

1. Company details

Name of entity:	Wooboard Technologies Limited
ABN:	64 600 717 539
Reporting period:	For the half-year ended 31 December 2022
Previous period:	For the half-year ended 31 December 2021

2. Results for announcement to the market

			\$
Revenues from ordinary activities	down	2.3% to	9,495
Loss from ordinary activities after tax attributable to the owners of Wooboard Technologies Limited	down	54.5% to	(765,503)
Loss for the half-year attributable to the owners of Wooboard Technologies Limited	down	54.5% to	(765,503)

Dividends

There were no dividends paid, recommended or declared during the current financial period.

Comments

The loss for the Group after providing for income tax amounted to \$765,503 (31 December 2021: loss of \$1,680,647).

Refer to the 'Review of operations' in the Directors' report for further detail.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	0.28	0.77

The net tangible assets per ordinary shares has been calculated based on 229,954,853 ordinary shares being on issue. The net tangible assets per ordinary share reported in the comparative period (31 December 2021) has been calculated based on 191,108,137 ordinary shares being on issue. This is the number of shares that would have been in existence at the end of that reporting period had the consolidation of shares, which occurred in the current period, taken place as at 1 July 2021.

4. Control gained over entities

Not applicable.

5. Loss of control over entities

Not applicable.

6. Dividends

Current period

There were no dividends paid, recommended or declared during the current financial period.

Previous period

There were no dividends paid, recommended or declared during the previous financial period.

7. Dividend reinvestment plans

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable.

10. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report. The review report contains a paragraph addressing a material uncertainty related to going concern.

11. Attachments

Details of attachments (if any):

The Interim Report of Wooboard Technologies Limited for the half-year ended 31 December 2022 is attached.

12. Signed

As authorised by the Board of Directors

Signed 

Date: 24 February 2023

Joshua Quinn
Non-Executive Director and Company Secretary
Sydney

Wooboard Technologies Limited

ABN 64 600 717 539

Interim Report - 31 December 2022

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group' or 'Wooboard') consisting of Wooboard Technologies Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2022.

Directors

The following persons were directors of Wooboard Technologies Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Rumi Guzder - Executive Chairman
Joshua Quinn - Non-Executive Director
Wesley Culley - Executive Director

Principal activities

During the financial year, the principal continuing activities of the Group consisted of the development of cloud based Software as a Service ('SaaS') products that enabled subscribed companies to communicate with their employees in an innovative, engaging and effective manner.

Review of operations

The loss for the Group after providing for income tax amounted to \$765,503 (31 December 2021: \$1,680,647).

Ongoing product development of Sixty wellbeing app

During the six month period, the Group forged ahead with development of the Sixty wellbeing app ('Sixty'). Sixty underwent several development milestones that aimed to improve the user experience and functionality of the platform. One of the main development milestones achieved during this period was the implementation of live streaming for content creators and an improved user interface and user experience ('UI/UX') design. This feature allows for content creators to stream live sessions with users, providing them with real-time access to expert advice and guidance in a variety of wellness specialties, including yoga, fitness, and meditation.

The integration of Vimeo, a leading video hosting platform, also ensures that the live streaming feature is of high quality and runs smoothly, providing users with a seamless experience.

To improve the UI/UX design, several changes were made to the app's layout and interface. These changes included simplifying the menu structure, organising the content into more manageable sections, and highlighting the most important features of the app. This made the app more visually pleasing and intuitive to navigate, which is expected to increase engagement and retention of users.

Another key development milestone the app achieved during this period was the addition of a new chat feature, which allows for direct communication with wellness creators in real-time. This feature provides users with an opportunity to participate in live sessions with experts in a variety of wellness specialties. Users can also connect with not only the content creators / experts but also other users in real-time, providing them with an opportunity to share tips, ask questions and provide encouragement to one another. These new chat and video streaming features are expected to create a sense of community within the app.

Sixty was set up in Spanish language as part of the development milestones, including all of the same features and functionality of the English version, with all of the content translated into Spanish. To support the Spanish-language version of the app, new Spanish-language content creators were also onboarded during this period. These content creators came from a wide range of wellness specialties, including yoga, fitness, and meditation. They brought a wealth of knowledge and experience to the platform and will help to create a sense of community among Spanish-speaking users.

