SANDON CAPITAL

Sandon Capital Investments Limited
ABN 31 107 772 467

Appendix 4E – PRELIMINARY FINAL REPORT
For the full year ended 30 June 2023

Results For Announcement to the Market
All comparisons to the full year ended 30 June 2022

	$	Movement Up/Down	Movement %
Revenue from ordinary activities	5,074,117	Up	118%
Profit from operating activities before tax attributable to members	2,323,531	Up	108%
Profit from operating activities after tax attributable to members	1,896,515	Up	108%
Net profit for the period attributable to members	1,896,515	Up	108%

Final Dividend	Cents per Share	Franked amount per share	Tax Rate of franking
Dividend	2.75	2.75	25%

Ex-dividend date	20 October 2023
Record date	23 October 2023
Payment date	8 November 2023

Dividend Reinvestment Plan

The Dividend Reinvestment Plan (DRP) with no discount will apply to this fully franked dividend.

Dividends paid during the period	Cents per share	Franked amount per share	Tax rate for franking
2022 Final dividend paid 5 November 2022	2.75	2.75	25%
2023 Interim dividend paid 2 June 2023	2.75	2.75	25%

Net Tangible Assets Per Share	30 June 2023 Cents	30 June 2022 Cents
Net tangible assets per share (before tax)	75.15	79.09 *
Net tangible assets per share (after tax)	76.05	80.43

Dividends of 5.5 cents per share were paid during the period.
* See note 23 for restatements and reclassifications

Sandon Capital Investments Limited advises that its Annual General Meeting will be held on Thursday 21 November 2023. The time and other details relating to the meeting will be advised in the Notice of Meeting to be sent to all shareholders and released to ASX immediately after dispatch.

In accordance with the ASX Listing Rules, valid nominations for the position of director are required to be lodged at the registered office of the Company by 5:00pm (AEDT) 9 October 2023.

This report is based on the Annual Financial Report that has been audited by Grant Thornton. All documents comprise the information required by Listing Rule 4.3A. The audit report is included with the Company's Annual Report which accompanies this Appendix 4E.

Sandon Capital Investments Limited
ABN 31 107 772 467

Annual Report
For the year ended 30 June 2023

Sandon Capital Investments Limited
ABN 31 107 772 467

Annual Report
For the year ended 30 June 2023

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Sandon Capital Investments Limited
ABN 31 107 772 467

Company Particulars

Registered Office
Level 5, 139 Macquarie Street
Sydney NSW 2000
Telephone: 02 8014 1188
www.sandoncapital.com.au
info@sandoncapital.com.au

Stock exchange listing
Sandon Capital Investments Limited shares are listed on the Australian Securities Exchange (ASX code: SNC)

Directors
Gabriel Radzyminski – Non-Executive Chairman
Peter Velez – Independent Non-Executive Director
Jacqueline Sullivan – Independent Non-Executive Director

Company Secretary
Mark Licciardo
Acclime Australia
Level 7, 330 Collins Street
Melbourne VIC 3000

Auditor
Grant Thornton Audit Pty Ltd
Level 17, 383 Kent Street
Sydney NSW 2000

Share Registry
Link Market Services Limited
Level 12, 680 George Street, Sydney, NSW 2000
Telephone 1300 554 474
www.linkmarketservices.com.au

Sandon Capital Investments Limited
ABN 31 107 772 467

Portfolio Composition
As at 30 June 2023

Australian Securities Exchange Listed Investments	**Total Value $**
Fleetwood Ltd	19,136,298
COG Financial Services Ltd	15,908,172
A2B Australia Ltd	14,715,658
Coventry Group Ltd	6,997,543
Magellan Financial Group Ltd	5,550,274
Global Data Centre Group	3,827,472
Midway Ltd	3,209,082
BCI Minerals Ltd	2,640,000
Karoon Energy Ltd	2,484,337
Nuix Ltd	2,437,618
IDT Australia Ltd	2,012,650
Wellard Ltd	1,636,655
The Lottery Corporation Ltd	1,611,938
Alterra Ltd	1,060,221
Sierra Rutile Holdings Ltd	1,020,772
Deterra Royalties Ltd	884,994
City Chic Collective Ltd	846,434
Earlypay Ltd	825,062
US Masters Residential Property Fund	626,071
Ignite Ltd	349,224
Total Listed Investments	**87,780,475**
Unlisted Investments	
MVT*	55,483,991
Carbon Conscious Ltd	344,996
Foundation Life (NZ) Limited	330,128
Total Unlisted	**56,159,115**
Total Cash and cash equivalents	**147,121**
Total Portfolio	**144,086,711**

* The MVT Portfolio is disclosed in note 16(a) on page 32. This portfolio is current as of the date of this report.

Sandon Capital Investments Limited
ABN 31 107 772 467

Chairman's Letter
For the year ended 30 June 2023

Chairman's Letter

Dear Fellow Shareholders,

The Directors of Sandon Capital Investments Ltd (ASX:SNC) (**SNC** or **the Company**) present the Company's Annual Report for the year ended 30 June 2023.

The return to shareholders (the change in the NTA before tax per share plus dividends paid and imputation credits) was a positive return of 4.3% for the year.

SNC's gross investment return was 4.6% before all fees, expenses and taxes. The performance of the investment portfolio is discussed in greater detail later in this letter. The net investment return, after all fees, expenses and taxes, was 1.7%.

Financial Highlights

As a result of the investment performance, revenue from ordinary activities for the financial year ended 30 June 2023 was a gain of $5,074,117 (2022: Loss $27,452,981) and the Company reported a net profit after tax of $1,896,515 (2022: Loss $23,698,379).

Dividend Announcements

On 25 August 2023, the Directors announced their intention to pay a final fully franked ordinary dividend of 2.75 cents per share. The dividend reinvestment plan (**DRP**) will apply to this dividend.

The key dates for this dividend are:

Ex date	20 October 2023
Record Date	23 October 2023
DRP Election Date	24 October 2023
Payment Date	8 November 2023

As at 31 July 2023, SNC had profit reserves of 27.1 cents per share and 7.5 cents per share in franking credits

Corporate Update

On 11 November 2022, Mercantile Investment Company Limited (**MVT**), a wholly-owned subsidiary, increased its shareholding in ASK Funding Limited (**ASK**) to 93.95%. As a consequence of passing the 90% shareholding threshold, the Company proceeded with the compulsory acquisition of all remaining ASK shares it did not already own. The compulsory acquisition was completed on 25 January 2023. On 2 June 2023, ASK was subsequently converted to a Proprietary company.

On 13 July 2023 MVT announced a proposed restructure of MVT's 4.8% Unsecured Notes maturing on 10 July 2026 (**Notes**). As the Issuer, the Notes were unsecured liabilities of MVT and were guaranteed by SNC. MVT sought, and on 7 August 2023 obtained, Noteholders approval for a restructure that resulted in SNC replacing MVT as the Issuer of the Notes (becoming the **Novated Notes**). The Proposed Restructure was implemented by novating all the rights and obligations currently held by MVT in its capacity as the Issuer to SNC, resulting in SNC assuming all obligations and all liabilities in respect of the Notes. On 10 August 2023 MVT Noteholders received the Novated Notes in SNC and commenced trading on 11 August 2023 under ASX Code SNCHA. 290,578 notes with a carrying value of $28,715,752 were novated to SNC.

Following the novation, he directors of MVT made an application under Listing rule 17.11 to remove MVT from the ASX Official List. This was granted by the ASX and became effective from the close of trading on 10 August 2023. At the same time MVT applied to convert MVT to a proprietary company.

Chairman's Letter (continued)

Investment Objectives
SNC's objectives are to preserve shareholder capital, deliver a positive absolute return over the medium term and to provide shareholders with a growing stream of fully franked dividends.

SNC is a value investor seeking to purchase investments below its assessment of their intrinsic value. As an activist investor, SNC takes value investing one step further by aiming to influence and encourage changes that can preserve or enhance the value of its investments.

Investment Performance
The 2023 financial year (FY23) investment performance of the SNC portfolio was a tale of two very distinct halves, one poor, the other improved. Despite the volatility in share prices over the 12 month period, the operational performance of most of our portfolio companies was encouraging, with many displaying continued improvement.

The table below illustrates the investment performance of the portfolio as measured by net investment income, including net realised and unrealised gains, dividends and other investment income.

	SNC Gross Return	Small Ordinaries Accumulation Index	All Ordinaries Accumulation Index
Half year to 31 December 2022	-0.8%	7.0%	9.6%
Half year to 30 June 2023	5.6%	1.3%	4.7%
Full year to 30 June 2023	4.6%	8.4%	14.8%

All figures, including for SNC, are before fees, expenses and taxes. Figures do not tally due to rounding and compounding.

The portfolio performance in the first half was disappointing, both in absolute and relative terms.

Looking back, we ask ourselves why the portfolio of investments we have selected performed poorly. With the benefit of hindsight, we consider one common factor is responsible – change.

Change is a crucial aspect of our approach to investing. We actively seek out opportunities where change might improve the price and value of a company. The problem is that change can be difficult to achieve and recovery or improved prospects can take longer than anticipated. As a result, change can also be perceived as risky, often more so than it actually is.

A number of companies in the portfolio were either in need of change or were about to embark upon change during the first half. For example, companies like A2B Australia Ltd (A2B) and IDT Australia Ltd (IDT). Others, like Fleetwood Ltd (FWD) and Midway Ltd (MWY) were well into their change phases, but were yet to deliver the tangible results of those changes.

The portfolio performance in the second half was far more satisfactory. The changes alluded to above began to take hold, and in doing so, some companies began to be perceived as less risky and offering more certainty.

A2B epitomises the two half-year periods. For many years a laggard, changes to board and management in early 2022 marked the beginning of a turnaround. A strategic review led to a new strategy announced in July 2022. The new strategy was clear and straightforward. It also included plans for the sale of a substantial part of the property portfolio (hitherto undervalued by the market), the proceeds of which were to be returned to shareholders. It was not until after the first-half results were released in February that the share price began to rise. The taxi fleet and fares processed (the two drivers of A2B's revenues) were reported as growing, and positive comments were made about the outlook for the second half. Sales of the two major properties at prices in line with independent valuations (and ours) captured investor imaginations and as the year has progressed A2B shares have rallied by nearly 60%. Perceptions of risk and uncertainly had waned in the eyes of the market. Yet for us, all we had witnessed was a slow steady progression to the inevitable outcomes that were promised by new management (and have now been delivered). As a post-script, after recently reporting its full year results, A2B beat its guidance, resumed ordinary dividends, will pay a large special dividend, and appears to be through its turnaround phase and is poised for business-as-usual operations and growth.

Chairman's Letter (continued)

Continuing on the theme of change, below we discuss other key portfolio holdings and the changes taking place.

Global Data Centres (GDC)
Since listing in late 2019, GDC (previously known as 360 Digital Infrastructure Fund) has built an attractive collection of data centre assets throughout Australia, Asia and Europe. Despite co-investment in the European assets by private equity firm Eurazeo, at well above values implied in the GDC share price, the Australian listed market has never fully appreciated the value in the same assets.

Following feedback from several large investors (including Sandon Capital) and an internal strategic review, GDC announced in April that it would adopt a "*value realisation*" strategy. The changes in strategy led to a halving of the management fee and changes to the performance incentives, both of which are aligned with investor outcomes. Under this strategy, GDC will seek to realise the value of its existing assets over the medium term through asset disposals.

IDT Australia Ltd (IDT)
IDT owns strategically valuable (and underutilised) pharmaceutical manufacturing assets in Melbourne. COVID-19 seemed poised to deliver a stunning turnaround for IDT, after it secured some early contracts from the government. Unfortunately, IDT was unable to capitalise beyond those initial opportunities.

