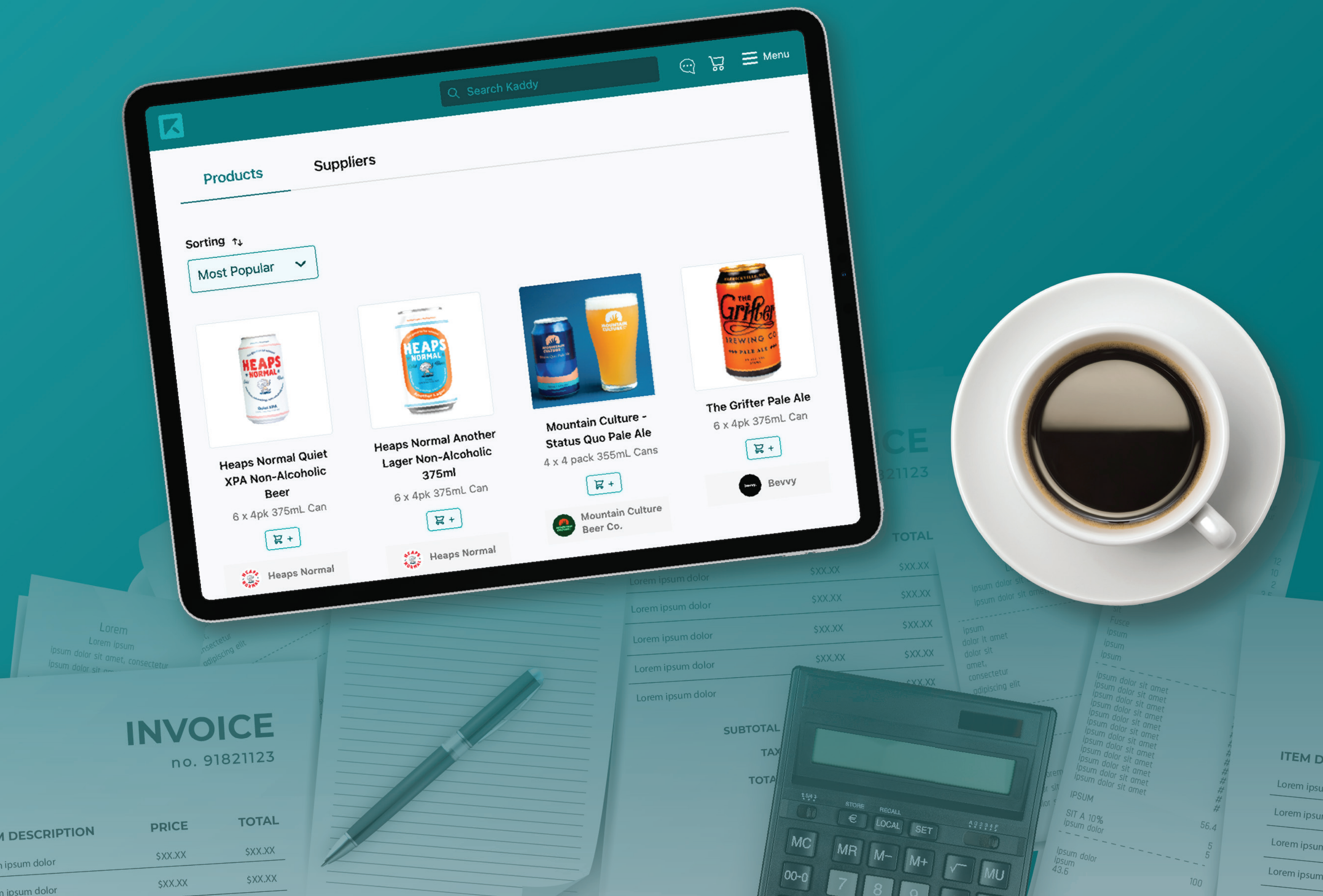
DW8

2022 Annual Report

“Trusted by thousands of suppliers and venues nationally, Kaddy provides a simple and easy to use solution for managing beverage discovery, ordering, payments and delivery. ”

kaddy

Less work. More business.



Welcome to DW8 (Kaddy) Annual Report

30 JUNE 2022

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Corporate Directory

DIRECTORS

Paul Evans	Non-Executive Chair
Dean Taylor	Executive Director and Chief Executive Officer
James Walker	Non-Executive Director
Mike Abbott	Executive Director and Head of Platforms

COMPANY SECRETARY

Arron Canicais

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283 Rokeby Road
Subiaco WA 6008
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SOLICITORS

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Perth WA 6000

SECURITIES EXCHANGE

Australian Securities Exchange Limited (ASX)
Home Exchange - Perth
ASX Code – DW8 (Ordinary Shares)
ASX Code – DW8O (Listed options with a $0.015 exercise price and 31 December 2022 expiry date)

Chair's Letter

Dear Investor

On behalf of the Directors of DW8 Limited, I am pleased to present our annual report for the financial year ending 30 June 2022.

It has been a year of further strong growth, which has principally been driven by two key acquisitions, those of beverage marketplace Kaddy, now Kaddy Marketplace and logistics business Parton Wine Group, which is now the backbone of Kaddy Fulfilment.

After successfully merging these strategic acquisitions with our existing businesses, I'm pleased to report that Kaddy Marketplace is now Australia's largest wholesale beverage marketplace, based on monetised GMV, revenue generated and number of platform users. Supported by Kaddy Fulfilment, which is one of Australia's leading specialised beverage logistics providers, together we are now servicing over 4,000 businesses within the wholesale beverage industry.

However, FY2022 has been a challenging operating environment for both our customers and suppliers and our own business, as inflationary cost pressures and poor labour availability exacerbated by the COVID-19 pandemic meaningfully disrupted our day-to-day Kaddy Fulfilment operations. Our second half trading performance in Fulfilment was particularly disappointing, and with the benefit of hindsight your Board was far too slow to address a range of basic operating issues. Subsequently, management change has been effected and meaningful cost reductions implemented.

While having enormous potential to transform the wholesale beverage industry, Kaddy Marketplace has fallen well short of the growth targets set at the time of acquisition and material resources have been directed by the Board to re-ignite growth and enhance customer stickiness with some positive early signs in the current financial year.

We extend a warm welcome to the new team members from Kaddy and Parton Wine Group which are now operating under a single brand 'Kaddy'. I would like to thank the whole DW8 team for their consistent hard work in the challenging personal circumstances created by the pandemic.

The DW8 Limited Board and management team will remain responsive to the challenges and opportunities in our operating environment and initiate changes as required to support continued scaling of the business to allow Kaddy to reach its full potential.

Yours faithfully

Paul Evans
Non-Executive Chair

CEO's Letter

Dear Shareholder,

Franklin D. Roosevelt remarked that 'A smooth sea never made a skilled sailor' and this is a reminder that life, relationships, and business come with many ups and downs, but it is sometimes those bumps that make us compassionate, resilient, and dynamic.

To his point, the last 12 months have certainly put my sailing skills in leading DW8 to the test. Fortunately I am no stranger to the highs and lows of early-stage ventures.

In FY2022 the factors at play, both internal and external challenging the business, have been extraordinary. We believe external factors have broadly had their maximum impact in terms of complications caused by labour shortages, bad weather events and Covid-19, and look forward to beverage consumption rates returning to normal levels and following their annual cyclical trends, peaking in the December quarter.

Internally, a lot of heavy lifting was initiated, and initiatives fully implemented into operations for which operational savings and synergies (under 'Project One') can be expected from the current September quarter onwards. We continue to work on reducing and optimising our cost structure and are acutely aware of the need to show strong growth and progress towards profitability.

While we have recently completed a round of funding, we continue to assess funding options to extend our funding runway. Today Kaddy is well positioned to scale for growth, operating as a single brand and is an attractive proposition to beverages suppliers across multiple tiers, in reaching their end consumers in the wholesale market.

At DW8, we have an amazing crew of passionate and dedicated professionals who have remained steadfast and determined to succeed. Together they have remained firmly focused on building the integrated marketplace and fulfilment platform 'Kaddy' that the highly fragmented wholesale beverage industry desperately needs.

While this Annual Report provides shareholders with a detailed summary of our Company's financial position, it fails to show the grit, blood, sweat and tears that go into creating and developing a new product and platform, launching it into the beverages industry that is infamous for its reluctance to embrace change.

'Kaddy' is a platform that doesn't just cater for boutique wineries, craft beer and spirits producers, it also services large suppliers looking for a better way to market. A platform that doesn't just cater for small independent bottle shops or restauranteurs looking for new products to differentiate their offering, but also the large retail banner and hospitality groups with dozens of venues or hundreds of members to service.

A platform that continues to grow as more and more businesses and industry stakeholders recognise the value that it releases. A platform that is reaching the tipping point where the network effect generated by early adopters can create sufficient momentum to push it into mainstream usage. A platform that that the industry wants and needs, not just here in Australia but all over the world.

I am the first to admit that the last 12 months haven't been kind to shareholders and I take full responsibility for this. I remain focused on ensuring the latent potential and value of the unique and innovative platform that we have created is fully realised.

On behalf of the team I have the honour of leading, I want to thank all our shareholders for another year of patience, conviction and support. I am absolutely confident that FY2023 will be a much better year as we make operational progress and move towards our vision of digitally transforming the wholesale beverage industry.

Yours faithfully

Dean Taylor
Executive Director and Chief Executive Officer

Review of Operations

PRINCIPAL ACTIVITIES

DW8 is an Australian publicly listed technology company that operates Kaddy, a unique and innovative technology platform that provides beverage suppliers an end-to-end supply chain solution that allows them to connect with buyers, simplify operations, streamline payments and fulfill both trade and consumer orders.

Our unique vertically integrated B2B platform is central to our success, differentiating us from the competition and allowing us to lead the digital transformation of the local beverage industry. Being able to offer the industry an end-to-end solution is key to being Australia's leading beverage marketplace.

Operating under our tag line 'Less work. More business.' Our platform consists of the following:

kaddy marketplace

Kaddy Marketplace

a one-stop shop for wholesale beverages discovery, ordering, invoicing and payments. Buyers have access to a broader range of products, a streamlined ordering and invoicing process, and flexible payment options. Suppliers can also connect with a diverse range of venues and retailers, creating opportunities to simplify back-office functions, increase sales opportunities, distribution and reach while improving cash flow.

kaddy fulfilment

Kaddy Fulfilment

offers the beverages industry a suite of specialised fulfilment solutions, including warehousing, inventory management and nationwide delivery services. With a dedicated fleet servicing major capitals across Australia, it provides suppliers with a fast, efficient and reliable delivery solution

kaddy community

Kaddy Community

a social networking platform designed to provide like-minded beverage industry professionals access to a forum to share their news, reviews, views, insights and latest announcements.

OPERATING METRICS

Growth in operating metrics during the period are the result of continued organic growth, bolstered by two acquisitions.

DW8 completed the acquisitions of Parton whose results are included from 10 August 2021 and Kaddy, whose results are included from 9 December 2021.

Operating Revenue

Operating Revenue in FY22 was $18.106m, up 595% on the prior year (FY21: $2.603m) and up 3450% on FY20 total of $0.510m.

Operating Revenue includes revenues generated by the following:

- Order processing fees (% of the order value)
- Accelerated payment fees (% of the order value)
- Fulfilment fees (storage, picking, packing, handling & freight)
- Membership fees (SaaS subscriptions)

Operating Revenue was negatively impacted by the following one-off external factors:

- Macroeconomic uncertainty
- COVID impacts (leading to staff shortages) and poor weather events

Kaddy Marketplace Platform

Total Marketplace GMV that was processed under DW8's management in FY22 was $9.850m, up 8,855% on the prior year (FY21) total of $0.110m. This includes a 7 month contribution from Kaddy Australia, which was acquired in December 2021.

If we were to include the full 12-month GMV contribution from Kaddy Australia, it would generate a proforma total Marketplace GMV across the Group of $17.160m.

GMV is a non-IFRS measure, it represents the total value of transactions processed by the marketplace businesses.

A strong contribution to marketplace growth came from Kaddy Australia.

Kaddy Marketplace showed strong growth across all other operating metrics including:

- Trade Buyers of 2,848, up 111% on the prior year
- Total Brands of 2,034, up 414% on the prior year
- Total Product SKU's of 17,390 up 205% on the prior year

These three operating metrics are based on Kaddy Australia only. They do not include any contribution from Wine Depot Market, which was officially retired on 30 June 2022.

Kaddy Fulfilment Platform

Cases Shipped in FY22 were 1.212m, up 474% on the prior year (FY21).

Active Suppliers at the end of June 2022 were 1,211 up 274% on the prior year (FY21) total of 324.

The overlap of suppliers using both Fulfilment and Marketplace platforms at the end of June was just 6%. There is a large potential to upsell suppliers to also become Marketplace users and vice versa.

KEY ACTIVITIES UNDERTAKEN AND MILESTONES ACHIEVED IN FY22

KADDY Acquisition

The acquisition of 100% of Kaddy Australia Pty Limited (Kaddy) in the December quarter was completed following shareholder approval (see ASX announcement 8 December 2021). Kaddy is Australia's leading wholesale beverage marketplace, and the acquisition both allows DW8 to penetrate deeper into the wholesale beverage market and brings a network of over 2,000 registered wholesale customers and more than 450 suppliers. For further information about the acquisition of Kaddy, see ASX announcement and Investor Presentation of 15 October 2021.

Kaddy's results are included for only a portion of the financial year under DW8 control being from 9 December 2021.

National Distribution Centre (NDC)

The Company completed the purchase, sale and long-term leaseback of its NDC in Barnawartha, Victoria (7,250 sqm warehouse with potential to expand by a further 10,770 sqm).

A one-off cash profit of $3.266m net of costs was generated from this transaction. A further $1.095m of recently invested capital was also released at settlement, through a long-term funding agreement provided by the new landlord for the state-of-the-art temperature control systems that have been installed at the NDC. Both payments totalling $4.361m were received in February 2022.

Accounting for the sale and lease-back under the provisions of AASB16 – Leases, resulted in an accounting gain of $1.392m.

