



# **Cogent Development Group Limited and Controlled Entities**

**(Formerly Northern Mining Limited)**

**ABN 30 113 654 229**

**Consolidated Financial Statements**

**For the Year Ended 30 June 2024**

# Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

## Contents

For the Year Ended 30 June 2024

	Page
<b>Consolidated Financial Statements</b>	
Directors' Report	1
Auditors' Independence Declaration	9
Consolidated Statement of Profit or Loss and Other Comprehensive Income	10
Consolidated Statement of Financial Position	11
Consolidated Statement of Changes in Equity	12
Consolidated Statement of Cash Flows	13
Notes to the Financial Statements	14
Directors' Declaration	25
Independent Auditors' Report	26

# Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

## Directors' Report

30 June 2024

The Directors present their report, together with the consolidated financial statements of the Group, being Cogent Development Group Limited (the **Company**) and its Controlled Entities, for the financial year ended 30 June 2024.

### 1. General information

#### (a) Information on Directors

Tony Ong

Qualifications B.Com, M.Ec.

Experience Mr Tony Ong is currently the Chairman of Cogent Development Group Ltd. He is also the Chairman of Cogent Financial Group (HK) Limited, an investment company with controlling interest in property development, hotel ownership and management, media, publishing and commodities trading businesses in Australia, New Zealand, Japan and Singapore. Mr Ong is the Chairman of Renga Pte Ltd, a fintech company that originated from Japan, with its own proprietary technology and is also the Chairman of Crowe Horwath Capital Pte Ltd, a corporate finance firm in Singapore.

Mr Ong graduated with a Bachelor of Commerce Degree (Banking and Finance), a Master of Economics Degree and attended a Leadership Program at London School of Economics and Political Science. In his spare time, Tony is passionately engaged in the practice of Karate-Do.

Interest in shares and options 224,589,762 ordinary shares

Other Directorships in listed entities held in the previous three years None.

Gerald Woon

Qualifications B.A.(Hons), M.Sc. (Marketing)

Experience Mr Gerald Woon has more than 30 years of communications experience. As a co-founder and Director of Cogent Communications Pte Ltd, he has been involved in consulting for IPOs, Investor Relations, Public Relations and Crisis Communications. Mr Woon has also worked at Provenance Capital Pte. Ltd., a boutique Corporate Finance firm, where he was involved in deal origination and fund raising. Mr Woon was formerly Head, Marketing Communications at the Singapore Economic Development Board (EDB). At EDB, Mr Woon was also sole media liaison for several ministerial overseas trips and has worked on several multi-government agency initiatives.

Mr Woon holds a Master of Science (Marketing) degree from National University of Singapore and a Bachelor of Arts (Hons) degree from Monash University. In addition, he has also completed the Capital Markets & Financial Advisory Services (CMFAS) Module 4A – Rules and Regulations for Advising On Corporate Finance, and is a member of the EDB Society.

Interest in shares and options 25,473,982 ordinary shares

Other Directorships in listed entities held in the previous three years None.

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Directors' Report

30 June 2024

Stuart Cameron

Qualifications B.Ec, LL.M(Syd), FCA

Experience Mr Stuart Cameron is a Partner of KS Black & Co Chartered Accountants and has previously worked for KPMG, Nexia and BDO. Mr Cameron is also a non-practicing Barrister admitted to the Supreme Court of NSW. Mr Cameron has over 36 years in the accounting profession. In that time, he has had comprehensive experience with many public companies, in varied fields. This has included assisting capital raising, authoring both investigating accountants and independent expert reports, as well as providing compliance services including company secretarial and governance services.

Mr Cameron is a Fellow of Chartered Accountants Australia and New Zealand and a Certified Internal Auditor.

Interest in shares and options Nil.

Other Directorships in listed entities held in the previous three years None.

Christopher Wong

Qualifications B.Com, MBA, CPA

Experience Mr Christopher Wong has more than 25 years of experience in senior finance, operations and administration in the retail, distribution, and services sector. He is currently the General Manager of Finance and Operations at A-dec Trading Company Inc.

Mr Wong started his career in Price Waterhouse where he worked in audit and business advisory services. He served as Director for PADI Asia Pacific (Shenzhen) Office from 2006 to 2008 while he was the Finance and Operations Manager at PADI Asia Pacific Pty Ltd. During his tenure, he was responsible in strategizing the growth and financial compliance of the regional office in the Asia Pacific realm.

Mr Wong is a member of CPA Australia and holds a Master of Business Administration from Deakin University and a Bachelor of Commerce (Accounting and Finance) from Griffith University. In his leisure time, Christopher is a passionate cyclist and an avid cook.

Interest in shares and options Nil.

Other Directorships in listed entities held in the previous three years None.

The Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

#### (b) Principal activities and significant changes in nature of activities

The Group has been engaged in business of property investment and development activities.

# Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

## Directors' Report

30 June 2024

### 2. Operating results and review of operations for the year

#### (a) Operating results

The consolidated loss of the Group amounted to \$351,360 (2023: \$8,727 loss) after providing for income tax. The consolidated total comprehensive loss attributable to the members of the Parent Entity amounted to \$350,887 (2023: \$17,517 loss).

#### (b) Review of operations

The Group is a property investment and development business.

In the financial year ended 30 June 2024 (FY2024), the global macroeconomic environment continued to be uncertain due to ongoing geo-political tensions such as US and China trade tensions, the Russia-Ukraine war, and the Israel-Palestine conflict, combined with inflationary pressures and rising interest rates amongst other factors.

Despite this challenging operating environment, the Company continued to explore various property-related investment opportunities in the Asia-Pacific region where it can play a role and continues to hold discussions with various players. The Company carefully evaluates these opportunities with the aim of generating sustainable yields or good investment returns, while managing foreseeable risks. The Company has held discussions with several companies on potential investments and collaborations during the course of FY2024, but these discussions have not borne fruit yet. As and when there are any material developments, the Company will inform shareholders accordingly.

The Company continues to maintain its Japanese property-backed debenture that has secured a fixed and higher interest rate for a portion of its unutilised cash. This investment has been affected by exchange rate fluctuations between the Japanese Yen and the Australian Dollar in the previous financial year, which has spilled over to FY2024. The exchange rate fluctuations were caused by the abovementioned challenging global macroeconomic environment. This unforeseen situation has led to an unrealised foreign exchange loss as at the balance date. The Company believes that the macroenvironment will eventually stabilise and consequently improve in the longer term and will review its plans for the debenture in the near future.

To conserve its financial resources, the Company has maintained stringent cost management measures including reducing operational expenses where feasible.

### 3. Other items

#### (a) Significant changes in state of affairs

Apart from the matters disclosed in the "Review of Operations", there have been no other significant changes in the state of affairs of entities within the Group during the year.

#### (b) Dividends paid or recommended

No dividends were declared or paid during the year ended 30 June 2024. No recommendation for payment of dividends has been made.

#### (c) Events after the reporting date

There have been no events subsequent to balance date impacting the Group's financial position that require disclosure, or results in subsequent financial years.

#### (d) Future developments and results

Other than likely developments contained in the "Review of Operations", further information on likely developments in the operations of the Group and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

#### (e) Environmental issues

The Group's operations are not regulated by any significant environmental regulations under a law of the Commonwealth or of a state or territory of Australia.

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Directors' Report 30 June 2024

#### 4. Company Secretary

Mark Williams was appointed Company Secretary of the company on 13 June 2023 and is supported by Imagine Accounting who administer the share registers and other corporate records.

#### 5. Meetings of Directors

During the financial year, 2 meetings of Directors (including committees of Directors) were held. Attendance by each Director during the year was as follows:

	Directors' Meetings	
	Number eligible to attend	Number attended
Tony Ong	2	2
Gerald Woon	2	2
Stuart Cameron	2	2
Chris Wong	2	2

#### 6. Proceedings on behalf of Company

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

The Group was not a party to any such proceedings during the year.

#### 7. Indemnities and insurance

The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith. During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

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

During the financial year, the Company has not paid a premium in respect of a contract to insure the Auditor of the Company or any related entity.

#### 8. Auditors' independence declaration

The Auditors' independence declaration for the year ended 30 June 2024 has been received and can be found on page 9 of the consolidated financial report.

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Directors' Report

30 June 2024

#### 9. Remuneration report (audited)

##### (a) Remuneration policy

The Group's policy for determining the nature and amount of remuneration and emoluments for Board members of the Group is as follows:

The Group's remuneration policy for Executive Directors is designed to promote superior performance and long-term commitment to the Group. Executives received a base remuneration which is market related.

The remuneration policy, setting the terms and conditions for the Executive Directors and other Senior Executives, was developed by the Board after seeking professional advice from independent external consultants.

The Board's policy reflects its obligation to align Executives' remuneration with shareholders' interests and to retain appropriately qualified Executive talent for the benefit of the Group. The main principles of the policy are that:

- the reward reflects the competitive market in which the Group operates;
- the individual reward should be linked to performance criteria; and
- executives should be rewarded for both financial and nonfinancial performance.

Executives are also entitled to participate in the employee share and option arrangements.

Key management personnel receive a superannuation guarantee contribution required by the law and do not receive any other retirement benefits.

Upon retirement, key management personnel are paid employee benefit entitlements accrued to the date of retirement. Key management personnel are paid a percentage of between 5-10% of their salary in the event of redundancy. Any options not exercised before or on the date of termination will lapse.

All remuneration paid to key management personnel is valued at the cost to the Group and expensed.

