



Our Ref: CO2 ASX Announce Appendix 4F Change of Balance Date Report (281)

25 August 2010

Company Announcements Office  
Australian Stock Exchange  
10<sup>th</sup> Floor  
20 Bond Street  
SYDNEY NSW 2000

ANNOUNCEMENT 281

**By ASX Online**  
**Number of pages: 21**  
(including this page)

**Dear Sir**

**CO2 Group Change of Balance Date Report – 30 June 2010**

The directors of CO2 Group are pleased to release to market the Change of Balance Date Report which reviews the 12 months performance to 30 June 2010 and attach the following documents:

ASX Appendix 4F  
12 months Report ended 30 June 2010

The Company highlights that on an Earnings Before Interest Tax Depreciation and Amortisation (“EBITDA”) basis (excluding discounts on acquisition and this year’s impairment loss (all non cash items)) the performance for the 12 months was an EBITDA \$1,293,624 (2009: \$1,429,993 loss) representing a strong trading turnaround. Furthermore the Group’s cash position has improved with cash and cash equivalents of \$12,383,566 at 30 June 2010 an increase of 41.7%.

The Group has changed its financial year end to 30 September from 30 June. The Group’s annual report at 30 September 2010 will provide further comment for the 15 month period.

Please telephone Andrew Grant on (03) 9928 5111 or Harley Whitcombe on (08) 9321 4111 with any queries on the Company’s 2009 Change of Balance Date Report.

Yours faithfully  
**CO2 Group Limited**

Harley Whitcombe  
Company Secretary

ENC

**CO2 Group Limited**

Level 11, 225 St Georges Terrace Perth WA 6000  
PO Box 7312 Cloisters Square Perth WA 6850

Tel. 08 9321 4111 ABN 50 009 317 846  
Fax. 08 9321 4411 [www.co2australia.com.au](http://www.co2australia.com.au)

CO2 GROUP LIMITED  
ABN 50 009 317 846  
APPENDIX 4F  
CHANGE OF BALANCE DATE REPORT



**CO2 Group Limited**  
**ASX 12 month information - 30 June 2010**

Lodged with the ASX under Listing Rule 4.4A.  
This information should be read in conjunction with the  
30 June 2009 Annual report

## CONTENTS

|                                                          | PAGE |
|----------------------------------------------------------|------|
| Results for Announcement to the Market                   | 1    |
| Directors' report                                        | 3    |
| Financial statements                                     |      |
| Condensed consolidated income statements                 | 4    |
| Condensed consolidated statement of comprehensive income | 5    |
| Condensed consolidated statement of financial position   | 6    |
| Condensed consolidated statement of changes in equity    | 7    |
| Condensed consolidated statement of cash flows           | 8    |
| Notes to the financial statements                        | 9    |
| Directors' declaration                                   | 16   |
| Independent auditor's review report to the members       | 17   |

|                                                                                                                       |      |      |    | \$          |
|-----------------------------------------------------------------------------------------------------------------------|------|------|----|-------------|
| <b>Revenue</b> from ordinary activities<br>(Appendix 4F item 2.1)                                                     | up   | 49%  | to | 22,064,464  |
| <b>Profit / (loss)</b> from ordinary activities after tax<br>attributable to members<br>(Appendix 4F item 2.2)        | down | 656% | to | (3,785,553) |
| <b>Net profit / (loss)</b> for the period attributable to<br>members<br><i>for the period attributable to members</i> | down | 656% | to | (3,785,553) |

| <b>Dividends / distributions</b><br>(Appendix 4F item 2.4) | Amount per security | Franked amount per security |
|------------------------------------------------------------|---------------------|-----------------------------|
| Final dividend (Prior year)                                | -                   | -                           |
| Interim dividend                                           | -                   | -                           |

| <b>Key Ratios</b>                  | <b>2010</b>  | <b>2009</b> |
|------------------------------------|--------------|-------------|
| Net tangible assets per share (\$) | <b>0.110</b> | 0.069       |

DIRECTORS

Ian Norman Trahar B.Ec, MBA  
*Chairman*

Andrew William Thorold Grant BSc (Hons), Grad Dip Bus Mg, MAICD  
*Chief Executive Officer*

