Annual Report

30 June 2023

Douugh Limited. ABN 41 108 042 593

Douugh

Douugh Limited
Corporate directory
30 June 2023

Directors	Andrew Taylor (Managing Director and CEO) Bert Mondello (Non-Executive Director) Derek Hall (Non-Executive Director) – appointed 30 November 2022
Company secretary	Derek Hall
Registered office	T3 Level 17/300 Barangaroo Ave, Barangaroo NSW 2000
Principal place of business	T3 Level 17/300 Barangaroo Ave, Barangaroo NSW 2000
Share register	Advanced Share Registry Services 110 Stirling Highway Nedlands WA 6009
Auditor	RSM Australia Partners Level 13, 60 Castlereagh Street Sydney, NSW 2000
Solicitors	Steinepreis Paganin Level 4, The Read Buildings 16 Milligan Street Perth WA 6000 Australia
Stock exchange listing	Douugh Limited shares are listed on the Australian Securities Exchange (ASX code: DOU, DOUO)
Website	douugh.com
Corporate Governance Statement	https://douugh.com/investors-1#corporate-governance

A Letter from the CEO

Dear Fellow Shareholders,

On behalf of the Board, I present the Douugh Limited Annual Report for 2023.

Douugh Limited (ASX:DOU) is an award winning consumer fintech company on a mission to empower everyday Aussies to take control of their money and build long-term wealth on autopilot.

Financial Year 2023 has proved a challenging one for the emerging technology industry, and Douugh was not alone in terms of having its progress curtailed by a number of headwinds. The change in the macroeconomic environment, triggered from aggressive rate rises and the subsequent weakening of the AUD against the USD, materially impacted Douugh's ability to operate and access the required growth capital to build on its early momentum shown in the U.S market, resulting in the Company making the difficult decision to exit the market to focus on launching in its home market of Australia.

Issues with Douugh's banking partner in Australia also required an unanticipated pivot in the launch plan. The Company used the ensuing delay to conduct additional market research to improve the overall customer value proposition to take to market, which resulted in the creation of Douugh's unique Stockback™ rewards PNPL offering, which is now being rolled out and commercialised through public access to the 'Pay Later' Spot Jar feature. This allows customers to trigger an instant cash advance of up to $500 to a connected account to help smooth their cashflow and earn Stockback™ rewards. Repayments are made via 4x weekly instalments at a fixed cost of $1.99 per repayment.

Stockback™ is Douugh's proprietary rewards offering, designed to become the growth catalyst for the acceleration of Douugh's flywheel. Customers earn 'free money' as they spend and become investors. Establishing good money behaviours, thereby encouraging them to commit to a recurring investment using their own money, which Douugh monetises through a monthly subscription and FX fees.

We firmly believe that the Stockback™ offering is an extremely compelling value proposition versus other card loyalty programs, some of which have had their value propositions heavily diluted in recent years.

Douugh is aiming to challenge existing monoline providers of financial services by offering a new generation of customers access to a single banking & investing App to help them manage and grow their money.

We plan to reduce our reliance on paid marketing activities by distributing the Douugh proposition through Merchant partners, having now developed our own payment gateway solution (Douugh Pay), which will allow customers to 'Pay Now' via a connected Card or 'Pay Later' through instalments at checkout to earn Stockback™. We will charge the Merchant a small fee of ~1.75% to process the payment as well as fund the Stockback™ and work in partnership to jointly promote the collaboration to each other's customer bases. This is set to go live in Q2 FY24.

The launch of our expanded 'Pay Now' feature called Spend Jar (Card & Account), will occur following the completion of Beta testing and obtaining the necessary approvals.

The key message I want to again stress to shareholders is that the heavy investment of over $15m into R&D on the platform is now complete. And we have taken immediate steps to further reduce our overheads to be able to focus exclusively on securing product market fit, growing customers and revenue in Financial Year 2024.

This could also see us look to capitalise on white-label opportunities to licence access to the Douugh Technology stack via a suite of API's. And we look forward to updating shareholders on developments as they occur.

Yours Faithfully,

Andy Taylor
Managing Director and CEO
Douugh Limited

29 September 2023

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Douugh Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2023.

Directors

The following persons were Directors of Douugh Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Andrew Taylor	Managing Director and CEO (appointed 18 September 2020)
Bert Mondello	Non-Executive Director (appointed 12 June 2014)
Leanne Graham	Non-Executive Director (resigned 1 August 2022)
Derek Hall	Non-Executive Director (appointed 30 November 2022)
Steve Bellotti	Non-Executive Chairman (resigned 30 November 2022)

Principal activities

The principal activity of the Group during the financial year was developing an artificial intelligence (AI) first approach to reimagine banking, enabling our customers to better manage their money and achieve financial freedom through a smart mobile banking app.

Dividends

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

Review of operations

The loss for the consolidated entity after providing for income tax amounted to $6,045,462 (30 June 2022: $11,628,452).

Significant changes in the state of affairs

On 19 December 2022, the Company completed a placement of 118,750,000 fully paid ordinary shares at $0.016 per share in order to accelerate Australian rollout of the Douugh platform.

On 20 February 2023, the Company officially launched the first stage of the Douugh platform in Australia being its foundation micro-investing service. The Company wound down its operations in the US to focus its resources on the Australian market.

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

Matters subsequent to the end of the financial year

On 8 August 2023, the Company completed a share purchase plan raising $475,000 before costs.

Aside from the above, no matter or circumstance has arisen since 30 June 2023 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.

Likely developments and expected results of operations

Information on likely developments in the operations of the consolidated entity and the expected results of operations have not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the consolidated entity.