##### (b) Relationship between remuneration policy and company performance

The remuneration policy has been tailored to increase goal congruence between shareholders, Directors and executives. There have been two methods applied in achieving this aim, the first being a performance-based bonus based on key performance indicators, and the second being the issue of options to the majority of Directors and executives to encourage the alignment of personal and shareholders' interests.

The following table shows the gross revenue, profits and dividends for the last five years for the Group, as well as the share prices at the end of the respective financial years.

	2024	2023	2022	2021	2020	2019
	\$	\$	\$	\$	\$	\$
Revenue	186,994	137,656	107,592	47,671	115,562	196,608
Net (loss)	(351,360)	(8,727)	(595,425)	(143,133)	(261,456)	(135,729)
Share Price at Year-end	0.01	0.01	0.01	0.01	0.01	0.01

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Directors' Report

30 June 2024

#### 9. Remuneration report (audited) continued

##### Performance conditions linked to remuneration

##### (c) Employment details of members of key management personnel

Fees to non-executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. Non-executive Directors' remuneration consists of set fee amounts and statutory superannuation. Mr Tony Ong has elected not to be paid the Director fee during the year.

Non-executive Directors' fees are determined within an aggregate Directors' fee pool limit, which is periodically recommended for approval by shareholders. The total compensation for all non-executive Directors, last voted upon by shareholders at the 2016 AGM, is not to exceed \$105,000 per annum. There is no provision for retirement allowances for non-executive Directors apart from statutory superannuation. Non-executive Directors are eligible to be granted options to provide a material additional incentive for their ongoing commitment and dedication to the continued growth of the Group.

Remuneration and other terms of employment are formalised in employment agreements.

##### **Tony Ong – Non-executive Chairman**

- No employment agreement with Mr Ong.

##### **Gerald Woon – Non-executive Director**

- Term of agreement – commenced 19 August 2015.
- Directors fee of \$5,000 per annum.
- The Company may immediately terminate the agreement by giving notice upon occurrence of certain non-performance criteria.
- There is no specific remuneration entitlement on resignation or if retirement occurs.

##### **Stuart Cameron – Non-executive Director**

- Term of agreement – commenced 17 May 2018.
- Directors fee of \$5,000 per annum plus superannuation.
- The Company may immediately terminate the agreement by giving notice upon occurrence of certain non-performance criteria.
- There is no specific remuneration entitlement on resignation or if retirement occurs.

##### **Christopher Wong – Non-executive Director**

- Term of agreement – commenced 9 June 2022.
- Directors fee of \$5,000 per annum plus superannuation.
- The Company may immediately terminate the agreement by giving notice upon occurrence of certain non-performance criteria.
- There is no specific remuneration entitlement on resignation or if retirement occurs.

Mr Gerald Woon, Mr Stuart Cameron and Mr Christopher Wong have agreed to continue to maintain their Directors fee to \$5,000 per annum respectively for the financial year ending 30 June 2025.



## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Directors' Report

30 June 2024

#### 9. Remuneration report (audited) continued

##### (d) Remuneration details for the year ended 30 June 2024

The following table of benefits and payment details, in respect to the financial year, the components of remuneration for each member of the key management personnel of the Group.

**Table of benefits and payments**

	Short term		post-employment	Total
	Salary and fees	Non-monetary benefits	Superannuation contribution	
<u>2024</u>	\$	\$	\$	\$
Directors				
Tony Ong	-	-	-	-
Gerald Woon	5,000	-	-	5,000
Christopher Wong	5,000	-	550	5,550
Stuart Cameron	5,000	-	550	5,550
	<u>15,000</u>	<u>-</u>	<u>1,100</u>	<u>16,100</u>

	Short term		post-employment	Total
	Salary and fees	Non-monetary benefits	Superannuation contribution	
<u>2023</u>	\$	\$	\$	\$
Directors				
Tony Ong	-	-	-	-
Gerald Woon	5,000	-	-	5,000
Christopher Wong	5,305	-	557	5,862
Stuart Cameron	5,000	-	525	5,525
	<u>15,305</u>	<u>-</u>	<u>1,082</u>	<u>16,387</u>

##### (e) Key management personnel options and rights holdings

The movement during the reporting period in the number of shares in Cogent Development Group Limited held, directly, indirectly or beneficially, by each key management person, including their related parties, is as follows:

30 June 2024	Balance at beginning of year	Exercised	Other changes	Balance at end of year
Directors'	No.	No.	No.	No.
Tony Ong	224,589,762	-	-	224,589,762
Gerald Woon	25,473,982	-	-	25,473,982
Stuart Cameron	-	-	-	-
Christopher Wong	-	-	-	-
	<u>250,063,744</u>	<u>-</u>	<u>-</u>	<u>250,063,744</u>