In September 2022, the company announced the departure of its CEO. Less than a month later, significant changes were made at Board level with two directors retiring, making way for two new directors, Mark Simari and Geoff Sam. Both Mark and Geoff are experienced and accomplished professionals in the health care space. By the end of the year Mark Simari became the new Chairman.

The strategy at IDT has been reset, with new CEO, Paul McDonald, focusing on the legacy active pharmaceutical ingredient (API) market as well as two growth opportunities:

- Advanced Therapies – fast growing mRNA and cancer-targeting antibody drug conjugation (ADC) technologies
- The burgeoning medicinal cannabis and psychedelic markets to treat mental health problems

Having run down its capital during the COVID-19 era and with limited revenues, we recently supported the capital raising undertaken by IDT that underpins the new strategy.

Fleetwood Ltd (FWD)
Significant changes were made to FWD's Board and management team in late 2020/early 2021. Since then, a number of contracts entered into by previous management have caused problems and delayed the much-needed operational turnaround. These issues highlighted the need for cultural and personnel changes. The legacy projects were finally cauterised during the year and now the operational improvements implemented by the new management team are beginning to bear fruit. Continued expansion of the pipeline of large-scale projects on in and around Western Australia's Burrup Peninsula augur well for substantial increases in occupancy at FWD's Searipple accommodation facility, which in turn should deliver strong earnings and cash flow for FWD.

Midway Ltd (MWY)
MWY has undergone significant Board and management changes in recent years, and this has resulted in a change in strategic direction. The company has sold its forestry assets and embarked upon a grain strategy to defray the burden of the take-or-pay agreement for the ship loader at Geelong Port. Regulatory approvals have resulted in significant delays in the completion of both initiatives, with the implementation of the grain strategy still outstanding. If and when complete, the path becomes clear for the company to return a large amount of capital to shareholders and focus on its medium term objective to build a forestry and carbon management business.

Chairman's Letter (continued)

Magellan Financial Group Ltd (MFG)
MFG is our latest campaign. The company is an Australian-based global funds manager that invests across three strategies: Global Equities, Infrastructure Equities and Australian Equities. The company was established in 2006 and became a leading asset management franchise in Australia, especially among retail investors and independent financial advisers. However, investment underperformance as financial markets emerged from COVID-19 and then personnel changes led to a loss of confidence and substantial fund outflows. Today, market perceptions of MFG are negative, and we believe the company to be deeply undervalued and misunderstood. A large portion of MFG's current market capitalisation is accounted for by cash and investments that we consider non-core. We believe this provides considerable downside protection for our investment. In order to stabilise the business, and return to strong long-term profitability, we have made five recommendations to the MFG Board. These are:

(1) Return excess capital to shareholders
(2) Prioritise the existing business
(3) Review the cost base
(4) Provide further Share Purchase Plan (SPP) relief, and
(5) Accelerate Board renewal and improve Board diversity

More detail on our campaign can be found in our recently released public presentation.

MFG recently delivered a financial result for FY23 that was in line with expectations. Importantly, the inflated cost base has been addressed which augurs well for future profitability. The company has also recently announced director changes that appear to provide greater funds management experience. Our ongoing concern remains the excess capital that MFG retains. The small special dividend declared with the FY23 result does little to placate these concerns. Our fears about hoarding excess capital become real when the CEO and the new Chair reaffirmed their commitment to considering acquisitive growth, a strategy we do not consider prudent for MFG.

Outlook
Last year's investment commentary referred to the challenges of making sound investment decisions when the noise dial is turned up to 11. Looking back, the dial was turned up even further in the months following last year's report.

Inflation and rising interest rates dominated domestic investor sentiment for most of FY23.

It would seem the world's financial markets are well and truly out of the low-interest rate daze of the post-GFC and post-COVID-19 era. Inflation, once thought almost extinct in the developed world, has returned. Time will tell if we've seen the worst of it. The economic situation in Australia remains complex. COVID era factors, such as supply chain and logistics bottlenecks, that contributed to inflation have improved. An often-asked question has been whether a recession is around the corner. The question is almost always asked on a whole-economy basis. Yet, like so many things in life, the answer, and reality, is more nuanced. Based on our general research and enquiries, we would argue that parts of the Australian economy have been experiencing recessionary conditions for some time while other parts remain strong.

We expect this multi-speed economy will continue for the time being.

More recently, concerns about China's economy have heighted. We began seeing evidence of this softness almost twelve months ago. These insights led us to sell out of Iluka Resources Ltd (ILU), a stock we had owned since 2016. We also recently sold Deterra Royalties Ltd (DRR) which was demerged from ILU, following a long-running and ultimately successful activist campaign.

Chairman's Letter (continued)

As in prior years, we judge that uncertainty and volatility remain the order of the year(s) ahead. Some of the factors contributing that that uncertainty and volatility include:

1. Interest rates and inflation: Just as gravity affects our world, so too do these two forces of nature. High inflation is a pernicious spectre that affects everyone, and which hurts the poorest the most. Bringing it under control must remain a priority. Interest rates, which seem to be the only medicine applied to inflation these days, affect different groups in different ways. We expect that as expectations of interest rate changes stabilise, confidence will grow.

2. Geopolitics: Affairs of state are well above our stations in life, yet they affect us all. War in Ukraine grinds on. There are currently concerns about the growth prospects for the Chinese economy, as well as its geopolitical ambitions. We can't know what will happen in these matters. What we do know is that the "peace" dividend that emerged following the end of the Cold War in the early 90s is probably more meagre today than at any time since it was first declared.

We see this uncertainty and volatility as creating opportunity. We will continue to apply our investment approach diligently and consistently. This approach is expected to continue to uncover attractive investment opportunities. While returns are unlikely to occur in a linear fashion, we believe our approach is well placed to deliver sound medium- to long-term returns.

In the meantime, SNC has built solid reserves of profits and franking, allowing directors, should we consider it prudent, to continue for some time to pay fully franked dividends of at least 5.5 cents per share per annum.

On behalf of the Board, I would like to thank fellow shareholders for their continued support throughout the 2023 financial year. Your faith in us has been tested in recent years and I thank all of you who have stayed the course. We look forward to reporting to you on our progress in 2024.

Yours sincerely,

Gabriel Radzyminski
Chairman

25 August 2023

Sandon Capital Investments Limited
ABN 31 107 772 467

Directors' Report
For the year ended 30 June 2023

The Directors of Sandon Capital Investments Limited present their report together with the financial statements of the Company for the year ended 30 June 2023.

Sandon Capital Investments Limited is a company limited by shares and is incorporated in Australia.

Directors
The Directors of the Company during the year and up to the date of this report were:

Gabriel Radzyminski – Non-Executive Chairman
Peter Velez – Independent Non-Executive Director
Jacqueline Sullivan – Independent Non-Executive Director

Company secretary
Mark Licciardo

Auditors
Grant Thornton Audit Pty Ltd

Principal activities
The Company's principal activity is investing for profit. It is a listed investment company whose assets are managed by an external investment manager, Sandon Capital Pty Ltd (**Sandon Capital** or **the Manager**).

Sandon Capital is an activist value manager. It seeks to buy investments at prices the Manager considers are below their intrinsic value. It looks for investments with high levels of tangible assets, marketable securities or cash, although investments may not always have these characteristics. The Manager deploys a range of activist strategies aimed at realising the intrinsic value of those investments. The Manager may also take advantage of other market opportunities where it considers there are reasonable prospects for a satisfactory return.

The Company may invest in cash, term deposits, unlisted and listed securities and debt instruments.

During the period, the Company's investment portfolio increased from $141,350,494 at 30 June 2022 to $143,939,590 at 30 June 2023.

Operating Results and Financial Position
Net profit before tax was $2,323,531 (2022: Loss before tax $30,685,715). The Company had net realised and unrealised gains in the value of the investment portfolio of $2,698,037 (2022: Losses $30,075,939). Other revenue, including dividends and distributions, was $2,376,080 (2022: $2,622,958).

The Company's net profit after tax for the year was $1,896,515 (2022: Loss $23,698,379).

The Company paid fully franked dividends totalling 5.5 cents per share during the year.

Cash and cash equivalent holdings decreased from $520,517 to $147,121 at year end.

Net Tangible Assets (**NTA**) before tax as at 30 June 2023 was $0.7515 per share (2022: $0.7909). The NTA after tax was $0.7605 per share (2022: $0.8043). The figures are after the payment of fully franked dividends of 5.5 cents per share during the period.

The return to shareholders (the change in the NTA before tax per share plus dividends paid and imputation credits) was a positive return of 4.3% for the year.

Director's Report (continued)

Dividends
A fully franked final dividend for FY22 of 2.75 cents per share was paid on 7 November 2022. A fully franked interim dividend for FY23 of 2.75 cents per share was paid on 2 June 2023. The Dividend Reinvestment Plan (**DRP**) applied to both dividends. The total amount of dividends paid to shareholders during the period was $7,511,464.

New Shares issued
The Company issued 3,369,893 new shares pursuant to the DRP.

Events occurring after the reporting period
On 25 August 2023, the Directors announced their intention to pay a final fully franked ordinary dividend of 2.75 cents per share. The DRP will apply to this dividend with no discounts.

On 13 July 2023 MVT announced a proposed restructure of MVT's 4.8% Unsecured Notes maturing on 10 July 2026 (**Notes**). As the Issuer, the Notes were unsecured liabilities of MVT and were guaranteed by SNC. MVT sought, and on 7 August 2023 obtained, Noteholders approval for a restructure that resulted in SNC replacing MVT as the Issuer of the Notes (becoming the **Novated Notes**). The Proposed Restructure was implemented by novating all the rights and obligations currently held by MVT in its capacity as the Issuer to SNC, resulting in SNC assuming all obligations and all liabilities in respect of the Notes. On 10 August 2023 MVT Noteholders received the Novated Notes in SNC and commenced trading on 11 August 2023 under ASX Code SNCHA. 290,578 notes with a carrying value of $28,715,752 were novated to SNC.

Following the novation, he directors of MVT made an application under Listing rule 17.11 to remove MVT from the ASX Official List. This was granted by the ASX and became effective from the close of trading on 10 August 2023. At the same time MVT applied to convert MVT to a proprietary company.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Future Developments, Prospects and Business Strategies
The Company will continue to selectively invest in cash, term deposits, unlisted and listed securities and debt instruments that the Manager considers offer the prospect for attractive risk-adjusted returns.

Environmental regulations
The operations of the Company are not subject to any particular environmental regulations under a Commonwealth, State or Territory law.

Information on Directors

Gabriel Radzyminski BA (Hons), MCom (Chairman and Non-Executive Director)

Gabriel is the founder and Managing Director of Sandon Capital Pty Ltd, a boutique investment management firm. He is the portfolio manager of funds managed by Sandon Capital Pty Ltd. Gabriel is also a non-executive director of Future Generation Investment Company Limited.

Peter Velez LLB MA MSc (Independent Non‑Executive director)

Peter is a corporate lawyer specialising in equity capital markets, mergers and acquisitions and funds management. Peter has also advised extensively on activist corporate activity, ASX compliance and corporate governance. Peter has been a practising lawyer since 1989 having worked at the national firm Freehill Hollingdale and Page, Sydney boutique corporate firm Watson Mangioni from 1995 to 2016 and with OB Law from 2016 to 2022. He played a key role in the development of externally-managed listed investment companies (LIC) having been involved in the IPO of over 25 LICs.

Director's Report (continued)
Information on Directors (continued)

Peter is a member of the Audit and Risk Committee.