Environmental regulation

The consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Name:	Andrew Taylor
Title:	Founder, Managing Director and CEO
Experience and expertise:	Andy holds a Bachelor of Business Studies, majoring in Marketing Communications from Massey University. Andy was previously Co-founder & Co-CEO of SocietyOne Australia Pty Ltd (ACN 151 627 977), a peer-to-peer lending platform, Founder & CEO of Yatango Pty Ltd (ACN 159 748 240), an online consumer services and rewards platform, and was also previously Co-founder & CEO of Unity ID Ltd, a digital marketing and technology agency.
Other current directorships:	None
Former directorships (last 3 years):	None

Name:	Bert Mondello
Title:	Non-Executive Director
Experience and expertise:	Bert is an experienced Public Company Director, Corporate Advisor and Technology Expert with 20 years’ experience across both the private and public sectors. An as Executive, Bert has substantial capital markets experience and knowledge of equity markets having participated in company restructures, complex M & A transactions, IPOs, RTOs, investor placements and capital raisings. Bert has widespread experience spanning across retail and institutional sectors and an extensive knowledge of marketing communications and investor relations. With deep rooted expertise across multiple technology sectors, Bert has provided strategic corporate advice and mentoring to a number of private and public organisations internationally across multiple industries. He holds a Bachelor of Laws from the University of Notre Dame, Australia.
Other current directorships:	Vection Technologies Limited, Streamplay Studio Limited
Former directorships (last 3 years):	Sinetech Limited, WestStar Industrial Limited
Special responsibilities:	Chair of the Nomination Committee

Name:	Derek Hall (appointed 30 November 2022)
Title:	Non-Executive Director
Experience and expertise:	Derek is a Chartered Accountant, Fellow of the Financial Services Institute and Member of the Institute of Chartered Secretaries and Administrators.
Other current directorships:	None
Former directorships (last 3 years):	None
Special responsibilities:	Company Secretary, Member of the Nomination Committee

Name:	Steve Bellotti (resigned 30 November 2022)
Title:	Non-Executive Chairman
Experience and expertise:	Steve has an extensive track record in building and running large, complex global markets and loans businesses and has proven to be a very effective risk taker and manager, leader and investor across global financial markets.
Other current directorships:	None
Former directorships (last 3 years):	None

Name:	Leanne Graham (resigned 31 July 2022)
Title:	Non-Executive Director
Experience and expertise:	Leanne is a highly experienced technology executive, with a comprehensive understanding of Software-as-a-Service (SaaS) based business models.
Other current directorships:	ArchTis Limited (ASX:AR9), Energy One Ltd (ASX:EOL) and Bridge SaaS Limited (ASX:BGE).
Former directorships (last 3 years):	Health House (ASX:HHI) and Optima Technology Group Limited (ASX:OPA).
Special responsibilities:	None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Directors' relevant interests

The directors' relevant Interests in shares, rights and options notified to the ASX in accordance with the Corporations Act 2001 at the date of this report are as follows:

	Ordinary shares	Performance rights	Options (Expiring 31/7/2024)
Andrew Taylor	247,447,784	44,425,147	53,837,940
Bert Mondello	26,568,568	12,800,000	-
Derek Hall	4,915,384	3,000,000	-
	278,931,736	60,225,147	53,837,940

Company secretary
Derek Hall is a Chartered Accountant, Fellow of the Financial Services Institute and Fellow of the Governance Institute.

Meetings of Directors
The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2023, and the number of meetings attended by each Director were:

	Full Board	
	Attended	Held
Andrew Taylor	3	3
Bert Mondello	3	3
Derek Hall	2	2
Steve Bellotti	1	2
Leanne Graham	1	1

Held: represents the number of meetings held during the time the Director held office.

Remuneration report (audited)
The remuneration report details the key management personnel remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the entity, directly or indirectly, including all Directors.

The remuneration report is set out under the following main headings:
- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness
- acceptability to shareholders
- performance linkage / alignment of executive compensation
- transparency

The Board is responsible for determining and reviewing remuneration arrangements for its Directors and executives. The performance of the consolidated entity depends on the quality of its Directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the consolidated entity.

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value
- attracting and retaining high calibre executives

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience
- reflecting competitive reward for contribution to growth in shareholder wealth
- providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive Director and executive Director remuneration is separate.

Non-executive Directors remuneration

Fees and payments to non-executive Directors reflect the demands and responsibilities of their role. Non-executive Directors' fees and payments are reviewed annually by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure non-executive Directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive Directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive Directors can receive equity incentives subject to shareholder approval.

ASX listing rules require the aggregate non-executive Directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Extraordinary General Meeting held on 17 August 2020, where the shareholders approved a maximum annual aggregate remuneration of $300,000.

Executive remuneration

The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation, and non-monetary benefits, are reviewed annually by the Board based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the consolidated entity and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives based on long-term incentive measures. These include increase in shareholders value relative to the entire market and the increase compared to the consolidated entity's direct competitors.

Voting and comments made at the Company's 2022 Annual General Meeting ('AGM')
At the 30 November 2022 AGM, 56.7% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2022. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration
Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		% of Performance Related
30 June 2023	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-Settled** $	Total $	
Non-Executive Directors:								
Bert Mondello	140,000	-	-	-	-	148,544	288,544	51%
Derek Hall[1]	14,000	-	-	-	-	1,705	15,705	11%
Steve Bellotti[2]	-	-	-	-	-	(23,873)	(23,873)	-
Leanne Graham[2,3]	3,333	-	-	-	-	(11,936)	(8,603)	-
Patrick Tuttle[4]						(23,873)	(23,873)	-
Executive Directors:								
Andrew Taylor	250,020	-	-	26,250	-	339,636	615,906	55%
	407,353	-	-	26,250	-	430,203	863,806	

Note 1: Mr Hall commenced as Non-executive Director on 30 November 2022.
Note 2: Director resigned during the year. Historical share-based payments were reversed on resignation.
Note 3: Director resigned during the year. Historical share-based payments were reversed on resignation.
Note 4: Director resigned in prior year. Historical share-based payments were reversed in current period.
** The Equity settled values represent the Company’s expensing of these securities over multi-year vesting periods. The majority of the value for Mr Taylor and Mr Mondello relate to securities granted in previous periods.

