value of these assets are included in the Statement of Profit or Loss and Other Comprehensive Income in the period in which they arise.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the balance sheet date which is the current bid price. The fair value of the unlisted managed funds is determined from unit price information provided by investment manager. The Consolidated Entity's investment portfolio is accounted for as "financial assets at fair value through profit and loss" and is carried at fair value.

10. FINANCIAL RISK MANAGEMENT

The Consolidated Entity's financial instruments consist of deposits with banks, accounts receivable and payable, investments in listed securities, and other unlisted securities. The principal activity of the Consolidated Entity is the management of its investments (Financial Assets at Fair Value through Profit and Loss) (refer Note 9). The Consolidated Entity's investments are subject to market (which includes interest rate and price risk), credit and liquidity risks.

The Board of Directors is responsible for the overall internal control framework (which includes risk management) but no cost-effective internal control system will preclude all errors and irregularities. The system is based, in part, on the appointment of suitably qualified management personnel. The effectiveness of the system is continually reviewed by management and at least annually by the Board.

The financial receivables and payables of the Consolidated Entity in the table below are due or payable within 30 days. The financial investments are held for trading and are realised at the discretion of the Board of Directors.

The Consolidated Entity holds the following financial assets and liabilities:

		2020	2019
	Note	\$	\$
Cash and cash equivalents	8	294,408	814,067
Financial assets at fair value through profit or loss	9	450,000	450,000
		<u>744,408</u>	<u>1,264,067</u>
Payables	13	(255,609)	(222,491)
Net financial assets		<u>488,799</u>	<u>1,041,576</u>

(a) Market risk

Market risk is the risk that the fair value and/or future cash flows from a financial instrument will fluctuate as a result of changes in market factors. Market risk comprises of price risk from fluctuations in the fair value of equities and interest rate risk from fluctuations in market interest rates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

10. FINANCIAL RISK MANAGEMENT (continued)

(a) Market Risk (continued)

(i) Price risk

the Consolidated Entity and classified in the Statement of Financial Position at fair value through profit or loss. The Consolidated Entity is not exposed to commodity price risk, save where this has an indirect impact via market risk and equity securities price risk.

The value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments in the market. By its nature as an investment company, the Consolidated Entity will always be subject to market risk as it invests its capital in securities that are not risk free - the market price of these securities can and will fluctuate. The Consolidated Entity does not manage this risk through entering into derivative contracts, futures, options or swaps.

Equity price risk is minimised through ensuring that investment activities are undertaken in accordance with Board established mandate limits and investment strategies.

The Consolidated Entity has performed a sensitivity analysis on its exposure to market price risk at Balance Date. The analysis demonstrates the effect on the current year results and equity which could result from a change in these risks. The ASX All Ordinaries Accumulation Index was utilised as the benchmark for the unlisted and listed share investments which are financial assets available-for-sale or at fair value through profit or loss.

ASX All Ordinaries Accumulation Index	Impact on post-tax profit		Impact on other components of equity	
	2020	2019	2020	2019
	\$	\$	\$	\$
Increase 15%	11,779	31,842	11,779	31,842
Decrease 15%	(11,779)	(31,842)	(11,779)	(31,842)

(ii) Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Consolidated Entity's exposure to market risk for changes in interest rates relate primarily to investments held in interest bearing instruments. The weighted average interest rate for the year for the table below is 0.35% (2019: 1.1%). The revenue exposure is immaterial in terms of the possible impact on profit or loss or total equity.

	2020	2019
	\$	\$
Cash at bank	294,408	814,067

(b) Credit risk

Credit risk refers to the risk that a counterparty under a financial instrument will default (in whole or in part) on its contractual obligations resulting in financial loss to the Consolidated Entity. Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, including outstanding receivables and committed transactions. Concentrations of credit risk are minimised primarily by undertaking appropriate due diligence on potential investments, carrying out all market transactions through approved brokers, settling non-market transactions with the involvement of suitably qualified legal and accounting personnel (both internal and external), and obtaining sufficient collateral or other security (where appropriate) as a means of mitigating the risk of financial loss from defaults. The Consolidated Entity's business activities do not necessitate the requirement for collateral as a means of mitigating the risk of financial loss from defaults.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

10. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

The credit quality of the financial assets are neither past due nor impaired and can be assessed by reference to external credit ratings (if available with Standard & Poor's) or to historical information about counterparty default rates. The maximum exposure to credit risk at Balance Date is the carrying amount of the financial assets as summarised below:

	2020	2019
	\$	\$
Cash and Cash Equivalents		
AA-	294,254	813,913

The Consolidated Entity measures credit risk on a fair value basis. The carrying amount of financial assets recorded in the financial statements, net any provision for losses, represents the Consolidated Entity's maximum exposure to credit risk.

