

**APPENDIX 4D
FOR THE HALF-YEAR ENDED 30 JUNE 2022**

**UUV Aquabotix Ltd
ABN 52 616 062 072**

1. Company details

Name of entity: UUV Aquabotix Ltd
ABN: 52 616 062 072
Reporting period: For the half-year ended 30 June 2022
Previous period: For the half-year ended 30 June 2021

2. Results for announcement to the market

	Half-year 30 June 2022	Half-year 30 June 2021	% change
Revenue from continuing activities	-	-	n/a
Loss from continuing activities after tax attributable to members	(235,584)	(250,842)	down 6.1%
Net loss attributable to members	(235,584)	(250,842)	down 6.1%
Dividends: No dividends are being proposed or have been paid.			

See the attached Director's Report for commentary related to the above results.

3. Net Tangible Asset (NTA) backing per share

	As at 30 June 2022	As at 30 June 2021	% change
Net Tangible Asset/(Liabilities) backing per share	0.005	0.02	down 76%

4. There were no changes to the company structure during the period.
5. There were no payments of dividends during the period and no dividends are being proposed.
6. There is no dividend reinvestment plan in operation.
7. There are no associates or joint venture entities.
8. This report is based on accounts that have been reviewed and are not subject to dispute or qualification.

The attached financial report is all the half-year information provided to the Australian Securities Exchange under Listing rule 4.2A.3. This report also satisfied the half-year reporting requirements of the Corporations Act 2001.



Winton Willesee
Director

24 August 2022

UUV Aquabotix Ltd
ABN 52 616 062 072
HALF-YEAR REPORT – 30 JUNE 2022

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UUV Aquabotix Ltd
ABN 52 616 062 072
HALF-YEAR REPORT – 30 JUNE 2022

CORPORATE INFORMATION

Directors

Mr Winton Willesee (Non-Executive Chairman)
Mr James Bahen (Non Executive Director)
Ms Erlyn Dawson (Non Executive Director)

Secretaries

Ms Erlyn Dawson and Ms Emily Spano (Joint Company Secretaries)

Registered Office

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Auditors

RSM Australia Partners
Level 32 Exchange Tower, 2 The Esplanade
Perth WA 6000

Solicitors

Steinepreis Paganin
16 Milligan Street
Perth WA 6000

Share Registry

Link Market Services Limited
Level 12, QV1 Building
250 St Georges Terrace
Perth WA 6000
Telephone: +61 1300 554 474

Stock Exchange Listing

UUV Aquabotix Ltd shares (ASX code UUV) and UUVOA Listed Options (ASX code UUVOA) are quoted on the Australian Securities Exchange.

UUV Aquabotix Ltd
ABN 52 616 062 072
DIRECTORS' REPORT – 30 JUNE 2022

The directors submit their report, together with the financial statements, for UUV Aquabotix Ltd (the "Company" or "Aquabotix") for the half-year ended 30 June 2022.

Directors

The names of directors who held office during the half year and until the date of this report are set out below. Directors were in office for this entire period:

Winton Willesee	(Non-Executive Chairman)
James Bahen	(Non-Executive Director)
Erllyn Dawson	(Non-Executive Director)

Principal Activities

Following the cessation of its active conduct of business operations in November 2020, on 7 June 2021, the Company's securities were suspended from trading on ASX. The suspension will continue until the completion of the the proposed acquisition of Mobile Business Devices Pty Ltd as set out below and in Note 9 to the financial statements.

Review of Operations

During the financial period, the Company finalised negotiations with Mobile Business Devices Pty Ltd (ACN 602 368 945) ("MBD") and on 3 May 2022 announced that it had entered into a conditional agreement to acquire 100% of the issued capital of MBD ("Acquisition"). MBD and its subsidiaries (the "One Click Group") operate a fast-growing Western Australian based financial technology platform, One Click Life (<https://oneclicklife.com.au>), which is positioned to disrupt and capitalise on increased market demand for online, self-directed financial and life admin services.

At a general meeting of the Company's shareholders ("Shareholders") held on 11 July 2022 ("General Meeting"), Shareholders approved all Shareholder resolutions necessary to complete the Acquisition.

On 22 July 2022, the Company completed a consolidation of its issued capital on a 20:1 basis.

On 1 July 2022 and 15 July 2022, the Company issued a Prospectus and Replacement Prospectus, to facilitate the undertaking of a public offer to raise up to \$5.5 million at an offer price of \$0.02 per Share with a minimum subscription of \$4.5 million ("Offer"), which closed on 5 August 2022. The offer was well supported and oversubscribed by investors with the Company receiving applications in excess of the maximum amount available under the public offer.

Refer to Note 9 to the financial statements for further details in relation to the proposed acquisition of MBD.

