



ASX Release

Appendix 4D and Interim Report For the six months 30 September 2022

1. Company details

Name of entity:	Halo Food Co. Limited
ABN:	49 621 970 652
Reporting period:	For the period ended 30 September 2022
Previous period:	For the period ended 30 September 2021

2. Results for announcement to the market

			\$
Revenues from ordinary activities	up	49.3% to	41,569,900
Loss from ordinary activities after tax attributable to the owners of Halo Food Co. Limited	up	75.5% to	(5,017,466)
Loss for the period attributable to the owners of Halo Food Co. Limited	up	75.5% to	(5,017,466)
		30 September 2022 Cents	30 September 2021 Cents
Basic earnings per share		(1.25)	(1.05)
Diluted earnings per share		(1.25)	(1.05)

Comments

The loss for the consolidated entity after providing for income tax amounted to \$5,017,466 (30 September 2021: \$2,858,339).

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	<u>2.11</u>	<u>7.55</u>

Right-of-use assets have not been included in the calculation of net tangible assets.

4. Control gained over entities

On 1 April; 2022, the company acquired 100% of the ordinary shares of The Healthy Mummy Holdings Pty Limited. Subsequent to period end, the consolidated entity incorporated The Healthy Mummy Retail Pty Limited.

5. Loss of control over entities

Not applicable.

6. Dividends

Current period

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

Previous period

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

7. Dividend reinvestment plans

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Foreign entities

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

The foreign controlled subsidiaries of the consolidated entity comply with the requirements of International Financial Reporting Standards.

10. Audit qualification or review

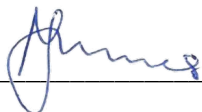
The financial statements were subject to a review by the auditors and the unmodified review report is attached as part of the Interim Report.

11. Attachments

The Interim Report of Halo Food Co. Limited for the period ended 30 September 2022 is attached.

12. Signed

Signed



Peter James
Chairman
Sydney

Date: 30 November 2022

Halo Food Co. Limited

ABN 49 621 970 652

Interim Report - 30 September 2022

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Halo Food Co. Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the period ended 30 September 2022.

Directors

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

Peter James
Andrew Reeves
Daniel Rotman – resigned 10 October 2022
Susan Klose

Principal activities

The principal activity of the consolidated entity was the manufacture and export of dairy, health and wellness and nutritional products, with a particular focus on formulated powdered products, ready-to-drink protein drinks for both third party private label clients and the consolidated entity's proprietary product suite. The consolidated entity earns the majority of its revenues from the sales of its proprietary products, contract manufacturing for third party private label clients in Australia and the export of its New Zealand products to international markets, including China.

The Healthy Mummy is a health and wellness platform focussed on the wellbeing of mothers and their families delivered via three key verticals, being digital, food and products and community. The digital offering is provided via a subscription to the Healthy Mummy App providing access to nutritionists and recipes, personal trainers/fitness videos and motivational coaches. The Healthy Mummy produces a broad range of consumables (smoothies, snacks and supplements) and non-consumables (skincare, books and merchandise) sold online and select retail channels while the community offers an engaged group of likeminded individuals to support each other's wellbeing.

Dividends

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

Review of operations

The loss for the consolidated entity after providing for income tax amounted to \$5,017,466 (30 September 2021: \$2,858,339).

Significant changes in the state of affairs

On 1 April 2022, the company announced the completion of the acquisition of 100% of the issued share capital in leading digital health and wellness business, The Healthy Mummy ("THM"), in line with the following terms:

Upfront consideration

- \$10.84 million in cash to the vendors. \$8.04 million to Whiteoak and \$2.8 million to Rhian Allen.
- \$6.17 million in Halo Food Co. Limited ("HLF") equity to Whiteoak and Rhian Allen. \$2.95 million to Whiteoak and \$3.22 million to Rhian Allen.
- 51,588,628 ordinary shares were issued as part of the upfront consideration. 16,722,408 of the shares to be held in escrow for 12 months, the balance of 34,866,220 shares to be held in escrow for 24 months.

Earn out

- Cash payment of \$0.5 million and an issue of HLF equity to the value of \$2 million where THM's revenue for its financial year ending 30 June 2022 is greater than \$25 million and EBITDA is greater than \$5 million.
- Cash payment of \$0.5 million and an issue of HLF equity to the value of \$2 million where THM's revenue for its financial year ending 30 June 2023 is greater than \$30 million and EBITDA is greater than \$6.5 million.
- Deferred consideration is only payable to Rhian Allen and the Halo Food Co. Limited equity issued is subject to a 24 month escrow from the time of issue.

Capital structure

On 1 April 2022, the company received the funds from the Facility Agreement with Arrowpoint Capital Finance for \$13 million. On the same date, the company issued 1 warrant exercisable into 44,117,648 fully paid ordinary shares.