Jacqueline Sullivan BSc, MBA, Grad Dip(App Fin), GAICD (Independent Non‑Executive director)

Jacqueline is an experienced fund management executive, having gained experience in senior executive roles at AMP Capital, both Australia and overseas. Her executive experience culminated with 7 years as Managing Director, Global Distribution for AMP Capital.

Since then, Jacqeline has engaged in advisory work as well as being a non-executive director of WAM Microcap Ltd (ASX: WMI).

Jacqueline is Chair of the Audit and Risk Committee.

Company Secretary

Mark Licciardo B Bus(Acc), GradDip CSP, FGIA, FCIS, FAICD (Company Secretary)

Mark is the founder of Mertons Corporate Services, now part of Acclime Australia and is responsible for Acclime Australia's Listed Services Division.

He is also an ASX-experienced director and chair of public and private companies, with expertise in the listed investment, infrastructure, bio-technology and digital sectors. He currently serves as a director on a number of Australian company boards as well as foreign controlled entities and private companies.
During his executive career, Mark held roles in banking and finance, funds management, investment and infrastructure development businesses, including being the Company Secretary for ASX100 companies Transurban Group and Australian Foundation Investment Company Limited.

Mark holds a Bachelor of Business degree in accounting, a Graduate Diploma in Governance and is a Fellow of the Chartered Governance Institute, the Governance Institute of Australia and the Australian Institute of Company Directors.

	Director's Meetings		**Audit & Risk Committee Meetings**	
	Number of Eligible to Attend	Number Attended	Number Eligible to Attend	Number Attended
Gabriel Radzyminski	7	7	3	3*
Peter Velez	7	7	3	3
Jacqueline Sullivan	7	7	3	3
Total Meetings Held	**7**	**7**	**3**	**3**

** In attendance ex-officio*

Remuneration Report (Audited)

The Company has no employees or key management personnel (KMP), other than the three Non-Executive Directors. The Company Secretary is remunerated under a service agreement with Mertons Corporate Services, now part of Acclime Australia.

Nature and amounts of remuneration

On 31 October 2019, Shareholders approved an increase to the maximum total remuneration of the Directors from $85,000 per annum to $125,000 per annum to be divided among the Directors, in such proportions as they agree having regard to their duties and responsibilities in their role as director. Additional remuneration may be paid in accordance with the Company's Constitution.

Director's Report (continued)
Remuneration report (Audited) (continued)

The remuneration of the Directors is not linked to the performance of the Company. The Manager is a director-related entity which received a management fee of $1,864,103 inclusive of GST (2022: $2,334,944 inclusive of GST) and fees for accounting and administration totalling $96,583 (2022: $48,091). No performance fee was received during the period (2022: Paid adjustment $1,473)

Where specialist services beyond the normal expectations of a Non-Executive Director are provided to the Company, payment will be made on a normal commercial basis.

As part of the capital raising by the Company in October 2021, the Manager agreed to pay for all costs associated with the Offer. The total cost was $377,111. The Company entered into an interest free loan agreement with the Manager, and it was agreed by the Board that the Manager would pay the costs of the Offer over a 30-month term with equal monthly instalments. As at 30 June 2023, the balance of the loan is $124,371 (2022: $273,615).

The Company has not made any other guaranteed or secured directly or indirectly any loans to key management personnel or their related entities during the year.

Names and positions held of key management personnel in office as at the end of the financial year are:

Key Management Person	
Gabriel Radzyminski	Non-Executive Chairman
Peter Velez	Independent Non-Executive Director
Jacqueline Sullivan	Independent Non-Executive Director

Details of the remuneration of the Directors and key management personnel of the Company (as defined in AASB 124 Related Party Disclosures) are set out in the following tables:

	Short term employee benefits cash salary and fees	**Post-employment benefit superannuation**	**Total**
	$	**$**	**$**
June 2023			
Gabriel Radzyminski	9,132	959	10,091
Peter Velez	22,831	2,397	25,228
Jacqueline Sullivan	22,831	2,397	25,228
	54,794	**5,753**	**60,547**
June 2022			
Gabriel Radzyminski	9,133	913	10,046
Peter Velez	22,831	2,283	25,114
Melinda Snowden*	18,580	-	18,580
Jacqueline Sullivan	12,166	1,217	13,383
	62,710	**4,413**	**67,123**

* *Amount paid to Melinda Snowden excludes GST invoiced to the Company*

The Company has no employees other than Non-Executive Directors and therefore does not have a remuneration policy for employees. The Directors are the only people considered to be key management personnel of the Company.

Director's Report (continued)
Remuneration report (Audited) (continued)

The number of shares and options held directly, indirectly, or beneficially by Directors, or by entities to which they were related at the date of this report, were:

	Balance July 2022	Net acquisition	Balance June 2023	
June 2022	**No.**	**No.**	**No.**	
Shares				
Gabriel Radzyminski	1,908,865	152,250	**2,061,115**	^
Peter Velez	100,710	22,642	**123,352**	
Jacqueline Sullivan	-	-	-	
	2,009,575	**174,892**	**2,184,467**	

^includes indirect holdings

No options were held directly, indirectly, or beneficially by Directors.

Directors' Interests

Other transactions with KMP

a) Investment management agreement

The Company and the Manager entered into a management agreement dated 11 November 2013. A Director of the Company, Gabriel Radzyminski, is also a Director of the Manager. The Manager is permitted to undertake investments that fall within the Company's investment strategy on behalf of the Company and without the approval of the Company's Directors. Investments that are outside the Company's investment strategy will require Board approval. In circumstances where Board approval is required, the Manager will provide the Board with details of the relevant investment opportunity. The Board will review the information and will either give or withhold the approval required for the Company to make that investment. Assuming that the Board approves the investment, the manager will then execute the investment on behalf of the Company.

The term of the management agreement is 10 years and neither the Company, nor the Manager, may terminate the Management Agreement upon the occurrence of a change of control event in respect of either party.

b) Management and performance fees

The Manager is entitled to be paid a monthly management fee equal to 0.1042% (exclusive of GST) of the gross value of the Portfolio calculated on the last business day of each month. The Management fee is 1.25% per annum (exclusive of GST).

The Manager is also entitled to receive a performance fee calculated as a percentage of the increase in the value of the Portfolio for each performance period. The performance fee is equal to 20% (exclusive of GST) of the amount (if any) of portfolio over-performance (amount by which the increase in the value of the portfolio exceeds the benchmark performance) during the performance calculation period, subject to a high-water mark.

	June 2023	June 2022
	$	**$**
Management fees (inclusive of GST) *	1,864,103	2,334,945
Performance fees (inclusive of GST) *	-	-
	1,864,103	**2,334,945**

* *The difference between the amount disclosed above and the Statement of Profit and Loss are the reduced input tax credits claimable.*

At 30 June 2023, $163,291 inclusive of GST remains payable by the Company to the Manager (2022: $728,668 inclusive of GST).

Director's Report (continued)

c) Accounting fee
Sandon Capital Pty Ltd also receives a monthly fee in return for providing accounting and administration services to the Company.

	June 2023 $	June 2022 $
Accounting fees (inclusive of GST) *	96,583	48,091
	96,583	**48,091**

** The difference between the amount disclosed above and the Statement of Profit and Loss are the reduced input tax credits claimable as well as any services rendered by accounting firms other than Sandon Capital Pty Ltd.*

This is the end of the Remuneration Report (Audited)

Indemnification and insurance of officers and directors
During or since the end of the financial year, the Company has given an indemnity or entered into an agreement to indemnify or paid or agreed to pay insurance premiums.

The Company has paid premiums to insure each of the Directors against liabilities for costs and expenses incurred by them in defending any legal proceedings arising out of their conduct while acting in the capacity of Director of the Company, other than conduct involving a wilful breach of duty in relation to the Company or the improper use by the Directors of their position.

Details of the amount of the premium paid in respect of the insurance policies are not disclosed.

Non-Audit Services
The Board of Directors, in accordance with advice from the Audit & Risk Committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

Details of the amounts paid or payable to the auditor for audit services during the year are disclosed in note 5 Remuneration of auditors.

During the year the company did not engage the auditors to provide any non-assurance services.

The company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the company group are important.

The Directors are satisfied that the services disclosed in Note 5 did not compromise the external auditor's independence for the following reasons:

- All non-audit services are reviewed and approved by the Audit and Risk Committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and

- The nature of the services provided do not compromise the general principles relating to auditor independence in accordance with the APES 110: *Code of Ethics for Professional Accountants set by the Accounting Profession and Ethical Standards Board*.

Rounding of amounts
In accordance with *ASIC Corporations* (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the Directors' report and in the financial report have been rounded to the nearest dollar unless otherwise specified.

Director's Report (continued)

Auditor's Independence Declaration

A copy of the Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* is set out on page 15.

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

On behalf of the Directors,

Gabriel Radzyminski
Chairman

Sydney
25 August 2023

For personal use only

Grant Thornton Audit Pty Ltd
Level 17
383 Kent Street
Sydney NSW 2000
Locked Bag Q800
Queen Victoria Building NSW 1230

T +61 2 8297 2400

Auditor's Independence Declaration

To the Directors of Sandon Capital Investments Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of Sandon Capital Investments Limited for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been:

a no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

A J Sheridan
Partner – Audit & Assurance

Sydney, 25 August 2023

Sandon Capital Investments Limited
ABN 31 107 772 467

Statement of Profit and Loss and Other Comprehensive Income
For the year ended 30 June 2023

	Notes	June 2023	June 2022
		$	$
Net realised gains on financial assets		11,971,666	6,483,274
Net unrealised losses on financial assets		(9,273,629)	(36,559,213)
Other Income from operating activities	3	2,376,080	2,622,958
Total Income		**5,074,117**	**(27,452,981)**
Management fees	18	(1,737,005)	(2,175,744)
Performance fees	18	-	-
Directors' fees	17	(60,547)	(68,981)
Company secretarial fees		(41,777)	(45,960)
Brokerage expense		(101,292)	(107,589)
Custody fees		(33,463)	(20,822)
ASX listing and CHESS fees		(90,376)	(105,394)
Share registry fees		(53,132)	(55,937)
Accounting fees	18	(117,482)	(92,151)
Audit fees	5	(113,208)	(103,335)
Taxation fees		(199,474)	(316,165)
Legal fees		(24,985)	(38,168)
Other operating expenses		(177,845)	(102,488)
Total expenses		**(2,750,586)**	**(3,232,734)**
Profit / (Loss) before Income Tax		**2,323,531**	**(30,685,715)**
Income tax (expense) / benefit	4	(427,016)	6,987,336
Profit / (Loss) attributable to members of the Company		**1,896,515**	**(23,698,379)**
Other comprehensive income for the year		-	-
Total Comprehensive Profit / (Loss) for the period		**1,896,515**	**(23,698,379)**
Basic Profit / (Loss) per share (cents per share)	7	**1.38**	**(18.50)**
Diluted Profit / (Loss) per share (cents per share)	7	**1.38**	**(18.50)**

The accompanying notes form part of these financial statements.

Sandon Capital Investments Limited
ABN 31 107 772 467

Statement of Financial Position
As at 30 June 2023

	Notes	June 2023	June 2022	
		$	$	
Assets			Restated *	
Cash and cash equivalents	8	147,121	520,517	
Trade and other receivables	9	208,566	324,199	
Prepayments		82,622	76,511	
Financial assets at fair value through profit/loss	10	143,939,590	141,350,494	
Deferred tax assets	4	1,254,019	1,853,221	*
Total assets		**145,631,918**	**144,124,942**	
Liabilities				
Trade and other payables	13	2,102,782	3,563,734	*
Financial liabilities at amortised costs	14	37,362,443	31,033,637	*
Current tax liability		46,425	-	
Deferred tax liabilities	4	-	32,480	
Total liabilities		**39,511,650**	**34,629,851**	
Net assets		**106,120,268**	**109,495,091**	
Equity				
Issued capital	11	132,253,531	130,013,405	
Profit reserve	12	33,371,637	35,939,237	
Accumulated losses	15	(59,504,900)	(56,457,551)	
Total equity		**106,120,268**	**109,495,091**	

** See Note 23 for restatements and reclassifications*

The accompanying notes form part of these financial statements.