Parton Acquisition

Parton Wine Distribution Pty Limited (Parton) was acquired in August 2021 to help accelerate the development of the fulfilment component of our integrated trading, payment, and fulfilment platform.

The acquisition provided us with the operational infrastructure required to offer the liquor industry access to a specialised national beverage fulfilment solution, which until now has been unavailable for most industry suppliers.

It also provides a significant step change in our operational capability, which in turn allows the Group to start attracting and servicing much larger accounts. This significantly reduces the Group's reliance on third party logistics providers, which in turn allows the Group to start set new benchmarks in service levels for the industry.

The acquisition also provided a significant lift across key performance metrics in terms of cases shipped, total order volume and number of suppliers. The acquisition has expanded the Group's competitive moat by providing our suppliers with an end-to-end supply chain solution. For further information about the acquisition of Parton, see ASX announcement of 19 July 2021.

Despite the challenging and ever-changing trading conditions due to Covid 19, the business unit has set a number of order fulfilment records in November and December.

Parton's results are included for only the portion of the financial year under which DW8 has had control, being from 10 August 2021.

Project One

Project One, launched in late December following the acquisition of Kaddy, involves the consolidation of all operations under a single brand 'Kaddy' and a simplification of customer value proposition resulting in two divisions:

- Kaddy Marketplace
- Kaddy Fulfilment (formerly WINEDEPOT LOGISTICS)

Key initiatives completed during the financial year under Project One include:

- One brand
- One vision
- One team
- One website
- One platform
- One community
- One logistic network
- One marketplace

A significant aspect of Project One is the capture of savings and synergies, with $4m p.a. expected to be delivered from Q1 FY2023 (September quarter) to reduce the ongoing operating cost. This includes once-off restructuring costs which negatively impacted the Company expenses and net cash from operating activities.

Key initiatives underway include:

Marketplace division

- A range of enhancements designed to reduce the number of transactions moving off platform
- New membership program introduced
- New tiered pricing structure introduced reducing order processing fee to as little as 1.25%
- Expansion of payment methods and terms available to buyers
- Additional functionality & integrations, making the platform easier to use

Fulfilment division

- Operational improvements to improve warehouse productivity and remove capacity constraints
- Introduction of discounted freight rates for suppliers using Kaddy Marketplace (to increase overlap)
- Introduction of rate increase (effective 1 July 2022)
- Introduction of fuel levy

CORPORATE

Placements

During the period the Company successfully closed a $14.4m capital raising at $0.056 per share (excluding directors' participation of $100,000 which was subject to shareholder approval), consisting of $12.625m placement to sophisticated and institutional investors and $1.775m from a SPP to existing shareholders (see ASX announcement of 5 November 2021). Total shares issued as part of the capital raising are 257,294,971 new fully paid ordinary shares.

Funds raised were applied to the acquisition of Kaddy ($6.75m) and expansion of the Kaddy marketplace.

During the period the Company also successfully closed a $7.375m capital raising at $0.065 per share (excluding directors' participation of $125,000 which was subject to shareholder approval) to sophisticated and institutional investors (see ASX announcement of 19 July 2021). Total shares issued as part of the capital raising are 113,461,540 new fully paid ordinary shares.

During the period the Company converted a total of 9,681,722 DW8 listed options and 9,134,600 unlisted options which resulted in a total cash injection of $362,305 before costs.

FINANCIAL POSITION & OPERATING RESULTS

The financial results of the Group for the year ended 30 June 2022 are:

	30-Jun-22	30-Jun-21	Change ($)	Change %
Revenue ($)	18,106,416	2,603,810	15,502,606	595%
Net loss after tax ($)	(17,464,677)	(6,931,632)	(10,533,045)	152%
Cash and cash equivalents ($)	3,354,414	6,355,191	(3,000,778)	-47%
Net assets ($)	30,047,393	8,796,137	21,251,256	242%

Operating Results

DW8's net loss after income tax for the year ended 30 June 2022 totalled $17,464,677, which compared with a loss of $6,931,632 in the previous financial year.

The operating loss in the current year was a result of the net loss incurred in the expansion of the marketplace business, costs associated with integrating the Parton Acquisition, the impacts of staff shortages and increased costs within the fulfilment division and the recognition of employee based share payments related to the Kaddy acquisition.

Financial Position

During the financial year, net assets of the Company and its controlled entities increased by $21,251,256 to $ 30,047,393 at 30 June 2022. The increase was as a result of the capital raised during the year partially offset by the operating loss for the year. The value of Goodwill recorded as a result of the acquisitions made during the year was $27,893,661 resulting in a closing balance of intangible assets of $29,289,694 (FY21: $2,673,369).

EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

On 18 August 2022 the Company announced it had entered into a subscription agreement for up to $5m from US-based institutional investor New Technology Capital Group, LLC, consisting of three tranches. As at the date of this report, the first tranche of $1.5m has been drawn down.

In addition to this a 1 for 6 non-renounceable Entitlement Offer to existing eligible shareholders was also announced on the same date. The Entitlement Offer closed on 20 September 2022. The Company received applications to subscribe for 15,295,325 Shares from Eligible Shareholders under the Rights Issue and applications to subscribe for 761,064 Shares from Eligible Shareholders under the Shortfall Offer to raise approximately $176,620.

The Company intends to issue 7,647,728 Free-Attaching Options pursuant to the Entitlement Offer and 380,535 Free-Attaching Options pursuant to the Shortfall Offer. As disclosed in the Prospectus, the Company would apply for quotation of the Free Attaching Options if the conditions for quotation of a new class of securities were satisfied. As also stated in the Prospectus, if these conditions were not satisfied, the Free Attaching Options would be issued as unquoted options. As the conditions to quotation were not satisfied, the Free Attaching Options will be unquoted.

The Directors are not aware of any other matters or circumstances have arisen, since the end of the year, which significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in subsequent financial years.

Remuneration Report

This report for the year ended 30 June 2022 outlines the remuneration arrangements of the Group in accordance with the requirements of the Corporations Act 2001 ('the Act') and its regulations. This information has been audited as required by section 308(3C) of the Act.

The remuneration report details the remuneration arrangements for key management personnel ('KMP') who are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any Director (whether executive or otherwise) of the Parent company.

This Remuneration Report covers the following Key Management Personnel:

NAME	POSITION	APPOINTMENT / (RESIGNATION)
Non-Executive Directors		
Mr Paul Evans	Non-Executive Chair	Appointed 1 November 2019
Mr James Walker	Non-Executive Director	Appointed 30 September 2019
Ms Michelle Andersen	Non-Executive Director	Appointed 1 July 2021, Resigned 27 November 2021
Executive Directors		
Mr Dean Taylor	Executive Director / Chief Executive Officer	Appointed 1 February 2019
Mr Michael Abbott	Executive Director / Head of Platforms	Appointed 8 December 2021
Other KMP		
Mr Clinton Lander	Chief Financial Officer	From 1 February 2022
Mr Richard Coombes	Head of Commercial	From 8 December 2021

There have been no other changes after reporting date and up to the date that the financial report was authorised for issue.

The Remuneration Report is set out under the following main headings:

A. Remuneration Philosophy
B. Principles used to determine the nature and amount of remuneration and link to performance
C. Details of Remuneration
D. Share-based Compensation
E. Shareholdings of key management personnel
F. Loans to key management personnel
G. Other transactions with key management personnel

A Remuneration Philosophy

KMP have authority and responsibility for planning, directing and controlling the activities of the Group. KMP of DW8 comprise the Board of Directors and certain senior executives.

The performance of the Group depends upon the quality of its KMP. To prosper the Company must attract, motivate and retain appropriately skilled Directors and Executives.

The Group's broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality.

B Principles used to determine the nature and amount of remuneration and link to performance

Remuneration of Directors is currently set by the Board of Directors. During the year the Board established a separate Remuneration Committee and also engaged the services of BDO, remuneration consultants, to review its existing remuneration policies and provide recommendations on how to improve both the Short-Term Incentive (STI) and Long-Term Incentive (LTI) programs. This review is in the process of being finalised and will be implemented for the financial year ending 30 June 2023.

The Remuneration Committee is primarily responsible for:

- The over-arching executive remuneration framework;
- Operation of the incentive plans which apply to executive directors and senior executives (the executive team), including key performance indicators and performance hurdles;
- Remuneration levels of executives, and
- Non-executive director fees.

Their objective is to ensure that remuneration policies and structures are fair and competitive and aligned with the long-term interests of the Company.

Non-Executive Remuneration

The remuneration of Non-Executive Directors consists of Directors' fees. The Company's constitution provides that the remuneration of Non-Executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The Company's constitution sets the payment of fees to the Non-Executive Directors, which in aggregate cannot exceed $500,000 per annum, although this may be varied by ordinary resolution of the Shareholders in general meeting. The remuneration of any executive director that may be appointed to the Board will be fixed by the Board and may be paid by way of fixed salary or consultancy fee.

Remuneration of Non-Executive Directors is based on fees approved by the Board of Directors and is set at levels to reflect market conditions and encourage the continued services of the Directors. The nature and amount of remuneration is collectively considered by the Board of Directors with reference to relevant employment conditions and fees commensurate to a company of similar size and level of activity, with the overall objective of ensuring maximum stakeholder benefit from the retention of high performing Directors.

The following fees apply:

Fees per Annum	FY22	FY21
Chair	$100,000	$100,000
Other Directors	$75,000	$75,000

No fees as described are paid to Directors who hold an employment contract with the Company.

The fees described are inclusive of applicable superannuation. Non-Executive Directors do not receive any other retirement benefits in the form of superannuation but are able to participate in share-based incentive programmes in accordance with Company policy.

Executive Remuneration

The nature and amount of remuneration of executives are assessed on a periodic basis with the overall objective of ensuring maximum stakeholder benefit from the retention of a high performing Executives.

The main objectives sought when reviewing executive remuneration is that the Company has:
- Coherent remuneration policies and practices to attract and retain Executives;
- Executives who will create value for shareholders;
- Competitive remuneration offered benchmarked against the external market; and
- Fair and responsible rewards to Executives having regard to the performance of the Group, the performance of the Executives and the general pay environment.

The Company aims to reward Executives with a level and mix of remuneration commensurate with their position and responsibilities within the Company and aligned with market practice. Executive contracts are reviewed annually by the Remuneration Committee, for their approval. The process consists of a review of company, business unit and individual performance, relevant comparative remuneration internally and externally and, where appropriate, external advice independent of management.

Executive remuneration and incentive policies and practices must be aligned with the Company's vision, values and overall business objectives. Executive remuneration and incentive policies and practices must be designed to motivate management to pursue the Company's long-term growth and success and demonstrate a clear relationship between the Company's overall performance and the performance of executives.

The Group has structured an executive remuneration framework that it believes is market competitive and complementary to the objectives of the organisation.

The executive pay and reward framework generally has three components:

Fixed remuneration

Base pay	• Executives are offered a competitive base pay that comprises the fixed component of pay and rewards. • Retirement benefits are delivered under the Australia superannuation legislation at 10% of base salary for the year ended 30 June 2022, up to the maximum superannuation contribution base.

Performance-based remuneration

Short-term Incentives (STI)	• STI is provided to Executive KMPs at a rate equivalent to 20-25% of their base salary, excluding superannuation, where payment is dependent upon satisfaction of certain performance conditions and awarded at the absolute discretion of the board.
Long-term Incentives (LTI)	• Executive KMP are awarded LTIs upon entering into an employment contract with the Company where vesting conditions are based on either continued employment by the Company or on the business achieving pre-determined performance targets.

Remuneration and other terms of employment for executive key management personnel are formalised in service or employment agreements. The agreements provide for the provision of performance related cash bonuses, when eligible. All service agreements are reviewed annually by the Remuneration Committee.

Overview of FY21 Remuneration

	Fixed Remuneration	STI Entitlement	LTI Entitlement
Dean Taylor	$325,000	25%	n/a
Michael Abbott	$247,500	25%	57,738,392 Performance Rights
Clinton Lander	$293,568	20%	9,000,000 Performance Rights
Richard Coombes	$192,500	25%	57,738,392 Performance Rights

Mr Taylor was previously awarded 100,000,000 shares for satisfying the conditions of performance rights issued pursuant to shareholder approval at the 2019 AGM. A notice period of 3 months applies on termination of employment.

Mr Abbott was appointed an Executive Director and Head of Platforms on 8 December 2021. He was issued the following Performance Rights as an LTI in connection with the acquisition of Kaddy Australia Pty Limited that vest and convert to fully paid ordinary shares as follows:

- 14,434,598 fully paid ordinary shares in the event Kaddy Marketplace achieves a target GMV of $25 million in the preceding 12 months at any point before 8 December 2024
- 14,434,598 fully paid ordinary shares in the event Kaddy Marketplace achieves a target GMV of $50 million in the preceding 12 months at any point before 8 December 2024
- 14,434,598 fully paid ordinary shares in the event Kaddy Marketplace achieves a target GMV of $75 million in the preceding 12 months at any point before 8 December 2024
- 14,434,598 fully paid ordinary shares in the event Kaddy Marketplace achieves a target GMV of $100 million in the preceding 12 months at any point before 8 December 2024

A notice period of 3 months applies on termination of employment.

Mr Lander was appointed as Chief Financial Officer on 1 February 2022. He was issued 9,000,000 Performance Rights that vest and convert to fully paid ordinary shares as follows:

- 3,000,000 vesting 31 March 2023 (subject to remaining continuously employed by the company at all times)
- 3,000,000 vesting 31 March 2024 (subject to remaining continuously employed by the company at all times)
- 3,000,000 vesting 31 March 2025 (subject to remaining continuously employed by the company at all times)

A notice period of 3 months applies on termination of employment.

Mr Coombes was appointed as Head of Commercial on 8 December 2021. He was issued the following Performance Rights as an LTI in connection with the acquisition of Kaddy Australia Pty Limited that vest and convert to fully paid ordinary shares as follows:

- 14,434,598 fully paid ordinary shares in the event Kaddy Marketplace achieves a target GMV of $25 million in the preceding 12 months at any point before 8 December 2024
- 14,434,598 fully paid ordinary shares in the event Kaddy Marketplace achieves a target GMV of $50 million in the preceding 12 months at any point before 8 December 2024
- 14,434,598 fully paid ordinary shares in the event Kaddy Marketplace achieves a target GMV of $75 million in the preceding 12 months at any point before 8 December 2024
- 14,434,598 fully paid ordinary shares in the event Kaddy Marketplace achieves a target GMV of $100 million in the preceding 12 months at any point before 8 December 2024

A notice period of 3 months applies on termination of employment.