Overall, the development milestones achieved during the July to December period have helped to significantly improve the functionality and user experience of Sixty. The addition of new features and content creators, as well as the setup of the platform in Spanish language, have helped to make the app more accessible and effective for users. This is expected to increase the app's user base, especially in the Spanish-speaking market, and increase engagement and retention of users. The app's developers are committed to continuing to improve the app and provide users with the best possible experience.

Slik Investment

The Group paid US\$266,666 to acquire a 6.66% equity interest in Slik Pro Corp ('Slik'), an intelligent self-management platform for measuring, analysing and improving the employee experience.

While the Share Subscription Deed to acquire 20% equity interest in Slik was terminated effective 14 February 2023, the Group retains 6.66% equity interest in Slik and the License Agreement between the Group and Slik (announced 13 September 2022) remains on foot.

This investment in Slik will open the door to a range of product integration and cross-selling opportunities following the execution of the licence agreement.

Corporate

During the period, the Group successfully completed a capital raising in the amount of \$370,000 (before costs) covered by the Company's existing placement capacity under ASX Listing Rule 7.1 and consisting of 569,230,774 new shares.

The Group paid to the lead broker a 5% + GST cash fee and 100m Wooboard share options which were approved at the Annual General Meeting held on 30 November 2022.

On 16 December 2022, the Group announced to the market that it completed a twenty (20) to one (1) share consolidation resulting in 229,954,853 fully paid ordinary shares in the Company now on issue post-consolidation.

Looking ahead, the Group is focused on enhancing and marketing of Sixty with cash flow expected to be boosted early in its Q3 FY23 period from its Research and Development claim for year ended 30 June 2022, reduction in spend including a temporary halt on payment of Directors' fees and capital raising events.

Significant changes in the state of affairs

On 5 December 2022, the group consolidated its ordinary share capital at a ratio of 20 to 1.

There were no other significant changes in the state of affairs of the Group during the financial half-year.

Matters subsequent to the end of the financial half-year

On 14 February 2023, the Group announced to the market that it had terminated the remaining two (2) tranches of the Slik acquisition via the Share Subscription Deed ('SSD'). The Group retains 6.66% equity interest in Slik after completing the first tranche of the SSD. The license agreement announced on 13 September 2022 between the Group and Slik remains on foot.

On 15 February 2023, following ASIC consent BDO Audit Pty Ltd provided notice of their resignation as auditor of the Group. The Group has appointed Rothsay Audit & Assurance Pty Ltd as auditor of the Group. The change of auditor occurred in order to reduce costs associated with the audit and a resolution will be tabled at the Group's next Annual General Meeting to ratify the appointment of auditor.

No other matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

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 immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Joshua Quinn
Non-Executive Director and Company Secretary

24 February 2023
Sydney

ROTHSAY

AUDIT & ASSURANCE PTY LTD

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead auditor of Wooboard Technologies Limited for the half-year ended 31 December 2022, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- no contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Wooboard Technologies Limited and the entity it controlled during the half-year.

Rothsay Audit & Assurance Pty Ltd



Graham Webb
Director

24 February 2023

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CHARTERED ACCOUNTANTS
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Wooboard Technologies Limited
Consolidated statement of profit or loss and other comprehensive income
For the half-year ended 31 December 2022



		Consolidated	
	Note	6 months to 31 Dec 2022 \$	6 months to 31 Dec 2021 \$
Revenue	4	9,495	9,718
Other income	5	249	38,005
Interest revenue calculated using the effective interest method		971	114
Expenses			
Employee benefits expense		(232,015)	(812,971)
Depreciation and amortisation expense		-	(2,780)
Advertising and marketing expenses		(13,718)	(159,494)
Professional and consulting expenses		(332,348)	(634,648)
Compliance and share registry expenses		(36,350)	(30,016)
Share-based payment expense	16	(92,692)	-
Other expenses		(69,095)	(85,589)
Finance costs		-	(2,986)
Loss before income tax expense		(765,503)	(1,680,647)
Income tax expense		-	-
Loss after income tax expense for the half-year attributable to the owners of Wooboard Technologies Limited		(765,503)	(1,680,647)
Other comprehensive income for the half-year, net of tax		-	-
Total comprehensive loss for the half-year attributable to the owners of Wooboard Technologies Limited		(765,503)	(1,680,647)
		Cents	Cents
Basic earnings per share	15	(0.38)	(0.88)
Diluted earnings per share	15	(0.38)	(0.88)