Sandon Capital Investments Limited
ABN 31 107 772 467

Statement of Changes in Equity
As at 30 June 2023

	Notes	Issued capital $	Accumulated losses $	Profit reserve $	Total equity $
Balance at 1 July 2021		**105,111,400**	**(19,256,770)**	**31,136,297**	**116,990,927**
Profit for the year attributable to the owners of the Company		-	(23,698,379)	-	(23,698,379)
Transfer to profit reserve	**12**	-	(13,502,402)	13,502,402	-
Shares issued via entitlement offer		22,397,604	-	-	22,397,604
Shares issued via dividend reinvestment plan		2,504,401	-	-	2,504,401
Dividends provided or paid	**6**	-	-	(8,699,462)	(8,699,462)
Balance at 30 June 2022	**11**	**130,013,405**	**(56,457,551)**	**35,939,237**	**109,495,091**
Balance at 1 July 2022		**130,013,405**	**(56,457,551)**	**35,939,237**	**109,495,091**
Profit for the year attributable to the owners of the Company		-	1,896,515	-	1,896,515
Transfer to profit reserve	**12**	-	(4,943,864)	4,943,864	-
Shares issued via dividend reinvestment plan		2,240,126	-	-	2,240,126
Dividends provided or paid	**6**	-	-	(7,511,464)	(7,511,464)
Balance at 30 June 2023	**11**	**132,253,531**	**(59,504,900)**	**33,371,637**	**106,120,268**

The accompanying notes form part of these financial statements.

Sandon Capital Investments Limited
ABN 31 107 772 467

Statement of Cash Flows
For the year ending 30 June 2023

	Notes	June 2023 $	June 2022 $
Cash flows from operating activities			
Proceeds from sale of investments		23,792,043	18,187,048
Payments for investments		(22,613,445)	(32,689,551)
Dividends and capital return received		2,533,638	2,603,227
Interest received		31,213	6,628
Other income received		-	1,373
Income tax payments		(239)	-
Management fees (inclusive of GST)		(2,429,480)	(1,629,532)
Performance fees (inclusive of GST)		-	(9,349,596)
Brokerage expense (inclusive of GST)		(108,704)	(107,589)
Payment of other operating expenses (inclusive of GST)		(1,354,197)	(1,153,185)
Net cash used in by operating activities	**19**	**(149,171)**	**(24,131,177)**
Cash flows from financing activities			
Proceeds from issue of new shares		-	22,397,604
Dividends paid net of re-investment		(5,271,343)	(6,195,061)
Loan received from subsidiary/(repayment of loan to subsidiary		2,499,822	6,266,170
Net cash (used in)/provided by in by financing activities		**(2,771,521)**	**22,468,713**
Net decrease in cash and cash equivalents		(2,920,692)	(1,662,464)
Cash and cash equivalents at the beginning of the year		520,517	2,182,981
Cash and cash equivalents at end of the year	**8(a)**	**(2,400,175)**	**520,517**
Non-cash transactions			
Proceeds from intragroup shares transfer	**14(a)**	28,624,407	-
Payments for intragroup shares transfer	**14(a)**	(29,906,095)	-

The accompanying notes form part of these financial statements.

1. Basis of preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

The Company is a listed public company, incorporated and domiciled in Australia.

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied, unless otherwise stated.

The financial report was approved for release by the Board of Directors on 25 August 2023.

Except for cashflow information, the financial report has been prepared on an accrual basis. Financial assets and liabilities are measured at fair value. All amounts are presented in Australian dollars.

Key judgements and accounting estimates
The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Estimates assume a reasonable expectation of future events and are based on current trends and economic data. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed within the notes below.

The directors have determined that the Company meets the definition of an investment entity under AASB 10 hence as an investment entity it shall not consolidate its subsidiary or apply AASB 3 when it obtains control of another entity. Instead, an investment entity shall measure an investment in a subsidiary at fair value through profit and loss in accordance with AASB 9.

2. Statement of Significant Accounting Policies

(a) Financial instruments

The Company adopted AASB 9 Financial Instruments from 1 July 2018 and continue to account all its financial instruments at fair value through profit and loss at amortised cost.

Recognition, Classification and Measurement
Financial assets are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the Company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted).

Financial instruments are measured at fair value. Fair value is the price the Company would receive to realise an asset or would have to pay to transfer a liability in an orderly transaction between independent, knowledgeable and willing market participants at the measurement date. For financial guarantee contracts, this is the date at which all conditions precedent were met on the contract with noteholders for the provision of credit to MVT.

As fair value is a market-based measure, the Company uses closing quoted last prices as a basis of measuring the fair value of assets and liabilities that are listed. The fair values of assets and liabilities that are not traded in an active market are determined using valuation techniques that maximise the use of observable market data.

A range of valuation techniques are applied to determine the fair value for unlisted securities.

2. Statement of Significant Accounting Policies (continued)
(a) Financial instruments (continued)

Transaction costs related to financial instruments are expensed in the Statement of Profit and Loss when incurred.

Financial guarantee contract liabilities are measured initially at their fair values and are measured subsequently at the higher of the amount of the loss allowance and the amount recognised initially less, where appropriate, cumulative amortisation recognised over the life of the MVT notes.

The Company classifies its financial instruments into the following categories:

- Financial assets or liabilities through profit or loss

Financial assets or liabilities are classified at 'fair value through profit or loss' when they are held for trading. Realised and unrealised gains and losses arising from changes in fair value are included in the Statement of Profit and Loss in the period in which they arise.

- Financial assets or liabilities at amortised cost

Financial assets or liabilities at amortised cost are initially recognised at fair value. They are subsequently stated at amortised cost, less any provision for impairment.

- Investment Entity

The directors have determined that the Company meets the definition of an investment entity under AASB 10. Hence as an investment entity it shall not consolidate its subsidiary or apply AASB 3 when it obtains control of another entity. Instead, an investment entity shall measure an investment in a subsidiary at fair value through profit and loss in accordance with AASB 9.

- Financial guarantee contract

MVT amended the terms of its unsecured notes, effective 23 June 2021, on approval at a meeting of noteholders. At that date, the Company executed a deed poll in favour of MVT and the noteholders guaranteeing MVT's payment obligations under the amended note terms. This guarantee has been accounted for as a financial guarantee contract by the Company. The post-balance date novation of the MVT Notes to SNC has extinguished this guarantee.

Derecognition
Financial assets are derecognised where the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Impairment
AASB 9 requires the Company to record expected credit losses on all its financial assets measured at amortised cost and financial guarantees.

For all other financial assets subject to impairment testing, depending on the significance of the credit risk, the allowances may be recognised on the basis of the lifetime credit loss or 12-month credit loss.

The Company considers a range of information when assessing whether the credit risk has increased significantly since initial recognition. These include factors such as adverse changes in financial performance or financial position of the counterparty and changes in external market indicators of credit risk.

Financial assets are regarded as 'credit-impaired' when events such as significant financial difficulty of the issuer/borrower or breach of contract have occurred that have a detrimental impact on the estimated future cash flows of the financial asset.

The gross carrying amount of a financial asset is written off when the counterparty is in severe financial difficulty and the Company has no expectation of recovery of the financial asset.

3. Statement of Significant Accounting Policies (continued)

(b) Expenses
All expenses are recognised in the Statement of Profit and Loss on an accrual basis.

(c) Tax Governance
The Company considers that tax risk management is a fundamental part of its tax governance in order to maintain its efficient and effective operations and to ensure that the Company complies with all relevant tax obligations and pays the correct amount of tax.

Specifically, the Company:

- Seeks to maintain the highest reputation and, therefore, obtain the highest level of trust with tax and revenue authorities, regulators, customers, suppliers, members and employees.
- Is committed to complying with all tax laws, rules and regulations.
- Is committed to maintaining strong compliance procedures so as to ensure that all tax returns are made accurately and that all payments are made in a timely manner.
- Will endeavour to ensure that the tax laws, rules and regulations are applied appropriately.
- Will endeavour to ensure that all transactions have a commercial rationale in line with the Company's overall business strategy.
- Will not enter into artificial arrangements to evade or avoid tax.
- Will not enter into a transaction which is likely to fall foul of the general and specific anti-avoidance rules.
- Will not engage in aggressive tax planning.
- Will take a principled and responsible approach to managing its tax affairs in line with its business and commercial objectives.
- Will ensure that the law and administrative practice is applied correctly and consistently and that all of its positions are, at least, reasonably arguable and more likely than not to be settled in the Company's favour and to thereby prevent unnecessary disputes with tax authorities.
- Will deal with all tax and revenue authorities on a transparent and proactive basis, with a view to maintaining constructive, collaborative and professional relationships.

In order to ensure that the above intentions manifest in practice, the Company:

- Has a documented Tax Governance Framework which is designed to comply with Australian Tax Office (**ATO**) best practice recommendations.
- Allocates tax risk management roles and responsibilities to the board, each relevant employee (and employee groups) and service providers and specifies the method for identifying and managing tax risk and the escalation process.
- Defines authority levels which are required to be adhered to by the Company based on the amount of tax at risk.
- Employs diligent professional care and judgement in assessing tax risk and takes advice from its external tax specialists where appropriate.
- Escalates tax risks to the appropriate members of senior management and/or the board of directors for consideration, review and management.

2. Statement of Significant Accounting Policies (continued)

(d) Income tax

The charge of current income tax expense is based on profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantially enacted at the reporting date. Current tax liabilities/(assets) are measured at the amounts expected to be paid to / (recovered from) the relevant taxation authority.

Deferred tax is accounted for using the balance sheet method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

(e) Tax consolidation

On 3 December 2019, the Company formed a tax consolidated group with MVT and all its wholly-owned subsidiaries under the tax consolidated regime. The tax agreement is effective from 3 December 2019 for the income year ending 30 June 2020 and future years. The ATO has been notified of this decision. As a result of tax consolidation, adjustments were required for the reset of tax bases of assets of the subsidiaries.

Controlled entities within the relevant tax consolidated group continue to be responsible under the Company's tax funding agreement for funding their share of tax payments that are required to be made by the Company. These tax amounts are measured as if each entity within the tax consolidated group continues to be a stand-alone taxpayer in their own right.

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

(f) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of GST, except where the amount of GST incurred is not recoverable from the ATO. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of GST. The net amount of GST recoverable from, or payable to the ATO is included as part of receivables or payables in the Statement of Financial Position.

Cash flows are presented in the Statement of Cash Flows on a GST inclusive basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

The Company claims reduced input tax credit (RITC) under the applicable GST regulations, which permits financial supply providers to claim a proportion (currently 75%) of input tax credits for specified GST acquisitions which relate to making financial supplies.

(g) Fair value hierarchy

Included in level 2 and level 3 of the hierarchy are unlisted investment companies. The fair value of an investment has been based on its net asset backing, being the underlying fair value of its cash, cash equivalents and investment portfolio values at the end of the reporting period.

(h) New and amended accounting policies adopted

There are no new standards, interpretations or amendments to existing standards that are effective for the first time for the financial year beginning 1 July 2022 that have a material impact on the Company.

(i) New accounting standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2022 and have not been early adopted in preparing these financial statements. None of these are expected to have a material effect on the financial statements of the Company.

2. Statement of Significant Accounting Policies (continued)

(j) Rounding of amounts

In accordance with *ASIC Corporations* (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the Directors' Report and in the financial report have been rounded to the nearest dollar unless otherwise stated.