C Details of Remuneration

The table below details the various components of remuneration for each member of the key management personnel of the Group. The term "Key Management Personnel" (or "KMP") refers to those persons having authority and responsibility for planning, directing and controlling the activities of the group directly or indirectly including any Director (whether executive or otherwise) of the Group.

Remuneration of KMP of the Group for the year ended 30 June 2022 is set out below:

		Short-term employee benefits			Post-employment benefits	Share-based payments		
Remuneration ($)	**Financial Year**	**Salary & fees**	**STI**	**Other**	**Super-annuation**	**Options**	**Performance Rights**	**Total**
Directors								
P. Evans	2022	100,000	-	-	-	74,993	-	**174,993**
	2021	91,667	-	-	-	66,559	-	**158,226**
D. Taylor[1]	2022	301,432	12,188	40,000	23,568	149,986	-	**527,174**
	2021	311,457	40,625	-	7,719	133,118	350,000	**842,919**
J. Walker	2022	67,827	-	-	6,783	74,993	-	**149,603**
	2021	66,200	-	-	5,302	66,559	-	**138,061**
M. Anderson[2]	2022	28,409	-	-	2,841	-	-	**31,250**
	2021	-	-	-	-	-	-	**-**
M. Abbott[3]	2022	129,348	-	-	12,935	-	515,852	**658,135**
	2021	-	-	-	-	-	-	**-**
Other KMP								
C. Lander[4]	2022	112,670	-	-	10,689	-	46,750	**170,109**
	2021	-	-	-	-	-	-	**-**
R. Coombes[5]	2022	101,087	-	-	10,109	-	515,852	**627,048**
	2021	-	-	-	-	-	-	**-**
TOTAL	2022	840,773	12,188	40,000	66,925	299,972	1,078,454	**2,338,312**
	2021	469,324	40,625	-	13,021	266,236	350,000	**1,139,206**

1. During the year Mr Taylor cashed in $40,000 of annual leave to exercise 1,600,000 options at 2.5 cents each, this is disclosed in "Other".
2. Ms Anderson was appointed a Director on 1 July 2021 and resigned 27 November 2021.
3. Mr Abbott was appointed Director and Head of Platforms on 8 December 2021.
4. Mr Lander was appointed Interim CFO on 1 February 2022 at which point he became a KMP and was appointed CFO on 31 March 2022.
5. Mr Coombes was appointed Head of Commercial on 8 December 2021.

D Share-based Compensation

i) Options and performance rights

The Group issues options and performance rights to employees to provide long-term incentives for employees to deliver value to shareholders by aligning interests and conserving cash. The Group also issues options to Directors to align their personal interests with that of the shareholders.

Each options provides the right to acquire one ordinary share in DW8 Limited for a stated exercise price, subject to the relevant vesting conditions being met. Each Performance Right provides the right to acquire one ordinary share in Dw8 Limited subject to the relevant vesting conditions being met. Options and performance rights or entitlements to receive dividends.

Mr Evans, Mr Taylor and Mr Walker each hold options in the Company that were issued in prior financial years following shareholder approval.

During the 2022 financial year:

- 57,738,392 performance rights were issued on 8 December to each of Mr Abbott and Mr Coombes in connection with the acquisition of Kaddy Australia Pty Ltd.
- 9,000,000 performance rights were issued on 31 March 2022 to Mr Lander.

The options issued to employees in prior financial years were designed to provide long-term incentives for employees to delivery value to shareholders by aligning interests and conserving cash reserves.

All options granted, once converted to ordinary shares, carry standard dividend and voting rights available to ordinary shareholders.

Details of options and performance rights over ordinary shares in the Company provided as remuneration to each director of DW8 Limited and each of the KMP of the Company and Group are set out below. When exercisable, each option is convertible into one ordinary share in DW8 Limited. Further information on the options is set out in Note 24 to the financial statements.

Options	Financial Year	Balance at Start of Year	Granted	Exercised	Forfeited / Other	Balance at End of Year	Vested and Exercisable	Unvested
Directors								
P. Evans	2022	11,769,231	-	5,769,231	-	6,000,000	2,000,000	4,000,000
	2021	5,769,231	6,000,000	-	-	11,769,231	5,769,231	6,000,000
D. Taylor	2022	14,198,551	-	6,198,551	-	8,000,000	-	8,000,000
	2021	2,198,551	12,000,000	-	-	14,198,551	2,198,551	12,000,000
J. Walker	2022	6,961,538	-	961,538	-	6,000,000	2,000,000	4,000,000
	2021	961,538	6,000,000	-	-	6,961,538	961,538	6,000,000
M. Abbott	2022	-	-	-	-	-	-	-
(appointed 8 Dec 2021)	2021	-	-	-	-	-	-	-
M. Anderson	2022	-	-	-	-	-	-	-
(appointed 1 Jul 2021 resigned 27 Nov 2021	2021	-	-	-	-	-	-	-
Other KMP								
C. Lander	2022	-	-	-	-	-	-	-
(appointed 1 Feb 2022)	2021	-	-	-	-	-	-	-
R. Coombes	2022	-	-	-	-	-	-	-
(appointed 8 Dec 2021)	2021	-	-	-	-	-	-	-

Performance Rights	Financial Year	Balance at Start of Year	Granted	Exercised	Forfeited / Other	Balance at End of Year	Vested and Exercisable	Unvested
Directors								
P. Evans	2022	-	-	-	-	-	-	-
	2021	-	-	-	-	-	-	-
D. Taylor	2022	-	-	-	-	-	-	-
	2021	100,000,000	-	(100,000,000)	-	-	-	-
J. Walker	2022	-	-	-	-	-	-	-
	2021	-	-	-	-	-	-	-
M. Abbott	2022	-	-	-	-	-	-	-
(appointed 8 Dec 2021)	2021	-	-	-	-	-	-	-
M. Anderson	2022	-	-	-	-	-	-	-
(appointed 1 Jul 2021 resigned 27 Nov 2021)	2021	-	-	-	-	-	-	-
Other KMP								
C. Lander	2022	-	9,000,000	-	-	9,000,000	-	9,000,000
(appointed 1 Feb 2022)	2021	-	-	-	-	-	-	-
R. Coombes	2022	-	-	-	-	-	-	-
(appointed 8 Dec 2021)	2021	-	-	-	-	-	-	-

ii) Shares

No shares were granted to key management personnel during the year.

E Shareholdings of key management personnel

The numbers of Shares in the Company held during the financial year by each director of DW8 Limited and other KMP of the Group, including their personally related parties, are set out below.

Shares	Financial Year	Balance at Start of Year	Other changes during the year	Purchased on market	Sold on market	Balance at 30/06/2022
Directors						
P. Evans[1]	2022	26,701,923	7,939,559	-	(6,000,000)	28,641,482
	2021	23,076,923	-	3,625,000	-	26,701,923
D. Taylor[2]	2022	97,000,000	106,967,872	-	(11,967,872)	192,000,000
	2021	95,274,196	-	1,725,804	-	97,000,000
J. Walker[3]	2022	4,846,154	1,792,582	-	(1,300,000)	5,338,736
	2021	3,846,154	-	1,000,000	-	4,846,154
M. Abbott[4]	2022	-	115,476,783	-	-	115,476,783
(appointed 8 Dec 2021)	2021	-	-	-	-	-
M. Anderson	2022	-	-	-	-	-
(appointed 1 Jul 2021 resigned 27 Nov 2021)	2021	-	-	-	-	-
Other KMP						
C. Lander	2022	-	-	-	-	-
(appointed 1 Feb 2022)	2021	-	-	-	-	-
R. Coombes[4]	2022	-	115,476,783	-	-	115,476,783
(appointed 8 Dec 2021)	2021	-	-	-	-	-

1. Other changes during the year include the exercise of 5,769,231 options and the purchase of 2,170,328 shares via a Director Placement approved at the 2021 AGM.
2. Other changes during the year include conversion 100,000,000 performance rights, the exercise of 6,198,551 options and the purchase of 769,321 shares via a Director Placement approved at the 2021 AGM.
3. Other changes during the year include the exercise of 961,538 options and the purchase of 831,044 shares via a Director Placement approved at the 2021 AGM.
4. Shares issued as consideration for acquisition of Kaddy Australia Pty Ltd. Of these shares 57,738,392 remain unvested and will vest subject to Kaddy achieving the GMV targets as outlined in Section B of the Remuneration Report.

F Loans to key management peronnel

There were no loans to key management personnel during the reporting period.

I Other transactions with Key management personnel

There were no transactions with key management personnel of DW8 Limited, other than those disclosed above, during this reporting period.

END OF REMUNERATION REPORT

Board Of Directors

Mr Paul Evans
Non-Executive Chair
(appointed 1 November 2019)
MA

Mr Evans has 29 years of private equity experience with 3i in the United Kingdom and with AMP, Gresham, Ironbridge and Pacific Road in Australia. After six years as a Director of AMP Private Equity, where he led several of Australia's leading management buyouts, Paul left to join Gresham in 2001 as a director. There he led the A$252 million buyout of car parts group Repco in 2001.

In 2003 Paul became one of the Founding Partners of Ironbridge and has represented Ironbridge Funds on the Boards of Barbeques Galore, iNova Pharmaceuticals and Amart Furniture. From 2017 to 2021, Paul was Director, Operations for Pacific Road Capital.

Paul obtained a first class Honours degree in Modern Languages from Cambridge University. He is also a keen wine collector and the current Chair of the Advisory Board at Elderton Wines.

During the past three years, Mr Evans has not held directorships in any other ASX listed companies.

Mr Dean Taylor
Executive Director and Chief Executive Officer
(appointed 1 February 2019)
B'ARCH HONS

Originally an architect, Dean established Wine Ark in 2000 a climate-controlled storage business which now manages over $100m of wine across over a dozen sites around the country. Wine Ark was acquired by National Storage (ASX: NSR) in 2007.

In 2003 he launched Wine Exchange an online wine trading platform and The Cellar Club an ultra premium wine club, which were acquired by Cellarmasters in 2009 and latter sold onto Woolworths in 2011 as part of a $340m transaction.

In 2010 he founded Crackawines.com.au a direct-to-consumer marketplace that became one of Australia's top 50 online retailers. Catering for niche market segments, he also launched Winegrowers Direct and My Wine Guy, before merging those businesses with The Wine Society to form The Wine Collective. Mr Taylor is a digital pioneer and start-up veteran with seven successful wine ventures under his belt.

During the past three years, Mr Taylor has not held directorships in any other ASX listed companies.

Mr James Walker
Non-Executive Director
(appointed 30 September 2019)
B.Com (UNSW), FCA., GAICD

James is a seasoned executive, with a track record in successfully commercialising cutting-edge technology in emerging markets. He has headed a number of Australian and international technology companies, including Chief Executive at DroneShield (ASX:DRO), Chief Financial Officer of Seeing Machines (AIM: SEE) and held leadership posittions in a number of growth technology companies.

During the past three years, Mr Walker held the following directorships in other ASX listed companies:

- Non-Executive Chair of thedocyard Limited (resigned August 2020),
- Non-Executive Director of Bluglass Limited (current).
- Non-Executive Chair of Native Mineral Resources Holding Limited (current)

Mr Michael Abbott
Executive Director and Head of Platforms
(appointed 8 December 2021)
B.Com (USYD)

Mike co-founded Uber in Australia in 2012 and spent 6 years building out its Australia and New Zealand business – one of the strongest Uber markets globally. Mike spent time as General Manager of Queensland before becoming Head of Operations, Strategy & Planning for Australia and New Zealand. Previously to Uber, Mike spent 6 years working in Corporate Finance at Bell Potter.

In January 2019 Mike co-founded Kaddy where he acted as CEO until the acquisition by DW8 Limited in December 2021.

During the past three years, Mr Abbott has not held directorships in any other ASX listed companies.

Director's Report

The names of the Directors of the Company in office during the year and up to the date of this report are as follows:

NAME	POSITION	APPOINTMENT / (RESIGNATION)
Mr Paul Evans	Non-Executive Chair	Appointed 1 November 2019
Mr James Walker	Non-Executive Director	Appointed 30 September 2019
Ms Michelle Andersen	Non-Executive Director	Appointed 1 July 2021, Resigned 27 November 2021
Mr Dean Taylor	Executive Director / Chief Executive Officer	Appointed 1 February 2019
Mr Michael Abbott	Executive Director / Head of Platforms	Appointed 8 December 2021

The qualifications, experience and special responsibilities of the Directors, including details of other listed company directorships held during the last three years, are detailed on pages 25 to 26 of this report.

Directors were in office from incorporation until the date of this report unless otherwise stated.

COMPANY SECRETARY

Mr Arron Canicais is a corporate advisory executive of corporate advisory firm Smallcap Corporate Pty Ltd, which specialises in corporate advice and compliance administration to public companies. Mr Canicais has been involved in financial reporting and corporate compliance for over 13 years. Mr Canicais is an associate member of the Institute of Chartered Accountants and an associate member of the Governance Institute of Australia.

CORPORATE STRUCTURE

DW8 Limited (DW8) is a Company limited by shares that is incorporated and domiciled in Australia. The Company is listed on the Australian Securities Exchange ('ASX') under ASX code DW8 and whose shares are publicly traded on the Australian Securities Exchange Limited. DW8 changed its name from Digital Wine Ventures Limited during the period, recognising the expansion of its addressable market into the broader beverage industry. An overview of the ownership structure for DW8 (the Group) is shown below:

DW8 Limited	Parent Entity
Kaddy Australia Pty Ltd	100% owned controlled entity
Kaddy Fulfilment Pty Ltd	100% owned controlled entity
Wine Depot Holdings Pty Ltd	100% owned controlled entity
Wine Delivery Australia Pty Ltd	100% owned controlled entity
DW8 (Property) Pty Limited	100% owned controlled entity
CGWDH Pty Ltd	100% owned controlled entity
Dawine (HK) Limited	100% owned CGWDH Pty Ltd (to be liquidated)

REVIEW OF OPERATIONS

Information on the principal activities, operations and financial position of the Group and its business strategies and prospects is set out in the Operating and Financial Review on pages 12 to 16 of this report.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

During the period the Group successfully completed the acquisition of 100% of the issued capital of Kaddy Pty Limited (Kaddy), Australia's leading wholesale alcoholic beverage marketplace. The consideration for Kaddy was comprised of $6.75 million cash plus adjustments for net cash balances of Kaddy on completion and the issue of 484,102,289 fully paid ordinary shares in DW8 subject to vesting and escrow provisions. Refer Business Combinations Note 11 for more detail. The acquisition delivered significant increases across a number of key metrics including GMV, active suppliers and trade buyers.