On 30 September 2022, the company granted 2,000,000 options to Director Susan Klose, subject to a Volume-Weighted Average Price ("VWAP") performance hurdle.

Leadership update

Subsequent to year end, on 11 October 2022, the company announced that Managing Director and Chief Executive Officer, Danny Rotman, tendered his resignation. Jourdan Thompson, previously Chief Financial Officer, has been appointed Chief Executive Officer.

There were no other significant changes in the state of affairs of the consolidated entity during the financial period.

Matters subsequent to the end of the financial period


Other than the change in CEO described above, no matter or circumstance has arisen since 30 September 2022 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

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

On behalf of the directors



Peter James
Chairman

30 November 2022

Auditor's Independence Declaration

To the directors of Halo Food Co. Limited :

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

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

This declaration is in respect of Halo Food Co. Limited and the entities it controlled during the period.

Sydney, NSW
30 November 2022



S Grivas
Director

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General information

The financial statements cover Halo Food Co. Limited as a consolidated entity consisting of Halo Food Co. Limited (the 'company') and the entities it controlled (the 'consolidated entity') at the end of, or during, the period. The financial statements are presented in Australian dollars, which is Halo Food Co. Limited's functional and presentation currency.

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

Registered office

Level 5, 126 Phillip Street
Sydney NSW 2000 Australia

Principal place of business

17 Hynds Drive, Rolleston
Christchurch, 7675 New Zealand

26-28 Bond Street
Mordialloc, VIC 3195 Australia

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 November 2022.

Halo Food Co. Limited
Consolidated statement of profit or loss and other comprehensive income
For the period ended 30 September 2022



		Consolidated	
		30	30
	Note	September	September
		2022	2021
		\$	\$
Revenue	3	41,569,900	27,838,820
Cost of sales		(30,957,989)	(21,378,471)
Gross profit		<u>10,611,911</u>	<u>6,470,349</u>
Other income	4	215,080	528,453
Expenses			
Professional service expenses		(942,705)	(796,835)
Employee benefits expense		(5,930,183)	(3,637,466)
Depreciation and amortisation expense	5	(2,246,541)	(1,573,274)
Other expenses		(819,092)	(1,368,020)
Finance costs	5	(1,275,946)	(444,228)
Marketing expenses		(1,998,443)	(94,507)
Occupancy expenses		(117,683)	(77,903)
Administration expenses		(2,042,745)	(422,338)
Share-based payments expense	22	(188,419)	(1,323,397)
Total expenses		<u>(15,561,757)</u>	<u>(9,737,968)</u>
Loss before income tax expense		(4,734,766)	(2,749,166)
Income tax expense		<u>(282,700)</u>	<u>(109,173)</u>
Loss after income tax expense for the period attributable to the owners of Halo Food Co. Limited		(5,017,466)	(2,858,339)
Other comprehensive (loss) / income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		<u>(373,311)</u>	<u>279,783</u>
Other comprehensive (loss) / income for the period, net of tax		<u>(373,311)</u>	<u>279,783</u>
Total comprehensive (loss) / income for the period attributable to the owners of Halo Food Co. Limited		<u><u>(5,390,777)</u></u>	<u><u>(2,578,556)</u></u>
		Cents	Cents
Basic earnings per share	21	(1.25)	(1.05)
Diluted earnings per share	21	(1.25)	(1.05)

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

Halo Food Co. Limited
Consolidated statement of financial position
As at 30 September 2022



		Consolidated	
		30	
	Note	September	31 March
		2022	2022
		\$	\$
Assets			
Current assets			
Cash and cash equivalents		3,483,150	7,186,168
Trade and other receivables	6	9,499,790	9,547,937
Inventories	7	14,220,466	11,528,091
Income tax receivable		33,160	-
Other assets		1,190,444	1,385,672
Total current assets		<u>28,427,010</u>	<u>29,647,868</u>
Non-current assets			
Property, plant and equipment	8	15,849,116	16,267,067
Right-of-use assets		11,223,098	11,649,362
Intangibles	9	46,984,148	30,296,915
Deferred tax asset		645,384	-
Other assets		862,115	605,522
Total non-current assets		<u>75,563,861</u>	<u>58,818,866</u>
Total assets		<u>103,990,871</u>	<u>88,466,734</u>
Liabilities			
Current liabilities			
Trade and other payables	10	15,593,170	12,516,395
Borrowings	11	5,444,800	4,760,842
Lease liabilities	12	1,538,119	1,490,673
Income tax payable		-	3,089
Employee benefits		1,591,997	1,201,480
Other liabilities		176,336	71,583
Contract liabilities		2,315,971	525,486
Total current liabilities		<u>26,660,393</u>	<u>20,569,548</u>
Non-current liabilities			
Borrowings	11	10,277,717	-
Lease liabilities	12	11,619,187	11,838,717
Deferred tax		1,729,175	977,520
Employee benefits		207,000	102,551
Total non-current liabilities		<u>23,833,079</u>	<u>12,918,788</u>
Total liabilities		<u>50,493,472</u>	<u>33,488,336</u>
Net assets		<u>53,497,399</u>	<u>54,978,398</u>
Equity			
Issued capital	13	63,182,838	59,593,832
Warrants	14	132,353	-
Reserves	15	19,643,749	19,828,641
Accumulated losses	16	<u>(29,461,541)</u>	<u>(24,444,075)</u>
Total equity		<u>53,497,399</u>	<u>54,978,398</u>