**Cogent Development Group Limited and Controlled Entities**

ABN 30 113 654 229

**Directors' Report**

**30 June 2024**

**9. Remuneration report (audited) continued**

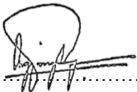
30 June 2023	Balance at beginning of year	Exercised	Other changes	Balance at end of year
Directors'	No.	No.	No.	No.
Tony Ong	224,589,762	-	-	224,589,762
Gerald Woon	25,473,982	-	-	25,473,982
Stuart Cameron	-	-	-	-
Christopher Wong	-	-	-	-
	<u>250,063,744</u>	<u>-</u>	<u>-</u>	<u>250,063,744</u>

**End of Audited Remuneration Report**

**Corporate Governance**

The Directors of the Group support and adhere to the principles of corporate governance, recognising the need for the highest standard of corporate behaviour and accountability.

This Directors' report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

Signed by Director: .....  .....

Director Name: Tony Ong

Dated: 28 October 2024

**COGENT DEVELOPMENT GROUP LIMITED AND CONTROLLED ENTITIES**  
ABN: 30 113 654 229

**AUDITORS' INDEPENDENCE DECLARATION**

**FOR THE YEAR ENDED 30 JUNE 2024**

We declare that, to the best of our knowledge and belief, during the year ended 30 June 2024 there have been no contraventions of:

- (i) the auditor independence requirements as set out in the *Corporations Act 2001*; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

**National Audits Group Pty Ltd**  
**Authorised Audit Company**



**Steven Watson**  
**Managing Director**

**Dated: 28 October 2024**

**Cogent Development Group Limited and Controlled Entities**

ABN 30 113 654 229

**Consolidated Statement of Profit or Loss and Other Comprehensive Income  
For the Year Ended 30 June 2024**

	2024	2023
Note	\$	\$
Interest income	186,994	137,656
Administration expense	(72,557)	(49,016)
Depreciation expense	(627)	(157)
Foreign currency exchange loss unrealised	19 (465,170)	(97,210)
<b>Loss before income tax</b>	<u>(351,360)</u>	<u>(8,727)</u>
Income tax expense	-	-
<b>Loss for the Year</b>	<u><u>(351,360)</u></u>	<u><u>(8,727)</u></u>
<b>Other comprehensive income, net of income tax</b>		
Items that will be reclassified to profit or loss when specific conditions are met		
Exchange differences on translating foreign controlled entities	472	(8,790)
Total comprehensive loss for the year	<u>(350,887)</u>	<u>(17,517)</u>
Loss attributable to:		
Members of the parent entity	(350,887)	(8,727)
Non-controlling interest	-	-
	<u>(350,887)</u>	<u>(8,727)</u>
Total comprehensive loss attributable to:		
Members of the parent entity	(350,887)	(17,517)
Non-controlling interest	-	-
	<u>(350,887)</u>	<u>(17,517)</u>
<b>Loss per share</b>		
Basic loss per share (cents)	7 (0.0004)	(0.00002)
Diluted loss per share (cents)	7 (0.0004)	(0.00002)

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

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Consolidated Statement of Financial Position

As at 30 June 2024

		2024	2023
	Note	\$	\$
<b>ASSETS</b>			
CURRENT ASSETS			
Cash and cash equivalents	8	190,034	254,119
Trade and other receivables		428	529
Other assets	10	1,558,500	1,500,000
Other current assets (Debenture Subscriptions)	19	4,196,384	-
<b>TOTAL CURRENT ASSETS</b>		<b>5,946,346</b>	<b>1,754,648</b>
NON-CURRENT ASSETS			
Other non-current assets (Debenture Subscriptions)	19	-	4,534,595
Property, plant and equipment		-	627
<b>TOTAL NON-CURRENT ASSETS</b>		<b>-</b>	<b>4,535,222</b>
<b>TOTAL ASSETS</b>		<b>5,945,346</b>	<b>6,289,870</b>
<b>LIABILITIES</b>			
CURRENT LIABILITIES			
Trade and other payables	11	21,029	14,665
<b>TOTAL CURRENT LIABILITIES</b>		<b>21,029</b>	<b>14,665</b>
<b>TOTAL LIABILITIES</b>		<b>21,029</b>	<b>14,665</b>
<b>NET ASSETS</b>		<b>5,924,317</b>	<b>6,275,205</b>
<b>EQUITY</b>			
Issued capital	12	24,915,987	24,915,587
Reserves	13	(2,915)	(3,387)
Accumulated losses		(18,990,381)	(18,639,021)
<b>Total equity attributable to equity holders of the Company</b>		<b>5,922,691</b>	<b>6,273,579</b>
Non-controlling interest		1,626	1,626
<b>TOTAL EQUITY</b>		<b>5,924,317</b>	<b>6,275,205</b>