3. Income

Interest income is recognised in the Statement of Profit and Loss for all financial instruments on an accrual basis. Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense.

	June 2023 $	June 2022 $
Dividend income	2,343,194	2,599,353
Interest income	32,886	22,232
Other income	-	1,373
	2,376,080	**2,622,958**

4. Income tax

The income tax expense or benefit for the period represents the tax payable on the current period's taxable income based on the Australian corporate income tax rate (2023:25%, 2022:25%) adjusted for changes in deferred tax assets and liabilities attributable to the temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and unused tax losses.

Tax expense/(benefit) composition	June 2023 $	June 2022 $
Tax expense comprises:		
(Increase)/decrease in deferred tax assets	(625,755)	828,297
Increase/(decrease) in deferred tax liabilities	-	(8,296,661)
Current tax movement	1,020,481	687,637
Over/(under) provision in prior year	32,290	(206,609)
	427,016	**(6,987,336)**

(a) Reconciliation of loss to income tax expense/(benefit) prima facie

	June 2023 $	June 2022 $
Profit/(loss) from continuing operations before income tax expense	**2,323,531**	**(30,685,715)**
Prima facie tax expense/(benefit) on profit/(loss) from ordinary activities at 25% (2022:25%)	580,883	(7,671,429)
Imputation credit gross up	182,871	274,086
Franking credit offset	(731,483)	(283,874)
Other deductible items	362,455	1,712,962
Over provision in prior year	32,290	(206,610)
Deferred tax asset on unused franking credits	-	(812,471)
	427,016	**(6,987,336)**
Effective tax rate	**18.38%**	**22.8%**

4. Income tax (continued)

(b) Deferred tax asset	Opening balance July 2022 Restated * $	Under/(over) provision* $	Charged to profit or loss $	Closing balance June 2023 $
Accrued expense movements	12,157	-	(4,177)	7,980
Tax losses recognised	-	-	-	-
Capitalised costs	6,680	-	(3,719)	2,961
Unrealised forex loss	(588)	-	2,526	1,938
Fair value adjustment	1,834,972	26,553	(620,385)	1,241,140
Balance	**1,853,221**	**26,553**	**(625,755)**	**1,254,019**

(c) Deferred tax liability	Opening balance July 2022 $	Under/(over) Provision* $	Charged to profit or loss $	Closing balance June 2023 $
Accrued income movements	13,352	(13,352)	-	-
Prepayments	19,128	(19,128)	-	-
Balance	**32,480**	**(32,480)**	**-**	**-**

** See Note 23 for restatements and reclassifications*

The effective tax rate reflects the benefit to the Company of franking credits received on dividend income.

No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or settled. Deferred tax is credited in the Statement of Profit and Loss except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Current tax assets and liabilities are offset when there is a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax asset and liabilities are only offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

5. Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor and its related practices:

	June 2023 $	June 2022 $
Audit and review of financial reports	118,789	87,945
	118,789	**87,945**

Amounts are inclusive of GST.

6. Dividends

The Company's dividend policy is to pay a regular and growing stream of fully franked dividends to shareholders, provided that the company has sufficient profit reserves, franking credits and it is within prudent business practice. The Company's ability to generate franking credits is dependent upon the receipt of franked dividends from investments and the payment of tax.

Dividends are paid on a six-monthly basis.

The Company has a Dividend Reinvestment Plan. The Dividend Reinvestment Plan will apply to the final dividend for the year ended 30 June 2023.

(a) Dividends paid during the year	**Amount per security (cents)**	**Franked amount per security (cents)**
The following dividends were paid or provided for during the year:		
Final fully franked dividend for the year ended 30 June 2022 paid on 7 November 2022.	2.75	2.75
Interim fully franked dividend for the period ended 31 December 2022 paid on 2 June 2023.	2.75	2.75

	June 2023 $	**June 2022 $**
Final fully franked dividend of 2.75 cents per share paid 7 November 2022 (2021: Final fully franked dividend of 2.5 cents per share paid on 5 November 2021).	3,733,527	3,659,280
No special dividend was paid during the period (2021: Special fully franked dividend of 1.00 cent per share for the year ended 30 June 2021 paid on 20 December 2021).	-	1,341,079
Interim fully franked dividend of 2.75 cents per share paid 2 June 2023 (2022: Interim fully franked dividend of 2.5 cents per share for the period ended 31 December 2021 paid on 1 June 2022).	3,777,937	3,699,103
	7,511,464	**8,699,462**

(b) Dividend franking account	**June 2023 $**	**June 2022 $**
Balance of franking account at year end	10,486,935	8,792,361
Franking credits (cents per share)*	7.54	6.48

**excludes any franking credits that will arise from tax payable.*

The above amounts are calculated from the balance of the franking account as at the end of the reporting period, adjusted for franking credits and debits that will arise from the settlement of liabilities or receivables for income tax and dividends after the end of the year.

The franking balance of 7.54 cents per share supports the payment of a fully franked dividends of 22.61 cents per share at the 25% corporate tax rate, should there be sufficient profit reserves available.

Total number of fully paid shares issued as at 30 June 2023 is 139,134,520.

7. Earnings per share

Basic earnings per share is determined by dividing the operating profit after tax by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share are determined by dividing the operating profit after tax adjusted for the effect of earnings on potential ordinary shares, by the weighted average number of ordinary shares (both issued and potentially dilutive) outstanding during the financial year.

	June 2023 $	June 2022 $
Profit / (Loss) (after income tax used in the calculation of basic and diluted earnings per share)	1,896,515	(23,698,379)
	No. shares	**No. shares**
Weighted average number of ordinary shares outstanding during the period used in calculating basic EPS	136,938,978	128,082,438
Basic and diluted earnings / (loss) per share (cents per share)	1.38	(18.50)

There are no outstanding securities that are potentially dilutive in nature for the Company.

8. Cash and cash equivalents

Cash and cash equivalents include cash on hand, at call deposits with banks or financial institutions and term deposits maturing within three months or less.

	June 2023 $	June 2022 $
Cash at bank	18,803	520,517
Cash held under Prime Broker facility	128,318	-
	147,121	**520,517**

(a) Reconciliation to the statement of cash flows	**June 2023 $**	**June 2022 $**
Cash at bank	18,803	520,517
Cash held under Prime Broker facility	128,318	-
Overdraft drawn under Prime Broker facility	(2,547,296)	-
	(2,400,175)	**520,517**

9. Trade and other receivables

Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense. Outstanding settlements are unsettled sales with brokers which are generally received within two business days. All other receivables are due within 12 months after reporting period.
Management have considered the recoverability of trade and other receivables under the provisioning methodology of expected credit losses (ECL). Given the nature of trade and other receivables management have determined the ECL should be nil.

	June 2023 $	June 2022 $	
GST receivable	31,649	34,980	
Interest and dividend receivable	38,866	15,604	
Amount receivable from the Manager	138,051	273,615	*
	208,566	**324,199**	

* As part of the capital raising by the Company in October 2021, the Manager agreed to pay for all costs associated with the Offer. The Company entered into an interest free loan agreement with the Manager, and it was agreed by the board that the Manager would pay the costs of the Offer over a 30-month term with equal monthly instalments.

10. Financial assets

	June 2023 $	June 2022 $
Financial assets at fair value through profit or loss comprise of:		
Listed investments	87,780,475	83,686,239
Unlisted investments	56,159,115	57,664,256
	143,939,590	**141,350,494**

11. Contributed equity and movements in total equity

Capital management
The Company's objectives with respect to managing its capital are to provide shareholders with capital growth over the medium term, balanced with the payment of a growing stream of fully franked dividends.
There have been no changes in the strategy adopted by the Board in managing the capital of the Company since the prior year. The Company is not subject to any externally imposed capital requirements.

	June 2023		June 2022	
Share Capital	**$**	**No.**	**$**	**No.**
Fully paid ordinary shares	132,253,531	139,134,520	130,013,405	135,764,627
Movements in shares on issue:				
Opening balance	130,013,405	135,764,627	105,111,400	110,888,889
Shares issued – Entitlement Offer	-	-	22,397,604	22,175,846
Shares issued – dividend reinvested	2,240,126	3,369,893	2,504,401	2,699,891
Closing balance	**132,253,531**	**139,134,520**	**130,013,405**	**135,764,627**

11. Contributed equity and movements in total equity (continued)

Terms and conditions of contributed equity:
Ordinary shares have the right to receive dividends as declared. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

12. Profit reserve

The profit reserve is made up of amounts transferred from current period earnings and prior period retained earnings carried forward that are preserved for future dividend payments.

Movement in profit reserve	**June 2023 $**	**June 2022 $**
Balance as at beginning of the period	35,939,237	31,136,297
Transfer from retained earnings	4,943,864	13,502,402
Dividends paid	(7,511,464)	(8,699,462)
	33,371,637	**35,939,237**
Profit reserve (cents per share)	23.99	26.47

13. Trade and other payables

Trade and other payables are non-derivative financial liabilities and are stated at amortised cost. Purchases of securities and investments that are unsettled at the reporting date are included in payables and are normally settled within two business days of trade date. Trade and payables are due within 12 months of reporting date.

	June 2023 $	**June 2022 $ Restated ***	
Management fee payable	163,291	728,668	
Outstanding settlements payable	-	717,578	
Other payables	211,844	203,471	
Intercompany tax payable under tax funding agreement	1,727,647	1,914,017	*
Total trade and other payables	**2,102,782**	**3,563,734**	

* June 2022 balance restated, refer to Note 23(a)

14. Financial liabilities at amortised cost

During the period, the Company used the services of a Prime Broker to facilitate the lending to buy and sell securities. The balance of the facility is initially recognised at fair value, net of any transaction costs incurred. The balance is subsequently measured at amortised cost. Any difference between the proceeds of sales (net of transaction costs) and initial cost is recognised in the income statement over the reporting period.

	June 2023 $	**June 2022 $**	
Amounts payable to wholly owned subsidiary	34,815,147	31,033,637	*
Overdraft drawn under Prime Broker facility	2,547,296	-	
	37,362,443	**31,033,637**	

* June 2022 balance restated, refer to Note 23(b)

14. Financial liabilities at amortised cost (continued)

(a) Amounts payable to wholly owned subsidiary
During the period, the Company repaid the June 2022 intercompany loan from MVT in full. This was repaid with a combination of cash and an off-market transfer of shares with a fair value of $28,624,407.

On the 28 December 2022, SNC and MVT entered a new loan arrangement, with the condition in respect of each advance that it must be repaid immediately preceding the first anniversary of the drawdown date.

On the same day, MVT advanced the sum of $29,906,095 to SNC. This advance was satisfied by the transfer of securities at market value through an off-market transfer. Loans under this agreement must be repaid in cash unless otherwise agreed by the parties.

The following table summarises the movement in the wholly owned subsidiary loan for the period

	June 2023 $	June 2022 $
Opening balance	31,033,637	24,767,467
Repayment of loan with subsidiary/funding received from subsidiary	2,499,822	6,266,170
Non-cash off-market transfer of shares from SNC to MVT at market value	(28,624,407)	-
Non-cash off-market transfer of shares from MVT to SNC at market value	29,906,095	-
	34,815,147	**31,033,637**

(b) Prime Broker facility
In July 2022, the Company entered into a prime broker facility, including cash and securities lending, and custody arrangements with BNP Paribas. In June 2023 the assets held in custody with BNP Paribas were transferred to Barrenjoey Markets Pty Ltd ("Barrenjoey", "the Prime Broker," "PB Custody" and together "the PB Facility") The facility with BNP will subsequently be terminated. The Company also has separate custody arrangements with One Investment Group (OIG Custody").