Harley Ronald Whitcombe B.Bus, CPA  
*Executive Director*

Dr Malcolm Brian Hemmerling PhD, BSc (Hons), Dip T (Sec)  
*Non-executive Director*

Dr Christopher David Mitchell PhD, BSc (Hons), GAICD  
*Executive Director*

Paul John Favretto LL.B.  
*Non-executive Director*

SECRETARY

Harley Ronald Whitcombe B.Bus, CPA

PRINCIPAL REGISTERED OFFICE  
IN AUSTRALIA

Level 11, 225 St Georges Terrace

Perth, Western Australia 6000  
Telephone No:(08) 9321 4111  
Facsimile No:(08) 9321 4411

SHARE REGISTRY

Computershare Investor Services Pty Limited  
GPO Box D182  
Perth, Western Australia 6000  
Telephone No:(08) 9323 2000  
Facsimile No:(08) 9323 2033

AUDITOR

Deloitte Touche Tohmatsu  
Chartered Accountants  
550 Bourke Street  
Melbourne, Victoria 3000

BANKERS

Australia and New Zealand Banking Group Limited  
77 St Georges Terrace  
Perth, Western Australia 6000

STOCK EXCHANGE LISTINGS

CO2 Group Limited shares are listed on the Australian Stock  
Exchange. Home Exchange – Perth.  
ASX Code – COZ

WEBSITE ADDRESS

[www.co2australia.com.au](http://www.co2australia.com.au)

# DIRECTORS' REPORT

The directors present their report on the consolidated entity consisting of CO2 Group Limited and the entities it controlled at the end of, or during, the 12 months ended 30 June 2010.

## DIRECTORS

The following persons were directors of CO2 Group Limited during or since the end of the 12 months:

Ian Norman Trahar  
Andrew William Thorold Grant  
Harley Ronald Whitcombe  
Dr Christopher David Mitchell  
Dr Malcolm Brian Hemmerling  
Paul John Favretto

## PRINCIPAL ACTIVITIES

The Group's principal activity during the course of the 12 months has been the provision of environmental services primarily carbon sequestration i.e. the establishment of carbon sinks.

## REVIEW OF OPERATIONS

The Group has reported a loss for the 12 months after taxation of \$3,785,553 (2009: \$681,177 profit) and after impairment of \$5,515,497. Whilst revenue increased by nearly 50 percent and margin was similar to the prior 12 months, there has been a significant impairment charge relating to the intangible assets acquired as part of the business combination with The Oil Mallee Company of Australia Limited (refer to note 4a for further details).

When reviewing the Group's trading performance for the past two years at an EBIDTA level and excluding discounts on acquisition and this year's impairment loss (all non-cash items) the result would have been EBITDA \$1,293,624 (2009: \$1,429,993 loss), a strong trading turnaround. At the same time the Group's cash position has remained strong with cash and cash equivalents increasing 41.7% to \$12,383,566 as at 30 June 2010.

The Group has changed its financial year-end to 30 September from 30 June to more closely match its operating cycle. An Annual Report at 30 September 2010 will provide further comment on the result for the 15 month period to 30 September 2010.

This report is made in accordance with a resolution of directors.



Andrew Grant  
Director

Melbourne  
25 August 2010

|                                           | 30 June<br>2010<br>\$ | 30 June<br>2009<br>\$ |
|-------------------------------------------|-----------------------|-----------------------|
| Notes                                     |                       |                       |
| <b>Revenue from continuing operations</b> | <b>22,064,464</b>     | 14,833,919            |
| Other income                              | 133                   | 3,633,326             |
| Employee benefits expense                 | (3,719,329)           | (3,973,634)           |
| Depreciation and amortisation expense     | (1,128,986)           | (580,852)             |
| Consulting expense                        | (181,815)             | (216,434)             |
| Legal fees                                | (238,719)             | (359,144)             |
| Travel                                    | (626,237)             | (485,632)             |
| Insurance                                 | (227,455)             | (222,198)             |
| Rent                                      | (667,127)             | (633,552)             |
| Research and development                  | (124,533)             | (31,347)              |
| Other expenses                            | (966,055)             | (1,002,264)           |
| Marketing                                 | (188,082)             | (481,740)             |
| Plantation costs                          | (13,831,621)          | (8,882,667)           |
| Impairment loss                           | 4(a) (5,515,497)      | -                     |
| Finance costs                             | (10,516)              | (34,208)              |
| <b>(Loss) profit before income tax</b>    | <b>(5,361,375)</b>    | 1,563,573             |
| Income tax benefit (expense)              | 1,575,822             | (882,396)             |
| <b>(Loss) profit for the year</b>         | <b>(3,785,553)</b>    | 681,177               |
|                                           | <b>Cents</b>          | <b>Cents</b>          |
| <b>(Loss) earnings per share:</b>         |                       |                       |
| Basic (loss) profit per share             | (1.36)                | 0.25                  |
| Diluted (loss) profit per share           | (1.36)                | 0.18                  |