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

		Consolidated	
	Note	31 Dec 2022	30 Jun 2022
		\$	\$
Assets			
Current assets			
Cash and cash equivalents	6	335,891	652,749
Trade and other receivables	7	40,179	630,219
Other		13,537	7,416
Total current assets		<u>389,607</u>	<u>1,290,384</u>
Non-current assets			
Financial assets at fair value through profit or loss	8	398,256	-
Intangibles	9	540,633	407,129
Total non-current assets		<u>938,889</u>	<u>407,129</u>
Total assets		<u>1,328,496</u>	<u>1,697,513</u>
Liabilities			
Current liabilities			
Trade and other payables	10	137,564	279,189
Employee benefits		-	53,854
Total current liabilities		<u>137,564</u>	<u>333,043</u>
Total liabilities		<u>137,564</u>	<u>333,043</u>
Net assets		<u>1,190,932</u>	<u>1,364,470</u>
Equity			
Issued capital	11	24,363,521	23,791,556
Reserves		224,174	204,174
Accumulated losses		<u>(23,396,763)</u>	<u>(22,631,260)</u>
Total equity		<u>1,190,932</u>	<u>1,364,470</u>

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

Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2021	23,791,556	204,174	(20,457,944)	3,537,786
Loss after income tax expense for the half-year	-	-	(1,680,647)	(1,680,647)
Other comprehensive income for the half-year, net of tax	-	-	-	-
Total comprehensive loss for the half-year	-	-	(1,680,647)	(1,680,647)
Balance at 31 December 2021	<u>23,791,556</u>	<u>204,174</u>	<u>(22,138,591)</u>	<u>1,857,139</u>

Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2022	23,791,556	204,174	(22,631,260)	1,364,470
Loss after income tax expense for the half-year	-	-	(765,503)	(765,503)
Other comprehensive income for the half-year, net of tax	-	-	-	-
Total comprehensive loss for the half-year	-	-	(765,503)	(765,503)
<i>Transactions with owners in their capacity as owners:</i>				
Contributions of equity, net of transaction costs (note 11)	571,965	-	-	571,965
Share-based payments (note 16)	-	20,000	-	20,000
Balance at 31 December 2022	<u>24,363,521</u>	<u>224,174</u>	<u>(23,396,763)</u>	<u>1,190,932</u>

		Consolidated	
	Note	6 months to 31 Dec 2022 \$	6 months to 31 Dec 2021 \$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		8,602	86,183
Payments to suppliers and employees (inclusive of GST)		(751,075)	(1,769,422)
		(742,473)	(1,683,239)
Government grants received		592,131	37,344
Interest received		971	114
Interest and other finance costs paid		-	(2,986)
Net cash used in operating activities		(149,371)	(1,648,767)
Cash flows from investing activities			
Payments for investments		(398,256)	-
Payments for property, plant and equipment		-	(7,339)
Payments for development expenditure	9	(133,504)	(85,000)
Net cash used in investing activities		(531,760)	(92,339)
Cash flows from financing activities			
Proceeds from issue of shares	11	364,273	-
Net cash from financing activities		364,273	-
Net decrease in cash and cash equivalents		(316,858)	(1,741,106)
Cash and cash equivalents at the beginning of the financial half-year		652,749	3,464,591
Cash and cash equivalents at the end of the financial half-year		<u>335,891</u>	<u>1,723,485</u>

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

Note 1. General information

The financial statements cover Wooboard Technologies Limited as a Group consisting of Wooboard Technologies Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Wooboard Technologies Limited's functional and presentation currency.

Wooboard Technologies Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

MLC Centre
Level 57
19-29 Martin Place
Sydney NSW 2000
Australia

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 24 February 2023.

Note 2. Significant accounting policies

These general purpose financial statements for the interim half-year reporting period ended 31 December 2022 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2022 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except as set out below.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Going concern

The financial statements have been prepared on a going concern basis.