The PB Facility is secured by a first charge over the financial assets that the Company transfers, from time to time, to the PB Facility. This charge covers all of the Company's right, title and interest in the assets transferred to the PB Facility. This includes those that may be transferred to custodians and sub-custodians (by the Prime Broker) in accordance with the Prime Brokerage Agreement, and any right which arises after the date of the charges to receive cash or return of property from the parties under the Prime Brokerage Agreement, as security for payments and performance by the Company of all of its obligations to the Prime Broker under the Prime Brokerage Agreement.

As at 30 June 2023, the Company had a loan outstanding from the Barrenjoey PB Facility of $2.55m secured against $82m of securities held within the Barrenjoey PB Custody. No securities were re-pledged by the Prime Broker.

As at 30 June 2023, the Company had no loan outstanding with BNP Paribas, instead it had a credit balance of $128,318 and no securities were held within the BNP PB Custody.

The Company has the ability to employ leverage, either by borrowing money or by short selling. The Board has imposed a limit to such leverage of not more than 50% of total assets (that is 150% gross exposure). Leverage can not only magnify gains but also losses. One of the means used to provide leverage is a facility provided by the Prime Broker (PB). Under this facility the PB provides leverage based on the assets held by them. This takes into account a variety of risk metrics including stock concentration, liquidity and other relevant items. The leverage facility limit may vary over time. The face value and any accrued interest of the MVT Notes (and now the Novated Notes) form part of the Company's calculations of leverage. As at 30 June 2023, the total leverage, including Notes and PB drawings, was 18%

14. Financial liabilities at amortised costs (continued)
(b) Prime Broker facility (continued)

The weighted average interest rate for the PB Facility as at June 2023 was 3.78%. During the period, the Company reported interest income of $2,883, interest expense of $56,921 and fee expenses of $12,287 incurred under PB Facility.

15. Accumulated losses

	June 2023 $	June 2022 $
Balance as at beginning of the period	(56,457,551)	(19,256,770)
Profit/(loss) for the year	1,896,515	(23,698,379)
Transfer to profit reserve	(4,943,864)	(13,502,402)
	(59,504,900)	**(56,457,551)**

16. Financial risk management

The Company's financial instruments consist of cash and cash equivalents, listed and unlisted investments, financial guarantee contract, trade receivables and trade payables. The risks to which the Company is exposed through these financial instruments are discussed below and include liquidity risk, counter party risk and market risk consisting of other price risk, foreign exchange risk, and interest rate risk.

Under delegation from the Board, the Manager has the responsibility for assessing and monitoring the financial market risk of the Company. The Manager monitors these risks on a regular basis.

	June 2023 $	June 2022 $ Restated *
Financial Assets		
Cash and cash equivalents	147,121	520,517
Trade and other receivables	208,566	324,199
	355,687	844,716
Financial assets at fair value through profit or loss:		
Listed investments	87,780,475	83,686,238
Unlisted investments	56,159,115	57,664,256
	143,939,590	141,350,494
	144,295,277	**142,195,210**
Financial liabilities		
Trade and other payables	2,102,782	3,563,734 *
Financial liabilities at amortised costs	37,362,443	31,033,637
Financial guarantee contract	-	-
	39,465,225	34,597,371
Financial liabilities at fair value through profit or loss:		
Financial liabilities	-	-
	39,465,225	**34,597,371**

***** June 2022 balance restated, refer to Note 23(b)

16. Financial risk management (continued)

(a) Fair value hierarchy

AASB 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy (consistent with the hierarchy applied to financial assets and financial liabilities):

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices)

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Included in Level 1 of the hierarchy are listed investments. The fair value of these financial assets has been based on the closing quoted last prices at the end of the year, excluding transaction costs.

Included in level 2 of the hierarchy are unlisted investment companies. The fair value of an investment has been based on its net asset backing, being the underlying fair value of its cash, cash equivalents and investment portfolio values at the end of the reporting period.

As at 30 June 2023, the Company has one unlisted investment classified as level 2. This investment is MVT.

The investment in MVT, which is an unlisted wholly owned subsidiary, has been valued at its underlying post-tax net asset backing at the end of the reporting period. Although MVT itself is unlisted, and hence is reported as a level 2 asset, 81% of MVT's investment portfolio comprises level 1 assets. The balance of the fair value hierarchy comprises level 2 assets (2% of MVT's portfolio) and level 3 assets (17% of MVT's portfolio). The portion of MVT's assets that are reported as investments was valued at $41,672,016 as at 30 June 2023.

Other assets, such as the investments in ASK Funding Ltd and Richfield Maritime Agency (S) Pte Ltd are reported as loans and cash.

The following table presents the composition of MVT's investment portfolio as at 30 June 2023.

MVT's Australian Securities Exchange listed investments **Listed domestic investments**	**Total value** $
BCI Minerals Ltd	4,865,767
Yellow Brick Road Ltd	3,787,688
Joyce Corporation Ltd	2,717,106
Australian Silica Quartz Group Ltd	1,996,561
Fitzroy River Corporation Ltd	1,857,453
Dawney & Co Ltd	1,821,328
Sietel Ltd	970,354
Desane Group Holdings Ltd	150,126
Total listed domestic investments	**18,166,383**
Listed international investments	
Spectra Systems Corporation PLC (UK)	12,784,853
Worsley Investors Limited (UK)	1,658,049
Hydro Hotel Eastbourne PLC (UK)	1,238,773
Smart (J.) & Co. (Contractors) PLC (UK)	616,909
Northamber PLC (UK)	190,580
Enteq Upstream PLC (UK)	149,491
Total listed international investments	**16,638,655**

16. Financial risk management (continued)
(a) Fair value hierarchy (continued)

Unlisted investments	
Foundation Life (NZ) Limited	6,600,676
CM Capital Venture Trust No 4	204,051
Scantech Ltd	57,451
DMX Corporation Ltd	4,800
Total unlisted domestic investments	**6,866,978**
Total MVT's portfolio composition	**41,672,016**

Included with level 3 of the hierarchy are unlisted securities such as shares in private companies, trusts and unlisted foreign notes. In order to determine the fair value of these investments, valuation techniques such as comparisons to similar investments for which market observable inputs are available, latest available net tangible assets per share, the adjusted last sale price or the fair value of the expected redemption value in the notes have been adopted.

As at 30 June 2023, the Company had four unlisted investments classified as level 3.

The Company's investment in Monash Absolute Investment Company Ltd (**MA1**) was valued at nil at the end of the reporting period (2022: $165,031). MA1 was transferred from level 1 to level 3 in the fair value hierarchy after delisting from the ASX on 1 June 2021. During the period the MA1 paid a final distribution of $114,532.

The Company's investment in Carbon Conscious Investment Ltd (**CCIL**) valued at $344,996 (2022: $373,440), is based on its share of CCIL's shareholder equity. This valuation was supported by discounted cashflow calculations and earnings capitalisation calculations performed by the Company on readily available information.

The Company's investment in Foundation Life valued at $330,128 (2022: $304,497) is based on its share of Foundation Life's shareholder equity and ownership of Foundation Life's notes. These figures are reported in Foundation Life's reviewed half yearly and audited full year accounts (in March and September respectively). The value noted does not include MVT's investment in Foundation Life.

OneMarket Ltd (**OneMarket**) which delisted from the ASX on 02 December 2019. During the period OneMarket paid its final distribution of $212,033 and is no longer included in the level 3 of the investment hierarchy.

The following table presents the Company's assets and liabilities measured and recognised at fair value at 30 June 2023.

Financial assets and liabilities at fair value through profit or loss:

	Level 1 $	Level 2 $	Level 3 $	Total $
June 2023				
Listed investments	87,780,474	-	-	87,780,474
Unlisted investments	-	55,483,992	675,124	56,159,116
	87,780,474	**55,483,992**	**675,124**	**143,939,590**

16. Financial risk management (continued)
(a) Fair value hierarchy (continued)

Financial assets and liabilities at fair value through profit or loss:

	Level 1 $	Level 2 $	Level 3 $	Total $
June 2022				
Listed investments	83,686,238	-	-	83,686,238
Unlisted investments	-	56,720,045	944,211	57,664,256
	83,686,238	**56,720,045**	**944,211**	**141,350,494**

There were no financial assets transferred between levels in the fair value hierarchy during the period (June 2022: Nil)

The following table presents the movement in level 3 instruments for the period ended 30 June 2023

Unlisted Investments	June 2023 $	June 2022 $
Opening Balance	944,211	1,213,079
Purchases	21,709	32,357
Unrealised (loss)/gain	(295,076)	(291,886)
Foreign exchange gain/(loss)	4,280	(9,339)
Closing Balance	**675,124**	**944,211**

(b) Objectives, strategies, policies and processes
This note presents information about the Company's exposure to each of the risks identified below and the Company's policies and processes for measuring and managing risks.

The Manager, Sandon Capital Pty Ltd, invests the Company's capital in accordance with the Company's investment objectives and terms and conditions as set out in the Investment Management Agreement.

(c) Market risk
Market risk is the risk of changes in market environment, such as changes in inflation expectations (drives a change in interest rates) or the return of an asset class (Australian/International equities measured by an appropriate index).

By its nature, as a listed investment company that invests in Australian and International securities, the Company will always be subject to market risk. The market risk is inherent and can be partially managed by the skill of the manager. Further, the Manager tends to invest in a concentrated portfolio of securities, this offers some diversification benefits but may not be as diverse as a broad market exposure.

The Company monitors its gross and net exposures to the market on a daily basis.

(d) Other price risk
The Company is exposed to share price risk through its investments in securities on the Australian Stock Exchange.

Price risk is the risk that the fair value of equities will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

As the Company's investments are recorded at fair value, any fair value changes are recognised in the Statement of Profit and Loss, any change in market conditions will likely directly affect net investment income.

The Manager mitigates this price risk through its disciplined stock selection and portfolio construction process and adherence to the Company's investment guidelines.

16. Financial risk management (continued)
(d) Other price risk (continued)

The Company's investments are monitored on a regular basis by the Manager.

The Company's exposure to price risk on classes of financial assets and liabilities is as follows:

	June 2023 $	June 2022 $
Financial assets and liabilities – at fair value through profit or loss		
Listed investments	87,780,474	83,686,238
Unlisted investments	56,159,116	57,664,256
	143,939,590	**141,350,494**
Price risk sensitivity analysis		
Change in Profit before tax		
– Increase in portfolio prices by 5%	7,196,980	7,077,525
– Decrease in portfolio prices by 5%	(7,196,980)	(7,077,525)

Financial assets at fair value through profit or loss are actively managed on a short term basis and are fair valued through the Statement of Profit and Loss. Any movement in the portfolio price will be recorded in the Statement of Profit and Loss.

- **Foreign exchange risk**

The majority of the Company's investments are listed on the Australian Securities Exchange and are quoted in Australian dollars.

The Company has one investment in New Zealand with a total direct translation exposure at 30 June 2023 of $330,128

The Company has the ability to hedge foreign exchange exposure. During the financial year the foreign exchange exposure was not hedged.

Whilst the New Zealand dollar depreciated against the Australian dollar in the financial year, the overall exposure made a small negative contribution to the portfolio's return.

- **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's interest-bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing level of market interest rates on its financial position and cash flows. The Company, however, is not materially exposed to interest rate risk as the majority of its cash and term deposits mature within three months. The following sensitivity analysis only comprises the Company's direct exposure to changes in interest rate risk.