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

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 664 229

### Consolidated Statement of Changes in Equity For the Year Ended 30 June 2024

#### 2024

	Share capital	Accumulated losses	Foreign currency translation reserve	Non-controlling interests	Total
	\$	\$	\$	\$	\$
Balance at 1 July 2023	24,915,987	(18,639,022)	(3,387)	1,626	6,275,205
Loss for the year	-	(351,360)	-	-	(351,360)
Exchange differences arising from translation of foreign operation			472		472
Balance at 30 June 2024	24,915,987	(18,990,381)	(2,915)	1,626	5,924,317

#### 2023

	Share capital	Accumulated losses	Foreign currency translation reserve	Non-controlling interests	Total
	\$	\$	\$	\$	\$
Balance at 1 July 2022	24,915,987	(18,630,295)	5,403	1,626	6,292,721
Loss for the year	-	(8,727)	-	-	(8,727)
Exchange differences arising from translation of foreign operation			(8,790)		(8,790)
Balance at 30 June 2023	24,915,987	(18,639,022)	(3,387)	1,626	6,275,205

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

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Consolidated Statement of Cash Flows For the Year Ended 30 June 2024

	2024	2023	
Note	\$	\$	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Payment to suppliers and employees	(66,091)	(88,840)	
Cash receipts from operating activities	-	-	
Net cash used in operating activities	9	(66,091)	(88,840)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Interest received	186,994	137,656	
Investment of term deposits	(58,500)	-	
Net cash provided by investing activities	128,494	137,656	
Net increase in cash and cash equivalents held	62,403	48,816	
Effect of Exchange rate changes on cash	(126,487)	(143,251)	
Cash and cash equivalents at beginning of financial year	254,119	348,554	
Cash and cash equivalents at end of financial year	8	190,034	254,119

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

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Notes to the Financial Statements For the Year Ended 30 June 2024

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

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

The financial report was authorised for issue by the Directors on 28 October 2024.

Comparatives are consistent with prior years, unless otherwise stated.

#### 1. Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with the Australian Accounting Standards and the *Corporations Act 2001*. These financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The financial reports have been prepared on an accruals basis and are based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

The Company has adopted the amendments to AASB 101 Presentation of Financial Statements which require only the disclosure of material accounting policy information rather than significant accounting policies and therefore policy information which does not satisfy one of the following requirements has been removed from these financial statements:

- Relates to change in accounting policy
- Policy has been developed in the absence of an explicit accounting standard requirement
- Documents an accounting policy choice
- Relates to an area of significant judgement or estimation
- Relates to a complex transaction and is required to explain the treatment to the user.

Material accounting policy information relating to the preparation of these financial statements are presented below and are consistent with prior reporting periods unless otherwise stated.

#### 2. Material Accounting Policy Information

The consolidated financial statements include the financial position and performance of Controlled Entities from the date on which control is obtained until the date that control is lost.

Intragroup assets, liabilities, equity, income, expenses and cashflows relating to transactions between entities in the consolidated entity have been eliminated in full for the purpose of these financial statements.

Appropriate adjustments have been made to a controlled entity's financial position, performance and cash flows where the accounting policies used by that entity were different from those adopted by the consolidated entity. All controlled entities have a June financial year end.

A list of Controlled Entities is contained in Note 14 to the financial statements.

##### *Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the parent has control. Control is established when the parent 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 relevant activities of the entity.



## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Notes to the Financial Statements

For the Year Ended 30 June 2024

#### Going concern

The Group has prepared the financial statements under the assumption that it will continue as a going concern. The Group has evaluated its ability to meet financial obligations as they come due, based on the fact that the Group holds sufficient cash reserves to support its operational requirements for the next 12 months.

#### Non-controlling interests

The Group holds a 10% non-controlling interest in GEPCO. Throughout the financial year, there was no change in the ownership percentage or any significant transactions involving the non-controlling interest. The Group continues to retain its minority position in GEPCO, with no additional capital contributions or distributions made to the non-controlling shareholders during the year.

#### Financial instruments

##### *Non-derivative financial assets*

Debentures are classified as non-derivative financial assets and measured at amortised cost in accordance with the Group's accounting policy for financial instruments.

Foreign exchange differences arising from the translation of the debenture's principal and interest balances are accounted for as follows:

- Debentures denominated in a foreign currency are translated into the functional currency (AUD) at the exchange rate on the date of the transaction.
- At each reporting date, the carrying amount of the debenture, including accrued interest, is remeasured at the closing exchange rate.
- Any foreign exchange gains or losses resulting from the remeasurement are recognised directly in the profit or loss for the period.

##### *Share capital*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Notes to the Financial Statements For the Year Ended 30 June 2024

#### 3. Critical Accounting Estimates and Judgements

The Directors evaluated estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data obtained externally.