During the half-year ended 31 December 2022, the Group incurred a loss of \$765,503 (31 December 2021: loss of \$1,680,647). The cash outflow from operating activities was \$149,371 (31 December 2021: \$1,648,767). As at 31 December 2022, the Group has cash reserves of \$335,891 (30 June 2022: \$652,749) and net current assets of \$252,043 (30 June 2022: net current assets of \$957,341).

The Group's ability to continue as a going concern is dependent upon the generation of cash from operations and the sufficiency of current cash reserves to meet existing obligations. The Directors believe current cash reserves are sufficient for the Group to be able to pay its debts as and when they fall due for a period of at least 12 months from the date of these financial statements.

Note 2. Significant accounting policies (continued)

Notwithstanding the above, the Directors believe that the Group will continue as a going concern after consideration of the following factors:

- The Group expects to receive a cash rebate from lodgement of the Research and Development claim for eligible expenditure from the year ended 30 June 2022 of approximately \$150,000;
- The Directors have agreed to suspend the payment of Director fees until the Company completes further capital raising or funding event;
- The Group has the ability and intention to conduct future capital raises as and when required to meet operational and investment requirements, including:
 - Issue of a Convertible Note in March 2023 for \$1m, (terms of which are being finalised) expected to have a maturity date of 18 months and coupon rate of 6%;
 - Commitment to conduct a Rights Issue to existing shareholders in April 2023 to raise \$500,000; and
 - Capital raise in October 2023 to raise \$1m.

If the Group is not successful in securing additional funds, there is a material uncertainty that may cast significant doubt whether the Group will continue as a going concern and therefore the Group may be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The financial statements do not contain any adjustments relating to the recoverability and classification of recorded assets or liabilities that might be necessary should the Group not able to continue as a going concern.

Note 3. Operating segments

Identification of reportable operating segments

The Group is organised into two operating segments: Wooboard Technologies and Wooboard Software-as-a-Service products ('Wooboard SaaS'). These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews adjusted EBITDA (earnings before interest, tax, depreciation and amortisation adjusted for impairment of assets). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

Types of products and services

The principal products and services of each of these operating segments are as follows:

Wooboard Technologies - Product development and investment operations including short term share trades.

Wooboard SaaS - Sale of cloud based Software as a Service ('SaaS') products that enabled subscribed companies to communicate with their employees in an innovative, engaging and effective manner.

Note 3. Operating segments (continued)

Operating segment information

	Wooboard Technologies	Wooboard SaaS	Total
	\$	\$	\$
Consolidated - 6 months to 31 Dec 2022			
Revenue			
Sales to external customers	-	9,495	9,495
Interest	971	-	971
Total revenue	971	9,495	10,466
Adjusted EBITDA	(777,278)	10,804	(766,474)
Depreciation and amortisation			-
Interest revenue			971
Finance costs			-
Loss before income tax expense			(765,503)
Income tax expense			-
Loss after income tax expense			(765,503)
	Wooboard Technologies	Wooboard SaaS	Total
	\$	\$	\$
Consolidated - 6 months to 31 Dec 2021			
Revenue			
Sales to external customers	-	9,718	9,718
Interest	114	-	114
Total revenue	114	9,718	9,832
Adjusted EBITDA	(1,682,002)	7,007	(1,674,995)
Depreciation and amortisation			(2,780)
Interest revenue			114
Finance costs			(2,986)
Loss before income tax expense			(1,680,647)
Income tax expense			-
Loss after income tax expense			(1,680,647)

All assets and liabilities, including taxes are not allocated to the operating segments as they are managed on an overall group basis.

Note 4. Revenue

	Consolidated 6 months to 31 Dec 2022	Consolidated 6 months to 31 Dec 2021
	\$	\$
Rendering of services - subscription fees recognised over time	9,495	9,718

Disaggregation of revenue

All revenue from contracts with customers is recognised over time and in Australia. Revenue by product line is disclosed in Note 3.

Note 5. Other income

	Consolidated 6 months to 31 Dec 2022 \$	6 months to 31 Dec 2021 \$
Net foreign exchange gain	249	661
Government grants	-	37,344
Other income	<u>249</u>	<u>38,005</u>

Government grants represents grants received from the Government in response to the COVID-19 pandemic, comprising of NSW COVID19 JobSaver support payments (\$29,844) and a COVID19 Business Grant - NSW (\$7,500).