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

Halo Food Co. Limited
Consolidated statement of changes in equity
For the period ended 30 September 2022



Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 April 2021	53,598,230	20,273,728	(19,005,653)	54,866,305
Loss after income tax expense for the period	-	-	(2,858,339)	(2,858,339)
Other comprehensive income for the period, net of tax	-	279,783	-	279,783
Total comprehensive income / (loss) for the period	-	279,783	(2,858,339)	(2,578,556)
<i>Transactions with owners in their capacity as owners:</i>				
Share-based payments (note 22)	-	1,323,397	-	1,323,397
Transfer relating to options exercised (note 13)	85,630	(85,630)	-	-
Transfer relating to options and rights expired and/or forfeited (note 16)	-	(2,029,228)	2,029,228	-
Balance at 30 September 2021	<u>53,683,860</u>	<u>19,762,050</u>	<u>(19,834,764)</u>	<u>53,611,146</u>

Consolidated	Issued capital \$	Warrants \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 April 2022	59,593,832	-	19,828,641	(24,444,075)	54,978,398
Loss after income tax expense for the period	-	-	-	(5,017,466)	(5,017,466)
Other comprehensive loss for the period, net of tax	-	-	(373,311)	-	(373,311)
Total comprehensive loss for the period	-	-	(373,311)	(5,017,466)	(5,390,777)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 13)	3,589,006	-	-	-	3,589,006
Share-based payments (note 22)	-	-	188,419	-	188,419
Fair value of warrant issued (note 14)	-	132,353	-	-	132,353
Balance at 30 September 2022	<u>63,182,838</u>	<u>132,353</u>	<u>19,643,749</u>	<u>(29,461,541)</u>	<u>53,497,399</u>

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

Halo Food Co. Limited
Consolidated statement of cash flows
For the period ended 30 September 2022



		Consolidated	
		30	30
	Note	September	September
		2022	2021
		\$	\$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		46,226,778	27,850,905
Payments to suppliers and employees (inclusive of GST)		<u>(49,084,559)</u>	<u>(30,525,239)</u>
		(2,857,781)	(2,674,334)
Government grants and tax incentives		-	333,335
Interest received		50,964	5,502
Interest and other finance costs paid		<u>(1,143,593)</u>	<u>(444,228)</u>
Net cash used in operating activities		<u>(3,950,410)</u>	<u>(2,779,725)</u>
Cash flows from investing activities			
Payment for purchase of business, net of cash acquired	19	(10,273,497)	-
Payments for property, plant and equipment	8	(274,012)	(2,147,598)
Payments for intangibles	9	<u>(200,744)</u>	<u>-</u>
Net cash used in investing activities		<u>(10,748,253)</u>	<u>(2,147,598)</u>
Cash flows from financing activities			
Proceeds from borrowings		17,575,366	11,969,118
Repayment of borrowings		(5,983,884)	(7,537,000)
Repayment of lease liabilities		<u>(519,642)</u>	<u>(435,932)</u>
Net cash from financing activities		<u>11,071,840</u>	<u>3,996,186</u>
Net decrease in cash and cash equivalents		(3,626,823)	(931,137)
Cash and cash equivalents at the beginning of the financial period		7,186,168	4,049,804
Effects of exchange rate changes on cash and cash equivalents		<u>(76,195)</u>	<u>221,167</u>
Cash and cash equivalents at the end of the financial period		<u><u>3,483,150</u></u>	<u><u>3,339,834</u></u>

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

Note 1. Significant accounting policies

Basis of preparation

These general purpose financial statements for the interim half-year reporting period ended 30 September 2022 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 31 March 2022 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. There has been no material impact on the interim financial statements on adoption of these Accounting Standards and Interpretation.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted. The impact on the financial statements is expected to be minimal.

Note 2. Operating segments

The consolidated entity operates primarily across Australia and New Zealand, and accordingly, monitors its revenue and sales as such. These segments have been determined based on how the Board of Directors (the chief operating decision-maker) review the financial information.