#### 4. Income Tax Expense

(a). Reconciliation of income tax to accounting profit:

	2024	2023
	\$	\$
Loss before income tax	(351,360)	(8,727)
Tax	25%	25%
	<u>(87,840)</u>	<u>(2,182)</u>
Temporary differences		
Accruals	438	(2,500)
Nondeductible expenses	157	39
Other deductible expenses	(157)	(219)
	<u>(87,402)</u>	<u>(4,861)</u>
Foreign Company Losses / Loss Unavailable	<u>258</u>	<u>287</u>
Deferred tax asset not brought to account/(recoupment of prior year tax losses not previously brought to account)	(87,144)	(4,574)
	<u>-</u>	<u>-</u>
Income tax expense	<u>-</u>	<u>-</u>

#### Tax losses

The tax losses do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future profit will be available against which the Group can utilise the benefit, subject to the Continuing Ownership Test.

	2024	2023
	\$	\$
Tax losses	<u>17,431,128</u>	<u>17,082,550</u>
Potential tax benefit	<u>4,528,607</u>	<u>4,441,298</u>

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Notes to the Financial Statements For the Year Ended 30 June 2024

#### Unrecognised net deferred tax assets

	2024	2023
	\$	\$
Deferred tax assets		
Unused tax losses for which no deferred tax assets has been recognised	4,528,607	4,441,298
<b>Total</b>	<b>4,528,607</b>	<b>4,441,298</b>

#### 5. Key Management Personnel Disclosures

Key management personnel remuneration included within employee expenses for the year is shown below:

	2024	2023
	\$	\$
Short-term employee benefits	15,000	15,305
Post-employment benefits	-	-
Other costs	1,100	1,082
	<b>16,100</b>	<b>16,387</b>

No Director has entered into a material contract with the Company or the Group since the end of the previous financial year and there were no material contracts involving Director's interests existing at year-end.

#### 6. Related Parties

The Group's main related parties are as follows:

(i) *Key management personnel:*

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity are considered key management personnel.

For details of remuneration disclosures relating to key management personnel, refer to Note 5: Key Management Personnel Disclosures and the remuneration report in the Directors' Report.

#### Transactions with related parties

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Transactions between each parent company and its subsidiaries which are related parties of the Company are eliminated on consolidation and are not disclosed in this note.

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Notes to the Financial Statements

For the Year Ended 30 June 2024

#### Loans to/from related parties

There are no loans made to Directors or other key management personnel of the Company or the Group.

#### 7. Earnings per Share

(a) Losses used to calculate overall loss per share

	2024	2023
	\$	\$
Losses used to calculate overall earnings per share	(350,887)	(17,517)

#### 8. Cash and Cash Equivalents

	2024	2023
	\$	\$
Cash at bank and in hand	190,034	254,119
	190,034	254,119

#### 9. Cash Flow Information

Reconciliation of loss to net cash used in operating activities:

	2024	2023
	\$	\$
Loss for the year	(351,360)	(8,727)
Cash flows excluded from profit attributable to operating activities	(186,994)	(137,727)
Non-cash flows in profit / (loss):		
- Depreciation	627	157
- Unrealised loss	465,170	97,561
Changes in assets and liabilities,		
- decrease in trade and other receivables and other assets	101	2,232
- increase in trade payables and accruals	6,364	(42,410)
Net cash used by operating activities	(66,091)	(88,840)

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Notes to the Financial Statements For the Year Ended 30 June 2024

#### 10. Other Assets

	2024	2023
	\$	\$
Term Deposit With NAB	1,558,500	1,500,000

#### 11. Trade and Other Payables

	2024	2023
	\$	\$
CURRENT		
Trade and other payables	14,279	9,665
Accrued expenses	6,750	5,000
	21,029	14,665

All amounts are short term and the carrying values are considered to be a reasonable approximation of fair value.

#### 12. Issued Capital

	2024	2023
	\$	\$
938,441,594 (2021: 938,441,594) Ordinary shares	24,915,987	24,915,987
<b>Total</b>	<b>24,915,987</b>	<b>24,915,987</b>

The Company does not have authorised capital or par value in respect of its issued shares. All shares rank equally with regard to the Company's residue assets.

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

#### Capital Management

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

There are no externally imposed capital requirements. The Group monitors capital through the gearing ratio, which is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is defined as equity per the consolidated statement of financial position plus net debt.

#### 13. Reserves

##### Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income - foreign currency translation reserve.

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Notes to the Financial Statements For the Year Ended 30 June 2024

#### 14. Controlled Entities

	Principal place of business / Country of Incorporation	Percentage Owned (%)* 2024	Percentage Owned (%)* 2023
NMI Minerals Limited	Mauritius	100	100
Gepco Geologia i Ochrona Srodowiska Sp. z.o.o	Poland	90	90
Cogent Kaihatsu Ltd	Japan	100	100

#### 15. Financial Risk Management

The Group is exposed to a variety of financial risks through its use of financial instruments.

The Group's overall risk management plan seeks to minimise potential adverse effects due to the unpredictability of financial markets.