(c) Liquidity Risk

Liquidity risk is the risk that the Consolidated Entity will encounter difficulty in meeting obligations associated with financial liabilities. The Consolidated Entity has no borrowings. The Consolidated Entity's non-cash investments can be realised to meet trade and other payables arising in the normal course of business. The financial liabilities disclosed in the above table have a maturity obligation of not more than 30 days.

11. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Fair Value Hierarchy

AASB 13 (Fair Value Measurement) requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and
- (iii) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Financial assets at fair value through profit or loss:				
Listed securities at fair value				
2020	450,000	-	-	450,000
2019	450,000	-	-	450,000

There have been no transfers between the levels of the fair value hierarchy during the financial year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

11. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

(a) Valuation techniques

The fair value of the listed securities traded in active markets is based on closing bid prices at the end of the reporting period. These investments are included in Level 1.

The fair value of any assets that are not traded in an active market are determined using certain valuation techniques. The valuation techniques maximise the use of observable market data where it is available, or independent valuation and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

(b) Fair values of other financial assets and liabilities

	2020	2019
	\$	\$
Cash and cash equivalents	294,408	814,067
Receivables	-	13,750
	294,408	827,817
Payables	(255,609)	(222,491)
	38,799	605,326

Due to their short-term nature, the carrying amounts of cash, current receivables and current payables is assumed to approximate their fair value.

12. PROPERTY HELD FOR RESALE

	2020	2019
	\$	\$
Property held for resale	3,797,339	3,797,339
Impairment of property	(2,697,339)	(2,697,339)
	1,100,000	1,100,000

Critical accounting judgement and estimate

The carrying value of Property held for resale is based on the Directors' judgement, having regard to the most recent independent valuation report dated 29 July 2019 and an assessment of current pertinent real estate market conditions. The Directors are of the view that the property is not impaired as at balance date.

Accounting policy

Property held for resale is valued at the lower of cost and net realisable value. Cost includes the cost of acquisition, development, borrowing costs and holding costs until completion of development. Finance costs and holding charges incurred after development are expensed. Profits are brought to account on the signing of an unconditional contract of sale.

13. PAYABLES

	2020	2019
	\$	\$
Trade payables	22,132	7,896
Other payables and accrued expenses	42,499	42,956
Accrued Directors' fees and entitlements	190,978	171,639
	255,609	222,491

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

13. PAYABLES (continued)

Accounting policy

These amounts represent liabilities for goods and services provided to the Consolidated Entity prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

Risk exposure

The Consolidated Entity's exposure to risks arising from current payables is set out in Note 10.

14. PROVISIONS	2020	2019
	\$	\$
Employee benefits - annual leave	18,232	19,002
Employee benefits - long service leave	53,797	50,446
Provision for dividends	6,727	6,739
	78,756	76,187

Accounting policy

Short-term obligations

Provision is made for the Consolidated Entity's liability for employee benefits arising from services rendered by employees to the Balance Date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year from the Balance Date have been measured at the present value of the estimated future cash outflows to be made for those benefits. Employer superannuation contributions are made by the Consolidated Entity in accordance with statutory obligations and are charged as an expense when incurred.

Other long-term employee benefit obligations

The liability for long-service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the Balance Date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

(a) Amounts not expected to be settled within 12 months

The provision for annual leave and long service leave is presented as current since the Consolidated Entity does not have an unconditional right to defer settlement for any of these employee benefits. Long service leave covers all unconditional entitlements where employees have completed the required period of service and also where employees are entitled to pro-rata payments in certain circumstances.