Operating segment information

	Australia	New Zealand	Other	
	\$	\$	segments*	Total
			\$	\$
Consolidated - 30 September 2022				
Revenue				
Proprietary Brands	1,626,059	135,337	-	1,761,396
Contract Manufacturing	26,974,872	5,459,741	-	32,434,613
The Healthy Mummy	7,229,503	-	106,311	7,335,814
Unallocated	-	38,077	-	38,077
Total revenue	35,830,434	5,633,155	106,311	41,569,900
 EBITDA	 946,983	 (374,669)	 (1,835,557)	 (1,263,243)
Depreciation and amortisation	-	-	(2,246,541)	(2,246,541)
Interest income	-	-	50,964	50,964
Finance costs	(1,187,813)	(88,133)	-	(1,275,946)
Loss before income tax expense	(240,830)	(462,802)	(4,031,134)	(4,734,766)
Income tax expense				(282,700)
Loss after income tax expense				(5,017,466)

* Other segment revenue in the current period includes United States and United Kingdom operations of The Healthy Mummy (note 19).

Note 2. Operating segments (continued)

	Australia \$	New Zealand \$	Other segments \$	Total \$
Consolidated - 30 September 2021				
Revenue				
Proprietary Brands	1,367,470	356,290	-	1,723,760
Contract Manufacturing	19,868,490	6,223,706	-	26,092,196
	21,235,960	6,579,996	-	27,815,956
Unallocated	-	22,864	-	22,864
Total revenue	21,235,960	6,602,860	-	27,838,820
 EBITDA	1,223,149	591,335	(2,551,650)	(737,166)
Depreciation and amortisation	-	(203,444)	(1,369,830)	(1,573,274)
Interest income	-	-	5,502	5,502
Finance costs	(406,159)	(38,069)	-	(444,228)
Profit/(loss) before income tax expense	816,990	349,822	(3,915,978)	(2,749,166)
Income tax expense				(109,173)
Loss after income tax expense				(2,858,339)

Note 3. Revenue

	Consolidated	
	30	30
	September	September
	2022	2021
	\$	\$
From continuing operations		
<i>Revenue from contracts with customers</i>		
Sales of proprietary products and third party private label manufacturing	38,369,700	27,838,820
Sale of digital application subscriptions	3,200,200	-
Revenue	41,569,900	27,838,820

Note 3. Revenue (continued)

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

	Consolidated	
	30	30
	September	September
	2022	2021
	\$	\$
<i>Major product lines</i>		
Proprietary brands	1,761,396	1,723,760
Contract manufacturing	32,434,613	26,092,196
The Healthy Mummy	7,335,814	-
Unallocated	38,077	22,864
	<u>41,569,900</u>	<u>27,838,820</u>
<i>Geographical regions</i>		
Australia	35,830,434	21,235,960
New Zealand	5,633,155	6,602,860
Other	106,311	-
	<u>41,569,900</u>	<u>27,838,820</u>
<i>Timing of revenue recognition</i>		
Goods transferred at a point in time	38,369,700	27,838,820
Services transferred over time	3,200,200	-
	<u>41,569,900</u>	<u>27,838,820</u>

Note 4. Other income

	Consolidated	
	30	30
	September	September
	2022	2021
	\$	\$
Government grants	-	333,335
Interest income	50,964	5,502
Other	164,116	189,616
	<u>215,080</u>	<u>528,453</u>

Note 5. Expenses

	Consolidated	
	30	30
	September	September
	2022	2021
	\$	\$
Loss before income tax includes the following specific expenses:		
<i>Depreciation</i>		
Property, plant and equipment	668,512	652,819
Right-of-use assets	1,031,149	716,930
Total depreciation	1,699,661	1,369,749
<i>Amortisation</i>		
Website	12,089	-
Patents and trademarks	2,471	3,775
Customer contracts	224,820	199,750
Software	307,500	-
Total amortisation	546,880	203,525
Total depreciation and amortisation	2,246,541	1,573,274
<i>Finance costs</i>		
Interest and finance charges paid/payable on borrowings	819,366	109,945
Interest and finance charges paid/payable on lease liabilities	324,227	334,283
Warrant costs	132,353	-
Finance costs expensed	1,275,946	444,228
<i>Superannuation expense</i>		
Defined contribution superannuation expense	291,155	361,163

Note 6. Trade and other receivables

	Consolidated	
	30	31 March
	September	2022
	2022	2022
	\$	\$
<i>Current assets</i>		
Trade receivables	8,767,930	9,547,272
Other receivables	731,860	665
	9,499,790	9,547,937

Note 7. Inventories

	Consolidated	
	30	31 March
	September	2022
	2022	2022
	\$	\$
<i>Current assets</i>		
Raw materials - at cost	6,890,551	5,814,811
Less: Provision for impairment	-	(633,602)
	<u>6,890,551</u>	<u>5,181,209</u>
Packaging material	<u>3,058,189</u>	<u>2,743,092</u>
Finished goods - at cost	<u>4,211,631</u>	<u>3,360,612</u>
Work in progress	<u>60,095</u>	<u>243,178</u>
	<u><u>14,220,466</u></u>	<u><u>11,528,091</u></u>