During the period the Group successfully completed the acquisition of 100% of the issued capital of Parton Wine Distribution Pty Limited (Parton), one of Australia's largest specialist beverage third party logistics providers. The consideration for Parton was entirely performance based through the issue of performance securities that vest on certain performance targets being achieved. Refer Business Combination Note 11 for more detail. The acquisition delivered significant increases across a number of key metrics including orders processed, cases shipped and active suppliers.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATION

The Company will continue to pursue its principal activity of expanding its integrated trading, payment & order fulfilment platform as outlined under the heading 'Review of Operations' of this Report.

ENVIRONMENTAL REGULATIONS

There have been no recorded incidents of non-compliance with any applicable international, national or local declarations, treaties, conventions or regulations associated with environmental issues during the year. There have not been any known significant breaches of any environmental regulations during the period under review and up until the date of this report.

MEETINGS OF DIRECTORS

The number of Director's meetings held during the financial year and the number of meetings attended by each Director during the time the Director held office are:

	Full Meetings of Directors		Audit and Risk Management Committee		Remuneration and Nomination Committee	
2022 Meetings	A	B	A	B	A	B
Mr Paul Evans	19	19	2	2	2	2
Mr Dean Taylor	19	19	-	-	2	2
Mr James Walker	19	19	2	2	-	-
Ms Michelle Anderson	10	9	-	-	-	-
Mr Michael Abbott	9	9	-	-	-	-

A - Number of meetings held during the time the director held office or was a member of the committee during the year (number eligible to attend).
B - Number of meetings attended.

DIRECTORS' SHAREHOLDINGS (DIRECT AND INDIRECT HOLDINGS)

The following table sets out each current Director's relevant interest in shares and options to acquire shares of the Company or a related body corporate as at the date of this report.

Directors	Fully Paid Ordinary Shares	Listed Share Options	Incentive Options	Performance rights
Mr Paul Evans	33,415,063	2,386,791	6,000,000	-
Mr Dean Taylor	193,818,182	909,091	8,000,000	-
Mr James Walker	6,061,859	361,562	6,000,000	-
Mr Michael Abbott	115,476,783		-	57,738,392
Total	128,548,077	-	20,000,000	57,738,392

DIVIDENDS

No dividends were paid during the period or previous period and no recommendation or declaration is made as to dividends in this period or previous period. There were no dividend reinvestment plans in the period or previous period.

OPTIONS

During the year the Company issued 20,250,000 options to advisors pursuant to capital raises. (2021: 52,750,000 free attaching options were pursuant to capital raises and incentive schemes)

During the year 18,816,322 ordinary shares have been issued as a result of the exercise of options.

INDEMNIFYING OFFICERS OR AUDITOR

During the financial year, the Company paid a premium in respect of a contract insuring all its Directors and current and former executive officers against a liability incurred as such a Director or executive officer to the extent permitted by the Corporation Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditors of the Company against a liability incurred as such an officer or auditor.

PROCEEDINGS ON BEHALF OF COMPANY

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

NON-AUDIT 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 and/or the group are important.

There were no non-audit services provided by the auditor (Hall Chadwick WA Audit Pty Ltd) during the year.

CORPORATE GOVERNANCE

In recognising the need for the highest standards of corporate behaviours and accountability, the directors of Digital Wine support and have adhered to the principles of corporate governance and have established a set of policies and manuals for the purpose of managing corporate governance. The Company's detailed Corporate Governance Statement is lodged with ASX and available from the Company's website.

LEAD AUDITOR INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under s 307C of the Corporations Act 2001 is set out on page 27.

REMUNERATION REPORT

Information on DW8's remuneration framework and the outcomes for FY22 for Key management personnel is included in the remuneration report on pages 13 to 20 of this report.

CORPORATE GOVERNANCE

Our Corporate Governance Plan is available from our website:
https://www.dw8.com.au/corporate-governance

This directors' report is signed in accordance with a resolution of the Board of Directors:

Paul Evans
Non-Executive Chair
Sydney, Australia
Dated: 30 September 2022

HALL CHADWICK

To the Board of Directors,

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

As lead audit director for the audit of the financial statements of DW8 Limited for the financial year ended 30 June 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 audit; and
- any applicable code of professional conduct in relation to the audit.

Yours Faithfully

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

D M BELL CA
Director

Dated this 30th day of September 2022
Perth, Western Australia

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Consolidated Statement of Profit or Loss and Other Comprehensive Income
FOR THE YEAR ENDED 30 JUNE 2022

	Notes	30-Jun-22 $	30-Jun-21 $
Revenue		18,106,416	2,603,810
Cost of sales		(13,310,050)	(2,584,396)
Gross profit		**4,796,366**	**19,414**
Other income	8	1,805,575	192,082
Expenses			
Administration, consulting and other expenses	10	(3,690,443)	(1,823,166)
Research & development		(1,018,780)	(183,955)
Advertising and marketing expenses		(723,258)	(479,307)
Equipment Repairs and Maintenance		(389,019)	(6,499)
Salaries and wages		(9,536,234)	(2,651,585)
Director fees		(685,332)	(482,344)
Share based payments	24	(1,935,678)	(1,180,654)
Acquisition related expenses		(421,073)	-
Depreciation expense		(480,354)	(256,488)
Amortisation expense		(79,130)	(79,130)
Amortisation On Right of Use assets	18	(2,694,207)	-
Impairment expense	19	(1,198,205)	-
Interest Expense		(1,214,905)	-
Loss from continuing operations before income tax		**(17,464,677)**	**(6,931,632)**
Income tax expense		-	-
Loss from continuing operations after income tax		**(17,464,677)**	**(6,931,632)**
Other comprehensive income			
Items that may be reclassified to profit or loss			
Exchange differences on translation of foreign operations		227	(23,275)
Other comprehensive income for the period, net of tax		**227**	**(23,275)**
Total comprehensive loss for the period		**(17,464,449)**	**(6,954,907)**
Loss per share attributable to ordinary equity holders (cents)			
- Basic loss per share	13	**(0.891)**	**(0.456)**
- Diluted loss per share	13	**(0.891)**	**(0.456)**

The accompanying notes form part of these financial statements.

Consolidated Statement of Financial Position
AS AT 30 JUNE 2022

	Notes	30-Jun-22 $	30-Jun-21 $
ASSETS			
Current Assets			
Cash and cash equivalents	14	3,354,414	6,355,191
Trade and other receivables	15	3,267,507	680,270
Inventories	16	131,266	89,956
Total Current Assets		**6,753,187**	**7,125,417**
Non-Current Assets			
Plant and equipment	17	3,602,008	366,077
Right of use asset	18	14,399,208	2,282,260
Intangible assets	19	29,289,694	2,673,369
Other Assets	20	1,947,824	430,033
Total Non-Current Assets		**49,238,734**	**5,751,739**
TOTAL ASSETS		**55,991,921**	**12,877,156**
LIABILITIES			
Current Liabilities			
Trade and other payables	21	4,427,396	1,292,996
Provisions	22	823,762	198,340
Financial Liabilities	18a	483,220	143,148
Lease Liabilities	18	2,951,486	431,883
Total Current Liabilities		**8,685,864**	**2,066,367**
Non-Current Liabilities			
Lease Liabilities	18	15,450,474	2,014,652
Financial Liabilities	18a	1,060,508	-
Contingent consideration	11	747,682	-
Total Non-Current Liabilities		**17,258,664**	**2,014,652**
TOTAL LIABILITIES		**25,944,528**	**4,081,019**
NET ASSETS		**30,047,393**	**8,796,137**
EQUITY			
Issued capital	23	59,597,965	23,712,158
Reserves	24	5,475,100	2,644,974
Accumulated losses		(35,025,672)	(17,560,995)
TOTAL EQUITY		**30,047,393**	**8,796,137**

The accompanying notes form part of these financial statements.

Consolidated Statement of Changes in Equity
AS AT 30 JUNE 2022

	Issued Capital $	Share-based Payment & Option Reserve $	Foreign Currency Translation Reserve $	Accumulated Losses $	Total Equity $
At 1 July 2020	**9,545,478**	**1,503,906**	**83,926**	**(10,629,363)**	**503,947**
Comprehensive income:					
Loss for the period	-	-	-	(6,931,632)	(6,931,632)
Other comprehensive loss	-	-	(23,275)	-	(23,275)
Total comprehensive loss for the period	**-**	**-**	**(23,275)**	**(6,931,632)**	**(6,954,907)**
Transactions with owners in their capacity as owners:					
Securities issued during the year	14,585,469	-	-	-	14,585,469
Capital raising costs	(418,789)	-	-	-	(418,789)
Options Issue	-	730,417	-	-	730,417
Rights Issue	-	350,000	-	-	350,000
Total equity transactions	**14,166,680**	**1,080,417**	**-**	**-**	**15,247,097**
At 30 June 2021	**23,712,158**	**2,584,323**	**60,651**	**(17,560,995)**	**8,796,137**

	Issued Capital $	Share-based Payment & Option Reserve $	Foreign Currency Translation Reserve $	Accumulated Losses $	Total Equity $
At 1 July 2021	**23,712,158**	**2,584,323**	**60,651**	**(17,560,995)**	**8,796,137**
Comprehensive income:					
Loss for the period	-	-	-	(17,464,677)	(17,464,677)
Other comprehensive (loss)/income	-	-	227	-	227
Total comprehensive loss for the period	**-**	**-**	**227**	**(17,464,677)**	**(17,464,450)**
Transactions with owners in their capacity as owners:					
Securities issued during the year	38,038,558	-	-	-	38,038,558
Share based payments		1,935,678			1,935,678
Capital raising costs	(2,152,751)	-	-	-	(2,152,751)
Options Issue		894,221	-	-	894,221
Total equity transactions	**35,885,807**	**2,829,899**	**-**	**-**	**38,715,706**
At 30 June 2022	**59,597,965**	**5,414,222**	**60,878**	**(35,025,672)**	**30,047,393**

The accompanying notes form part of these financial statements.

Consolidated Statement of Cash Flows

AS AT 30 JUNE 2022

	Notes	30-Jun-22	30-Jun-21
		$	$
Cash flows used in operating activities			
Receipts from customers		19,466,025	2,306,798
Payments to suppliers and employees		(35,046,827)	(8,090,174)
Interest received		32,512	3,318
Interest paid		(77,305)	-
Net cash flows used in operating activities	14	**(15,625,595)**	**(5,780,058)**
Cash flows used in investing activities			
Purchase of plant and equipment		(1,949,732)	(220,924)
Proceeds on sale and lease back		3,309,416	-
Acquisition of subsidiary net of cash acquired		(6,750,000)	(506,169)
Net cash flows used in investing activities		**(5,390,316)**	**(727,093)**
Cash flows from financing activities			
Proceeds from issue of securities and securities subscriptions, net of costs		21,030,720	12,276,469
(Payments to)/Drawdown from financial liabilities		(1,067,762)	-
Funds placed on term deposit as security for property lease bonds		(1,947,824)	-
Net cash flows from financing activities		**18,015,134**	**12,276,469**
Net increase in cash and cash equivalents		**(3,000,777)**	**5,769,318**
Cash and cash equivalents at the beginning of the period		6,355,191	585,873
Cash and cash equivalents at the end of the period	14	**3,354,414**	**6,355,191**

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

1 REPORTING ENTITY

DW8 Limited (referred to hereafter as 'DW8' or the 'Company') is a Company domiciled in Australia. The consolidated financial statements of the Company as at and for the year ended 30 June 2022 comprise the Company and its controlled entities ('Group'). The Group is a for profit entity and it's principal business is providing software, logistics services and a marketplace platform facilitating beverage distribution.

The address of the Company's registered office is Level 7, 61 York, Sydney NSW 2000.

2 BASIS OF PREPARATION

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001. DW8 is a for-profit entity for the purpose of preparing the financial statements.

The consolidated financial statements were authorised for issue by the Board of Directors on 30 September 2022.

a) Statement of Compliance

The consolidated statements of the Consolidated Entity also comply with International Financial Reporting Standards ('IFRS') as issued by the international Accounting Standards Board ('IASB').

b) Basis of Measurement

The consolidated financial statements have been prepared on a going concern basis in accordance with the historical cost convention, unless otherwise stated.

c) Going Concern

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the commercial realisation of the future potential of the Company and the Group's assets and the discharge of their liabilities in the normal course of business.

As disclosed in the financial report the Group incurred a loss for the year of $17,464,677 (2021: $6,931,632). Included in this loss were acquisition related expenses and share based payments of $421,073 and $1,935,678 respectively and a goodwill impairment expense of $1,198,205 related to Wine Delivery Australia Pty Ltd. During the period the Group incurred $15,625,595 (30 June 2021: $5,780,058) cash outflows from operating activities and $5,390,316 (June 2021: $727,093) cash outflows from investing activities which included $6,750,000 for the acquisition of subsidiaries during the year (refer note 11). Cash outflows from operating activities included $3,804,619 of payments to settle pre-acquisition liabilities of Parton's.

On 18 August 2022 the Company announced it had reached agreement with New Technology Capital Group LLC for up to $5 million in funding by way of an institutional placement. On the same date a 1 for 6 non-renounceable entitlement offer to existing shareholders was announced. For every 2 shares issued under the entitlement offer, investors will receive 1 free attaching option exercisable at $0.015 each and expiring on 30 March 2023. This Entitlement Offer closed on 20 September 2022 with the Company receiving applications to subscribe for 15,295,325 Shares from Eligible Shareholders under the Rights Issue and applications to subscribe for 761,064 Shares from Eligible Shareholders under the Shortfall Offer to raise approximately $0.176 million.