The most significant financial risks to which the Group is exposed are described below:

##### Specific risks

- Credit risk
- Market risk, currency risk and interest rate risk

##### Financial instruments used

The principal categories of financial instrument used by the Group are:

- Trade receivables
- Cash at bank
- Term deposits
- Trade and other payables

##### Objectives, policies and processes

Risk management is carried out by the Group's risk management committee under the delegated power from the Board of Directors. The Board of Directors has primary responsibility for the development of relevant policies and procedures to mitigate the risk exposure of the Group. These policies and procedures are then approved by the risk management committee and tabled at the board meeting following their approval.

Specific information regarding the mitigation of each financial risk to which the Group is exposed is provided below.

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Notes to the Financial Statements For the Year Ended 30 June 2024

#### Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

Credit risk arises from cash and cash equivalents.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

Management considers that all the financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due.

The credit risk for liquid funds and other short-term financial assets is considered negligible since the counterparties are reputable banks with high quality external credit ratings.

The Group has no significant concentration of credit risk with respect to any single counterparty or group of counterparties. The class of assets described as 'trade and other receivables' is considered to be the main source of credit risk related to the Group.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the end of the reporting period was as follows.

	2024	2023
	\$	\$
Cash and cash equivalents	190,034	254,119
Other receivables	428	529
Other Current Assets	5,754,884	1,500,000
Other Non - Current Assets	-	4,534,595
	<u>5,945,346</u>	<u>6,289,243</u>

#### Market risk

##### a. Foreign currency risk

The Group undertakes certain transactions denominated in foreign currencies, hence exposure to exchange rate fluctuations arise.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date is as follows:

	Assets		Liabilities	
	2024	2023	2024	2023
	JPY	JPY	JPY	JPY
Japanese Yen (JPY)	-	-	(534,100)	(354,100)
<b>Total</b>	<u>-</u>	<u>-</u>	<u>(534,100)</u>	<u>(354,100)</u>

## Cogent Development Group Limited and Controlled Entities

ABN 30 113 654 229

### Notes to the Financial Statements For the Year Ended 30 June 2024

#### Foreign currency sensitivity analysis

The following table shows the foreign currency risk on the financial assets and liabilities of the Group's operations denominated in currencies other than the functional currency of the operations. The foreign currency risk in the books of the parent entity is considered immaterial and is therefore not shown.

	\$	Total \$
<b>Net financial assets / (liabilities) in AUD</b>		
<b>30 June 2024</b>		
Impact of 10% change in foreign currency rate on:		
Interest for the year	(12,703)	(12,703)
Debenture balance at year end	419,638	419,638

#### **30 June 2023**

Impact of 10% change in foreign currency rate on:		
Interest for the year	(13,427)	(13,427)
Debenture balance at year end	453,460	453,460

#### Fair values of financial instruments

There is no difference between the carrying amounts and the fair value of financial instruments.

#### *b. Financial instrument composition and maturity analysis*

	2024 \$	2023 \$
<b>Fixed rate instruments</b>		
Financial assets (Term Deposit With NAB)	1,748,962	1,754,648
Financial assets (Debenture Subscriptions)	4,196,384	4,534,595
	<u>5,945,346</u>	<u>6,289,243</u>



## Notes to the Financial Statements

### For the Year Ended 30 June 2024

#### 16. Events Occurring After the Reporting Date

There have been no events subsequent to balance date impacting the Group's financial position or results in subsequent financial years.

#### 17. Parent Entity

The following information has been extracted from the books and records of the Parent Entity, Cogent Development Group Limited, and has been prepared in accordance with Accounting Standards. The financial information for the Parent Entity has been prepared on the same basis as the consolidated financial statements except as disclosed below.

##### *Investments in subsidiaries and joint ventures*

Investments in subsidiaries and joint venture entities are accounted for at cost in the consolidated financial statements of the Parent Entity.

	2024	2023
	\$	\$
<b>Statement of Financial Position</b>		
Assets		
Current assets	7,482,597	1,754,119
Non-current assets	-	6,072,900
Total Assets	<u>7,482,597</u>	<u>7,827,019</u>
Liabilities		
Current liabilities	16,350	10,444
Total Liabilities	<u>16,350</u>	<u>10,444</u>
<b>Equity</b>		
Issued capital	24,915,987	24,915,987
Accumulated losses	(17,449,740)	(17,099,412)
<b>Total Equity</b>	<u>7,466,247</u>	<u>7,816,575</u>
<b>Statement of Profit or Loss and Other Comprehensive Income</b>		
Total loss for the year	<u>(350,327)</u>	<u>(7,660)</u>
<b>Total comprehensive income</b>	<u>(350,327)</u>	<u>(7,660)</u>

No additional shares were issued during the 2024 financial year. The increase in accumulated losses is largely attributable to the negative foreign exchange movement on assets held in foreign denomination, where the JPY had weakened against the AUD from 93.95 JPY per AUD on 30 June 2023 to 106.61 JPY per AUD on 30 June 2024.