Note 8. Property, plant and equipment

	Consolidated	
	30	31 March
	September	2022
	2022	2022
	\$	\$
<i>Non-current assets</i>		
Land and buildings - at cost	3,498,285	3,616,846
Less: Accumulated depreciation	(642,732)	(576,970)
	<u>2,855,553</u>	<u>3,039,876</u>
Assets under construction	<u>1,623,469</u>	<u>1,425,500</u>
Plant and equipment - at cost	16,490,038	16,335,623
Less: Accumulated depreciation	(5,368,526)	(4,867,587)
	<u>11,121,512</u>	<u>11,468,036</u>
Furniture and fittings - at cost	157,776	161,033
Less: Accumulated depreciation	(93,138)	(83,861)
	<u>64,638</u>	<u>77,172</u>
Motor vehicles - at cost	146,071	153,092
Less: Accumulated depreciation	(93,919)	(90,621)
	<u>52,152</u>	<u>62,471</u>
Office equipment - at cost	546,401	519,385
Less: Accumulated depreciation	(414,609)	(325,373)
	<u>131,792</u>	<u>194,012</u>
	<u><u>15,849,116</u></u>	<u><u>16,267,067</u></u>

Note 8. Property, plant and equipment (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current financial period are set out below:

Consolidated	Land and Buildings \$	Assets under construction \$	Plant and equipment \$	Furniture and fittings \$	Motor vehicles \$	Office equipment \$	Total \$
Balance at 1 April 2022	3,039,876	1,425,500	11,468,036	77,172	62,471	194,012	16,267,067
Additions	-	199,384	42,627	-	-	32,001	274,012
Additions through business combinations (note 19)	-	-	104,117	-	-	-	104,117
Disposals	-	-	(486)	-	-	-	(486)
Exchange differences	(118,561)	(1,415)	8,157	(3,257)	(7,021)	(4,985)	(127,082)
Depreciation expense	(65,762)	-	(500,939)	(9,277)	(3,298)	(89,236)	(668,512)
Balance at 30 September 2022	<u>2,855,553</u>	<u>1,623,469</u>	<u>11,121,512</u>	<u>64,638</u>	<u>52,152</u>	<u>131,792</u>	<u>15,849,116</u>

Note 9. Intangibles

	Consolidated	
	30 September 2022 \$	31 March 2022 \$
<i>Non-current assets</i>		
Goodwill - at cost	31,523,727	24,794,393
Less: Accumulated impairment	(646,044)	(646,044)
	<u>30,877,683</u>	<u>24,148,349</u>
Website - at cost	179,797	58,920
Less: Accumulated amortisation	(12,089)	-
	<u>167,708</u>	<u>58,920</u>
Patents and trademarks - at cost	331,833	85,431
Less: Accumulated amortisation	(19,923)	(17,452)
	<u>311,910</u>	<u>67,979</u>
Customer contracts - at cost	4,566,000	3,995,000
Less: Accumulated amortisation	(1,290,153)	(1,065,333)
	<u>3,275,847</u>	<u>2,929,667</u>
Software - at cost	7,150,000	-
Less: Accumulated amortisation	(307,500)	-
	<u>6,842,500</u>	<u>-</u>
Brand name - at cost	5,816,500	3,400,000
Less: Accumulated amortisation	(308,000)	(308,000)
	<u>5,508,500</u>	<u>3,092,000</u>
	<u><u>46,984,148</u></u>	<u><u>30,296,915</u></u>

Note 9. Intangibles (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current financial period are set out below:

Consolidated	Goodwill \$	Website \$	Patents and trademarks \$	Customer contracts \$	Software \$	Brand name \$	Total \$
Balance at 1 April 2022	24,148,349	58,920	67,979	2,929,667	-	3,092,000	30,296,915
Additions	-	120,877	79,867	-	-	-	200,744
Additions through business combinations (note 19)	6,729,334	-	166,535	571,000	7,150,000	2,416,500	17,033,369
Amortisation expense	-	(12,089)	(2,471)	(224,820)	(307,500)	-	(546,880)
Balance at 30 September 2022	<u>30,877,683</u>	<u>167,708</u>	<u>311,910</u>	<u>3,275,847</u>	<u>6,842,500</u>	<u>5,508,500</u>	<u>46,984,148</u>

Intangible assets, other than goodwill and brand name have finite useful lives. Goodwill and brand names have an indefinite useful life.