Significant Changes in the State of Affairs

Other than as noted above, there have been no significant changes in the state of affairs of the Company during the six-month financial period to 30 June 2022.

UUV Aquabotix Ltd
ABN 52 616 062 072
DIRECTORS REPORT – 30 JUNE 2022

Auditor's Independence Declaration

The lead auditor's independence declaration under s 307C of the *Corporations Act 2001* is set out on page 6 for the six-month financial period to 30 June 2022.

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



Winton Willesee
Director

Dated this 24th day of August 2022

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of UUV Aquabotix Limited for the half-year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.



RSM AUSTRALIA PARTNERS



TUTU PHONG
Partner

Perth, WA
Dated: 24 August 2022

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UUV Aquabotix Ltd

ABN 52 616 062 072

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 30 JUNE 2022**

	Note	Half-year Ended 30 June 2022	Half-year Ended 30 June 2021
		\$	\$
Other income	3	17	37
General and administrative expense	4	(235,202)	(249,179)
Interest expense		(399)	(1,488)
Foreign exchange losses		-	(212)
Loss before income tax		(235,584)	(250,842)
Income tax expense		-	-
Loss after income tax for the period		(235,584)	(250,842)
Total comprehensive loss for the period		(235,584)	(250,842)
		Cents	Cents
Basic and diluted loss per share	7	(0.01)	(0.01)

The accompanying notes form part of these financial statements.

UUV Aquabotix Ltd
ABN 52 616 062 072
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2022

	Note	As at 30 June 2022 \$	As at 31 December 2021 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		82,125	392,061
Trade and other receivables		17,677	16,836
Other current assets		132,708	-
TOTAL CURRENT ASSETS		232,510	408,897
TOTAL ASSETS		232,510	408,897
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables		116,631	81,184
TOTAL CURRENT LIABILITIES		116,631	81,184
TOTAL LIABILITIES		116,631	81,184
NET ASSETS		115,879	327,713
EQUITY			
Issued capital	5	13,802,762	13,779,012
Reserves	6	1,337,192	1,337,192
Accumulated losses		(15,024,075)	(14,788,491)
TOTAL EQUITY		115,879	327,713

The accompanying notes form part of these financial statements.

UUV Aquabotix Ltd
ABN 52 616 062 072
STATEMENT OF CHANGES IN EQUITY
FOR THE HALF-YEAR ENDED 30 JUNE 2022

	Issued Capital \$	Accumulated Losses \$	Reserves \$	Total \$
Balance at 1 January 2022	13,779,012	(14,788,491)	1,337,192	327,713
Comprehensive income				
Loss for the period	-	(235,584)	-	(235,584)
Total comprehensive loss for the period	-	(235,584)	-	(235,584)
Shares issued during the period	23,750	-	-	23,750
Balance at 30 June 2022	13,802,762	(15,024,075)	1,337,192	115,879
Balance at 1 January 2021	13,779,012	(14,273,059)	1,216,443	722,396
Comprehensive income				
Loss for the period	-	(250,842)	-	(250,842)
Total comprehensive loss for the period	-	(250,842)	-	(250,842)
Options issued in the period	-	-	120,749	120,749
Balance at 30 June 2021	13,779,012	(14,523,901)	1,337,192	592,303

The accompanying notes form part of these financial statements.

UUV Aquabotix Ltd
ABN 52 616 062 072
STATEMENT OF CASH FLOWS
FOR THE HALF-YEAR ENDED 30 JUNE 2022

	Half-year Ended 30 June 2022	Half-year Ended 30 June 2021
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Payments to suppliers and employees	(333,304)	(264,829)
Interest received	17	37
Finance costs paid	(399)	(1,488)
Net cash used in operating activities	<u>(333,686)</u>	<u>(266,280)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash used in investing activities	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares	23,750	-
Net cash provided by financing activities	<u>23,750</u>	<u>-</u>
Net decrease in cash held	(309,936)	(266,280)
Foreign currency transactions	-	(212)
Cash and cash equivalents at beginning of period	392,061	911,323
Cash and cash equivalents at end of period	<u>82,125</u>	<u>644,831</u>

The accompanying notes form part of these financial statements.

UUV Aquabotix Ltd
ABN 52 616 062 072
NOTES TO THE FINANCIAL STATEMENTS
FOR THE HALF-YEAR ENDED 30 JUNE 2022

NOTE 1: BASIS OF PREPARATION

Basis of Preparation and Significant Accounting Policies

These general-purpose interim financial statements for half-year reporting period ended 30 June 2022 have been prepared in accordance with requirements of the Corporations Act 2001 and Australian Accounting Standard AASB 134: Interim Financial Reporting. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'. The Company is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

This interim financial report is intended to provide users with an update on the latest annual financial statements of UUV Aquabotix Ltd (the "Company").