30 June 2022	Short-term benefits Cash salary and fees $	 Cash bonus $	 Non-monetary $	Post-employment benefits Super-annuation $	Long-term benefits Long service leave $	Share-based payments Equity-settled $	 Total $	% of Performance Related
Non-Executive Directors:								
Steve Bellotti	40,000	-	-	-	-	57,677	97,677	59%
Bert Mondello	40,000	-	-	-	-	161,497	201,497	80%
Patrick Tuttle*	26,667	-	-	-	-	57,677	84,344	68%
Leanne Graham	40,000	-	-	-	-	28,839	68,839	42%
Executive Directors:								
Andrew Taylor	270,933	-	-	27,083	-	361,540	659,556	55%
	417,600	-	-	27,083	-	667,230	1,111,913	

*Director resigned during the year.

Service agreements
Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Andrew Taylor
Title:	Managing Director and CEO
Agreement commenced:	18 September 2020
Details:	$250,000 per annum exclusive of superannuation. 6 months' termination notice.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of performance rights
Details of performance rights issued to Directors and other key management personnel as part of compensation during the year ended 30 June 2023 are set out below:

Name	Date	Rights Class A*	 Class B*	 Class C*	Total value $	Value recognised in 2023 $
Andrew Taylor	30 November 2022	6,500,000	6,500,000	7,000,000	355,803	67,409
Bert Mondello	30 November 2022	3,500,000	3,500,000	3,000,000	178,779	33,870
Derek Hall	7 March 2023	1,000,000	1,000,000	1,000,000	16,365	1,705
		11,000,000	11,000,000	11,000,000	550,947	102,984

*Class A, B and C Performance rights were valued at $0.0190, $0.0178 and $0.0167 per right respectively on the 30 November 2022 grant date and $0.0061, $0.0054 and $0.0049 per right respectively on the 7 March 2023 grant date.

Of these rights, none vested into fully paid ordinary shares during the year.

Additional information
The earnings of the consolidated entity for the five years to 30 June 2023 are summarised below:

	2023 $	2022 $	2021 $	2020 $	2019 $
Revenue	146,226	588,364	34,081	218	241,329
Loss after income tax	(6,045,462)	(11,628,452)	(13,487,518)	(1,299,600)	(1,550,285)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2023	2022
Share price at financial year end ($)	0.008	0.014
Basic earnings per share (cents per share)	(6.58)	(1.59)
Diluted earnings per share (cents per share)	(6.58)	(1.59)

Additional disclosures relating to key management personnel

Shareholding
The number of shares in the Company held during the financial year by each Director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at start of year /appointment	Received as part of remuneration	Additions	Disposals/ other	Balance at end of year /resignation
Ordinary shares					
Andrew Taylor[1]	229,526,905	-	12,276,786	-	241,803,691
Bert Mondello[2]	16,596,041	-	5,357,143	-	21,953,184
Derek Hall	300,000	-	-	-	300,00
Steve Bellotti*	5,301,276	-	-	-	5,301,276
Leanne Graham*	250,000	-	-	-	250,000
	251,974,222	-	17,633,929	-	269,608,151

Note 1: Additions for the year represent shares issued on lieu of accrued salary as approved by shareholders (10,714,286 shares) and participation in a capital raising (1,562,500 shares).
Note 2: Additions for the year represent shares issued on lieu of accrued salary as approved by shareholders.
*Director resigned during the year.

Option holding
The number of options over ordinary shares in the Company held during the financial year by each Director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at start of year /appointment	Granted	Exercised	Expired/ forfeited/ other	Balance at end of year /resignation
Options over ordinary shares					
Andrew Taylor	52,275,440	1,562,500	-	-	53,837,940
Bert Mondello	-	-	-	-	-
Derek Hall	-	-	-	-	-
Steve Bellotti*	1,107,987	-	-	-	1,107,987
Leanne Graham*	-	-	-	-	-
	53,383,427	1,562,500	-	-	54,945,927

*Director resigned during the year.

The number of performance rights over ordinary shares in the Company held during the financial year by each Director and other members of key management personnel of the consolidated entity, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Vested and issued as shares	Expired/ forfeited/ other	Balance at the end of the year
Rights over ordinary shares					
Andrew Taylor	24,425,147	20,000,000	-	-	44,425,147
Bert Mondello	2,800,000	10,000,000	-	-	12,800,000
Derek Hall	-	3,000,000	-	-	3,000,000
Steve Bellotti*	1,369,329	-	-	-	1,369,329
Leanne Graham*	500,000	-	-	-	500,000
	29,094,476	33,000,000	-	-	62,094,476

*Director resigned during the year.