*The above condensed consolidated income statements should be read in conjunction with the accompanying notes.*

|                                                                              | 30 June<br>2010<br>\$     | 30 June<br>2009<br>\$ |
|------------------------------------------------------------------------------|---------------------------|-----------------------|
| <b>(Loss)/profit for the year</b>                                            | <b>(3,785,553)</b>        | 681,177               |
| Changes in the fair value of available-for-sale financial assets, net of tax | <u>-</u>                  | <u>(37,644)</u>       |
| <b>Other comprehensive income for the year, net of tax</b>                   | <u>-</u>                  | <u>(37,644)</u>       |
| <b>Total comprehensive income for the year</b>                               | <u><b>(3,785,553)</b></u> | <u>643,533</u>        |
| Total comprehensive income for the year is attributable to:                  |                           |                       |
| Owners of CO2 Group Limited                                                  | <u><b>(3,785,553)</b></u> | <u>643,533</u>        |

*The above condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.*



|                                      | Notes | 30 June<br>2010<br>\$ | 30 June<br>2009<br>\$ |
|--------------------------------------|-------|-----------------------|-----------------------|
| <b>ASSETS</b>                        |       |                       |                       |
| <b>Current assets</b>                |       |                       |                       |
| Cash and cash equivalents            |       | 12,383,566            | 8,735,396             |
| Trade and other receivables          |       | 353,745               | 263,521               |
| Inventories                          |       | 7,212,187             | 3,084,798             |
| Other current assets                 |       | 185,030               | 236,016               |
| Accrued income                       |       | 2,795,092             | 644,879               |
| Total current assets                 |       | <u>22,929,620</u>     | <u>12,964,610</u>     |
| <b>Non-current assets</b>            |       |                       |                       |
| Other financial assets - investments |       | 313,593               | 313,593               |
| Property, plant and equipment        |       | 4,815,381             | 5,304,374             |
| Deferred tax assets                  |       | 2,551,559             | 512,524               |
| Intangible assets                    | 4     | <u>1,428,965</u>      | <u>7,126,862</u>      |
| Total non-current assets             |       | <u>9,109,498</u>      | <u>13,257,353</u>     |
| <b>Total assets</b>                  |       | <u>32,039,118</u>     | <u>26,221,963</u>     |
| <b>LIABILITIES</b>                   |       |                       |                       |
| <b>Current liabilities</b>           |       |                       |                       |
| Trade and other payables             |       | 8,328,559             | 1,439,098             |
| Borrowings                           |       | 65,151                | 28,326                |
| Current tax liabilities              |       | 925,450               | 518,164               |
| Provisions                           |       | 496,658               | 483,216               |
| Deferred income                      |       | 7,161,225             | 5,629,166             |
| Total current liabilities            |       | <u>16,977,043</u>     | <u>8,097,970</u>      |
| <b>Non-current liabilities</b>       |       |                       |                       |
| Borrowings                           |       | 26,881                | 92,092                |
| Deferred tax liabilities             |       | 11,347                | -                     |
| Total non-current liabilities        |       | <u>38,228</u>         | <u>92,092</u>         |
| <b>Total liabilities</b>             |       | <u>17,015,271</u>     | <u>8,190,062</u>      |
| <b>Net assets</b>                    |       | <u>15,023,847</u>     | <u>18,031,901</u>     |
| <b>EQUITY</b>                        |       |                       |                       |
| Issued capital                       |       | 30,658,479            | 30,014,166            |
| Reserves                             | 5     | 6,622,986             | 6,489,800             |
| Accumulated losses                   |       | <u>(22,257,618)</u>   | <u>(18,472,065)</u>   |
| <b>Total equity</b>                  |       | <u>15,023,847</u>     | <u>18,031,901</u>     |