These general purpose financial statements do not include all the notes typical of inclusion within an annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance and financial position of the Company as a full financial report.

Accordingly, these financial statements should be read in conjunction with the annual report for the year ended 31 December 2021 and any other public announcements made by UUV Aquabotix Ltd 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, unless otherwise stated.

These interim financial statements were authorised for issue on 24 August 2022.

Going Concern

During the financial period ended 30 June 2022, the Company incurred a loss after income tax of \$235,584 and had net cash outflows used in operating activities of \$333,686.

This financial report has been prepared on the basis that the Company will continue to meet its commitments and can therefore continue normal business activities and realise assets and settle liabilities in the ordinary course of business.

The Directors believe that there are reasonable grounds to believe that the Company will continue as a going concern for a period of at least 12 months following the date of this report, as a result of the proposed acquisition of Mobile Business Devices Pty Ltd ("MBD") and the associated capital raising as set out in Note 9 to the financial statements.

New or amended Accounting Standards and Interpretations adopted

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

NOTE 2: OPERATING SEGMENTS

With the cessation of operations in the USA, the Company now operates in a single geographic segment being Australia and had no operating revenue for the financial period.

UUV Aquabotix Ltd

ABN 52 616 062 072

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE HALF-YEAR ENDED 30 JUNE 2022**

NOTE 3: OTHER INCOME

	Half-year Ended 30 June 2022	Half-year Ended 30 June 2021
	\$	\$
Other income - interest received	17	37
	<u>17</u>	<u>37</u>

NOTE 4: EXPENSES

	Half-year Ended 30 June 2022	Half-year Ended 30 June 2021
	\$	\$
Loss before income tax includes the following specific expenses:		
General and administrative expense		
Corporate and administration expenses	229,202	216,753
Expenses relating to liquidation of former USA subsidiary	-	26,426
Other occupancy expenses	6,000	6,000
	<u>235,202</u>	<u>249,179</u>

NOTE 5: ISSUED CAPITAL

	Number of shares	\$
Balance at 1 January 2022	2,388,374,811	13,779,012
Issue of new shares from exercise of options	29,687,500	23,750
Balance at 30 June 2022	<u>2,418,062,311</u>	<u>13,802,762</u>

NOTE 6: RESERVES

	Number of Options	Option reserve \$
Opening balance at 1 January 2022	1,249,030,177	1,337,192
Options exercised during the period	(29,687,500)	-
Options lapsed during the period	(3,000,000)	-
Closing balance at 30 June 2022	<u>1,216,342,677</u>	<u>1,337,192</u>
Unlisted Options		
Opening balance at 1 January 2022	84,437,500	
Options exercised during the period	(29,687,500)	
Options lapsed during the period	(3,000,000)	
Closing balance at 30 June 2022	<u>51,750,000</u>	
Listed UUVOA Options		
Opening balance at 1 January 2022	1,164,592,677	
Closing balance at 30 June 2022	<u>1,164,592,677</u>	

UUV Aquabotix Ltd
ABN 52 616 062 072
NOTES TO THE FINANCIAL STATEMENTS
FOR THE HALF-YEAR ENDED 30 JUNE 2022

NOTE 6: RESERVES (CONTINUED)

Unlisted Options Lapsed in the Period

- 3,000,000 Unlisted Options issued to directors and management exercisable at 30 cents on or before 26 April 2022. These Options had fully vested and expired in the period.

Unlisted Options On Issue as at 30 June 2022

- 32,750,000 Unlisted Options issued to previous directors and management are exercisable at 0.5 cents, with expiry date of 24 December 2023.
- 6,000,000 Unlisted Options issued to management are exercisable at 1.0 cents, with expiry date of 24 December 2023.
- 6,500,000 Unlisted Options issued to management are exercisable at 1.5 cents, with expiry date of 24 December 2023.
- 6,500,000 Unlisted Options issued to management are exercisable at 2.0 cents, with expiry date of 24 December 2023.

Listed Options On Issue as at 30 June 2022

- 1,164,592,677 Listed UUVOA Options exercisable at \$0.001, with an expiry date of 28 July 2023.

NOTE 7. LOSS PER SHARE

	30 June 2022	30 June 2021
	\$	\$
Loss after income tax attributable to the owners of UUV Aquabotix Limited	(235,584)	(250,842)
	Cents	Cents
Basic and diluted loss per share	(0.01)	(0.01)
	Number	Number
<i>Weighted average number of ordinary shares</i>		
Weighted average number of ordinary shares used in calculating diluted earnings per share	2,390,507,062	2,388,374,811

All share options were considered anti-dilutive for the period ended 30 June 2022 and the period ended 30 June 2021.