##### **Guarantees**

The Parent Entity has not entered into any guarantees in respect of its subsidiaries.

##### **Contingent liabilities**

The Parent Entity did not have any contingent liabilities as at 30 June 2024 or 30 June 2023.

##### **Contractual commitments**

The Parent Entity did not have any commitments as at 30 June 2024 or 30 June 2023.

## 18. Auditors' Remuneration

	2024	2023
	\$	\$
Remuneration of the auditor of the Parent Entity, for:		
- Audit of financial statements	5,500	5,000
	<u>5,500</u>	<u>5,000</u>

## 19. Debenture Interest Calculation & Forex through Statement of Comprehensive Income

### Key terms of the arrangement

**Subscriber:** Cogent Development Group Limited

**Subscribee:** Cogent Financial Group Limited

**Principal:** 413,937,500 JPY

**Principal:** 4,850,798 AUD

**Interest:** 3% plus fractional ownership rights - only relates if the property has been sold

**Repayment:** Subscribee to repay the principal amount with interest over a three-year term effective from the date the funds was received by the Subscribee. Interest is payable every six months to procure additional Renga Bricks or payable in cash every three months.

**Start Date:** 10/19/2021

### Interest calculation on 30 June 2024

Reporting Date	30/06/2024	
Days accrued	365	Days
Interest rate	3.00%	per annum
Interest rate	0.0081%	per day
<b>Interest accrued</b>	<b>12,418,125</b>	<b>JPY</b>
<b>Balance at 30 June 2024</b>	<b>447,376,489</b>	<b>JPY</b>

	JPY	Rate	AUD	Change due to Forex
Opening Balance	434,958,364	106.61	4,079,902	(454,693)
Interest accrued (P/L)	12,418,125	97.76	127,029	
Foreign exchange difference			(10,547)	(10,547)
<b>Debenture balance (SFP)</b>	<b>447,376,489</b>	<b>106.61</b>	<b>4,196,384</b>	<b>(465,240)</b>
Other foreign exchange differences				69
Total foreign exchange differences				<u>(465,170)</u>

## 20. Contingencies

In the opinion of the Directors, the Company did not have any contingencies at 30 June 2024 (30 June 2023: None).

## 21. Company Details

The registered office and principal place of the Group is Suite 401, 9 Help Street, Chatswood NSW 2067.

## Cogent Development Group Limited and Controlled Entities

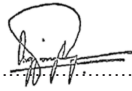
ABN 30 113 654 229

### Directors' Declaration

The Directors of the Company declare that:

1. The financial statements and notes for the year ended 30 June 2024 are in accordance with the Corporations Act 2001 and:
  - a. Comply with Accounting Standards, which, as stated in basis of preparation Note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS).
  - b. give a true and fair view of the financial position and performance of the Company.
2. In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

Signed by Director: ..........

Director Name: Tony Ong

Dated: 28 October 2024

## COGENT DEVELOPMENT GROUP LIMITED AND CONTROLLED ENTITIES

ABN: 30 113 654 229

### INDEPENDENT AUDITORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2024

#### Report on the Audit of the Financial Report

##### Opinion

We have audited the financial report of Cogent Development Group Limited and Controlled Entities (the Group), which comprises the statement of financial position as at 30 June 2024, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies, and the Directors' declaration.

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

- (i) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- (ii) complying with the Australian Accounting Standards and the *Corporations Regulations 2001*.

##### Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (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 Group, would be in the same terms if given to the Directors as at the time of this independent auditor's report.

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

##### Other Information

The Directors are responsible for the other information. The other information comprises the information included in the Group's Directors' report for the year ended 30 June 2024, but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information, and accordingly we do not express any form of assurance conclusion thereon.

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

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

**COGENT DEVELOPMENT GROUP LIMITED AND CONTROLLED ENTITIES**  
**ABN: 30 113 654 229**

**INDEPENDENT AUDITORS' REPORT**

**FOR THE YEAR ENDED 30 JUNE 2024**

**Responsibilities of the Directors for the Financial Report**

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

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

**Auditor's Responsibilities for the Audit of the Financial Report**

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

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

We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

## **COGENT DEVELOPMENT GROUP LIMITED AND CONTROLLED ENTITIES**

**ABN: 30 113 654 229**

### **INDEPENDENT AUDITORS' REPORT**

**FOR THE YEAR ENDED 30 JUNE 2024**

#### **Auditor's Responsibilities for the Audit of the Financial Report (Continued)**

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**National Audits Group Pty Ltd**  
**Authorised Audit Company**



**Steven Watson**  
**Managing Director**

**Dated: 28 October 2024**

**Sydney**