The Company intends to issue 7,647,728 Free-Attaching Options pursuant to the Entitlement Offer and 380,535 Free-Attaching Options pursuant to the Shortfall Offer. As disclosed in the Prospectus, the Company would apply for quotation of the Free Attaching Options if the conditions for quotation of a new class of securities were satisfied. As also stated in the Prospectus, if these conditions were not satisfied, the Free Attaching Options would be issued as unquoted options. As the conditions to quotation were not satisfied, the Free Attaching Options will be unquoted. Subject to the share price trading above the exercise price, these options may raise up to approximately $0.120 million in additional funding before costs.

Other initiatives including the placement of a $3m debtor finance facility which will release tied up working capital, lodgement of the Group's R&D refund claim from the ATO (up to $1.0 million expected) and an improved collections policy will cover part of the shortfall from the Rights Issue, while alternate funding arrangements are explored to extend our funding runway as the Group scales its platform and grows revenues.

Management have prepared a cash flow forecast based on the completion of the institutional placement, that all eligible shareholders applying for the rights issue took up the offer and together with the other initiatives discussed, indicated that the Group will meet its commitments and working capital requirements for the next 12 months from the date of this report. As stated above approximately $0.176 million was raised. The ability of the Group to continue as a going concern is principally dependent on the success of the ongoing discussions to place the Rights Issue shortfall (or other fund raising alternatives) and the Group generating cashflows from operating activities and managing costs in line with available funds.

Management continues to monitor expenditure closely and further implement cost saving synergies within the Group by utilising services across the acquired subsidiaries. Rollout and adoption of the Connect platform across the acquired customer base will drive further administration efficiency in backend processes. This rollout will also assist in eliminating costs associated with supporting 3rd party enabling technologies. The Company's continuous review of it's fulfilment network and procedures provides additional scope for efficiency by replacing manual procedures with technology that not only enhances customer services but drives cost savings.

Should the Group not generate sufficient cash flows from operating activities, the Company will require further funds to be raised via debt or equity sources. The Company has a history of raising capital, having raised $21,030,720 during the year and the directors are confident on raising sufficient capital as and when required.

Based on the cash flow forecasts and other factors referred to above, the Directors are satisfied that the going concern basis of preparation is appropriate.

There is material uncertainty as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

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

3 PRINCIPLES OF CONSOLIDATION

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company as at 30 June 2022 and the results of all subsidiaries for the year ended 30 June 2022. DW8 and its subsidiaries together are referred to in these financial statements as the 'Consolidated entity' or 'Group'.

i) Business combination

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control exists when the Group is exposed to variable returns from another entity and can affect those returns through its power over the entity.

The Group measures goodwill at the acquisition date as:

- The fair value of the consideration transferred; plus
- The recognised amount of any non-controlling interests in the acquire; plus
- If the business combination is achieved in stages, the fair value of the existing equity interest in the acquire; less
- The net recognised amount of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit and loss.

ii) Subsidiaries

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

iii) Loss of control

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

4 FOREIGN CURRENCY TRANSLATION

i) Functional and presentation currency

These consolidated financial statements are presented in Australian dollars. The functional and presentation currency of the Company is Australian dollars (AUD). The functional currency of the subsidiaries include AUD and Hong Kong Dollars (HKD).

ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies re recognised in profit or loss, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investments in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, within finance costs. All other foreign exchange gains and losses are presented in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on a net basis within other income or other expenses.

iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each Statement of Financial Position presented are translated at the closing rate at the date of that Statement of Financial Position,
- Income and expenses for each Statement of Profit or Loss and Other Comprehensive Income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and
- All resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

5 KEY JUDGEMENTS AND ESTIMATES

The preparation of financial statements in conformity with AASBs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. The key estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Share Based Payment Transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an internal valuation using Black-Scholes option pricing model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share based payments transactions would have no impact on the carrying amounts of assets or liabilities within the next annual reporting period but may impact profit or loss or equity.

Income Tax Expenses

Judgement is required in assessing whether deferred tax assets and liabilities are recognised on the statement of financial position. Deferred tax assets, including those arising from temporary differences, are recognised only when it is considered more likely than not that they will be recovered, which is dependent on the generation of future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised. Refer to note 12 for further details.

6 OTHER ACCOUNTING POLICIES

Significant and other accounting policies that summarise the measurement basis used and are relevant to an understanding of the financial statements are provided throughout the notes to the financial statements.

Changes in classification of amounts following the acquisitions of Parton Wine Distribution Pty Ltd and Kaddy Australia Pty Ltd

Following the acquisitions of Parton Wine Distribution Pty Ltd (Partons) on 9 August 2021 and Kaddy Australia Pty Ltd (Kaddy) on 8 December 2021, the accounting policies of the businesses have been reviewed and aligned. This has resulted in some changes in classification of certain income statement, balance sheet and cash flow statement accounts and these changes have been reflected in the prior comparative period. There has been no change in the net assets or net profit or net movement in cash and cash equivalents of the businesses in the prior period.

7 SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision makers. The chief operating decision makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the Board of Directors.

The Group operates only in one reportable segment being predominately 'beverage distribution' in Australia. The Board considers its business operations in beverage distribution to be its primary reporting function. Results are analysed as a whole by the chief operating decision maker, this being the Board of Directors. Consequently revenue, profit, net assets and total assets for the operating segment are reflected in this financial report.

8 OTHER INCOME

	30-Jun-22	30-Jun-21
	$	$
Other income		
Interest income	32,512	3,318
Miscellaneous income	98	-
Gain / (Loss) on lease modification (IFRS16)	353,527	-
Gain / (Loss) on disposal of fixed assets	1,419,438	-
Government Grants and assistance	-	188,764
	1,805,575	**192,082**

The gain on disposal of assets includes the accounting profit on the sale and lease-back of the National Distribution Centre of $1,391,892.

9 RECOGNITION AND MEASUREMENT

Sales revenue

The Group recognises revenue from two major sources:

- Fulfilment fees: Revenue from fulfilment services relates to storage, picking, packing, handling and freight. Revenue from these storage services are recognised over the period of time that the service is provided. Revenue from picking, packing, handling and freight is recognized once the service has been provided.
- Marketplace platform fees: Revenue from the Marketplace platform are comprised of trading fees as a % of the transaction total and subscription fees. Trading revenue is recognized when the transaction is completed and subscription fee revenue is recognised over the period of time the platform subscription access is provided.

Government Grants and Assistance

Revenue related to Jobkeeper payment is recognised over the period that the associated wages are paid.

Interest Income

Interest income is recognised when the Company gains control of the right to receive the interest payment.

All revenue is stated net of the amount of goods and services tax.

10 EXPENSES

	30-Jun-22	30-Jun-21
	$	$
Administration, consulting, and other expenses		
Short term lease expense	677,430	63,303
Corporate consulting fees	633,815	573,572
Subscriptions	611,576	179,420
Accounting and company secretary fees	167,340	435,067
Telecommunications expenses	119,825	26,337
ASX & ASIC fees	101,508	110,967
Share Registry	91,884	44,373
Audit fees	63,053	21,190
Provision for doubtful debts	352,934	22,842
Other expenses	871,078	346,095
Total Administration, consulting, and other expenses	**3,690,443**	**1,823,166**

11 BUSINESS COMBINATION

Acquisition of Kaddy Australia Pty Ltd

On 8 December 2021 the Group acquired 100% of the issued capital of Kaddy Australia Pty Limited (Kaddy), a leading B2B beverage marketplace in Australia, enabling discovery, ordering and payments. The acquisition is part of the Group's strategy to rapidly scale it's marketplace and integrate with Wine Depot's tech-enabled national logistics platform. The Business Combination has been provisionally accounted for at reporting date. The acquisition consisted of a consideration pursuant to a share sale agreement of:

- $6,750,000 cash subject to final net cash adjustments per the share sale agreement
- 326,411,149 new ordinary shares in Company that vest on completion date.

Per the share sale agreement, consideration shares that vest on completion are subject to the following escrow periods:

- 96,264,324 shares: 6 months from completion date.
- 96,264,323 shares: 12 months from completion date.
- 42,129,948 shares: 18 months from completion date.
- 42,129,948 shares: 24 months from completion date.

	8 Dec 2021 $
Purchase consideration:	
Cash Paid	6,750,000
Net cash adjustment	356,677
Ordinary Shares issued	15,667,735
	22,774,412

The assets and liabilities recognised as a result of the acquisition are as follows:

	8 Dec 2021 $
Cash	819,849
Accounts Receivable	858,332
Other Current Assets	365,074
Property Plant & Equipment	9,919
Accounts Payable	(574,578)
Staff Liabilities	(271,403)
Other Current Liabilities	(560,679)
Other Non Current Liabilities	(501,007)
Net identifiable Assets Acquired	**145,507**
Goodwill (provisionally accounted for)	22,628,905

In addition to the consideration shares, Kaddy employees were issued a further 157,691,160 new ordinary shares in the Company that vest over 3 years from completion date, subject to Kaddy achieving certain GMV targets as defined in the share sale agreement and also subject to the applicable employee remaining employed by the Group at each six month anniversary of the completion date. As these shares are tied to continued provision of services, they are not considered part of the consideration on business combination and will be accounted for as shared based remuneration payments expensed over the vesting period.

During the year ended 30 June 2022, the amount recognised as a share based payment expense is $1,364,474.

Michael Abbott and Richard Coombes (Kaddy Founders) and certain nominated senior employees of Kaddy ("Nominated Executives") will be also offered performance rights in the Group. The performance rights, which are yet to be issued or granted, will:

In respect of the Kaddy Founders, amount to up to 3% in aggregate of DW8's fully-diluted share capital as at Completion (to be allocated in agreed proportions), and be subject to the satisfaction of certain financial targets, as noted in the table below, in respect of the Kaddy business after Completion; and

Tranche	% of fully diluted share capital of DW8 at Completion	1st condition – Achieve a total minimum GMV in the preceding 12 months	2nd condition – Achieve a total minimum TR in the preceding 12 months
1	1%	$100 million	$5 million
2	1%	$200 million	$10 million
3	1%	$300 million	$15 million

In respect of the Nominated Executives, amount to up to 1.5% in aggregate of DW8's fully-diluted share capital as at Completion (to be allocated in agreed proportions), and be subject to the satisfaction of certain financial targets, as noted in the table below, in respect of the Kaddy business after Completion; and

Tranche	% of fully diluted share capital of DW8 at Completion	1st condition – Achieve a total minimum GMV in the preceding 12 months	2nd condition – Achieve a total minimum TR in the preceding 12 months
1	0.5%	$100 million	$5 million
2	0.5%	$200 million	$10 million
3	0.5%	$300 million	$15 million

Acquisition of Parton Wine Distribution Pty Ltd

On 9 August 2021, the Group acquired 100% of the issued capital of Parton Wine Distribution Pty Limited (Parton), one of Australia's largest specialist wine and beverage logistics providers. The acquisition is part of the Group's strategy to scale and in-house it's national logistics capability to complement its rapidly expanding beverage marketplace. The Business Combination has been provisionally accounted for at reporting date. The consideration for the acquisition is entirely performance based via an Earn Out through the issue of performance securities ("Earn Out Securities") vesting in two tranches upon the achievement of the following milestones:

	Relevant Period	Minimum Annual Revenue	Minimum Annual EBITDA
Milestone 1	FY 2022	$15 million	$350,000
Milestone 2	FY 2023	$15 million	$350,000

The number of DW8 Shares to be issued upon the vesting and exercise of achievement of the Earn Out Securities will rise and fall depending on the Annual Revenue and EBITDA generated by Parton in each of the next 2 financial years, as set out in the following table.

EBITDA From	EBITDA To	Earnout Ratio	DW8 Shares
$ 950,000	any number	150%	19,298,246
$ 900,000	$ 949,999	142%	18,226,121
$ 850,000	$ 899,999	133%	17,153,996
$ 800,000	$ 849,999	125%	16,081,871
$ 750,000	$ 799,999	117%	15,009,747
$ 700,000	$ 749,999	108%	13,937,622
$ 650,000	$ 699,999	100%	12,865,497
$ 600,000	$ 649,999	86%	11,027,569
$ 550,000	$ 599,999	71%	9,189,641
$ 500,000	$ 549,999	57%	7,351,713
$ 450,000	$ 499,999	43%	5,513,784
$ 400,000	$ 449,999	29%	3,675,856
$ 350,000	$ 399,999	14%	1,837,928
$ 300,000	$ 349,999	0%	-

The minimum targets for Milestone 1 were not satisfied for FY2022, so no consideration has been recognised in relation to Milestone 1. As at reporting date, the Group has assigned a probable Earnout Ratio of 100% being achieved for Milestone 2.

Based on the share price at completion of $0.072, the present value of the contingent consideration has been assessed at $747,682.

	9 Aug 2021
	$
Purchase consideration:	
Cash Paid	-
Contingent Consideration	747,682
	747,682

The assets and liabilities recognised as a result of the acquisition are as follows:

	9 Aug 2021
	$
Cash	166,490
Accounts Receivable	2,522,809
ROU Asset	11,863,881
Property Plant & Equipment	1,853,240
Accounts Payable	(1,292,511)
Staff Liabilities	(532,949)
Other Current Liabilities	(7,383,881)
Other Non Current Liabilities	(11,714,153)
Net identifiable Liabilities Acquired	**(4,517,074)**
Goodwill (provisionally accounted for)	5,264,756

Acquisition of Wine Delivery Australia Pty Ltd

On 30 November 2020 the group acquired 100% of the issued capital of Wine Delivery Australia Pty Limited, a sales and logistics business servicing the wine industry. The acquisition significantly increased the number of wineries within the group's customer base. The acquisition accounting has been finalised and there has been no changes to the accounting provisionally reported as at 30 June 2021.