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of Douugh Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
17/08/2020	31/07/2024	$0.0400	30,000,000
17/08/2020	31/08/2024	$0.0400	73,767,878
13/12/2021	13/12/2024	$0.1080	10,000,000
14/10/2022*	14/10/2025	$0.0000	937,440
01/12/2022	13/12/2024	$0.1080	10,000,000
01/12/2022	10/10/2025	$0.0216	20,000,000
08/03/2023	15/03/2026	$0.0240	20,000,000
19/12/2022	31/08/2024	$0.0400	118,750,000
16/03/2023	31/08/2024	$0.0400	1,562,500
			285,017,818

*Balance net of ESOP conversions

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

Shares under performance securities
Unissued ordinary shares of Douugh Limited under unlisted performance securities at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under rights
17/08/2020	06/10/2023	$0.0000	25,000,000
07/12/2021	07/12/2024	$0.0000	12,300,000
30/11/2022	23/12/2025	$0.0000	30,000,000
07/03/2023	15/03/2026	$0.0000	3,000,000
			70,300,000

Risks

The strategies and future performance of the Company are subject to various risks. The Company identifies, assesses, and manages these risks and operates under the Board approved Risk Management Framework. The Framework is designed to ensure that relevant risks in business activities are effectively identified, measured, monitored and managed.

The Company's operating model for risk management is intended to:
• Maintain an effective system of internal controls appropriate to the scale of the business. This incorporates management and staff taking primary responsibility for identifying and managing risks; and
• Support the business in enabling sustainable growth.

The summary below refers to material risks identified from a whole of entity perspective. The list is not exhaustive of the risks faced by the Company or investors, nor are the risks listed in order of importance.

Economic, financial and capital market risks
Market, financial or economic conditions may be affected by a range of factors including general economic outlook, investor sentiment and consumer confidence, changes to legislation including tax reform, monetary factors (including interest rate risk, inflation, foreign exchange risk, credit risk and supply or demand of capital), liquidity risk or other factors such as terrorism or pandemics.

There is always increased risk due to changes in market, business or economic conditions which may result in: the Company's business being impacted either directly or indirectly; the value of investment being affected; the Company's exposure to share market volatility increasing; and as the business is still in growth mode, access to additional funding remains a risk.

Execution of growth strategies
Douugh's growth depends on (amongst other matters) new customers using the financial wellness platform and existing customers continuing to use the platform. Douugh aims to achieve high rates of growth by executing its marketing strategies, partnering with distribution channels, and continuing to develop and improve its technology and product offering to adapt to changes in customer preferences. There is a risk that some or all of Douugh's growth strategies will fail to be successfully implemented or deliver the expected economic returns. The growth strategies may be subjected to unexpected delays and costs. There is also a risk that the Company may no longer offer a platform which are attractive to the market, or that other products may enter the market which customers prefer, leading to a significant material adverse impact on Douugh's business, financial condition, operating and financial performance.

Operational risk
The Company has established processes to manage and monitor key operational risks including business resilience, cybersecurity, fraud, operational processes and human resources. All employees are encouraged to identify, report and manage operational risks to ensure customer outcomes and business objectives are prioritised.

Merger and acquisition risk
Business growth may come from a combination of organic growth (building the Company's own customer base) and merging with or acquiring other businesses in complementary or adjacent markets. Acquisition of other businesses can result in varying rates of return on investment that may be impacted by a range of factors including due diligence practices, overestimating or failing to capture synergies, differences in workplace cultures, integration and change management practices, and unforeseen threats or costs to the combined businesses.

Reliance on third-party vendors, information-technology suppliers and software and infrastructure providers
Douugh's business is dependent on services provided by third-party vendors, credit card partner, banking partners, trading platform partners, information-technology suppliers, and software and infrastructure providers. Consequently, there are a range of potential operational issues which are outside the Company's control.

Douugh could face significant costs if the provision of such services is disrupted, delayed, or if the contracts are terminated or altered in any way that is detrimental to Douugh, and Douugh cannot find alternative services on commercially reasonable terms on a timely basis.

There is also a risk that third-party suppliers do not perform adequately, terminate the contractual relationship with Douugh, or otherwise cease to operate or transact with Douugh.

Technology and Intellectual Property (IP) Risks
Ability to compete may be compromised if the Company's proprietary rights are not adequately protected. There are risks associated with disruption to technology platform and systems, as these could affect Douugh's reputation and financial performance.

Indemnity and insurance of officers
The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor
The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Proceedings on behalf of the Company
No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to 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 part of those proceedings.

Non-audit services
There were no non-audit services provided during the financial year by the auditor.

Officers of the Company who are former partners of RSM Australia
There are no officers of the Company who are former partners of RSM Australia.

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.

Auditor
RSM Sydney continues in office in accordance with section 327 of the Corporations Act 2001.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors

Andy Taylor
Chairman

29 September 2023

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Douugh Limited for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

RSM

RSM AUSTRALIA PARTNERS

D Talbot

David Talbot
Partner

Sydney, NSW
Dated: 29 September 2023

Douugh Limited
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30 June 2023

General information

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

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

T3 Level 17/300 Barangaroo Ave, Barangaroo NSW 2000

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 29 September 2023. The Directors have the power to amend and reissue the financial statements.

Douugh Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2023

	Note	Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Revenue	4	146,226	588,364
Other income	5	2,443,306	3,903,887
Expenses			
Share based payments	30	(1,280,193)	(1,478,905)
Administrative and operating activities		(1,032,969)	(1,505,347)
Employee benefits expense		(3,506,315)	(5,195,538)
Research and development costs		(959,312)	(975,062)
Depreciation and amortisation expense	6	(31,655)	(25,175)
Direct and other operational costs		(1,481,067)	(2,526,062)
Corporate restructure costs		-	
Finance costs	6	(72,236)	(5,106)
Advertising and marketing		(271,247)	(4,409,508)
Loss before income tax expense		(6,045,462)	(11,628,452)
Income tax expense	7	-	-
Loss after income tax expense for the year attributable to the owners of Douugh Limited	18	(6,045,462)	(11,628,452)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		(244,493)	15,774
Other comprehensive income for the year, net of tax		(244,493)	15,774
Total comprehensive income for the year attributable to the owners of Douugh Limited		(6,289,955)	(11,612,678)
		Cents	**Cents**
Basic earnings per share	29	(6.58)	(1.59)
Diluted earnings per share	29	(6.58)	(1.59)