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

| Consolidated                                                                     | Notes | Issued<br>capital<br>\$ | Reserves<br>\$   | Accumulated<br>losses<br>\$ | Total<br>equity<br>\$ |
|----------------------------------------------------------------------------------|-------|-------------------------|------------------|-----------------------------|-----------------------|
| <b>Balance at 1 July 2008</b>                                                    |       | <u>29,989,86</u>        | <u>5,855,087</u> | <u>(19,153,242)</u>         | <u>16,691,708</u>     |
| <b>Profit for the year</b>                                                       |       |                         | -                | 681,177                     | 681,177               |
| Changes in the value of<br>available-for-sale<br>financial assets, net of<br>tax | 5     |                         | (37,644)         | -                           | (37,644)              |
| <b>Total comprehensive<br/>income for the year</b>                               |       |                         | <u>(37,644)</u>  | <u>681,177</u>              | <u>643,533</u>        |
| Contributions of equity,<br>net of transaction costs                             |       | 24,30                   | -                | -                           | 24,303                |
| Recognition of<br>share-based payments                                           | 5     |                         | 672,357          | -                           | 672,357               |
|                                                                                  |       | <u>24,30</u>            | <u>672,357</u>   | <u>-</u>                    | <u>696,660</u>        |
| <b>Balance at 30 June<br/>2009</b>                                               |       | <u>30,014,16</u>        | <u>6,489,800</u> | <u>(18,472,065)</u>         | <u>18,031,901</u>     |
| <b>Balance at 1 July 2009</b>                                                    |       | <u>30,014,16</u>        | <u>6,489,800</u> | <u>(18,472,065)</u>         | <u>18,031,901</u>     |
| <b>Loss for the year</b>                                                         |       |                         | -                | (3,785,553)                 | (3,785,553)           |
| <b>Total comprehensive<br/>income for the year</b>                               |       |                         | <u>-</u>         | <u>(3,785,553)</u>          | <u>(3,785,553)</u>    |
| Contributions of equity                                                          | 3     | 644,31                  | -                | -                           | 644,313               |
| Recognition of<br>share-based payments                                           | 5     |                         | 133,186          | -                           | 133,186               |
| <b>Balance at 30 June<br/>2010</b>                                               |       | <u>30,658,47</u>        | <u>6,622,986</u> | <u>(22,257,618)</u>         | <u>15,023,847</u>     |

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

|                                                                           | 30 June<br>2010<br>\$ | 30 June<br>2009<br>\$ |
|---------------------------------------------------------------------------|-----------------------|-----------------------|
| <b>Cash flows from operating activities</b>                               |                       |                       |
| Receipts from customers (inclusive of goods and services tax)             | 23,008,749            | 23,424,899            |
| Payments to suppliers and employees (inclusive of goods and services tax) | <u>(20,351,350)</u>   | <u>(17,318,048)</u>   |
|                                                                           | 2,657,399             | 6,106,851             |
| Interest and finance costs paid                                           | (10,516)              | (136,449)             |
| Income taxes paid                                                         | <u>(44,579)</u>       | <u>(80,519)</u>       |
| <b>Net cash inflow from operating activities</b>                          | <u>2,602,304</u>      | <u>5,889,883</u>      |
| <b>Cash flows from investing activities</b>                               |                       |                       |
| Payment for purchase of business, net of cash acquired                    | -                     | (725,842)             |
| Payments for property, plant and equipment                                | (35,612)              | (110,748)             |
| Payment of development costs                                              | -                     | (660,381)             |
| Proceeds from sale of property, plant and equipment                       | 25,144                | 369,920               |
| Receipts from related parties                                             | -                     | 15,000                |
| Interest received                                                         | <u>440,406</u>        | <u>373,830</u>        |
| <b>Net cash inflow (outflow) from investing activities</b>                | <u>429,938</u>        | <u>(738,221)</u>      |
| <b>Cash flows from financing activities</b>                               |                       |                       |
| Proceeds from issues of shares and other equity securities                | 644,313               | 24,303                |
| Repayment of borrowings                                                   | <u>(28,385)</u>       | <u>(639,258)</u>      |
| <b>Net cash inflow (outflow) from financing activities</b>                | <u>615,928</u>        | <u>(614,955)</u>      |
| <b>Net increase in cash and cash equivalents</b>                          | 3,648,170             | 4,536,707             |
| Cash and cash equivalents at the beginning of the year                    | <u>8,735,396</u>      | <u>4,198,689</u>      |
| <b>Cash and cash equivalents at end of the year</b>                       | <u>12,383,566</u>     | <u>8,735,396</u>      |

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

## 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of preparation of the financial report

This general purpose interim financial report for the 12 months ended 30 June 2010 has been prepared in accordance with Accounting Standard AASB 134 *Interim Financial Reporting*.