Note 10. Trade and other payables

	Consolidated	
	30 September 2022 \$	31 March 2022 \$
<i>Current liabilities</i>		
Trade payable	10,527,382	9,450,782
Accrued expenses	587,741	267,523
GST payable	2,883,222	1,937,875
Other payables	1,594,825	860,215
	<u>15,593,170</u>	<u>12,516,395</u>

Note 11. Borrowings

	Consolidated	
	30 September 2022 \$	31 March 2022 \$
<i>Current liabilities</i>		
Borrowings	2,364,784	-
Trade financing facility	3,080,016	4,712,339
Funding company loan	-	48,503
	<u>5,444,800</u>	<u>4,760,842</u>
<i>Non-current liabilities</i>		
Borrowings	10,277,717	-
	<u>15,722,517</u>	<u>4,760,842</u>

Note 11. Borrowings (continued)

During the period the consolidated entity increased its available funding with secured debt financing facilities. A AUD \$13,000,000 loan facility was established with Arrowpoint Capital Pty Limited during the period, with a 36 month term ending 31 March 2025. Transaction costs of \$357,500 including a loan establishment fee and loan mandate fee were offset against the borrowings and are amortised across the life of the loan using the effective interest rate method. The trade debtor finance facility for AUD \$6,000,000 with Moneytech in the Australian Contract Manufacturing and Brand business was full repaid during the period.

The trade finance facility with Australia and New Zealand Banking Group remained at NZD\$3,500,000 (31 March 2022: NZD\$3,500,000). Australia and New Zealand Banking Group also continues to provide Keytone Enterprises (NZ) Company Limited with an Overdraft for NZD\$1,000,000.

At 30 September 2022, the finance facility utilised for New Zealand business is NZD\$3,500,000 (circa AUD\$3,080,016) while AUD \$13,000,000 was utilised for the loan facility with Arrowpoint Capital Pty Limited. The facilities are secured over the assets of the respective operational entities within the consolidated entity as is commensurate for debt financing facilities and have an average interest rate of 5.35% and 9.75% per annum, for New Zealand and Australia respectively.

Note 12. Lease liabilities

	Consolidated	
	30 September 2022	31 March 2022
	\$	\$
<i>Current liabilities</i>		
Lease liability current	1,538,119	1,490,673
<i>Non-current liabilities</i>		
Lease liability non-current	11,619,187	11,838,717
	<u>13,157,306</u>	<u>13,329,390</u>

Amounts recognised in the statement of profit or loss relating to leases and the correspondent right-of-use assets are shown below:

	Consolidated 30 Sept 2022 \$
Total depreciation charge on right-of-use assets	1,031,149
Interest expense (included in finance costs)	324,227
Expense relating to short-term leases (included in occupancy expenses)	117,683

Note 13. Issued capital

	Consolidated			
	30 September 2022	31 March 2022	30 September 2022	31 March 2022
	Shares	Shares	\$	\$
Ordinary shares - fully paid	<u>400,769,743</u>	<u>349,181,115</u>	<u>63,182,838</u>	<u>59,593,832</u>

Note 13. Issued capital (continued)

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 April 2021	273,096,482		53,598,230
Issue of shares - Conversion of options	21 July 2021	1,000,000	\$0.00	85,630
Issue of shares - Capital raise	21 February 2022	35,000,000	\$0.10	3,500,000
Issue of shares - Share Purchase Plan	21 March 2022	37,933,477	\$0.07	2,579,485
Issue of shares - Conversion of options	21 March 2022	2,151,156	\$0.00	709,882
Share issue costs				(879,395)
Balance	31 March 2022	<u>349,181,115</u>		<u>59,593,832</u>
Details	Date	Shares	Issue price	\$
Balance	1 April 2022	349,181,115		59,593,832
Shares issued as part consideration for The Healthy Mummy acquisition (refer note 19)	1 April 2022	51,588,628	\$0.07	3,686,500
Share issue costs				(97,494)
Balance	30 September 2022	<u>400,769,743</u>		<u>63,182,838</u>

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back

There is no current on-market share buy-back.

Capital risk management

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

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.

Note 14. Warrants

	Consolidated	
	30 September 2022	31 March 2022
	\$	\$
Warrants	<u>132,353</u>	<u>-</u>

On 1 April 2022, the company issued 1 warrant exercisable into 44,117,648 fully paid ordinary shares to Arrowpoint Capital Pty Limited in connection with the debt facility (note 11).

The share price of the company on the date of issue was \$0.071, with an exercise price determined by the lower of:

- the share price of the issuance under the share placement plan for the acquisition of The Healthy Mummy (note 13 and note 19); and
- the placement per warrant share.

Therefore, the warrant contains an exercise price of \$0.068.

As the warrant settles via a fixed number of shares at a fixed price, the warrant has been classified as equity.

Note 15. Reserves

	Consolidated	
	30 September 2022	31 March 2022
	\$	\$
Foreign currency reserve	(667,410)	(294,099)
Options reserve	5,800,568	5,612,149
Contingent consideration reserve	<u>14,510,591</u>	<u>14,510,591</u>
	<u>19,643,749</u>	<u>19,828,641</u>

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars.

Options reserve

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Contingent consideration reserve

The reserve is used to recognise the fair value of contingent consideration relating to the acquisition of Halo Manufacturing Pty Limited (formerly Omniblend Pty Limited) as outlined in note 17.