Note 6. Current assets - cash and cash equivalents

	Consolidated 31 Dec 2022 \$	30 Jun 2022 \$
Cash at bank	<u>335,891</u>	<u>652,749</u>

Note 7. Current assets - trade and other receivables

	Consolidated 31 Dec 2022 \$	30 Jun 2022 \$
Trade receivables	5,878	3,100
Other receivables	2,347	3,208
Research and development tax incentive receivable	-	592,131
GST receivable	31,954	31,780
	<u>40,179</u>	<u>630,219</u>

Note 8. Non-current assets - financial assets at fair value through profit or loss

	Consolidated 31 Dec 2022 \$	30 Jun 2022 \$
Designated at fair value through profit or loss		
Investment in unlisted entity	<u>398,256</u>	<u>-</u>

This investment represents a 6.66% equity interest in Slik Pro Corp, a mental health, wellness, employee engagement software provider based in Latin America.

Refer to note 13 for further information on fair value measurement.

Note 9. Non-current assets - intangibles

	Consolidated 31 Dec 2022 \$	30 Jun 2022 \$
Software development - at cost	<u>540,633</u>	<u>407,129</u>
		Software development \$
Consolidated		
Balance at 1 July 2022		407,129
Additions		<u>133,504</u>
Balance at 31 December 2022		<u>540,633</u>

Software development relates to websites and customer platforms that are under construction at the reporting date. The assets are not in use at 31 December 2022 and were not amortised during the financial half-year then ended.

Note 10. Current liabilities - trade and other payables

	Consolidated 31 Dec 2022 \$	30 Jun 2022 \$
Trade payables	84,741	32,747
Accrued expenses	<u>52,823</u>	<u>246,442</u>
	<u>137,564</u>	<u>279,189</u>

Note 11. Equity - issued capital

	31 Dec 2022 Shares	30 Jun 2022 Shares	Consolidated 31 Dec 2022 \$	30 Jun 2022 \$
Ordinary shares - fully paid	<u>229,954,853</u>	<u>3,822,162,741</u>	<u>24,363,521</u>	<u>23,791,556</u>
Details	Date	Shares		\$
Balance	1 July 2022	3,822,162,741		23,791,556
Issue of shares	24 October 2022	569,230,774	\$0.00065	370,000
Consolidation of shares 20 to 1	5 December 2022	(4,171,823,278)		-
Issue of shares in lieu of director's fee*	20 December 2022	10,384,616	\$0.02000	207,692
Share issue transaction costs, net of tax		-		<u>(5,727)</u>
Balance	31 December 2022	<u>229,954,853</u>		<u>24,363,521</u>

* Approved by shareholders on 30 November 2022.

Note 12. Equity - dividends

There were no dividends paid, recommended or declared during the current or previous financial half-year.

Note 13. Fair value measurement

Fair value hierarchy

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

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

Level 3: Unobservable inputs for the asset or liability

Consolidated - 31 Dec 2022	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Assets				
Financial assets at fair value through profit or loss	-	-	398,256	398,256
Total assets	-	-	398,256	398,256

As at 30 June 2022, the Group does not have any assets or liabilities that are measured or disclosed at fair value.

There were no transfers between levels during the financial half-year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Valuation techniques for fair value measurements categorised within level 2 and level 3

Unquoted investments are recorded at fair value, which reflects the recent cost of investments. The Directors do not consider the market value of the investments to have significantly changed since the acquisition date. Consequently, unobservable inputs and sensitivity have not been disclosed.

Level 3 assets and liabilities

Movements in level 3 assets and liabilities during the current financial half-year are set out below:

Consolidated	Investment \$
Balance at 1 July 2022	-
Additions	398,256
Balance at 31 December 2022	398,256

Note 14. Related party transactions

Parent entity

Wooboard Technologies Limited is the parent entity.