	30 Nov 2020
	$
Purchase consideration:	
Cash Paid	600,000
Ordinary Shares issued (i)	1,799,647
	2,399,647

i) The consideration included 40,660,807 fully paid ordinary shares in DW8 at a deemed issue price of $0.04426 each (Consideration Shares). The share price used for the Consideration Shares is equal to the 30 day VWAP upon the date of the Non-Binding Term sheet for Acquisition was signed by the parties.

The assets and liabilities recognised as a result of the acquisition are as follows:

	30 Nov 2020
	$
Cash	94,799
Accounts Receivable	198,724
Property Plant & Equipment	68,235
Accounts Payable	(256,157)
Staff Liabilities	(34,286)
Financial Liabilities	(68,078)
Net identifiable Assets Acquired	**3,237**
Goodwill	2,396,410

Impairment testing of intangible assets

The recoverable amount of the Goodwill has been determined by a value in use calculation using a discounted cash flow (DCF) model, based on a 4-year projection approved by management, along with a terminal value in year 4. Modelling has been performed on the WDA business unit.

The following key assumptions were used in the discounted cash flow model:

- The discount rate used is the pre-tax equivalent of a post-tax WACC of 13%; and
- A terminal growth rate of 3%

Sensitivity analysis has been conducted on the recoverable amount based on a change in the discount rate (increase or decrease by 1%). As a result of the effect of COVID on the business unit's operations, the Group has recorded an impairment loss of $1,198,205 on the goodwill acquired on acquisition of WDA.

12 INCOME TAX EXPENSE

	30-Jun-22	30-Jun-21
	$	$
(a) Income Tax Expense		
Reconciliation of income tax expense to prima facie tax payable:		
Loss before income tax expense	**(17,464,677)**	**(6,931,632)**
Prima facie income tax at 25% (2021: 26%)	(4,366,169)	(1,802,224)
Tax effect of amounts not deductible (taxable) in calculating taxable income	12,210	316,114
Deferred tax asset not brought to account on temporary differences & tax losses	19,783	20,574
Tax losses carried forward	4,334,176	1,465,536
Income tax effect	**-**	**-**
(b) Deferred tax assets not recognised		
Timing differences	470,967	183,826
Tax losses - revenue	14,282,810	12,627,993
Tax losses - capital	4,323,781	5,335,620
Deferred tax assets not brought to account	**19,077,558**	**18,147,438**

RECOGNITION AND MEASURMENT

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current taxes

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at the end of the reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred taxes

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. 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 and loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the end of the reporting period. Their measurements also reflect the manner in which management expects to recover or settle that carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current assets and liabilities are offset where 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 assets and liabilities are 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 the future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

13 EARNINGS PER SHARE

	30-Jun-22	30-Jun-21
Net loss attributable to the ordinary equity holders of the Group ($)	**(17,464,677)**	**(6,931,632)**
Weighted average number of ordinary shares for basis per share (No)	**1,959,132,354**	**1,521,077,299**
Continuing operations		
- Basic loss per share ($)	**(0.009)**	**(0.005)**

At the end of the 2022 financial year, the Group has 129,961,892 (2021: 177,750,000) unissued shares under option or performance rights plans. The Group does not report diluted earnings per share on annual losses generated by the Group. During the 2022 financial year the Group's unissued shares under option were anti-dilutive.

14 CASH AND CASH EQUIVALENTS

	30-Jun-22 $	30-Jun-21 $
Cash at bank and on hand	3,354,413	6,355,191

Cash at bank earns interest at floating rates based on daily bank deposit rates.

	30-Jun-22 $	30-Jun-21 $
Reconciliation of net loss after income tax to net cash flows used in operating activities:	(17,464,677)	(6,931,632)
Net loss after income tax		
Adjustments for:		
Amortisation expense	79,130	79,130
Depreciation expense	480,354	256,488
AASB16 (rent, interest, depreciation, G/L on lease modification)	514,534	-
Impairment of goodwill	1,198,205	-
Gain on sale and leaseback	(1,391,892)	-
Share based payments	1,935,678	1,180,654
Provision for doubtful debts	348,115	22,842
Provision for payroll tax	200,000	-
Hire purchase interest adjustment	29,579	-
Acquisition impact on balance sheet movement	(501,373)	-
Change in assets and liabilities:		
(Increase) / decrease in trade and other receivables	(2,628,547)	(434,129)
(Increase) / decrease in inventories	(41,310)	(73,660)
(Increase) / decrease in other assets	(1,517,791)	(430,034)
Increase / (decrease) in trade and other payables	3,134,400	550,283
Net cash flows used in operating activities	**(15,625,595)**	**(5,780,058)**

RECOGNITION AND MEASUREMENT

Cash and cash equivalents comprise cash balances, short term bills and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the Consolidated Statement of Cash Flows.

15 TRADE AND OTHER RECEIVABLES

	30-Jun-22	30-Jun-21
	$	$
Trade receivables	3,274,964	572,049
Provision for Doubtful Debts	(366,993)	(34,771)
GST / VAT recoverable	23	40,362
Prepayments	62,772	59,232
Other receivables	296,741	21,398
Deposit for office	-	22,000
	3,267,507	**680,270**

RECOGNITION AND MEASUREMENT

Trade receivables

Trade receivables, which generally have 30 day terms, are recognised and carried at original invoice amount less an allowance for lifetime expected credit losses using the simplified approach in accordance with AASB 9: Financial Instruments. Bad debts are written off when identified.

Receivables from related parties are recognised and carried at the nominal amount due. Interest is taken up as income on an accrual basis.

Goods and Services Tax ('GST')

Revenue, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it 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 the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included as a current asset or liability in the Consolidated Statement of Financial Position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the taxation authority, are presented as operating cash flows.

Other receivables

Other receivables are recognised at amortised cost, less any provision for impairment. Other receivables do not contain impaired assets and are not past due. Based on the credit history, it is expected that these other balances will be received when due.

Impairment of assets

Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

16 INVENTORIES

	30-Jun-22	30-Jun-21
	$	$
Inventories	131,266	89,956
	131,266	**89,956**

RECOGNITION AND MEASUREMENT

Inventories are valued at the lower of cost and net realisable value. The net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs to sell. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Retail and wholesale merchandise finished goods: purchase cost on a weighted average basis, after deducting any settlement discounts, supplier's rebates and including logistics expenses incurred in bringing the inventories to their present location and condition.

17 PLANT AND EQUIPMENT

	OFFICE EQUIPMENT	COMPUTER EQUIPMENT	LEASEHOLD IMPROVEMENT	WAREHOUSE EQUIPMENT	MOTOR VEHICLES	TOTAL
	$	$	$	$	$	$
Year Ended 30 June 2022						
Opening net book amount	97,790	43,082	-	-	225,205	366,077
Additions from acquisitions	1,244,092	30,416	-	1,380,791	1,977,179	4,632,478
Adjustment/Transfers	(23,865)	17,378	-	-	(8,043)	(14,530)
Additions	114,340	73,116	1,375,682	642,766	17,701	2,223,605
Disposal of assets	-	(600)	-	-	(70,793)	(71,393)
Depreciation expense in relation to acquisitions	(1,000,152)	(30,049)	-	(651,529)	(1,265,467)	(2,947,197)
Depreciation expense	(58,224)	(40,746)	(155,778)	(156,884)	(175,400)	(587,032)
Closing net book amount	**373,981**	**92,597**	**1,219,904**	**1,215,144**	**700,382**	**3,602,008**
Year Ended 30 June 2022						
Cost	1,450,702	173,967	1,375,682	2,023,557	2,178,805	7,202,713
Accumulated depreciation and impairment	(1,076,721)	(81,370)	(155,778)	(808,413)	(1,478,423)	(3,600,705)
Net book amount	**373,981**	**92,597**	**1,219,904**	**1,215,144**	**700,382**	**3,602,008**

	OFFICE EQUIPMENT $	COMPUTER EQUIPMENT $	LEASEHOLD IMPROVEMENT $	WAREHOUSE EQUIPMENT $	MOTOR VEHICLES $	TOTAL $
Year Ended 30 June 2021						
Opening net book amount	815	1,086	-	-	-	1,901
Additions	115,243	53,424	-	-	317,875	486,542
Depreciation expense	(18,268)	(11,428)	-	-	(92,670)	(122,366)
Closing net book amount	**97,790**	**43,082**	**-**	**-**	**225,205**	**366,077**
Year Ended 30 June 2021						
Cost	116,058	54,510	-	-	317,875	488,443
Accumulated depreciation and impairment	(18,268)	(11,428)	-	-	(92,670)	(122,366)
Net book amount	**97,790**	**43,082**	**-**	**-**	**225,205**	**366,077**

RECOGNITION AND MEASUREMENT

Owned assets

Items of plant and equipment are stated at cost less accumulated depreciation (see below) and impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a work condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components).

Subsequent costs

The Group recognises in the carrying amount of an item of plant and equipment the cost of replacing part of such an item when that cost is incurred if it is probable that the future economic benefits embodied within the item will flow to the Group and the cost of the item can be measured reliably. All other costs are recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income as an expense as incurred.

Depreciation

Depreciation is charged to the Consolidated Statement of Profit or Loss and Other Comprehensive Income using a straight-line method over the estimated useful lives of each part of an item of plant and equipment.

The estimated useful lives in the current and comparative periods are as follows:

- Office equipment: 5 years
- Computer equipment: 3 years
- Motor Vehicles 8 years
- Warehouse equipment 10 years

The residual value, the useful life and the depreciation method applied to an asset are reviewed at each financial year end and if appropriate, adjusted.

18 LEASES

The Group leases an office in Sydney and a warehouses across the country. In addition to its original Barnawartha warehouse (VIC), and to support its country wide footprint, in July 2021 the Group entered into a lease for a second warehouse located in Edinburgh (SA).

Furthermore, and as a result of the acquisition of the Parton business, the Group has integrated and can now rely on four additional warehouses located in Welshpool (WA), Forrestfield (WA), Noble Park (VIC) and Pemulway (NSW).

The information pertaining to those leases is presented below:

Right-of-use Assets	$
Balance at 1 July 2021	2,282,260
Additions	14,811,155
Depreciation charge for the year	(2,694,207)
Balance at 30 June 2022	**14,399,208**

a) Lease Liabilities

	$
Maturity Analysis	
Less than one year	2,951,486
One to Five Years	15,450,474
	18,401,960

b) Other Information

- Short term lease expense is $944,622
- Interest expense on lease liabilities is $1,182,195
- Total cash outflow from leases is $4,193,541

18a FINANCIAL LIABILITIES

	30-Jun-22 $	30-Jun-21 $
Current		
Debtor Finance Facility	423,975	-
Bank Loan	59,245	143,148
	483,220	**143,148**
Non-Current		
Landlord funded warehouse leasehold improvement funding secured by property lease bank guarantees	1,060,508	-
	1,060,508	**143,148**

19 INTANGIBLE ASSETS

	Notes	WINE DEPOT PLATFORM DEVELOPMENT $	GOODWILL WDA $	GOODWILL PARTON $	GOODWILL KADDY $	TOTAL $
Year Ended 30 June 2022						
Opening net book amount		276,957	2,396,412	-	-	2,673,369
Business Combination		-	-	5,264,756	22,628,905	27,893,661
Impairment expense	11	-	(1,198,205)	-	-	(1,198,205)
Amortisation expense		(79,131)	-	-	-	(79,131)
Closing net book amount		**197,826**	**1,198,207**	**5,264,756**	**22,628,905**	**29,289,694**
At 30 June 2022						
Cost		395,651	2,396,412	5,264,756	22,628,905	30,685,724
Accumulated amortisation and impairment		(197,825)	(1,198,205)	-	-	(1,396,030)
Net book amount		**197,826**	**1,198,207**	**5,264,756**	**22,628,905**	**29,289,694**

	WINE DEPOT PLATFORM DEVELOPMENT $	GOODWILL WDA $	GOODWILL PARTON $	GOODWILL KADDY $	TOTAL $
Year Ended 30 June 2021					
Opening net book amount	356,086	-	-	-	356,086
Business Combination	-	2,396,412	-	-	2,396,412
Additions	-	-	-	-	-
Amortisation expense	(79,129)	-	-	-	(79,129)
Closing net book amount	**276,957**	**2,396,412**	**-**	**-**	**2,673,369**
At 30 June 2021					
Cost	395,651	2,396,412	-	-	2,792,063
Accumulated amortisation and impairment	(118,694)	-	-	-	(118,694)
Net book amount	**276,957**	**2,396,412**	**-**	**-**	**2,673,369**

RECOGNITION AND MEASUREMENT

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.
Intangible assets include the Wine Depot Platform Development. Costs capitalised include only those costs directly attributable to the development of the asset.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed. As at reporting date, the acquisitions of Kaddy and Partons have been provisionally accounted for, so no impairment has been reported. The acquisition accounting for Wine Delivery Australia has been finalised and an impairment has been recorded, refer Note 11 for further detail.

Amortisation

Amortisation is charged to the Consolidated Statement of Profit or Loss and Other Comprehensive Income using a straight-line method over the estimated useful lives of the intangible asset.

The estimated useful lives in the current and comparative periods are as follows:

- Software Development: 5 years

20 OTHER ASSETS

	30-Jun-22 $	30-Jun-21 $
Bank Term Deposits (security for property lease bank guarantees)	1,947,824	430,033
	1,947,824	**430,033**

21 TRADE AND OTHER PAYABLES

	30-Jun-22 $	30-Jun-21 $
Trade and other payables	2,886,935	986,141
Accruals	730,958	307,116
GST & Payroll Tax	728,764	-
Unearned Revenue	3,583	-
Other payables	77,155	(261)
	4,427,396	**1,292,996**

RECOGNITION AND MEASUREMENT

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

For trade and other payables, the fair value is approximate to their carrying value amount, due to their short-term nature.