Based on past experience, the employees have never taken the full amount of long service leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months:

	2020	2019
	\$	\$
Leave obligations expected to be settled after 12 months	53,797	50,446

15. ISSUED CAPITAL

	2020	2019
	\$	\$
15,649,228 Fully paid ordinary shares (2019: 15,649,228)	18,808,028	18,808,028

No movement in issued capital in the current financial year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

15. ISSUED CAPITAL (continued)

Accounting policy

Ordinary shares are classified as equity. Fully paid ordinary shares carry one vote per share and the right to dividends.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

16. PROFITS RESERVE

	2020	2019
	\$	\$
Opening balance	2,624,527	2,783,750
Profits reserve transfer	(25,154)	(159,223)
Closing balance	2,599,373	2,624,527

Profits reserve

An increase in the Profits Reserve will arise when the Company or its subsidiaries generates a net profit (after tax) for a relevant financial period (i.e. half year or full year) which the Board determines to credit to the company's Profits Reserve. Dividends may be paid out of (and debited from) a company's Profits Reserve, from time to time.

17. CAPITAL RISK MANAGEMENT

The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain a capital structure balancing the interests of all shareholders.

The Board will consider capital management initiatives as is appropriate and in the best interests of the Company and shareholders from time to time, including undertaking capital raisings, share buy-backs, capital reductions and the payment of dividends.

The Consolidated Entity has no external borrowings. The Consolidated Entity's non-cash investments can be realised to meet accounts payable arising in the normal course of business.

18. PARENT ENTITY INFORMATION

The following information provided relates to the Company, Orion Equities Limited, as at 30 June 2020.

	2020	2019
	\$	\$
Statement of profit or loss and other comprehensive income		
Loss for the year	1,327,433	(1,002,621)
Other comprehensive income	-	-
Total comprehensive loss for the year	1,327,433	(1,002,621)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

18. PARENT ENTITY INFORMATION (continued)

Statement of financial position	2020	2019
Assets	\$	\$
Cash and cash equivalents	274,010	800,907
Financial assets at fair value through profit or loss	450,000	450,000
Investment in controlled entities (at cost)	100	100
Investment in Associate entity (market value)	717,982	1,538,534
Loans to controlled entities	5,172,462	
Provision for impairment	(3,969,845)	
Net loans to controlled entities	1,202,617	1,220,000
Other asset	93,393	23,449
Total assets	2,738,102	4,032,990
Liabilities		
Current liabilities	251,721	221,747
Non-current liabilities	78,756	76,187
Total liabilities	330,477	297,934
Net assets	2,407,625	3,735,056
Issued capital	18,808,028	18,808,028
Accumulated losses	(19,184,153)	2,783,750
Profits Reserve	2,783,750	(17,856,722)
Equity	2,407,625	3,735,056

Loans to controlled entities are in relation to amounts owed by subsidiary companies, Silver Sands Developments Pty Ltd, Koorian Olives Pty Ltd and CXM Pty Ltd, at the Balance Date. A provision for impairment has been recognised where the balance of the loan exceeds the net assets of the relevant subsidiary company. No interest is charged on outstanding balances.

19. INVESTMENT IN CONTROLLED ENTITIES

Subsidiaries	Incorporated	Ownership Interest	
		2020	2019
		%	%
Silver Sands Developments Pty Ltd	Australia	100	100
Koorian Olives Pty Ltd	Australia	100	100
CXM Pty Ltd	Australia	100	100
Margaret River Wine Corporation Pty Ltd	Australia	100	100
Margaret River Olive Oil Company Pty Ltd	Australia	100	100

Accounting policy

Subsidiaries are all entities (including structured entities) over which the Consolidated Entity has control. The Consolidated Entity controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Subsidiaries are fully consolidated from the date on which control is transferred to the Consolidated Entity. They are de-consolidated from the date that control ceases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

19. INVESTMENT IN CONTROLLED ENTITIES (continued)

Accounting policy (continued)

All controlled entities have a June financial year-end. All inter-company balances and transactions between entities in the Consolidated Entity, including any unrealised profits or losses, have been eliminated on consolidation.