Note 16. Accumulated losses

	Consolidated	
	30 September 2022	31 March 2022
	\$	\$
Accumulated losses at the beginning of the financial period	(24,444,075)	(19,005,651)
Loss after income tax expense for the period	(5,017,466)	(7,467,653)
Transfer from options reserve	-	2,029,229
Accumulated losses at the end of the financial period	<u>(29,461,541)</u>	<u>(24,444,075)</u>

Note 17. Performance shares

As part of the purchase consideration of the acquisition of Halo Manufacturing Pty Limited (formerly Omniblend Pty Limited), the vendors of Halo Manufacturing Pty Limited were granted the following Performance Shares that remain outstanding at period end:

Shareholders	Milestones	Number on issue
Class E Performance Share	<p>Each Class E Performance Share will convert into one ordinary share in the company upon a VWAP over a period of 30-day consecutive trading days upon which the company's shares trade at a price greater than \$0.65, AND</p> <p>Halo Manufacturing Pty Limited achieves \$50m annual revenues in any financial year occurring on or before the third anniversary of the last day of the financial year in which the SPA is signed, being 17 June 2019.</p>	23,255,814
Class F Performance Share	<p>The Class F Performance Shares will convert into one ordinary share in the company upon achieving a VWAP over a period of 30-day consecutive trading days upon which the company's shares trade at a price greater than \$1.00, AND</p> <p>Halo Manufacturing Pty Limited achieves \$100m annual revenues and \$7.5m of annual EBITDA in any financial year occurring on or before the third anniversary of the last day of the financial year in which the SPA is signed, being 17 June 2019.</p>	23,255,814

Note 18. Commitments and contingencies

The consolidated entity had no capital commitments or contingencies as at 30 September 2022.

Note 19. Business combinations

Current period acquisition

On 1 April 2022, the company announced the completion of the acquisition of 100% of the issued share capital in leading digital health and wellness business, The Healthy Mummy ("THM"), in line with the following terms:

Upfront consideration

- \$10.84 million in cash to the vendors. \$8.04 million to Whiteoak and \$2.8 million to Rhian Allen.
- \$6.17 million in HLF equity to Whiteoak and Rhian Allen. \$2.95 million to Whiteoak and \$3.22 million to Rhian Allen.
- 51,588,628 ordinary shares were issued as part of the upfront consideration. 16,722,408 of the shares to be held in escrow for 12 months, the balance of 34,866,220 shares to be held in escrow for 24 months.

Earn out

- Cash payment of \$0.5 million and an issue of HLF equity to the value of \$2 million where THM's revenue for its financial year ending 30 June 2022 is greater than \$25 million and EBITDA is greater than \$5 million.
- Cash payment of \$0.5 million and an issue of HLF equity to the value of \$2 million where THM's revenue for its financial year ending 30 June 2023 is greater than \$30 million and EBITDA is greater than \$6.5 million.
- Deferred consideration is only payable to Rhian Allen and the HLF equity issued is subject to a 24 month escrow from the time of issue.

Details of the acquisition are as follows:

	Fair value \$
Cash and cash equivalents	2,187,187
Trade and other receivables	87,551
Inventory	1,895,068
Other assets	91,191
Property, plant and equipment	104,117
Intangible assets	166,535
Deferred tax asset	1,077,579
Trade and other payables	(1,631,966)
GST payable	(228,747)
Income tax payable	(58,384)
Deferred revenue	(3,108,127)
Employee benefit liabilities	(300,704)
	<hr/>
Net assets acquired	281,300
Goodwill	6,729,334
Customer contracts	571,000
Software	7,150,000
Brand name	2,416,500
Deferred tax liability	(896,200)
	<hr/>
Acquisition-date fair value of the total consideration transferred	<u><u>16,251,934</u></u>
<i>Representing:</i>	
Cash paid or payable to vendor	10,840,000
Halo Food Co. Limited shares issued to vendor	3,686,500
Working capital and net debt adjustments paid in cash	1,620,684
Contingent consideration	104,750
	<hr/>
	<u><u>16,251,934</u></u>

The fair value of assets and liabilities acquired are recorded on a provisional basis.

Note 20. Events after the reporting period

Other than the change in CEO, no matter or circumstance has arisen since 30 September 2022 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 21. Earnings per share

	Consolidated	
	30	30
	September	September
	2022	2021
	\$	\$
Loss after income tax attributable to the owners of Halo Food Co. Limited	<u>(5,017,466)</u>	<u>(2,858,339)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>400,769,743</u>	<u>273,489,925</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>400,769,743</u>	<u>273,489,925</u>
	Cents	Cents
Basic earnings per share	(1.25)	(1.05)
Diluted earnings per share	(1.25)	(1.05)

Note 22. Share-based payments

During the period, 2,000,000 options were issued to Director Susan Klose under the Employee Incentive Plan. These were granted on 30 August 2022 and contain both a continuous employment service condition and a market-based performance condition that the 10-day VWAP of Halo Food Co. Limited shares is at least \$0.30 between the grant date and the expiry date of 30 August 2025. The options contain an exercise price of \$0.18 per share.