This interim financial report does not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 30 June 2009 and any public announcements made by CO2 Group Limited during the interim reporting period in accordance with the continuous disclosure requirements of the *Australian Securities Exchange Listing Rules*.

The reporting date for the Group has been moved to 30 September 2010 and therefore there will not be an Annual Report provided for 30 June 2010. Instead there will be an Annual Report provided for 30 September 2010, providing financial results for the 15 month period to 30 September 2010.

The accounting policies adopted are consistent with those of the previous financial year, except as set out below.

#### Changes in accounting policy

CO2 Group Limited had to change some of its accounting policies as the result of new or revised accounting standards which became operative for the reporting period commencing on 1 July 2009.

The affected policies and standards which only impacted on the Group's financial statements with respect to disclosure are:

- AASB 8 Operating Segments
- AASB 101 Presentation of Financial Statements

#### Standards and Interpretations issued not yet effective

Initial application of the following Standard and Interpretations is not expected to have any material impact on the financial report of the company:

- AASB 9 Financial Instruments, AASB 2009-11 to Australian Accounting Standard arising from AASB 9 – Applies on a modified retrospective basis to annual periods beginning on or after 1 January 2013
- AASB 2009-5 Further Amendments to Australian Accounting Standards arising from Annual Improvements Process – Applies to annual reporting periods beginning on or after 1 January 2010
- AASB 124 Related Party Disclosures (2009), AASB 2009-12 Amendments to Australian Accounting Standards – Applies to annual reporting periods beginning on or after 1 January 2011

### (b) Segment reporting

The company has adopted AASB 8 Operating Segments from 1 July 2009. AASB 8 replaces AASB 114 Segment Reporting. The new standard requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. This has resulted in an increase in the number of reportable segments presented. In addition, the segments are reported in a manner that is consistent with the internal reporting provided to the chief operating decision maker. Comparatives for 2009 have been restated.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief

operating decision maker. The chief operating decision maker has been identified as the board of directors.

In previous years, segment information was not reported externally on the basis that the Group operated exclusively in the field of provision and management of carbon sinks within Australia. However, information reported to the Board of Directors for the purposes of resource allocation and assessment of performance is now currently more specifically focused on 3 key reportable segments, being Carbon Sink Establishment, Carbon Offsets, and Other.

## 2 SEGMENT INFORMATION

### (a) Description of segments

#### Segments

##### *Carbon Sink Establishment*

The establishment of accredited forest carbon sinks throughout Southern Australia on behalf of third parties, primarily for large domestic and international companies and state governments.

##### *Carbon Offsets*

The provision of abatement certificates generated from accredited forest carbon sinks owned by the Group.

##### *Other*

'Other' is the aggregation of the Group's other operating segments that are not separately reportable.