Changes in Ownership Interests

When the Consolidated Entity ceases to have control, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Consolidated Entity has directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

20. INVESTMENT IN ASSOCIATE ENTITY

	Ownership Interest		2020	2019
	2020	2019	\$	\$
Bentley Capital Limited (ASX:BEL)	26.95%	26.95%	169,841	477,719
Movements in carrying amounts				
Opening balance			477,719	1,242,743
Share of net loss after tax			(307,878)	(662,455)
Dividend received			-	(102,569)
Closing balance			169,841	477,719
Fair value (at market price on ASX) of investment in Associate entity			717,982	1,538,534
Net asset value of investment			1,403,467	1,711,345
Summarised statement of profit or loss and other comprehensive income				
Revenue			475,345	296,380
Expenses			(1,617,899)	(2,754,789)
Loss before income tax			(1,142,554)	(2,458,409)
Income tax expense			-	-
Loss after income tax			(1,142,554)	(2,458,409)
Other comprehensive income			-	-
Total comprehensive income			(1,142,554)	(2,458,409)
Summarised statement of financial position				
Current assets			5,743,904	6,694,371
Non-current assets			4,872	22,364
Total assets			5,748,776	6,716,735
Current liabilities			540,424	363,900
Non-current liabilities			-	1,929
Total liabilities			540,424	365,829
Net assets			5,208,352	6,350,906

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

20. INVESTMENT IN ASSOCIATE ENTITY (continued)

Under the equity method of accounting for Associate entities (refer Accounting Policy below), the Company's carrying value of its investment in BEL is reduced from (historical) cost as a consequence of the Company's accumulated recognition of BEL's net losses. The Company is not required to carry the BEL investment at a negative value (ie. below Nil) and if BEL should generate net profits in the future (after the Company has reduced the carrying value of BEL to Nil), the Company will recognise a share of BEL's net profits in this regard under the equity method, which will permit the Company to start recognising a positive carrying value for BEL.

Accounting policy

Associates are all entities over which the Consolidated Entity has presumed significant influence but not control or joint control, generally accompanying a shareholding of between approximately 20% and 50% of the voting rights. Investments in Associates in the consolidated financial statements are accounted for using the equity method of accounting. On initial recognition investment in associates are recognised at cost, for investments which were classified as fair value through profit or loss, any gains or losses previously recognised are reversed through profit or loss. Under this method, the Consolidated Entity's share of the post-acquisition profits or losses of Associates are recognised in the consolidated Statement of Profit or Loss and Other Comprehensive Income, and its share of post-acquisition movements in reserves is recognised in Other Comprehensive Income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment.

A share of an Associate entity's net gain increases the investment (and a share of net loss decreases the investment) and dividend income received from an Associate entity decreases the investment. When the Consolidated Entity's share of losses in an Associate equals or exceeds its interest in the Associate, including any other unsecured long-term receivables, the Consolidated Entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the Associate.

Where applicable, unrealised gains on transactions between the Consolidated Entity and its Associates are eliminated to the extent of the Consolidated Entity's interest in the Associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. The accounting policies of Associates are aligned to ensure consistency with the policies adopted by the Consolidated Entity, where practicable.

21. RELATED PARTY TRANSACTIONS

(a) Loan to Controlling Entity

Queste Communications Ltd (ASX : QUE) is deemed to have control of the Consolidated Entity as it holds 59.86% (9,367,653 shares) (2019: 59.86% and 9,367,653 shares) of the Company's total issued share capital.

The Company and QUE have entered into a Loan Agreement for the Company to advance up to \$200,000 to QUE. The loan is unsecured and matures on 31 December 2020 (unless extended by agreement of the parties) and accrues interest at 10% pa in respect of the first \$150,000 advanced, and 7.5% pa in respect of \$50,000 advanced thereafter. During the year, the Company advanced \$90,000 and received \$4,412 repayments from QUE and earned interest income of \$4,542. The outstanding loan balance as at Balance Date is \$90,130 (principal and accrued interest).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

21. RELATED PARTY TRANSACTIONS (continued)

(b) Transactions with Related Parties

During the financial year there were transactions between the Company, QUE and Associate Entity, Bentley Capital Limited (ASX:BEL), pursuant to shared office and administration arrangements. There were no outstanding amounts at the Balance Date. The following related party transactions also occurred during the financial year:

	2020	2019
Bentley Capital Limited	\$	\$
Dividend received	-	102,569

(c) Transactions with key management personnel

Refer to the Remuneration Report contained in the Directors' Report for details of the remuneration paid or payable to each member of the Consolidated Entity's KMP for the year ended 30 June 2020. The total remuneration paid to KMP of the Consolidated Entity during the year is as follows:

	2020	2019
Directors	\$	\$
Short-term employment benefits	323,750	323,750
Post employment benefits	28,381	28,381
	352,131	352,131

At Balance Date, the Company owes the Directors an aggregate \$115,431 in unpaid salaries (net of PAYG withholding tax remitted to the ATO).

During the year, the Consolidated Entity generated \$37,700 rental income from a KMP/close family member of a KMP (the KMP being Director, Farooq Khan), pursuant to a standard form residential tenancy agreement in respect of the Property Held for Resale (2019: \$37,700).

22. AUDITORS' REMUNERATION

During the year the following fees were paid for services provided by the auditor of the parent entity, its related practices and by non-related audit firms:

	2020	2019
Rothsay Auditing	\$	\$
Audit and review of financial statements	22,000	22,000

23. CONTINGENCIES

(a) Directors' Deeds

The Company has entered into Deeds of Indemnity with each of its Directors indemnifying them against liability incurred in discharging their duties as Directors/Officers of the Consolidated Entity. At the end of the financial period, no claims have been made under any such indemnities and accordingly, it is not possible to quantify the potential financial obligation of the Consolidated Entity under these indemnities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 30 June 2020

23. CONTINGENCIES (continued)

(b) Tenement Royalty

The Consolidated Entity is entitled to receive a royalty of 2% of gross revenues (exclusive of GST) from any commercial exploitation of any minerals from the Paulsens East Iron Ore Project tenement (currently a Retention Licence R47/7 but pending conversion to a Mining Lease M47/1583) in Western Australia currently owned by Strike Resources Limited (ASX:SRK). This royalty entitlement stems from the Consolidated Entity's sale of a portfolio of tenements (including the Paulsens East tenement) to Strike in September 2005. For further information in this regard, please refer to the following ASX market announcements: Orion's announcement dated 23 September 2005: CXL Retains a 25% Free Carried Interest in NT Uranium Tenements and Strike's announcement dated 11 August 2008: Acquisition of Outstanding Interests in Berau Coal and Paulsens East Iron Ore Projects. For further background information about the Paulsens East Iron Ore Project, please refer to Strike's ASX market announcements and website: www.strikeresources.com.au.

24. EVENTS OCCURRING AFTER THE REPORTING PERIOD

- (a) The share price of Strike Resources Limited (ASX:SRK) has increased significantly since the balance date, from 4.5 cents to a last bid price of 15.5 cents (on 25 August 2020). This translates to an unrealised net gain of \$1.1 million (in respect of the 10,000,000 Strike shares held by the Company) for the current 2020/2021 financial year, which is equivalent to 7 cents (pre and post tax) per Orion share (based on the Company's issued capital of 15,649,228 shares).

The Consolidated Entity notes that Associate entity, Bentley Capital Limited (ASX:BEL) is a major shareholder in Strike. The increase in Strike's share price translates to an unrealised net gain of \$5.78 million (in respect of the 52,553,493 Strike shares held by Bentley) for the current 2020/2021 financial year, which is equivalent to 7.6 cents (pre and post tax) per Bentley share (based on Bentley's issued capital of 76,127,918 shares).

The share price of Bentley has also increased significantly since the balance date, from 3.5 cents to a last bid price of 6.4 cents (on 25 August 2020). Based on Orion's 20,513,783 shareholding in Bentley, this represents an appreciation in market value from \$0.72 million to \$1.31 million.

No other matters or circumstance has arisen since the end of the financial year that significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial years.