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

Douugh Limited
Consolidated statement of financial position
As at 30 June 2023

	Note	Consolidated 2023 $	Consolidated 2022 $
Assets			
Current assets			
Cash and cash equivalents	8	746,665	3,266,418
Trade and other receivables	9	1,849,935	2,385,924
Other assets		86,811	100,483
Total current assets		2,683,411	5,752,825
Non-current assets			
Plant and equipment	10	41,826	44,317
Intangibles	11	72,300	72,300
Total non-current assets		114,126	116,617
Total assets		2,797,537	5,869,442
Liabilities			
Current liabilities			
Trade and other payables	12	791,809	1,281,204
Contract liabilities	13	330,000	330,000
Employee benefits	14	193,579	521,379
Other liabilities	15	1,156,830	27,276
Total current liabilities		2,472,218	2,159,859
Total liabilities		2,472,218	2,159,859
Net assets		325,319	3,709,583
Equity			
Issued capital	16	32,736,540	30,697,856
Reserve	17	2,773,613	2,151,099
Accumulated losses	18	(35,184,834)	(29,139,372)
Total equity		325,319	3,709,583

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

Douugh Limited
Consolidated statement of changes in equity
For the year ended 30 June 2023

Consolidated – 2022	**Issued capital $**	**Reserves $**	**Accumulated losses $**	**Total equity $**
Balance at 1 July 2021	25,198,242	710,541	(17,510,920)	8,397,863
Loss after income tax expense for the year	-	-	(11,628,452)	(11,628,452)
Other comprehensive income for the year, net of tax	-	15,774	-	15,774
Total comprehensive income for the year	-	15,774	(11,628,452)	(11,612,678)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 16)	5,445,493	-	-	5,445,493
Share-based payments (note 30)	150,000	1,328,905	-	1,478,905
Transaction costs paid via options issued (note 30)	(866,593)	866,593	-	-
Vesting of employee performance rights (note 16)	77,785	(77,785)	-	-
Transfer from share based payments reserve options exercised (note 16))	692,929	(692,929)	-	-
Balance at 30 June 2022	30,697,856	2,151,099	(29,139,372)	3,709,583

Consolidated – 2023	**Issued capital $**	**Reserves $**	**Accumulated losses $**	**Total equity $**
Balance at 1 July 2022	30,697,856	2,151,099	(29,139,372)	3,709,583
Loss after income tax expense for the year	-	-	(6,045,462)	(6,045,462)
Other comprehensive income for the year, net of tax	-	(244,493)	-	(244,493)
Total comprehensive income for the year	-	(244,493)	(6,045,462)	(6,289,955)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 16)	1,625,498	-	-	1,625,498
Share-based payments (note 30)	385,080	895,113	-	1,280,193
Transaction costs paid via securities issued (note 30)	(66,273)	66,273	-	-
Vesting of employee performance rights (note 16)	94,379	(94,379)	-	-
Balance at 30 June 2023	32,736,540	2,773,613	(35,184,834)	325,319

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

Douugh Limited
Consolidated statement of cash flows
For the year ended 30 June 2023

	Note	Consolidated 30 June 2023 $	30 June 2022 $	
Cash flows from operating activities				
Receipts from customers (inclusive of GST)		160,163	641,735	
Payments to suppliers and employees (inclusive of GST)		(7,540,285)	(14,734,448)	
		(7,380,122)	(14,092,713)	
Interest received		4,345	1,570	
Government grants received		2,220,369	1,681,948	
Interest and other finance costs paid		(23,639)	(5,106)	
Income taxes refunded/(paid)		-	-	
Net cash used in operating activities	28	(5,179,047)	(12,414,301)	
Cash flows from investing activities				
Payments for property, plant and equipment	10	(29,205)	(16,133)	
Payments for intangibles	11	-	(729)	
Payments for security deposits		-	(63,293)	
Net cash from/(used in) investing activities		(29,205)	(80,155)	
Cash flows from financing activities				
Proceeds from issue of shares	16	1,739,920	6,435,868	
Proceeds from borrowings		1,244,407	-	
Share issue transaction costs	16	(139,422)	(1,000,217)	
Repayment of borrowings		(156,406)	-	
Net cash from financing activities		2,688,499	5,435,651	
Net increase/(decrease) in cash and cash equivalents		(2,519,753)	(7,058,805)	10,
Cash and cash equivalents at the beginning of the financial year		3,266,418	10,325,223	
Effects of exchange rate changes on cash and cash equivalents		-	-	
Cash and cash equivalents at the end of the financial year	8	746,665	3,266,418	10,

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

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, 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.

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2023. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Going concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business.

As disclosed in the financial statements the consolidated entity incurred a net loss after tax of $6,045,462 and had net cash outflows from operating activities of $5,179,047 during the year ended 30 June 2023. As of that date, the consolidated entity had net assets of $325,319. These factors indicate a material uncertainty which may cast significant doubt as to 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 Directors believe that it is reasonably foreseeable that the Consolidated Entity will continue as a going concern and it is appropriate to prepare the financial statements on a going concern basis. In determining this position, the Directors have considered the following factors:

- Cash on hand of $746,665 as at 30 June 2023.
- An equity facility agreement of up to $20M available on call subject to placement capacity rules provides sufficient access to funding as required and an established track record of being able to raise equity when required;
- Research and development tax incentives and other grant receipts estimated to be received in excess of $1.6M.