### (b) Segments

| 2010                                           | Carbon sink<br>establishment<br>\$ | Carbon<br>offsets<br>\$ | Other<br>\$      | Consolidated<br>\$ |
|------------------------------------------------|------------------------------------|-------------------------|------------------|--------------------|
| <b>Segment revenue</b>                         |                                    |                         |                  |                    |
| Sales to external customers                    | 19,963,142                         | 385,748                 | 1,275,169        | 21,624,059         |
| Total sales revenue                            | 19,963,142                         | 385,748                 | 1,275,169        | 21,624,059         |
| <b>Total segment revenue</b>                   | <b>19,963,142</b>                  | <b>385,748</b>          | <b>1,275,169</b> | <b>21,624,059</b>  |
| Net finance costs                              |                                    |                         |                  | 440,405            |
| <b>Consolidated revenue</b>                    |                                    |                         |                  | <b>22,064,464</b>  |
| <b>Segment profit</b>                          |                                    |                         |                  |                    |
| <b>Segment profit (loss)</b>                   | <b>5,426,688</b>                   | <b>171,905</b>          | <b>662,357</b>   | <b>6,260,950</b>   |
| Impairment loss                                |                                    |                         |                  | (5,515,497)        |
| Central administration and directors' salaries |                                    |                         |                  | (6,106,828)        |
| Loss before income tax                         |                                    |                         |                  | (5,361,375)        |
| Income tax benefit                             |                                    |                         |                  | 1,575,822          |
| <b>Loss for the year</b>                       |                                    |                         |                  | <b>(3,785,553)</b> |
| <b>Segment assets</b>                          |                                    |                         |                  |                    |
| <b>Segment assets</b>                          | <b>9,202,320</b>                   | <b>6,537,122</b>        | <b>865,930</b>   | <b>16,605,372</b>  |
| Unallocated assets                             |                                    |                         |                  | 15,433,746         |
| <b>Total assets</b>                            |                                    |                         |                  | <b>32,039,118</b>  |

| 2009                                           | Carbon sink<br>establishment<br>\$ | Carbon<br>offsets<br>\$ | Other<br>\$      | Consolidated<br>\$    |
|------------------------------------------------|------------------------------------|-------------------------|------------------|-----------------------|
| <b>Segment revenue</b>                         |                                    |                         |                  |                       |
| Sales to external customers                    | 12,294,896                         | 839,655                 | 1,316,860        | 14,451,411            |
| Total sales revenue                            | 12,294,896                         | 839,655                 | 1,316,860        | 14,451,411            |
| <b>Total segment revenue</b>                   | <b>12,294,896</b>                  | <b>839,655</b>          | <b>1,316,860</b> | <b>14,451,411</b>     |
| Net finance costs                              |                                    |                         |                  | 382,508               |
| <b>Consolidated revenue</b>                    |                                    |                         |                  | <b>14,833,919</b>     |
| <b>Segment profit</b>                          | <b>2,297,666</b>                   | <b>821,839</b>          | <b>1,297,998</b> | <b>4,417,503</b>      |
| Discount on acquisition of business            |                                    |                         |                  | 3,596,819             |
| Central administration and directors' salaries |                                    |                         |                  | (6,450,748)           |
| Profit before income tax                       |                                    |                         |                  | 1,563,574             |
| Income tax expense                             |                                    |                         |                  | (882,397)             |
| <b>Profit for the year</b>                     |                                    |                         |                  | <b>681,177</b>        |
|                                                |                                    |                         |                  | <b>Segment assets</b> |
| <b>Segment assets</b>                          | <b>3,202,917</b>                   | <b>12,971,707</b>       | <b>249,810</b>   | <b>16,424,434</b>     |
| Unallocated assets                             |                                    |                         |                  | 9,797,529             |
| <b>Total assets</b>                            |                                    |                         |                  | <b>26,221,963</b>     |

Segment revenues, expenses, and assets are those that are directly attributable to a segment and the relevant portion that can be allocated to the segment on a reasonable basis. Segment assets include all assets used by a segment and consist primarily of forest carbon sinks, receivables, inventories, property, plant and equipment and goodwill and other intangible assets, net of related provisions. While most of these assets can be directly attributed to individual segments, the carrying amounts of certain assets used jointly by segments are allocated based on reasonable estimates of usage. Segment assets do not include income taxes.

Segment profit represents the profit earned by each segment without allocation of central administration costs and directors' salaries, share of profit of associates, investment revenue and finance costs, income tax expense, and gains or losses on disposal of associates and discontinued operations. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

### 3 ISSUANCES, REPURCHASES AND REPAYMENTS OF EQUITY SECURITIES

During the 12 month period, CO2 Group Limited issued 702,611 ordinary shares (2009: 22,000) for \$84,313 on exercise of 702,611 listed options. 100,000 of the options were exercised by an Executive Director of the company.

An Executive Director of the company was issued with 1,000,000 ordinary shares on exercise of 1,000,000 unlisted options for \$320,000.

A Non Executive Director of the company was issued with 750,000 ordinary shares on exercise of 750,000 unlisted options for \$240,000.

On 17 November 2009 750,000 listed options lapsed unexercised.