DIRECTORS' DECLARATION

The Directors of the Company declare that:

- (1) The financial statements, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Equity, and accompanying notes as set out on pages 17 to 40 are in accordance with the *Corporations Act 2001 (Cth)* and:
 - (a) comply with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting; and
 - (b) give a true and fair view of the Consolidated Entity's financial position as at 30 June 2020 and of their performance for the year ended on that date;
- (2) In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
- (3) The Directors have been given the declarations required by section 295A of the *Corporations Act 2001 (Cth)* by the Executive Chairman (the person who, in the opinion of the Directors, performs the Chief Executive Officer function) and Company Secretary (the person who, in the opinion of the Directors, performs the Chief Financial Officer function); and
- (4) The Company has included in the notes to the Financial Statements an explicit and unreserved statement of compliance with the International Financial Reporting Standards.

This declaration is made in accordance with a resolution of the Directors made pursuant to section 295(5) of the *Corporations Act 2001 (Cth)*.



Farooq Khan
Executive Chairman



Victor Ho
Executive Director and
Company Secretary

26 August 2020



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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ORION EQUITIES LIMITED**

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Orion Equities Limited (“the Company”) and its subsidiaries (“the Group”) which comprises the consolidated statement of financial position as at 30 June 2020, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended on that date and notes to the financial statements, including a summary of significant accounting policies and the directors’ declaration of the Company.

In our opinion the 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 ended on that date; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under these standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Report* section of this 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* (the “Code”) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most 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.





**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ORION EQUITIES LIMITED (continued)**

<i>Key Audit Matter - Impairment of Assets</i>	<i>How our Audit Addressed the Key Audit Matter</i>
<p>The Group's portfolio of assets includes:</p> <ul style="list-style-type: none">• Cash and cash equivalents;• Financial assets at fair value through profit or loss;• Loans receivable;• Property held for development and resale; and• Investment in associates. <p>Given the continued uncertainty related to the COVID-19 pandemic this was considered to be a key audit matter as significant judgement is required when assessing impairment.</p>	<p>We considered the inputs into the determination of fair value at year end and compared our assessment with the written down value.</p> <p>We reviewed available information subsequent to year end to assist in identifying any conditions that may be indicative of the recoverable amounts of these assets at year end.</p> <p>We assessed whether the disclosures included in the financial report meet the requirements of Australian Accounting Standards.</p>

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 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 accordingly we do not express any form of assurance conclusion thereon.

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

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

Directors' Responsibility for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with the 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.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ORION EQUITIES LIMITED (continued)**

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

Auditor's Responsibility 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 Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

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

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

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe those 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 communications.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the remuneration report included in the directors' report for the year ended 30 June 2020.

In our opinion the remuneration report of Orion Equities Limited for the year ended 30 June 2020 complies with section 300A of the *Corporations Act 2001*.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
ORION EQUITIES LIMITED (continued)

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Rothsay Auditing

Dated 26 August 2020

Daniel Dalla
Partner

ADDITIONAL ASX INFORMATION

INVESTMENT PORTFOLIO

As at 30 June 2020

Equities	Fair Value \$'m	% Net Assets	ASX Code	Industry Sector Exposures
Bentley Capital Limited	0.72	41%	BEL	Diversified
Strike Resources Limited	0.45	25%	SRK	Materials
TOTAL	1.17	66%		

As at 30 September 2020

Equities	Fair Value \$'m	% Net Assets	ASX Code	Industry Sector Exposures
Bentley Capital Limited ¹	1.25	37%	BEL	Diversified
Strike Resources Limited	1.15	34%	SRK	Materials
TOTAL	2.40	71%		

Note:

- (1) The Company's investment in BEL, an Associated Entity (i.e. in which the Company has a greater than 20% interest), is accounted for under the equity method in the consolidated financial statements. Under the equity method, the carrying amount of such investment is cost plus a share of the Associate Entity's net profit or loss (after tax) for the financial year to balance date as provided to the Company by such Associated Entity (refer Note 20 (Investment in Associate Entity) at pages 37 and 38 of the 2020 Annual Report).

TRANSACTIONS AND BROKERAGE

During the financial year ended 30 June 2020, the Company entered into no (2019: one) transactions with stockbrokers for the sale or purchase of listed securities and accordingly, incurred no brokerage fees (2019: \$126).

CORPORATE GOVERNANCE STATEMENT

The Company has adopted the Corporate Governance Principles and Recommendations (3rd Edition, March 2014) issued by the ASX Corporate Governance Council in respect of the financial year ended 30 June 2020.