Set out below are summaries of options on issue as at 30 September 2022:

30 September 2022							
Grant date	Expiry date	Exercise price	Balance at the start of the period	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the period
18/07/2018	18/07/2022	\$0.00	1,000,000	-	-	(1,000,000)	-
18/07/2018	18/07/2023	\$0.00	1,000,000	-	-	-	1,000,000
18/07/2018	18/07/2024	\$0.00	1,000,000	-	-	-	1,000,000
31/07/2019	16/07/2022	\$0.00	2,000,000	-	-	(2,000,000)	-
31/07/2019	16/07/2023	\$0.00	1,000,000	-	-	-	1,000,000
31/07/2019	16/07/2024	\$0.00	1,000,000	-	-	-	1,000,000
31/07/2019	16/07/2025	\$0.00	1,000,000	-	-	-	1,000,000
19/05/2020	26/08/2024	\$0.00	3,695,331	-	-	-	3,695,331
19/05/2020	31/03/2025	\$0.00	5,542,996	-	-	-	5,542,996
19/05/2020	26/02/2025	\$0.00	6,000,000	-	-	-	6,000,000
28/10/2021	26/11/2024	\$0.18	28,000,000	-	-	-	28,000,000
28/10/2021	26/11/2024	\$0.30	10,000,000	-	-	-	10,000,000
30/08/2022	30/08/2025	\$0.18	-	2,000,000	-	-	2,000,000
			<u>61,238,327</u>	<u>2,000,000</u>	<u>-</u>	<u>(3,000,000)</u>	<u>60,238,327</u>
Weighted average exercise price			\$0.23	\$0.18	\$0.00	\$0.51	\$0.21

Note 22. Share-based payments (continued)

31 March 2022

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
18/07/2018	18/07/2021	\$0.30	17,500,000	-	(1,000,000)	(16,500,000)	-
18/07/2018	18/07/2022	\$0.30	1,000,000	-	-	-	1,000,000
18/07/2018	18/07/2023	\$0.30	1,000,000	-	-	-	1,000,000
18/07/2018	18/07/2024	\$0.30	1,000,000	-	-	-	1,000,000
23/11/2018	25/09/2021	\$0.68	4,000,000	-	-	(4,000,000)	-
31/07/2019	16/07/2022	\$0.61	2,000,000	-	-	-	2,000,000
31/07/2019	16/07/2023	\$0.61	1,000,000	-	-	-	1,000,000
31/07/2019	16/07/2024	\$0.61	1,000,000	-	-	-	1,000,000
31/07/2019	16/07/2025	\$0.61	1,000,000	-	-	-	1,000,000
19/05/2020	26/08/2024	\$0.00	2,151,156	-	(2,151,156)	-	-
19/05/2020	26/08/2024	\$0.00	3,695,331	-	-	-	3,695,331
19/05/2020	31/03/2025	\$0.00	5,542,996	-	-	-	5,542,996
19/05/2020	26/02/2025	\$0.30	6,000,000	-	-	-	6,000,000
28/10/2021	26/11/2024	\$0.18	-	28,000,000	-	-	28,000,000
28/10/2021	26/11/2024	\$0.30	-	10,000,000	-	-	10,000,000
			<u>46,889,483</u>	<u>38,000,000</u>	<u>(3,151,156)</u>	<u>(20,500,000)</u>	<u>61,238,327</u>
Weighted average exercise price			\$0.29	\$0.21	\$0.10	\$0.37	\$0.23

The weighted average remaining contractual life of options outstanding at the end of the financial period was 2.18 years (31 March 2022: 1.96 years).

For the options granted during the current financial period, the valuation models (Monte Carlo simulation) inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
30/08/2022	30/08/2025	\$0.05	\$0.18	61.04%	-	3.03%	\$0.0059

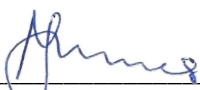
Total share-based payments expense recorded in the profit or loss for the period ended 30 September 2022 amounted to \$188,419 (30 September 2021: \$1,323,397).

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 September 2022 and of its performance for the financial period ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

On behalf of the directors



Peter James
Chairman

30 November 2022

Independent Auditor's Review Report to the Members of Halo Food Co. Limited

Conclusion

We have reviewed the half-year financial report of Halo Food Co. Limited ("the company"), which comprises the consolidated statement of financial position as at 30 September 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 half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration, for the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

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

- (a) giving a true and fair view of the consolidated entity's financial position as at 30 September 2022 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

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

Responsibility of the Directors for the Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the consolidated entity's financial position as at 30 September 2022 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

HLB Mann Judd

HLB Mann Judd Assurance (NSW) Pty Ltd
Chartered Accountants

Sydney, NSW
30 November 2022

S. Grivas

S Grivas
Director