The company has not issued any unlisted share options during the 12 month period.

#### 4 NON-CURRENT ASSETS - INTANGIBLE ASSETS

|                                          | Development<br>costs<br>\$ | Patents,<br>trademarks and<br>other rights<br>\$ | Other intangible<br>assets<br>\$ | NGAC<br>accreditation<br>\$ | Total<br>\$ |
|------------------------------------------|----------------------------|--------------------------------------------------|----------------------------------|-----------------------------|-------------|
| <b>At 1 July 2008</b>                    |                            |                                                  |                                  |                             |             |
| Cost                                     | -                          | -                                                | -                                | 408,380                     | 408,380     |
| Accumulated amortisation and impairment  | -                          | -                                                | -                                | (1,351)                     | (1,351)     |
| Net book amount                          | -                          | -                                                | -                                | 407,029                     | 407,029     |
| <b>Year 30 June 2009</b>                 |                            |                                                  |                                  |                             |             |
| Opening net book amount                  | -                          | -                                                | -                                | 407,029                     | 407,029     |
| Development costs recognised as an asset | 627,009                    | -                                                | -                                | -                           | 627,009     |
| Acquisition of business                  | -                          | 3,072                                            | 6,305,663                        | -                           | 6,308,735   |
| Amortisation charge                      | -                          | (668)                                            | (195,998)                        | (19,245)                    | (215,911)   |
| Closing net book amount                  | 627,009                    | 2,404                                            | 6,109,665                        | 387,784                     | 7,126,862   |
| <b>At 30 June 2009</b>                   |                            |                                                  |                                  |                             |             |
| Cost                                     | 627,009                    | 3,072                                            | 6,305,663                        | 408,380                     | 7,344,124   |
| Accumulated amortisation and impairment  | -                          | (668)                                            | (195,998)                        | (20,596)                    | (217,262)   |
| Net book amount                          | 627,009                    | 2,404                                            | 6,109,665                        | 387,784                     | 7,126,862   |

4 NON-CURRENT ASSETS - INTANGIBLE ASSETS (CONTINUED)

|                                          | Development costs<br>\$ | Patents, trademarks and other rights<br>\$ | Other intangible assets<br>\$ | NGAC accreditation<br>\$ | Total<br>\$        |
|------------------------------------------|-------------------------|--------------------------------------------|-------------------------------|--------------------------|--------------------|
| <b>Year 30 June 2010</b>                 |                         |                                            |                               |                          |                    |
| Opening net book amount                  | 627,009                 | 2,404                                      | 6,109,665                     | 387,784                  | 7,126,862          |
| Development costs recognised as an asset | 447,127                 | -                                          | -                             | -                        | 447,127            |
| Impairment charge (note 4a)              | -                       | -                                          | (5,515,497)                   | -                        | (5,515,497)        |
| Amortisation charge                      | -                       | (801)                                      | (594,168)                     | (34,558)                 | (629,527)          |
| Closing net book amount                  | <u>1,074,136</u>        | <u>1,603</u>                               | <u>-</u>                      | <u>353,226</u>           | <u>1,428,965</u>   |
| <b>At 30 June 2010</b>                   |                         |                                            |                               |                          |                    |
| Cost                                     | 1,074,136               | 3,005                                      | 6,305,663                     | 408,380                  | 7,791,184          |
| Accumulated amortisation and impairment  | <u>-</u>                | <u>(1,402)</u>                             | <u>(6,305,663)</u>            | <u>(55,154)</u>          | <u>(6,362,219)</u> |
| Net book amount                          | <u>1,074,136</u>        | <u>1,603</u>                               | <u>-</u>                      | <u>353,226</u>           | <u>1,428,965</u>   |



#### 4 NON-CURRENT ASSETS - INTANGIBLE ASSETS (CONTINUED)

##### (a) Impairment charge

The board of directors consider that there has been a rapid and unforeseen change in the external environment that has affected the value of the intangible assets associated with mallee plantings in Western Australia acquired in the business combination with The Oil Mallee Company of Australia Ltd ("OMC"). In April 2010 the government announced its intention to shelve the Carbon Pollution Reduction Scheme until 2013 at least. Since these plantings are located in Western Australia they are not eligible to become accredited under the NSW Greenhouse Gas Abatement Scheme. The Government has not implemented the emissions trading or Joint Implementation mechanisms of the Kyoto Protocol, so the project cannot be marketed internationally nor can the sequestered carbon be exported. The implication of these circumstances for the OMC intangible assets is three-fold: (i) there is no national compliance market for carbon in Australia until 2013; (ii) it is conceivable that even should a compliance market eventuate in Australia, the OMC plantings may no longer be eligible for the creation of units under the regulations governing that market, and (iii) there is no other compliance market for which these plantings are eligible.