Transactions with related parties

The following transactions occurred with related parties:

	Consolidated 6 months to 31 Dec 2022 \$	Consolidated 6 months to 31 Dec 2021 \$
Payment for other expenses:		
Accountancy fees paid to related entity of J. Quinn, a director of the Group	12,000	-
Other transactions:		
Shares issued to R. Guzder, a director of the Group, in lieu of director's fee	207,692	-

Note 14. Related party transactions (continued)

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated 31 Dec 2022 \$	30 Jun 2022 \$
Current payables:		
Trade payables and accrued expenses to key management personnel	-	78,000

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Note 15. Earnings per share

	Consolidated 6 months to 31 Dec 2022 \$	6 months to 31 Dec 2021 \$
Loss after income tax attributable to the owners of Wooboard Technologies Limited	(765,503)	(1,680,647)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	202,458,472	191,108,137
Weighted average number of ordinary shares used in calculating diluted earnings per share	202,458,472	191,108,137
	Cents	Cents
Basic earnings per share	(0.38)	(0.88)
Diluted earnings per share	(0.38)	(0.88)

For the purpose calculating the diluted earnings per share, options have been excluded as the effect would be anti-dilutive.

The weighted average number of ordinary shares in the comparative period are calculated based on the number of shares that would have been in existence had the capital restructure occurred on 1 July 2021.

Note 16. Share-based payments

Share-based payments expense for the financial half-year ended 31 December 2022 totalled \$92,692 (31 December 2021: \$nil), arising from:

- Share options issued during the financial half-year ended 31 December 2022:
 - o On 30 November 2022, 2,500,000 (50,000,000 pre-consolidation basis) unlisted options were granted to Clee Capital Pty Ltd as consideration for underwriting services provided to the Group. The options vest on the date they were granted. Each option has an exercise price of \$0.06 (\$0.003 pre-consolidation basis) and a contractual life of three years.
 - o On 30 November 2022, 2,500,000 (50,000,000 pre-consolidation basis) unlisted options were granted to Clee Capital Pty Ltd as consideration for underwriting services provided to the Group. The options vest on the date they were granted. Each option has an exercise price of \$0.1 (\$0.005 pre-consolidation basis) and a contractual life of three years.
 - o These options were valued at \$20,000.
- The loss on conversion of \$72,692 due to the settlement of accrued director's fees of \$135,000. Shareholder approval was obtained to issue a fixed number shares in lieu of the accrued director's fees, and the value of these shares was \$207,692 at approval date, resulting in the recognition of a share-based payment expense of \$72,692.

Note 17. Events after the reporting period

On 14 February 2023, the Group announced to the market that it had terminated the remaining two (2) tranches of the Slik acquisition via the Share Subscription Deed ('SSD'). The Group retains 6.66% equity interest in Slik after completing the first tranche of the SSD. The license agreement announced on 13 September 2022 between the Group and Slik remains on foot.

On 15 February 2023, following ASIC consent BDO Audit Pty Ltd provided notice of their resignation as auditor of the Group. The Group has appointed Rothsay Audit & Assurance Pty Ltd as auditor of the Group. The change of auditor occurred in order to reduce costs associated with the audit and a resolution will be tabled at the Group's next Annual General Meeting to ratify the appointment of auditor.

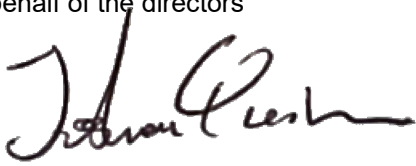
No other matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 31 December 2022 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Joshua Quinn
Non-Executive Director and Company Secretary

24 February 2023
Sydney

INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF
WOORBOARD TECHNOLOGIES LIMITED

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Wooboard Technologies Limited ("the Company") and the entity it controls ("the Group"), which comprises the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit and loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of the Group does not comply with the *Corporations Act 2001* including:

- (i) giving a true and fair view of the Group's financial position as at 31 December 2022 and of its performance for the half-year ended on that date; and
- (ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Emphasis of Matter - Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report, which indicates that the group incurred a net loss of \$765,503 and a net cash outflow from operating activities of \$149,371 during the half year ended 31 December 2022. As stated in Note 2, these events or conditions along with other matters as set forth in Note 2 indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.



**INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF
WOOBOARD TECHNOLOGIES LIMITED (continued)**

Directors' Responsibilities for the Financial Report

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

Auditor's Responsibilities for the Review of the Half-Year Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2022 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

Rothsay Audit & Assurance Pty Ltd

**Graham Webb
Director**

Dated 24 February 2023