	June 2023 $	June 2022 $
Changes in Profit/Equity		
Increase in interest rates by 1.5%	2,207	7,808
Decrease in interest rates by 1.5%	(2,207)	(7,808)

16. Financial risk management (continued)
(d) Other price risk (continued)

The Company's direct exposure to interest rate risk and the effective weighted interest rates on classes of financial assets and liabilities are as follows:

	Weighted average effective interest	Floating interest rate	Total
2023		**$**	**$**
Financial assets			
Cash and cash equivalents	0.02%	147,121	18,803
		147,121	**18,803**
2022		**$**	**$**
Financial assets			
Cash and cash equivalents	0.02%	520,517	520,517
		520,517	**520,517**

(e) Counter party risk

Counter party risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Company takes on exposure to credit risk, which is the risk that a counterparty (Prime Broker, custodian, sub-custodian, and broker) will be unable to pay amounts in full when due. The maximum exposure to counterparty risk on financial assets is the carrying amount net of any expected credit loss of those assets as presented in the statement of financial position.

There are risks involved in dealing with custodians or Prime Brokers who settle trades. Under certain circumstances, including certain transactions where the Company's assets are held at a Prime Broker, custodian, or sub-custodian, the securities and assets deposited with the Prime Broker/custodian may be exposed to credit risk with regards to such parties. In addition, there may be practical, or timing problems associated with enforcing the Company's rights to its assets in the case of insolvency of any such party.

The Company maintains a PB Facility, including cash and securities lending, and custody facilities with its Prime Broker and custody facilities with One Investment Group. There is no guarantee that these or any sub-custodian that Barrenjoey or One Investment Group may use or any other Prime Broker or custodian that the Company may use from time to time, will not become insolvent. In the event of an insolvency or liquidation of a Prime Broker or custodian that is being used by the Company, there is no certainty that the Company would not incur losses due to its assets being unavailable for a period or ultimately less than full recovery of its assets, or both. As substantially all of the Company's assets may be held by a Prime Broker, custodian or sub-custodian and in some cases a major Australian bank, such losses could be significant and materially impair the ability of the Company to achieve its investment objective.

The Manager is responsible for ensuring there is appropriate diversification across counterparties and that counterparties are of a sufficient quality rating. The costs of establishing and maintaining Prime Broking and custody arrangements are not insignificant. It is not feasible nor economic for the Company to maintain more than two such arrangements. Indeed, most listed investment companies would only have one such arrangement. The Manager is satisfied that the counterparties are sufficiently diverse to mitigate the general counterparty risk.

The majority of the Company's receivables arise from the loan to the Manager relating to the cost of raising capital. To date, the Manager has paid all its contractual repayments and is expected to continue to do so as set out in the loan agreement.

16. Financial risk management (continued)
(e) Counter party risk (continued)

All transactions in listed securities are settled / paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on purchase once the securities have been received by the broker. The trade will fail if either party fails to meet their obligation. The majority of cash and term deposits held by the Company are invested with major Australian financial institutions.

Any cash held by Barrenjoey is not treated as client money. Barrenjoey is exempt from requirements under Subdivision A (Money to which Subdivision applies) of Division 2 (Dealing with clients' money) of Part 7.8 of the Corporation Act. Cash credited to and held in, the Account will be subject to security interests and, any cash received or held in the Account, will constitute a debt due from the Prime Broker to the Client. The Prime Broker will not be required to place the Fund's money in a segregated client account, hold any cash on trust or in custody and the Company will therefore rank equally with Barrenjoey's other account holders in relation thereto.

None of the assets exposed to counterparty risk are overdue or considered to be impaired.

For the financial guarantee contract with MVT's noteholders, the Company's maximum exposure is the amount that the Company would have to pay if the guarantee is called on. At 30 June 2023, there has been no significant increase in the credit risk associated with the financial guarantee contract associated with the restructure of the MVT notes. Consequently, there is no loss allowance on financial guaranteed contracts at the reporting date.

(f) Concentrations of risk
Concentrations of risk arise when a number of financial instruments are entered into with the same counterparty, or where a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have similar economic conditions. These similarities would cause the counterparties' liabilities to meet the contractual obligations to be similarly affected by certain changes in the risk variables.

As the Manager tends to invest in a concentrated portfolio of securities, this offers some diversification benefits but may not be as diverse as a broad market exposure.

The concentrations of risk are monitored by the Manager to ensure they are within acceptable limits by reducing the exposures to ensure appropriate diversification or by other means as deemed appropriate.

(g) Liquidity risk
The Company monitors its cashflow requirements daily by reference to known transactions to be paid or received. The Company may hold a portion of its portfolio in cash and short-term fixed interest securities sufficient to ensure that it has cash available to meet all payments.

Liquidity risk represents the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

In normal market conditions, the Company has a high level of liquidity. The high liquidity is a function of the level of cash or cash equivalents held and that its other financial assets are listed on recognised security exchange and there is a quoted market for those assets.

The liquidity of the investment portfolio is monitored and managed by the investment manager. The manager takes into account the size of the investment position and the average daily turnover of the investee company on the exchange.

The Manager monitors the Company's cash-flow requirements regularly by reference to known sales and purchases of securities, dividends and interest to be paid or received and other expenses and liabilities. The Company typically holds a portion of its portfolio in cash sufficient to ensure that it has cash readily available to meet all payments and to take advantage of the price of investment opportunities. The Company can

16. Financial risk management (continued)
(g) Liquidity risk (continued)

increase its level of sales of the readily tradeable securities it holds to increase cash, or it can use its lending facility with its Prime Broker.

All the trade payables and financial liabilities at amortised cost are deemed current.

The maximum amount that the Company could be forced to settle under the financial guarantee contract with MVT noteholders of the listed notes issued by MVT if that amount were claimed by the counterparties would be $33,412,290. This comprises the interest amounts of $719,181 at 30 June and 31 December each year, and the face value of the instruments of $29,057,800 on the settlement date of 10 July 2026. As noted above, the expected credit loss allowance at 30 June 2023 is nil (2022: nil).

17. Directors' remuneration and holdings

(a) Names and positions held of key management personnel in office as at the end of the financial year are:

Key Management Person	
Gabriel Radzyminski	Non-executive Chairman
Peter Velez	Independent Non-Executive Director
Jacqueline Sullivan	Independent Non-Executive Director

(b) Aggregate compensation made to Key Management Personnel

	Short term benefits	**Post- employment benefit superannuation**	**Total**
	$	**$**	**$**
Year Ended 30 June 2023**	54,794	5,753	60,547
Year Ended 30 June 2022**	62,710	4,413	67,123

** Amount paid to Melinda Snowden excludes GST invoiced to the Company

The remuneration of the Directors is not linked to the performance of the Company. The Manager is a director-related entity which received a management fee of $1,864,103 (2022: $2,334,944), no performance fee was received by the company during the period (2022: Paid $1,473) and fees for accounting and administration totalling $96,583 (2022: $48,091).

(c) Other transactions with key management personnel or entities related to them
No Director has entered into a material contract with the Company since the last reporting date and there were no material contracts involving Directors' interests subsisting at the reporting date other than as disclosed in this section.

(d) Loan transactions and balances
As part of the capital raising by the Company in October 2021, the Manager agreed to pay for all costs associated with the Offer. The total cost was $377,111. The Company entered into an interest free loan agreement with the Manager, and it was agreed by the Board that the Manager would pay the costs of the Offer over a 30-month term with equal monthly instalments. As at 30 June 2023, the balance of the loan is $138,051 (2022: $273,615). Refer to Note 9

17. Directors remuneration and holdings (continued)

(e) Shareholdings

From time to time directors of the Company, or their director related entities, could purchase or sell the Company's securities through the Australian Securities Exchange in accordance with the Company's security trading policy.

Number of Shares held directly, indirectly or beneficially by Key Management Personnel, or by entities to which they were related, were:

2023	Balance 1 July 2022 No.	Net acquisition No.	Retiring director holdings No.	Balance 30 June 2023 No.	
Shares					
Gabriel Radzyminski	1,908,865	152,250	-	2,061,115	^
Peter Velez	100,710	22,642	-	123,352	
Jacqueline Sullivan	-	-	-	-	
	2,009,575	**174,892**	**-**	**2,184,467**	

^includes indirect holdings

2022	Balance 1 July 2021 No.	Net acquisition No.	Retiring director holdings No.	Balance 30 June 2022 No.	
Shares					
Gabriel Radzyminski	1,429,670	479,195	-	1,908,865	^
Peter Velez	75,187	25,523	-	100,710	
Melinda Snowden	5,610	16,669	(22,279)	-	
Jacqueline Sullivan	-	-	-	-	
	1,510,467	**521,387**	**(22,279)**	**2,009,575**	

^includes indirect holdings

18. Related Party Transactions

(a) Investment management agreement

The Company and the Manager entered into a management agreement dated 11 November 2013. A Director of the Company, Gabriel Radzyminski, is also a Director of the Manager. The Manager is permitted to undertake investments that fall within the Company's investment strategy on behalf of the Company and without the approval of the Company's Directors. Investments that are outside the Company's investment strategy will require Board approval. In circumstances where Board approval is required, the Manager will provide the Board with details of the relevant investment opportunity. The Board will review the information and will either give or withhold the approval required for the Company to make that investment. Assuming that the Board approves the investment, the Manager will then execute the investment on behalf of the Company.

The term of the management agreement is 10 years and neither the Company, nor the Manager, may terminate the Management Agreement upon the occurrence of a change of control event in respect of either party.

(b) Management and performance fees

The Manager is entitled to be paid a monthly management fee equal to 0.1042% (exclusive of GST) of the gross value of the Portfolio calculated on the last business day of each month. The Management fee is 1.25% per annum (exclusive of GST).

The Manager is also entitled to receive a performance fee calculated as a percentage of the increase in the value of the Portfolio for each performance period. The performance fee is equal to 20% (exclusive of GST) of the amount (if any) of portfolio over-performance (amount by which the increase in the value of the portfolio

18. Related Party Transactions (continued)
(b) Management and performance fees (continued)

exceeds the benchmark performance) during the performance calculation period, subject to a high water mark adjusted for dividends.

	June 2023 $	June 2022 $
Management fees (inclusive of GST) *	1,864,103	2,334,945
Performance fees (inclusive of GST) *	-	-
	1,864,103	**2,334,945**

** The difference between the amount disclosed above and the Statement of Profit and Loss are the reduced input tax credits claimable.*

At 30 June 2023, $163,457 inclusive of GST remains payable by the Company to the Manager (2022: $728,668 inclusive of GST).

(c) Accounting fee
Sandon Capital Pty Ltd also receives a monthly fee in return for providing accounting and administration services to the Company.

	June 2023 $	June 2022 $
Accounting fees *	96,583	48,091
	96,583	**48,091**

** The difference between the amount disclosed above and the Statement of Profit and Loss is any services rendered by accounting firms other than Sandon Capital Pty Ltd*

(d) Intercompany payables and related party receivable.
Intercompany balances outstanding at the end of the financial year have been disclosed in Note 14.
Amount Receivable from the Manager at the end of the financial year has been disclosed in Note 9.

19. Cash flow information
Reconciliation of Cash Flow from operating activities with profit/(loss) after income tax

	30 June 2023 $	30 June 2022 $ Restated *	
Profit/(loss) from operations after income tax	1,896,515	(23,698,379)	
Net movement in financial assets held for trading	(2,589,094)	14,803,019	
Changes in assets and liabilities:			
Decrease in receivables	115,629	355,912	
(Increase)/decrease in prepayments	(6,111)	13,700	
Decrease/increase in deferred tax assets	599,202	(1,070,271)	*
Decrease in payables	(132,832)	(6,885,280)	*
Decrease in deferred tax liabilities	(32,480)	(7,649,878)	
Net cash used in operating activities	**(149,171)**	**(24,131,177)**	

* June 2022 balance restated, refer to Note 23

20. Investment transactions
The total number of contract notes that were issued for transactions in securities during the financial year was 193. Each contract note could involve multiple transactions. The total brokerage paid on these contract notes was $101,292 (2022: $107,589).