NOTE 8: CONTINGENT LIABILITIES

The directors believe the Company has no contingent liabilities as at the date of this report.

UUV Aquabotix Ltd
ABN 52 616 062 072
NOTES TO THE FINANCIAL STATEMENTS
FOR THE HALF-YEAR ENDED 30 JUNE 2022

NOTE 9: EVENTS AFTER THE END OF THE FINANCIAL PERIOD

During the financial period, the Company finalised negotiations with Mobile Business Devices Pty Ltd (ACN 602 368 945) (“MBD”) and on 3 May 2022 announced that it had entered into a conditional agreement to acquire 100% of the issued capital of MBD (“Acquisition”). MBD and its subsidiaries (the “One Click Group”) operate a fast-growing Western Australian based financial technology platform, One Click Life (<https://oneclicklife.com.au>), which is positioned to disrupt and capitalise on increased market demand for online, self-directed financial and life admin services.

In connection with the Acquisition, UUV has agreed to issue:

- (a) 265,000,000 fully paid ordinary shares in the capital of the Company (“Shares”) to the shareholders of MBD (“Consideration Shares”) in consideration for the Acquisition;
- (b) 60,000,000 performance rights (vesting subject to achievement by the One Click Group of revenue targets) to the Board, management, employees and contractor of the One Click Group (“Performance Rights”); and
- (c) 25,000,000 Shares with one free attaching unlisted option per two Shares issued (exercisable at \$0.025, 3 year expiry) on conversion of convertible notes issued in MBD to fund its transaction costs and working capital (“Conversion Securities”).

At a general meeting of the Company’s shareholders (“Shareholders”) held on 11 July 2022 (“General Meeting”), Shareholders approved all Shareholder resolutions necessary to complete the Acquisition.

On 22 July 2022, the Company completed a consolidation of its issued capital on a 20:1 basis. The number of Shares on issue post consolidation is 120,903,321. Refer Note 5 for details of pre-consolidation shares on issue. The number of options on issue post consolidation is 60,817,194. Refer Note 6 for details of pre-consolidation options on issue.

On 1 July 2022 and 15 July 2022, the Company issued a Prospectus and Replacement Prospectus to facilitate the undertaking of a public offer to raise up to \$5.5 million at an offer price of \$0.02 per Share with a minimum subscription of \$4.5 million (“Offer”), which closed on 5 August 2022. The offer was well supported and oversubscribed by investors with the Company receiving applications in excess of the maximum amount available under the public offer.

The Acquisition remains subject to satisfaction of a number of conditions precedent, including the Company obtaining ASX conditional approval for UUV to be reinstated to official quotation on ASX.

The Company will be required to re-comply with Chapters 1 and 2 of the ASX Listing Rules as part of the transaction.

As part of the Acquisition and the Company’s proposed re-compliance with Chapters 1 and 2 of the ASX Listing Rules, the Company, in conjunction with settlement of the Acquisition, intends to:

- (i) implement board changes to add three new directors with extensive experience in the technology and financial services sectors, including former Empired Managing Director Russell Baskerville and Empired Chief Financial Officer Mark Waller, to provide an appropriate skills matrix to drive the Company’s new business and strategy moving forward;
- (ii) change its name to ‘One Click Group Limited’ to reflect the new direction and operations of the Company;
- (iii) change its ASX code to ASX:1CG to align with the proposed new name; and
- (iv) apply to ASX for reinstatement of trading in its securities on ASX.

Other than noted above, at the date of this report, the directors are not aware of any significant events since the end of the financial period.

UUV Aquabotix Ltd
ABN 52 616 062 072
DIRECTORS' DECLARATION

In accordance with a resolution of the directors of UUV Aquabotix Ltd, the directors of the Company declare that:
The financial statements and notes, as set out on pages 7 to 14, are in accordance with the *Corporations Act 2001*, including:

- a. complying with Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
- b. giving a true and fair view of the Company's financial position as at 30 June 2022 and of its performance for the financial half-year ended on that date.

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.

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



Winton Willesee
Director

Dated this 24th day of August 2022



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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF UUV AQUABOTIX LIMITED

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of UUV Aquabotix Limited which comprises the statement of financial position as at 30 June 2022, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration.

Directors' Responsibility for the Half-Year 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 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 is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the company's financial position as at 30 June 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*. As the auditor of UUV Aquabotix Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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.

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Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of UUV Aquabotix Limited, would be in the same terms if given to the directors as at the time of this auditor's review report.

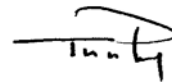
Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of UUV Aquabotix Limited is not 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 2022 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.



RSM AUSTRALIA PARTNERS



TUTU PHONG
Partner

Perth, WA
Dated: 24 August 2022