22 PROVISIONS

	30-Jun-22	30-Jun-21
	$	$
Employee Leave Liability	823,762	198,340
	823,762	**198,340**

23 ISSUED CAPITAL

	30-Jun-22		30-Jun-21	
	$	**No.**	**$**	**No.**
(a) Fully paid ordinary shares	59,597,965	2,645,038,132	23,712,158	1,667,592,407

(b) Movement in ordinary shares	$	**No.**	**Issue price**
Balance at 30 June 2021	**23,712,158**	**1,667,592,407**	
Option Conversion	-	752,402	0.015
Share issued on 27 July 2021	7,375,000	113,461,540	0.065
Share issued on 25 October 2021	12,625,000	225,446,430	0.056
Share issued on 25 October 2021	72,949	2,917,960	0.025
Share issued on 5 November 2021	1,783,518	31,848,541	0.056
Share issued on 9 December 2021	22,655	1,510,318	0.015
Share issued on 15 December 2021	125,000	2,232,142	0.056
Share issued on 15 December 2021	100,000	1,538,461	0.065
Share issued on 15 December 2021	111,285	7,419,002	0.015
Share issued on 15 December 2021	137,500	5,500,000	0.025
Performance Rights Conversion	-	100,000,000	-
Kaddy Consideration Shares	15,667,735	484,102,289	-
Capital raising costs	(2,152,751)	-	-
Option Conversion	17,916	716,640	0.025
Balance at 30 June 2022	**59,597,965**	**2,645,038,132**	

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proposed winding up of the company in proportion to the number and amount paid on the share hold.

(c) Capital risk management

The Group's objectives when managing capital are to:

- Safeguard their ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Given the stage of the Company's development there are no formal targets set for return on capital. There were no changes to the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements. The net equity of the Company is equivalent to capital. Net capital is obtained through capital raisings on the Australian Securities Exchange.

RECOGNITION AND MEASUREMENT

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

If the entity reacquires its own equity instruments, for example as a result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

24 RESERVES

	30-Jun-22	30-Jun-21
	$	$
Options reserve	5,414,222	2,584,323
Foreign currency translation reserve	60,878	60,651
	5,475,100	**2,644,974**

	30-Jun-22 $	30-Jun-21 $
Movement reconciliation		
Equity reserve		
Opening Balance	2,584,323	1,503,906
Issue of options (i)	1,371,925	730,417
Performance Right recognition (ii)	1,457,974	350,000
Closing Balance	**5,414,222**	**2,584,323**
Foreign currency translation reserve		
Opening Balance	60,651	83,926
Effect of translation of foreign currency operations to group presentation	227	(23,275)
Closing Balance	**60,878**	**60,651**

The balance of unlisted options as at 30 June 2022 was 60,865,400 (2021: 52,750,000)
The balance of performance rights as at 30 June 2022 was 69,096,492 (2021: 125,000,000)

i) Issue of options

During the financial year, no new options were issued to Directors or Employees.

The following options were issued to advisors in relation to the capital raises undertaken in July 2021 and November 2021 in respect of the acquisitions of Partons and Kaddy:

7,500,000 unlisted options issued, exercisable at 0.0975 cents, expiring 27 July 2024
12,750,000 unlisted options issued, exercisable at 0.084 cents, expiring 15 December 2024

The value of these options related to capital raising costs posted to equity is $894,221.

As at 30 June 2022, the amount recognised as a share based payment expense with respect to options issued in prior years $477,704.

The movement in options during the current and previous year is reconciled as follows:

	Number of options	Weighted average exercise price $
Options outstanding as at 30 June 2020	**221,000,000**	**0.030**
Granted	52,750,000	0.039
Forfeited	-	-
Exercised	(213,000,000)	0.030
Expired	(8,000,000)	0.030
Options outstanding as at 30 June 2021	**52,750,000**	**0.039**
Granted	20,250,000	0.089
Forfeited	(3,000,000)	0.047
Exercised	(9,134,600)	0.025
Expired	-	-
Options outstanding as at 30 June 2022	**60,865,400**	**0.057**

As at 30 June 2022, there were 31,365,400 options (2021: 20,250,000) that were exercisable at a weighted average exercise price of $0.067 per share (2021: $0.027 per share). The weighted average remaining life of the options outstanding is 1.92 years (2020: 0.89 years).

ii) Issue of Performance Rights

During the financial year, the following performance rights were issued to Directors or Employees:

Class	A	B	C
Number	6,000,000	6,000,000	6,000,000
Vesting Condition	Subject to employee remaining continuously employed by the Company at all times from 31 March 2023 until the 31 March 2023	Subject to employee remaining continuously employed by the Company at all times from 31 March 2023 until the 31 March 2024	Subject to employee remaining continuously employed by the Company at all times from 31 March 2023 until the 31 March 2025
Expiry date	31 March 2027	31 March 2027	31 March 2027

In addition, a further 157,691,160 new ordinary shares in the Company that vest over 3 years from completion date, subject to Kaddy achieving certain GMV targets were issued to employees of Kaddy as part of the acquisition of Kaddy. Refer Note 11 for further details.

As at 30 June 2022, the amount recognised as a share based payment expense in relation to these performance rights is $1,457,974.

Total share based payment expense during the year was $1,935,678 consisting of options, performance shares and performance rights.

Share-Based Payment Transactions

Equity settled transactions:

The Group provides benefits to executive directors, employees and consultants of the Group in the form of share-based payments, whereby those individuals render services in exchange for shares or rights over shares (equity-settled transactions).

When provided, the cost of these equity-settled transactions with these individuals is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a Black Scholes model.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant individuals become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each reporting date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The income statement charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

25 ACCUMULATED LOSSES

	30-Jun-22 $	30-Jun-21 $
Balance at the beginning of the year	(17,560,995)	(10,629,363)
Net loss attributable to members	(17,464,677)	(6,931,632)
Balance at the end of the year	**(35,025,672)**	**(17,560,995)**

26 AUDITOR'S REMUNERATION

	30-Jun-22 $	30-Jun-21 $
Amounts received / receivable by Hall Chadwick WA Audit Pty Ltd for:		
Half year review of the financial statements	37,000	20,970
Full year audit of the financial statements	55,950	30,701
Total auditor remuneration	**92,950**	**51,671**

27 COMMITMENTS

There are no commitments as at 30 June 2022.

28 CONTINGENT ASSETS AND LIABILITIES

There are no contingent assets or contingent liabilities as at 30 June 2022.

29 DIVIDENDS

There were no dividends paid or declared during the year ended 30 June 2022.

30 EVENTS SUBSEQUENT TO REPORTING DATE

On 18 August 2022 the Company announced it had entered into a subscription agreement for up to $5m from US-based institutional investor New Technology Capital Group, LLC, consisting of three tranches. As at the date of this report, the first tranche of $1.5m has been drawn down.

In addition to this a 1 for 6 non-renounceable Entitlement Offer to existing eligible shareholders was also announced on the same date. The Entitlement Offer closed on 20 September 2022. The Company received applications to subscribe for 15,295,325 Shares from Eligible Shareholders under the Rights Issue and applications to subscribe for 761,064 Shares from Eligible Shareholders under the Shortfall Offer to raise approximately $176,620.

The Company intends to issue 7,647,728 Free-Attaching Options pursuant to the Entitlement Offer and 380,535 Free-Attaching Options pursuant to the Shortfall Offer. As disclosed in the Prospectus, the Company would apply for quotation of the Free Attaching Options if the conditions for quotation of a new class of securities were satisfied. As also stated in the Prospectus, if these conditions were not satisfied, the Free Attaching Options would be issued as unquoted options. As the conditions to quotation were not satisfied, the Free Attaching Options will be unquoted.

The Directors are not aware of any other matters or circumstances have arisen, since the end of the year, which significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in subsequent financial years.

31 RELATED PARTIES

a) Subsidiary companies

Interests in subsidiaries are set out on below.

DW8 Limited (formerly Digital Wine ventures Ltd)	Parent Entity
Kaddy Australia Pty Ltd	100% owned controlled entity
Kaddy Fulfilment Pty Ltd (formerly Parton Wine Distribution Pty Ltd)	100% owned controlled entity
Wine Depot Holdings Pty Ltd	100% owned controlled entity
Wine Delivery Australia Pty Ltd	100% owned controlled entity
DW8 (Property) Pty Limited	100% owned controlled entity
CGWDH Pty Ltd	100% owned controlled entity
Dawine (HK) Limited	100% owned by CGWDH Pty Ltd (to be liquidated)

b) KMP compensation

	30-Jun-22 $	30-Jun-21 $
Short-term employee benefits	852,961	509,949
Post-employment benefits	66,925	13,021
Equity compensation benefits	1,418,426	616,236
	2,338,312	**1,139,206**

c) Transactions with other related parties

During the year, there were no material contracts or transactions entered into with Directors, key management personnel or other related parties outside of their agreements for compensation for services rendered in their capacity as Directors or employees.

32 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and short-term deposits, receivables and payables. The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets while protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk and liquidity risk. The Group does not speculate in the trading of derivative instruments. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rates and assessments of market forecasts for interest rates. Ageing analysis of and monitoring of receivables are undertaken to manage credit risk, liquidity risk is monitored through the development of future rolling cash flow forecasts.

The Board reviews and agrees policies for managing each of these risks as summarised below.

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified below, including for interest rate risk, credit allowances and cash flow forecast projections.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in note 2 to the financial statements.

Risk Exposures and Responses

Interest Rate Risk

The Group's exposure to risks of changes in market interest rates relates primarily to the Group's cash balances. The Group constantly analyses its interest rate exposure. Within this analysis consideration is given to potential renewals of existing positions, alternative financing positions and the mix of fixed and variable interest rates. As the Group has no interest-bearing borrowings its exposure to interest rate movements is limited to the amount of interest income it can potentially earn on surplus cash deposits. The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date.

At reporting date, the Group had the following financial assets exposed to variable interest rates that are not designated in cash flow hedges:

	30-Jun-22		30-Jun-21	
	Interest bearing $	Non-interest bearing $	Interest bearing $	Non-interest bearing $
Financial Assets				
Cash and cash equivalents	1,458,297	1,896,116	5,842,137	513,054
Net exposure	**1,458,297**	**1,896,116**	**5,842,137**	**513,054**

The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date. The 1.0% (2021: 0.5%) sensitivity is based on reasonably possible changes, over a financial year, using an observed range of historical LIBOR movements over the last 3 years.

At 30 June 2022, if interest rates had moved, as illustrated in the table below, with all other variables held constant, post-tax profit and equity relating to financial assets of the Group would have been affected as follows:

	30-Jun-22 $	30-Jun-21 $
Judgements of reasonably possible movements		
Post tax profit - higher / (lower)		
Increase 1.0%	14,583	29,211
Decrease 1.0%	(14,583)	(29,211)

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Typically, the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The Group has no access to credit standby facilities or arrangements for further funding or borrowings in place.

The financial liabilities the Group had at reporting date were trade payables incurred in the normal course of the business and an amount owing pursuant to a contract of sale. Trade payables were non-interest bearing and were due within the normal 30-60 days terms of creditor payments.

Maturities of financial liabilities

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	5+ years $	Total contractual cash flows $	Carrying amount of liabilities $
30-Jun-22						
Trade and other payables	4,427,396	-	-	-	4,427,396	4,427,396
Financial Liabilities	667,029	175,821	479,540	804,430	2,126,820	1,543,727
	5,094,425	**175,821**	**479,540**	**804,430**	**6,554,216**	**5,971,123**
30-Jun-21						
Trade and other payables	1,292,996	-	-	-	1,292,996	1,292,996
	1,292,996	**-**	**-**	**-**	**1,292,996**	**1,292,996**

Credit risk

Credit risk arises from the financial assets of the Group, which comprise deposits with banks and trade and other receivables. The Group's exposure to credit risk arises from potential default of the counter party, with the maximum exposure equal to the carrying amount of these instruments. The carrying amount of financial assets included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to those assets.

The Group does not hold any credit derivatives to offset its credit exposure.

Except for the above mentioned, the Group trades only with recognised, credit worthy third parties and as such collateral is not requested nor is it the Group's policy to securitise its trade and other receivables.

Receivable balances are monitored on an ongoing basis with the result that the Group does not have a significant exposure to bad debts. Trade and other receivables are expected to have a maturity of less than 6 months, for both year ends.

There are no significant concentrations of credit risk within the Group.

RECOGNITION AND MEASUREMENT – FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.
Financial instruments (except for trade receivables) are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial assets

Financial assets are subsequently measured at:

- amortised cost;
- fair value through other comprehensive income; or
- fair value through profit or loss.

A financial asset that meets the following conditions is subsequently measured at amortised cost:

- the financial asset is managed solely to collect contractual cash flows; and
- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates.

A financial asset that meets the following conditions is subsequently measured at fair value through other comprehensive income:

- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates;
- the business model for managing the financial assets comprises both contractual cash flows collection and the selling of the financial asset.

By default, all other financial assets that do not meet the measurement conditions of amortised cost and fair value through other comprehensive income are subsequently measured at fair value through profit or loss.

The initial designation of the financial instruments to measure at fair value through profit or loss is a one-time option on initial classification and is irrevocable until the financial asset is derecognised.

Financial liabilities

Financial liabilities are subsequently measured at:

- amortised cost; or
- fair value through profit or loss.

A financial liability is measured at fair value through profit and loss if the financial liability is:

- a contingent consideration of an acquirer in a business combination to which AASB 3: Business Combinations applies;
- held for trading; or
- initially designated as at fair value through profit or loss.

All other financial liabilities are subsequently measured at amortised cost using the effective interest method.

Derecognition

Derecognition refers to the removal of a previously recognised financial asset or financial liability from the statement of financial position.

Derecognition of financial assets

A financial asset is derecognised when the holder's contractual rights to its cash flows expires, or the asset is transferred in such a way that all the risks and rewards of ownership are substantially transferred.

All of the following criteria need to be satisfied for derecognition of financial asset:

- the right to receive cash flows from the asset has expired or been transferred;
- all risk and rewards of ownership of the asset have been substantially transferred; and
- the Group no longer controls the asset (i.e. the Group has no practical ability to make a unilateral decision to sell the asset to a third party).

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss. On derecognition of a debt instrument classified as at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

On derecognition of an investment in equity which was elected to be classified under fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Derecognition of financial liabilities

A liability is derecognised when it is extinguished (i.e. when the obligation in the contract is discharged, cancelled or expires). An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability is treated as an extinguishment of the existing liability and recognition of a new financial liability.

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

Impairment

The Group recognises a loss allowance for expected credit losses on financial assets that are measured at amortised cost or fair value through other comprehensive income.