Pursuant to ASX Listing Rule 4.10.3, the Company's 2020 Corporate Governance Statement (dated on or about 13 October 2020) and ASX Appendix 4G (Key to Disclosures of Corporate Governance Principles and Recommendations) can be found at the following URL on the Company's Internet website: <http://orionequities.com.au/corporate-governance>

ADDITIONAL ASX INFORMATION

as at 9 October 2020

DISTRIBUTION OF FULLY PAID ORDINARY SHARES

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	1,000	27	10,092	0.06%
1,001	-	5,000	60	211,998	1.36%
5,001	-	10,000	42	317,621	2.03%
10,001	-	100,000	55	1,622,602	10.37%
100,001	-	and over	14	13,486,915	86.18%
Total			198	15,649,228	100.00%

UNMARKETABLE PARCELS

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	5,555	89	232,730	1.49%
5,556	-	over	109	15,416,498	98.51%
Total			198	15,649,228	100.00%

An unmarketable parcel is considered, for the purposes of the above table, to be a shareholding of 2,631 shares or less, being a value of \$500 or less in total, based upon the Company's last sale price on ASX as at 9 October 2020 of \$0.09 per share.

SUBSTANTIAL SHAREHOLDERS

Substantial Shareholders	Registered Shareholder	Total Number of Shares Held	% Voting Power
Queste Communications Ltd (ASX:QUE)	QUE	9,367,653	59.86% ⁽¹⁾
Mr Azhar Chaudhri, Renmuir Holdings Limited and Chi Tung Investments Ltd	QUE Chi Tung Investments Ltd Renmuir Holdings Limited	9,367,653 50,475 4,754	60.21% ⁽²⁾
Geoff Wilson, Dynasty Peak Pty Limited and GW Holdings Pty Limited	Dynasty Peak Pty Limited	923,038	5.90% ⁽³⁾

Notes:

- (1) Based on the change of substantial shareholding notice filed by QUE dated 28 September 2015 (updated to reflect current percentage voting power)
- (2) Based on the change of substantial shareholding notice filed by Azhar Chaudhri, Renmuir Holdings Limited and Chi Tung Investments Ltd dated 28 September 2015 (updated to reflect current percentage voting power)
- (3) Based on the initial substantial shareholding notice filed by Geoff Wilson dated 28 February 2018

ADDITIONAL ASX INFORMATION

as at 9 October 2020

TOP TWENTY ORDINARY, FULLY PAID SHAREHOLDERS

RAN K	SHAREHOLDER	TOTAL SHARES	% ISSUED CAPITAL
1	QUESTE COMMUNICATIONS LTD	9,367,653	59.86%
2	DYNASTY PEAK PTY LIMITED	923,038	5.90%
3	MR COLIN JOHN VAUGHAN & MRS ROBIN VAUGHAN	777,566	4.97%
4	DR STEVEN G RODWELL	525,129	3.36%
5	ACN 139 886 025 PTY LTD	288,464	1.84%
6	MR JOHN STEPHEN CALVERT	260,732	1.67%
7	REDSUMMER PTY LTD	225,000	1.44%
8	MS HOON CHOO TAN	197,538	1.26%
9	MR BRUCE SIEMON	192,351	1.23%
10	MRS JANET BACKHOUSE	188,000	1.20%
11	MRS PENELOPE MARGARET SIEMON	181,355	1.16%
12	BNP PARIBAS NOMINEES PTY LTD	136,363	0.87%
13	MR ANTHONY NEALE KILLER & MRS SANDRA MARIE KILLER	120,000	0.77%
14	MR JOHN CHENG-HSIANG YANG & MS PEGA PING PING MOK	103,726	0.66%
15	MRS CAROLINE ANN PICKERING	100,000	0.64%
16	MS MORAG HELEN BARRETT	94,013	0.60%
17	GIBSON KILLER PTY LTD	83,300	0.53%
18	MR LUKE FREDERICK ATKINS	74,696	0.48%
19	MR CALOGERO JOSEPH BARBAGIOVANNI + MR RAFFAELE GUADAGNINO	70,000	0.45%
20	MR JIA YING ISAAC TAY	58,650	0.37%
	TOTAL	13,967,574	89.26%



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