The consolidated entity is constantly assessing its ongoing cash requirements. The consolidated entity maintains an internal cash flow management process which is based on detailed revenue and expense projections. Should these assumptions not be achieved, the consolidated entity has the ability to implement additional cost savings to maintain a positive cash balance over the next 12 months.

Accordingly, the Directors believe that the consolidated entity will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial statements.

The financial statements do not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the consolidated entity does not continue as a going concern.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Note 1. Significant accounting policies (continued)

Parent entity information
In accordance with the Corporations Act 2001, these financial statements present the results of the Company only. Supplementary information about the parent entity is disclosed in note 25.

Principles of consolidation
The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Douugh Limited (‘Company’ or ‘parent entity’) as at 30 June 2023 and the results of all subsidiaries for the year then ended. Douugh Limited and its subsidiaries together are referred to in these financial statements as the ‘consolidated entity’.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity 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 consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity 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 consolidated entity.

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.

Where the consolidated entity 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 consolidated entity 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.

Foreign currency translation
The financial statements are presented in Australian dollars, which is Douugh Limited’s functional and presentation currency.

Foreign currency transactions
Foreign currency transactions are translated into Australian dollars 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 financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations
The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Current and non-current classification
Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity’s normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

Note 1. Significant accounting policies (continued)

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Employee benefits

Defined contribution superannuation expense
Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments
Equity-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the consolidated entity receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the consolidated entity or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the consolidated entity or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement
When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Note 1. Significant accounting policies (continued)

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Earnings per share

Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of Douugh Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Goods and Services Tax ('GST') and other similar taxes
Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the 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 tax authority is included in other receivables or other payables in the statement of financial position.

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

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Note 2. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions
The consolidated entity 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 using either the Binomial or Black-Scholes 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 would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Allowance for expected credit losses
The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Note 2. Critical accounting judgements, estimates and assumptions (continued)

Fair value measurement hierarchy
The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being: Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and Level 3: Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Estimation of useful lives of assets
The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Goodwill and other indefinite life intangible assets
The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets
The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax
The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity’s current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Employee benefits provision
As discussed in note 1, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Note 3. Segment reporting

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors. During the period ended 30 June 2023, the Goodments app was entirely replaced by the Douugh app, and as a result the Company only operated in one segment being the development of a smart mobile app for banking. Information in relation to the old basis of segmentation is not readily available for the current period.

In the prior period, the operations of the Company based on 2 segments; its development of a smart mobile app for banking; and wealth management.

Segment information	**Mobile Banking App**	**Wealth Management**	**Corporate**	**Total**
	$	**$**	**$**	**$**
Year ended 30 June 2022				
Segment Revenue	574,986	13,378	-	588,364
Other income	3,838,362	-	65,525	3,903,887
Significant items				
Direct and operational costs	(2,169,617)	(323,917)	(32,528)	(2,526,062)
Advertising and marketing	(2,376,034)	(43,835)	(1,989,639)	(4,409,508)
Employee benefits expense	(4,939,934)	(255,604)	-	(5,195,538)
Research and development costs	(680,820)	(90,039)	(204,203)	(975,062)
Financing costs	(5,100)	(6)	-	(5,106)
Depreciation and amortisation	(25,175)	-	-	(25,175)
Other administrative expenses	(343,175)	(101,692)	(1,060,480)	(1,505,347)
Share based payments	-	-	(1,478,905)	(1,478,905)
Tax expenses	-	-	-	-
Segment operating loss after tax	(6,126,507)	(801,715)	(4,700,230)	(11,628,452)

Note 4. Revenue

	Consolidated	
	30 June 2023	**30 June 2022**
	$	**$**
Rendering of services	146,226	588,364

Disaggregation of revenue

The disaggregation of revenue from rendering of services is as follows:

	Consolidated	
Geographical regions	**30 June 2023**	**30 June 2022**
	$	**$**
North America	127,594	574,986
Australia	18,632	13,378
Rendering of services	146,226	588,364

Note 4. Revenue (continued)

Timing of revenue recognition	Consolidated 30 June 2023 $	30 June 2022 $
Transferred at a point in time	146,226	588,364
Transferred over time	-	-
Rendering of services	146,226	588,364

Accounting policy for revenue recognition

Rendering of services
Transaction processing fees are recognised upon the completion of the transfer of funds. This is when the consolidated entity meets their performance obligation under the contract to facilitate the payment.

Subscription revenue is recognised over time and in line with the invoice period. Performance obligations are satisfied over time. This is a faithful depiction of the transfer of services, as customers simultaneously receive and consume the services provided of the invoice period.

Revenue from contracts with customers
Revenue is recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Note 5. Other income

	Consolidated 30 June 2023 $	30 June 2022 $
Government incentive R&D	1,648,215	3,482,956
Other Government subsidies	-	288,349
Interest income	61,696	1,570
Other income	733,395	131,012
Other income	2,443,306	3,903,887

Accounting policy for other income

<u>*Government grant*</u>

Government grants are recognised at fair value where there is reasonable assurance the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating. Except for amount received under the R&D tax incentive program, grants relating to assets are credited to deferred income at fair value and are credited to income over the expected useful life of the asset on a straight-line basis.

Note 5. Other income (continued)

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other income

During the year, the Group recognised Other Income amounting to $733,395 arising from corporate restructuring. This restructuring involved strategic changes to the Group's operations. On 25 April 2023, Douugh USA LLC underwent a formal dissolution, resulting to a gain on write-off of debts. The management believes that this income is non-recurring and does not reflect the ongoing operational performance of the business.