Accordingly the board of directors consider that these assets are fully impaired, resulting in an impairment charge of \$5,515,497.

#### 5 RESERVES

|                                      | 30 June<br>2010<br>\$ | 30 June<br>2009<br>\$ |
|--------------------------------------|-----------------------|-----------------------|
| Share-based payments reserve         | 4,889,003             | 4,755,817             |
| Option premium                       | 1,670,705             | 1,670,705             |
| Financial assets revaluation reserve | 63,278                | 63,278                |
|                                      | <u>6,622,986</u>      | <u>6,489,800</u>      |

##### Movements:

##### *Share-based payments reserve*

|                                    |                  |                  |
|------------------------------------|------------------|------------------|
| Balance 1 July                     | 4,755,817        | 4,083,460        |
| Equity-settled share-based payment | 133,186          | 672,357          |
| Balance 30 June                    | <u>4,889,003</u> | <u>4,755,817</u> |

##### *Option premium reserve*

|                 |                  |                  |
|-----------------|------------------|------------------|
| Balance 1 July  | 1,670,705        | 1,670,705        |
| Balance 30 June | <u>1,670,705</u> | <u>1,670,705</u> |

##### *Financial assets revaluation reserve*

|                                                  |               |               |
|--------------------------------------------------|---------------|---------------|
| Balance 1 July                                   | 63,278        | 100,922       |
| Gain (loss) on revaluation (net of deferred tax) | -             | (37,644)      |
| Balance 30 June                                  | <u>63,278</u> | <u>63,278</u> |

## 6 EVENTS OCCURRING AFTER THE REPORTING PERIOD

There has been no matter or circumstance that has arisen since 30 June 2010 that has significantly affected, or may significantly affect:

- the company's operations in future financial periods, or
- the results of those operations in future financial periods, or
- the company's state of affairs in future financial periods.

In the directors' opinion:

- (a) the financial statements and notes set out on pages 4 to 15 are:
  - (i) in accordance with Australian Accounting Standards, including the Australian Accounting Interpretations, and
  - (ii) give a true and fair view of the consolidated entity's financial position as at 30 June 2010 and of its performance for the 12 months ended on that date, and
- (b) 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 directors.



Andrew Grant  
Director

Melbourne  
25 August 2010

## **Independent Auditor's Review Report to the members of CO2 Group Limited**

We have reviewed the accompanying interim financial report of CO2 Group Limited, which comprises the condensed consolidated statement of financial position as at 30 June 2010, and the condensed consolidated income statement, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of cash flows and the condensed consolidated statement of changes in equity for the twelve month period ended on that date, selected explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the end of the period or from time to time during the twelve month period as set out on pages 4 to 16.

### *Directors' Responsibility for the Interim Financial Report*

The directors of the company are responsible for the preparation and fair presentation of the interim financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations). This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the interim financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### *Auditor's Responsibility*

Our responsibility is to express a conclusion on the interim financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the interim financial report is not presented fairly in accordance with Accounting Standard AASB 134 *Interim Financial Reporting*. As the auditor of CO2 Group Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

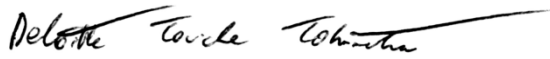
A review of a interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards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

## *Auditor's Independence Declaration*

In conducting our review, we have complied with the independence requirements of the Australian professional accounting bodies.

## *Conclusion*

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the interim financial report of CO2 Group Limited does not present fairly, in all material respects, the consolidated entity's financial position as at 30 June 2010 and its performance for the twelve month period ended on that date, in accordance with Accounting Standard AASB 134 *Interim Financial Reporting*.



DELOITTE TOUCHE TOHMATSU



Ian Sanders  
Partner  
Chartered Accountants  
Melbourne, 25 August 2010