21. Events occurring after the reporting period

On 25 August 2023, the Directors announced their intention to pay a final fully franked ordinary dividend of 2.75 cents per share. The DRP will apply to this dividend with no discounts.

On 13 July 2023 MVT announced a proposed restructure to MVT's 4.8% Unsecured Notes maturing on 10 July 2026 (**Notes**). As the Issuer, the Notes were unsecured liabilities of MVT and were guaranteed by SNC. MVT sought, and on 7 August 2023 obtained, Noteholders approval for a restructure that resulted in SNC replacing MVT as the Issuer of the Notes (becoming the **Novated Notes**). The Proposed Restructure was implemented by novating all the rights and obligations currently held by MVT in its capacity as the Issuer to SNC, resulting in SNC assuming all obligations and all liabilities in respect of the Notes. On 10 August 2023 MVT Noteholders received the Novated Notes in SNC and commenced trading on 11 August 2023 under ASX Code SNCHA. 290,578 notes with a carrying value of $28,715,752 were novated to SNC.

Following thenovation, the directors of MVT made an application under Listing rule 17.11 to remove MVT from the ASX Official List. This was granted by the ASX and became effective from the close of trading on 10 August 2023. At the same time, MVT applied to convert MVT to a proprietary company

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years..

22. Contingencies and commitments

There are no contingent assets or liabilities as at 30 June 2023 (2022: Nil). As at 30 June 2023, the Company had nil commitments (2022: Nil).

23. Restatement and reclassifications

(a) Deferred tax restatement

In preparing MVT's financial statements for the year ended 30 June 2022, MVT did not recognise a tax loss that arose in relation to an investment that was wound up and deregistered with ASIC during the year ended 30 June 2022. This did not impact the opening balance sheet for the year ended 30 June 2022 and had no impact on the profit and loss. The non-recognition and non-transfer of this this additional tax loss to the Company under the Tax Sharing Agreement resulted in SNC's deferred tax asset and its subsidiary intercompany tax payable being understated at 30 June 2022.

The following table summarises the impact on the restated accounts:

Statement of Financial Position	30 June 2022 $	Adjustment $	30 June 2022 Restated $
Deferred tax asset	868,802	984,419	1,853,221
Total assets	**143,140,523**	**984,419**	**144,124,942**
Intercompany tax payable under tax funding agreement	929,598	984,419	1,914,017
Total liabilities	**33,645,432**	**984,419**	**34,629,851**

(b) Reclassification of financial liabilities

In the annual report for the year ended 30 June 2022, the amount payable to MVT was reported under trade and other payables. This amount has been reclassified and has been reported under financial liabilities at amortised costs. This reclassification has no impact on the economic value of the Company.

24. Segment information

The Company currently engages in investing activities, including cash, term deposits, equity and debt instruments. It has no other reportable business or geographic segments.

Directors' Declaration
For the year ended 30 June 2023

Directors' Declaration

In accordance with a resolution of the Directors of Sandon Capital Investments Limited, the Directors of the Company declare that:

a) the financial statements and notes, as set out on pages 16 to 41 are in accordance with the *Corporations Act 2001*, including:

   (i) complying with Australian Accounting Standards which is stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards (IFRS); and

   (ii) giving a true and fair view of the Company's financial position as at 30 June 2023 and of its performance for the year ended on that date; and

b) 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.

c) the Directors have been given the declarations required by section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer of the Manager, Sandon Capital Pty Ltd declaring that:

   (i) the financial records of the Company for the financial year have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;
   (ii) the financial statements and notes for the financial year comply with the Accounting Standards; and
   (iii) the financial statements and notes for the year give a true and fair view.

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

On behalf of the Directors,

Gabriel Radzyminski
Chairman

Sydney
25 August 2023

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Independent Auditor's Report

To the Members of Sandon Capital Investments Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Sandon Capital Investments Limited (the Company), which comprises the statement of financial position as at 30 June 2023, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the Directors' declaration.

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

a Giving a true and fair view of the Company's financial position as at 30 June 2023 and of its performance for the year ended on that date; and

b Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

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

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

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Key audit matters

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

Key audit matter	How our audit addressed the key audit matter
Valuation and Existence of financial assets - Note 10	
The investment portfolio consists of listed securities and unlisted securities. The fair value of financial assets traded in active markets is based on their quoted market prices. The fair values of financial assets not traded in an active market are determined using significant valuation techniques. Investments that involved significant judgement included those with unobservable inputs. 39% of the investment portfolio of the Company consists of unlisted investments. Where observable data is unavailable, estimates must be developed based on the most appropriate data source. We determined this to be a key audit matter given the size of the balance and the inherent judgement involved in determining the fair value of financial instruments.	Our procedures included, amongst others: • Obtaining an understanding of and evaluating the investment management processes and controls; • Reviewing and evaluating ASAE 3402 *Assurance Reports on Controls at a Service Organisation* reports and bridging letters for third-party asset custodians; • Obtaining confirmation on investment holdings directly from third-party asset custodians; • Where readily observable data was available, performing independent price checks, recalculating the valuation and comparing to the Company's valuation; • For investments where there were limited or no observable inputs, obtaining confirmations of the cost, obtaining management's assessment over the valuation process and other relevant information supporting asset value; • Reviewing significant investment additions and sales in the period back to contract notes, evaluating the accuracy of the initial cost and sale; • Reviewing the last day traded on the level 1 investments to assess whether the investments were actively traded; and • Assessing the adequacy of the financial statement disclosures.
Deferred tax balances - Note 4 and Note 23	
Taxation for the SNC tax group is considered complex. In preparing MVT's financial accounts for the year ended 30 June 2022, MVT did not recognise a tax loss that arose in relation to an investment that was wound up and de-registered with ASIC during the year ended 30 June 2022. The non-recognition and non-transfer of this additional tax loss to the Company under the Tax Sharing Agreement resulted in SNC's deferred tax asset and its subsidiary intercompany tax payable being understated at 30 June 2022. The impact of this has resulted in a restatement of the deferred tax balances for the year ended 30 June 2022.	Our procedures included, amongst others: • Inquiring of management whether there have been any reviews from the ATO during the period; • Obtaining management's tax calculation for the year ended 30 June 2023, prepared by management's tax expert; • Evaluating the qualifications of management's expert in order to assess their professional competence and capabilities as they relate to the work undertaken; • Obtaining the tax expert's memorandum on tax positions and reviewing key assumptions applied for reasonableness;

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Given the complexity of computations, we determined this to be a key audit matter.	• Testing the tax calculation model to ensure mathematical accuracy and completeness; • Agreeing significant inputs in the tax calculations to supporting documentation; • Making inquires of management's expert on the elections adopted in the finalisation of the Income Tax Return for 30 June 2022 and the impacts on the opening tax balances; • Considering and challenging the assumptions made by the company in determining the tax calculations, including assessing the rationale on which deferred tax assets and liabilities are recognised; • Consulting with an auditor's expert to assess the reasonableness of key tax assumptions used by management's expert in the tax provision calculations, including the determination of the ACA calculation for the compulsory acquisition of ASK Funding Limited; • Evaluating management's processes and controls to determine if they appropriately addressed the risks; and • Assessing the adequacy of financial statement disclosures.
Management and performance fees - Note 18	
Management and performance fees are related party transactions, given their calculation, and payment is made in accordance with the Management Agreement between the Company and the Investment Manager. We determined management and performance fees to be a key audit matter, given the significant inputs in their calculation and the risk that these transactions might not be conducted at arm's length.	Our procedures included, amongst others: • Obtaining an understanding of and evaluating the process and controls around management and performance fee calculations; • Reviewing approval of calculations from key personnel at the appropriate level; • Obtaining the management agreement and recalculating the management and performance fees by validating key inputs, tracing to third-party asset custodian statements, and evaluating interest rate benchmarks for reasonableness; and • Assessing the adequacy of financial statement disclosures.

Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the year ended 30 June 2023 but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the financial report

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

In preparing the financial report, the Directors are responsible for assessing the Company'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 Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: http://www.auasb.gov.au/auditors_responsibilities/ar2_2020.pdf.This description forms part of our auditor's report.

Report on the remuneration report

Opinion on the remuneration report

We have audited the Remuneration Report included in pages 10 to 13 of the Directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Sandon Capital Investments Limited for the year ended 30 June 2023 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants

A J Sheridan
Partner – Audit & Assurance

Sydney, 25 August 2023

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Sandon Capital Investments Limited
ABN 31 107 772 467

ASX Additional Information
For the year ended 30 June 2023

ASX Additional Information
Additional information required by the Australian Securities Exchange Limited Listing Rules and not disclosed elsewhere in this report.

Substantial ordinary shareholders shareholding (as at 18 August 2023)
The following have advised that they are a substantial shareholder of the Company. The holding of a relevant interest does not infer beneficial ownership. Where two or more parties have a relevant interest in the same shares, those shares have been included for each party.

Substantial ordinary shareholders	No. of shares	% of total
1. Siblow Pty Limited	29,540,355	21.96
2. Geoff Wilson	7,022,264	6.58

1. Notice received on 12 April 2022
2. Notice received on 19 December 2019

Distribution of shareholders (as at 15 August 2023)

Category	No. of shareholders
1-1,000	515
1,001- 5,000	686
5,001-,10,000	325
10,001-100,000	1,102
100,001 and over	184
	2,812

The number of shareholdings held in less than marketable parcels is 403.

Twenty largest shareholders - Ordinary shares (as at 18 August 2023)

	Number of ordinary shares held	Percentage of issued capital held
Siblow Pty Limited	28,806,032	20.70
McNeil Nominees Pty Limited	3,809,477	2.74
EVJ Holdings Pty Ltd	3,537,799	2.54
J P Morgan Nominees Australia Pty Limited	3,442,217	2.47
Gold Tiger Equities Pty Ltd	3,250,000	2.34
National Nominees Limited	3,203,763	2.30
Heathers Super Pty Ltd	2,097,030	1.51
Treasure Island Hire Boat Company Pty Ltd	2,090,752	1.50
GW Holdings Pty Limited	1,940,850	1.39
Boutique Investment Management Pty Ltd	1,510,000	1.09
Donwood Pty Ltd	1,200,000	0.86
Gefare Pty Ltd	1,084,558	0.78
Dynasty Peak Pty Ltd	1,000,000	0.72
Great D Pty Ltd	1,000,000	0.72
Perpetual Corporate Trust Ltd	1,000,000	0.72
Mr Peter Michael Antaw & Mrs Victoria Mary Antaw	975,000	0.70
Jarhamche Pty Ltd	750,294	0.54
Selwyn John Cushing & Bevan David Cushing	750,000	0.54
Glen Brae Capital Pty Ltd	687,108	0.49
Kirkfare Pty Ltd	680,592	0.49
	62,815,472	**45.15**

Sandon Capital Investments Limited
ABN 31 107 772 467

ASX Additional Information
For the year ended 30 June 2023

Voting Rights
Shareholders are entitled to one vote for each share held. On a show of hands every shareholder present in person or by proxy shall have one vote and upon a poll, every shareholder so present shall have one vote for every share held.

Stock Exchange Listing
Quotation has been granted for all of the ordinary shares and option (ASX code: SNC) of the Company on all Member Exchanges of the ASX Limited.

Corporate Governance Statement
The Board of Directors of the Company is responsible for corporate governance. The Board has chosen to prepare the Corporate Governance Statement ("CGS") in accordance with the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations under which the CGS may be made available on a Company's website.

Accordingly, a copy of the Company's CGS is available on the Company's website at www.sandoncapital.com.au under the Listed Investment Company/Corporate Governance section.