Note 6. Expenses

	Consolidated	
	30 June 2023 $	30 June 2022 $
Loss before income tax includes the following specific expenses:		
Depreciation		
Computer and office equipment	31,655	25,174
Amortisation		
Software	-	-
Total depreciation and amortisation	31,655	25,174
Impairment		
Goodwill and other intangible assets	-	-
Finance costs		
Interest and finance charges paid on borrowings	65,537	3,762
ATO interest charges	6,699	1,345
Finance costs expensed	72,236	5,106
Superannuation expense – included within employee benefits expense		
Defined contribution superannuation expense	309,470	423,879

Note 7. Income tax expense

	Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Income tax expense		
Current tax	-	-
Aggregate income tax expense	-	-
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(6,045,462)	(11,628,452)
Tax at the statutory tax rate of 25% (2022: 25%)	(1,511,366)	(2,907,113)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-assessable income	(412,360)	(942,826)
Non-deductible expenses	2,062,223	1,645,958
Income tax benefit on temporary differences not brought to account	25,664	7,170
	(164,161)	(2,196,811)
Income tax benefit not brought to account	164,161	2,196,811
Income tax expense	-	-

Deferred tax assets have not been recognised in respect of the following items:

Accrued expenses	25,664
Accumulated tax losses	3,055,138
Total deferred tax assets	3,080,802

The consolidated entity has unrecognised tax losses available totalling $12,220,551. The benefits of these unrecognised tax losses will only be realised if certain conditions are met, including:
- The consolidated entity derives future assessable income of a nature and amount sufficient to enable the benefits from the deductions for the losses to be realised; and
- The consolidated entity continues to comply with the conditions for deductibility imposed by law.

Accounting policy for income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Note 7. Income tax expense (continued)

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Douugh Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

Note 8. Current assets – cash and cash equivalents

	Consolidated	
	2023	**2022**
	$	**$**
Cash at bank	746,665	3,266,418

Accounting policy for cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Note 9. Current assets – trade and other receivables

	Consolidated	
	2023	**2022**
	$	**$**
Other receivables	201,720	165,555
R&D refund due	1,648,215	2,220,369
	1,849,935	2,385,924

Allowance for expected credit losses
Management have assessed that there is no indication of impairment of the consolidated entity's receivables as at 30 June 2023 (30 June 2022: nil).

Note 9. Current assets - trade and other receivables (continued)

Accounting policy for trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Note 10. Non-current assets – plant and equipment

	Consolidated	
	2023 $	2022 $
Computer equipment – at cost	127,816	100,501
Less: Accumulated depreciation	(86,502)	(58,373)
	41,314	42,128
Office equipment – at cost	12,617	11,618
Less: Accumulated depreciation	(12,105)	(9,429)
	512	2,189
	41,826	44,317

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

Consolidated – 2023	Computer equipment $	Office equipment $	Total $
Balance at 1 July 2022	42,148	2,189	44,317
Additions	27,315	999	28,314
Disposal	850	-	850
Depreciation expense	(28,979)	(2,676)	(31,655)
Balance at 30 June 2023	41,314	512	41,826

Consolidated – 2022	Computer equipment $	Office equipment $	Total $
Balance at 1 July 2021	49,494	3,864	53,358
Additions	16,134	-	16,134
Depreciation expense	(23,500)	(1,675)	(25,175)
Balance at 30 June 2022	42,128	2,189	44,317

Accounting policy for plant and equipment
Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Note 10. Non-current assets - plant and equipment (continued)

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment	3-7 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss. Any revaluation surplus reserve relating to the item disposed of is transferred directly to retained profits.

Note 11. Non-current assets – intangibles

	Consolidated	
	2023 **$**	**2022** **$**
Goodwill – at cost	711,259	711,259
Less: Impairment	(711,259)	(711,259)
	-	-
Patents and trademarks – at cost	4,449	4,449
Software – at cost	551,734	551,734
Less: Accumulated amortisation	(2,950)	(2,950)
Less: Impairment	(480,933)	(480,933)
	67,851	67,851
Australian Financial Services License – at cost	50,000	50,000
Less: Impairment	(50,000)	(50,000)
	-	-
Funds under management / client list / brand name – at cost	175,000	175,000
Less: Impairment	(175,000)	(175,000)
	-	-
	72,300	72,300

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

Consolidated	Patents and trademarks $	Software $	Total $
Balance at 1 July 2022	4,449	67,851	72,300
Additions	-	-	-
Impairment of assets	-	-	-
Amortisation expense	-	-	-
Balance at 30 June 2023	4,449	67,851	72,300

Note 11. Non-current assets - intangibles (continued)

Accounting policy for intangible assets

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.

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed 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.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Management performed an assessment of the recoverable amount of goodwill recognised on the acquisition of Goodments Pty Ltd ('Goodments') during the year (refer note 3). The rapid integration of the Goodments platform into the Douugh platform formed one cash generating unit ('CGU') at 30 June 2023, and the forecasted future cash flows of the Douugh CGU did not support the carrying value of goodwill at the reporting date.

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.

Patents and trademarks

Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Software

Software acquired through business combinations were recognised at fair value. Software is amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

Note 12. Current liabilities – trade and other payables

	Consolidated 2023 $	Consolidated 2022 $
Trade payables	402,567	643,722
Other payables	324,582	402,419
Accrued expenses	64,660	235,063
	791,809	1,281,204

Refer to note 22 for further information on financial instruments.

Accounting policy for trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Note 13. Current liabilities – contract liabilities

	Consolidated 2023 $	Consolidated 2022 $
Contract liabilities	330,000	330,000

Accounting policy for contract liabilities

Contract liabilities represent the consolidated entity's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the consolidated entity recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the consolidated entity has transferred the goods or services to the customer.