Loss allowance is not recognised for:
financial assets measured at fair value through profit or loss; or
equity instruments measured at fair value through other comprehensive income.

The Group uses the simplified approach to impairment, as applicable under AASB 9: Financial Instruments:

Simplified approach

The simplified approach does not require tracking of changes in credit risk at every reporting period, but instead requires the recognition of lifetime expected credit loss at all times. This approach is applicable to:

- trade receivables or contract assets that result from transactions within the scope of AASB 15: Revenue from Contracts with Customers and which do not contain a significant financing component; and
- lease receivables.

In measuring the expected credit loss, a provision matrix for trade receivables was used taking into consideration various data to get to an expected credit loss (i.e. diversity of customer base, appropriate groups of historical loss experience, etc).

Recognition of expected credit losses in financial statements

At each reporting date, the Group recognises the movement in the loss allowance as an impairment gain or loss in the statement of profit or loss and other comprehensive income.

The carrying amount of financial assets measured at amortised cost includes the loss allowance relating to that asset.

Assets measured at fair value through other comprehensive income are recognised at fair value, with changes in fair value recognised in other comprehensive income. Amounts in relation to change in credit risk are transferred from other comprehensive income to profit or loss at every reporting period.

For financial assets that are unrecognised (e.g. loan commitments yet to be drawn, financial guarantees), a provision for loss allowance is created in the statement of financial position to recognise the loss allowance.

Director's Declaration

The Directors of the company declare that:

1. The financial statements, comprising the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of cash flows, consolidated statement of changes in equity and accompanying notes, are in accordance with the Corporations Act 2001; and

   a) comply with Accounting Standards, Corporations Regulations 2001 and other mandatory professional reporting requirements; and
   b) give a true and fair view of the Consolidated Entity's financial position as at 30 June 2022 and of its performance for the year ended on that date.

2. In the Directors opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

3. The Consolidated Entity has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.

This declaration is made in accordance with a resolution of the Board of Directors and is signed on behalf of the Directors by:

Paul Evans
Non-Executive Chair
Sydney, Australia
Dated: 30 September 2022

HALL CHADWICK

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DW8 LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of DW8 Limited ("the Company") and its subsidiaries ("the Consolidated Entity"), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated 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:

a. the accompanying financial report of the Consolidated Entity is in accordance with the Corporations Act 2001, including:

   (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2022 and of its financial performance for the year then ended; and

   (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 2(a).

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. 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 Consolidated Entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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Material Uncertainty Related to Going Concern

We draw attention to Note 1(c) in the financial report, which indicates that the Consolidated Entity incurred a net loss of $17,464,677 during the year ended 30 June 2022. As stated in Note 1(c) these events or conditions, along with other matters as set forth in Note 1(c), indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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
Revenue Recognition During the year, the Consolidated Entity generated revenue of $18,106,416. The recognition of revenue was considered a key audit matter due to the judgement and estimates involved in determining when performance obligations are met and revenue is recognised.	Our procedures included, amongst others: • Obtaining an understanding of the processes relating to revenue recognition; • Reviewing the revenue recognition policy for compliance with *AASB 15 Revenue from Contracts with Customers*; • Testing revenue on a sample basis to supporting documentation; and • Assessing the adequacy of the Consolidated Entity's revenue disclosures within the financial statements.
Accounting for Business Combinations As disclosed in note 11 to the financial statements, the Company acquired Kaddy Australia Pty Ltd and Parton Wine Distribution Pty Ltd during the year. As at 30 June 2022, the acquisitions have been provisionally accounted in accordance with *AASB 3 Business Combinations*. Given the significance of the transactions and the complexity of accounting for business combinations we consider this to be a key audit matter.	Our procedures included amongst others: • We reviewed the Share Sale and Purchase Agreements, assessing the key terms and considered whether the acquisitions constituted a business combination; • We assessed the fair value of consideration paid for the acquisitions; • We performed audit procedures on the acquisition date balance sheets and checked management's calculation for the determination of goodwill; and • We assessed the appropriateness of the related disclosures in Note 11 of the financial report.

HALL CHADWICK

Key Audit Matter	How our audit addressed the Key Audit Matter
Share-Based Payments During the year the company issued shares, options and performance rights resulting in share-based payment expense of $1,935,678. Share-based payments are considered to be a key audit matter due to: • The significance to the Consolidated Entity's financial position and performance; • The level of judgement required in evaluating management's application of the requirements of AASB 2 *Share-based Payment ("AASB 2")*; and • Use of the Black-Scholes valuation model to determine the fair value of the options granted; and use of the Monte-Carlo valuation model to determine the fair value of the performance rights granted with market-based conditions requires judgement.	Our procedures included, amongst others: • Analysed contractual agreement to identify key terms and conditions of the share-based payments issued and relevant vesting conditions in accordance with AASB 2; • Evaluated management's valuation methods and assess the assumptions and inputs used; • Assessed the amount recognised during the period in accordance with the relevant vesting conditions; and • Assessed the appropriateness of the disclosures included in the relevant notes to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 30 June 2022, 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 accordingly we do not express any form of assurance conclusion thereon.

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

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

HALL CHADWICK

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 Note 2(a), the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity'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 Consolidated Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our responsibility is to express an opinion on the financial report based on our audit. 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.

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.

HALL CHADWICK

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2022. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 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.

Auditor's Opinion

In our opinion, the Remuneration Report of the Company, for the year ended 30 June 2022, complies with section 300A of the Corporations Act 2001.

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

D M BELL CA
Director

Dated this 30th day of September 2022
Perth, Western Australia

Additional ASX Information

In accordance with ASX Listing Rule 4.10, the Company provides the following information to shareholders not elsewhere disclosed in the Annual Report. The information provided is current as at 26 September 2022.

NUMBER OF SECURITY HOLDERS AND DISTRIBUTION OF QUOTED SECURITIES IN THE COMPANY

			Holders	Ordinary Shares
1	—	1,000	157	36,227
1,001	—	5,000	725	2,617,832
5,001	—	10,000	1,280	10,035,246
10,001	—	100,000	4,516	179,120,101
100,001	—	and over	2,474	2,496,346,221

Total number of holders	9,152	2,688,155,627
Holdings of less than a marketable parcel	5,977	

			Holders	Quoted Options
1	—	1,000	38	13,319
1,001	—	5,000	45	116,837
5,001	—	10,000	15	105,403
10,001	—	100,000	58	2,028,647
100,001	—	and over	45	35,102,771

Total number of holders	201	37,366,977
Holdings of less than a marketable parcel	168	4,389,238

COMPANY SECRETARY
Arron Canicais

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Level 7, 61 York Street
Sydney NSW 2000
Telephone: (02) 8363 3351
Website: www.dw8.com.au

SHARE REGISTRY
Advanced Share Registry Services
110 Stirling Highway
Nedlands, WA, 6009
Telephone: (08) 9389 8033
FACSIMILE: (08) 9262 3723

TAXATION STATUS
DW8 Limited is taxed as a public company.

Twenty largest holders of ordinary shares

Registered Holder	Number of Shares	Percentage of Total
WHODEANIE PTY LTD<THE TAYLOR FAMILY A/C>	136,230,769	5.15
RICHARD THOMAS COOMBES <RICHARD COOMBES FAMILY A/C>	115,476,783	4.37
MIKE ABBOTT INVESTMENTS PTY LIMITED <ABBOTT FAMILY A/C>	115,474,261	4.37
WHODEANIE PTY LTD <TAYLOR SUPER NO2 FUND A/C>	55,000,000	2.08
KTM VENTURES INNOVATION FUND LP (NSW ILP1600034)	44,241,537	1.67
BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	40,559,965	1.53
CITICORP NOMINEES PTY LIMITED	37,715,743	1.43
MR JAMES ANTHONY MUTTON	37,455,944	1.42
DR DAVID JEFFREY SIMMONS	36,250,000	1.37
JASGO NOMINEES PTY LTD <JASGO FAMILY A/C>	36,218,009	1.37
ANTHONY MARCAR	32,628,563	1.23
MATIAS ANAYA	29,907,424	1.13
RORTY CRANKLE PTY LIMITED	28,641,482	1.08
DASS SUPER PTY LTD <DAVID SIMMONS SUPER A/C>	28,400,000	1.07
MR G LIONTOS + MRS C LIONTOS <FRANCIS ALEXANDRA S/F A/C>	25,000,000	0.95
MR GREGORY MILTS	24,860,177	0.94
LEAPER & SLOBIN FAMILY SUPERANNUATION FUND P/L <MONEY BOX PRIVATE SF A/C>	20,266,666	0.77
MR JOHN ANDREW VENARDOS	20,000,000	0.76
SPRING CAPITAL ESVCLP GENERAL PARTNER LP	17,414,353	0.66
MR LUKE GEORGE SLOBIN + MISS JOY FLORENCE LEAPER	15,700,000	0.59
Total	897,441,676	33.94

Twenty largest holders of QUOTED OPTIONS

Registered Holder	Number of Shares	Percentage of Total
MR GREGORY MILTS	4,371,037	11.61
MR MICHAEL HILTON HOLBROOK	4,003,056	10.63
MRS GIOVANNA PURCHASE	3,174,000	8.43
FTM SHARE INVESTMENTS PTY LTD	2,008,516	5.33
MAD JAMLYD PTY LTD <H & S ALEXANDER SMSF A/C>	2,000,000	5.31
MR JOSHUA DAVID ADAMS	1,601,929	4.25
MR ANTHONY JOHN CORRIGAN	1,066,812	2.83
MACKAY GROUP PTY LTD <THE MACKAY FAMILY A/C>	1,000,000	2.66
LETS GO CRAZY PTY LTD <LETS GO CRAZY A/C>	1,000,000	2.66
MR SIMON GILBERT ESLER <ESLER FAMILY A/C>	1,000,000	2.66
MR LUKE THOMAS MCCANN	1,000,000	2.66
BRETT ROBERT CLARK + MARIA LISA CLARK	769,231	2.04
MR MATTHEW STUART DIXON	711,436	1.89
MR JEFFREY ROBERT DAVEY + MISS MELISSA LEE SIMMONS	683,691	1.82
MR ROWAN PHILIP MCDONALD	666,667	1.77
MR JONATHAN LY	657,000	1.74
MR PHANAT IENG	650,334	1.73
MRS KATHRYN VALERIE VAN DER ZWAN <HARLESTON FAMILY A/C>	600,000	1.59
MR TRENT MILLAR	600,000	1.59
MR ANTONIO ANGELO MARANDOLA	502,425	1.33
Total	28,066,134	74.54

Substantial Shareholder AS AT 30 JUNE 2022

Date	Name	Number of Shares
11 January 2022	Whodeanie Pty Ltd and associated entities	195,000,000[1]

1. As lodged with ASX on 11 January 2022.

RESTRICTED SECURITIES AS AT 26 SEPTEMBER 2022

The Company has the following restricted securities as at 26 September 2022:

- 3,430,755 ordinary shares escrowed until 30 November 2022
- 135,687,116 ordinary shares escrowed until 8 December 2022
- 81,553,954 ordinary shares escrowed until 8 June 2023
- 81,552,822 ordinary shares escrowed until 8 December 2023

UNQUOTED SECURITIES

Category	Number of Equity instruments	Number of Holders
Parton's Performance Securities	38,596,492	1
Option Expiring 06-Aug-2023 Exercisable at $0.0375	2,500,000	1
Option Expiring 27-Jul-2024 Exercisable at $0.0975	7,500,000	1
Option Expiring 25-Nov-2022 Exercisable at $0.025	4,000,000	3
Option Expiring 25-Nov-2024 Exercisable at $0.0465	16,000,000	3
Option Expiring 15-Dec-2024 Exercisable at $0.084	12,750,000	1
Option Expiring 25-Nov-2024 Exercisable at $0.0465	13,500,000	6
Class B WDA Performance Rights	12,500,000	1
Performance Rights	18,000,000	2

Voting Rights

Ordinary Shares

In accordance with the Company's Constitution, on a show of hands every shareholder present in person or by proxy, attorney or representative of a shareholder has one vote, and on a poll every shareholder present in person or by proxy, attorney or representative of a shareholder has in respect of fully paid shares, one vote for every share held.

Securities Exchange Quotation

Quotation has been granted for 2,688,155,627 ordinary shares and 37,366,977 DW8O Quoted Options on the Australian Stock Exchange Ltd (Code: DW8). The Home Exchange is Perth.

BUY-BACK

There is no current on-market buy-back arrangements for the Company.

CORPORATE GOVERNANCE STATEMENT

The directors of DW8 support and adhere to the principles of corporate governance, recognising the need for the highest standard of corporate behaviour and accountability. Please refer to the corporate governance statement and the Appendix 4G released to ASX and posted on the Company website at https://www.dw8.com.au/corporate-governance

Given the size and structure of the Company, the nature of its business activities, the stage of its development and the cost of strict and detailed compliance with all of the recommendations, it has adopted a range of modified systems, procedures and practices which enables it to meet the principles of good corporate governance.

The Company's practices are mainly consistent with those of the guidelines and where they do not correlate with the recommendations in the guidelines the Company considers that its adopted practices are appropriate.

ELECTRONIC COMMUNICATIONS

DW8 encourages shareholders to receive information electronically. Electronic communications allow DW8 to communicate with shareholders quickly and reduce the Company's paper usage.

Shareholders who currently receive information by post can log in at https://www.advancedshare.com.au/Investor-Login to provide their email address and elect to receive electronic communications.

DW8 emails shareholders when important information becomes available such as financial results, notices of meeting, voting forms and annual reports.

DW8 will issue notices of annual and general meetings and the annual report electronically where a shareholder has provided a valid email address, unless the shareholder has elected to receive a paper copy of these documents.

Recent legislative changes to the Corporations Act 2001 (Cth) effective 1 April 2022 mean there are new options available to shareholders as to how they elect to receive their communications. An important notice regarding these rights is available on DW8's website at https://www.dw8.com.au/investors

For further information, please contact DW8's share registry, Advanced Share Registry, at admin@advancedshare.com.au

“Our aim is to connect the key stakeholders using technology, providing transparency, creating efficiency and releasing value.”

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