Note 14. Current liabilities – employee benefits

	Consolidated 2023 $	Consolidated 2022 $
Employee benefit liabilities	193,579	521,379

Accounting policy for short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Amounts not expected to be settled within the next 12 months
The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the consolidated entity does not have an unconditional right to defer settlement. However, based on past experience, the consolidated entity does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

Note 15. Current liabilities – other liabilities

	Consolidated 2023 $	Consolidated 2022 $
Other current liabilities	1,156,830	27,276

Amount materially relates to a debt factoring facility for the Company's R&D tax incentive program claim (~$1.00M).

Other current liabilities in the comparative period comprised of:
Amounts represents balance of business insurance funding loan which is payable within 12 months and an amount payable to a director as per previous period.

Note 16. Equity – issued capital

	Consolidated 2023 Shares	Consolidated 2022 Shares	Consolidated 2023 $	Consolidated 2022 $
Ordinary shares – fully paid	983,898,367	843,020,209	32,736,540	30,697,856

Movements in ordinary share capital

Details	**Date**	**Shares**	**Issue price**	**$**
Balance	1 July 2022	843,020,209		30,697,856
Vesting of employee performance rights	14 October 2022	4,494,229	$0.021	94,379
Issue of shares due to capital raising	19 December 2022	108,750,000	$0.016	1,739,920
Issue of shares for services rendered	19 December 2022	10,000,000	$0.016	160,080
Share issue costs	19 December 2022	-	$0.000	(205,695)$
Issue of shares in lieu of accrued salaries	23 December 2022	16,071,429	$0.014	225,000
Issue of shares to director (capital raising)	16 March 2023	1,562,500	$0.016	25,000
Balance	30 June 2023	983,898,367		32,736,540

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.

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 consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Note 16. Equity - issued capital (continued)

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

The capital risk management policy remains unchanged from the previous year.

Accounting policy for issued capital

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.

Note 17. Equity – reserve

	Consolidated	
	2023 **$**	**2022** **$**
Foreign currency reserve	(187,942)	56,551
Share-based payments reserve	2,961,555	2,094,548
	2,773,613	2,151,099

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. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments 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.

Movements in reserves
Movements in each class of reserve during the current financial year are set out below:

Consolidated – 2023	Foreign currency reserve $	Share based payments reserve $	Total $
Balance at 1 July 2022	56,551	2,094,548	2,151,099
Foreign currency translation	(244,493)	-	(244,493)
Share based payments issued to directors, management and advisors	-	961,386	961,386
Performance rights vesting	-	(94,379)	(94,379)
Balance at 30 June 2023	(187,942)	2,961,555	2,773,613

Note 17. Equity - reserve (continued)

Consolidated – 2022	Foreign currency reserve $	Share based payments reserve $	Total $
Balance at 1 July 2021	40,777	669,764	710,541
Foreign currency translation	15,774	-	15,774
Share based payments issued to directors, management, company secretary and financial advisors	-	1,346,999	1,346,999
Performance rights exercised	-	77,785	77,785
Balance at 30 June 2022	56,551	2,094,548	2,151,099

Note 18. Equity – accumulated losses

	Consolidated	
	2023 **$**	**2022** **$**
Accumulated losses at the beginning of the financial year	(29,139,372)	(17,510,920)
Loss after income tax expense for the year	(6,045,462)	(11,628,452)
Accumulated losses at the end of the financial year	(35,184,834)	(29,139,372)

Note 19. Equity – dividends

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

Note 20. Financial instruments

Financial risk management objectives
The consolidated entity’s activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk.

The consolidated entity’s risk management policy focuses on actively securing the consolidated entity’s short to medium-term cash flows by minimising the exposure to volatile financial markets. The consolidated entity does not actively engage in the trading of financial assets for speculative purposes, nor does it write options. The most significant financial risks to which the consolidated entity is exposed are described below.

Market risk

Foreign currency risk
The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises primarily from transactions within the US domiciled controlled entities, which are denominated in USD.

Price risk
The consolidated entity is not exposed to any significant price risk.

Interest rate risk
The consolidated entity is not exposed to any significant interest rate risk.

Note 20. Financial instruments (continued)

Credit risk
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The consolidated entity has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The consolidated entity obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The consolidated entity does not hold any collateral.

The consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available.

Management have assessed that there is no indication of impairment of the consolidated entity’s receivables as at 30 June 2023.

The credit quality of the consolidated entity’s neither past due nor impaired financial assets based on their historical experience with the corresponding third parties has been defined as below:

- Grade A: Financial assets that are consistently collected before maturity.
- Grade B: Financial assets that are collected on their due dates, prior to the consolidated entity exerting efforts to follow up.
- Grade C: Financial assets that are collected on their due dates, provided that the consolidated entity has made a persistent effort to collect.

Liquidity risk
Liquidity risk arises from the possibility that the consolidated entity may encounter difficulties in raising funds to meet commitments from financial instruments.

The consolidated entity manages liquidity risk by maintaining a balance between continuity of funding and flexibility. Treasury controls and procedures are in place to ensure that sufficient cash is maintained to cover daily operational and working capital requirements. Management closely monitors the consolidated entity’s future and contingent obligations and sets up required cash reserves as necessary in accordance with internal policies.

The consolidated entity manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities
The following tables detail the consolidated entity’s remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated – 2023	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	402,567	-	-	-	402,567
Other payables	-	324,582	-	-	-	324,582
Total non-derivatives		727,149	-	-	-	727,149

Note 20. Financial instruments (continued)

Consolidated – 2022	Weighted average interest rate %	1 year or less $	Between 1 and 2 years $	Between 2 and 5 years $	Over 5 years $	Remaining contractual maturities $
Non-derivatives						
Non-interest bearing						
Trade payables	-	643,722	-	-	-	643,722
Other payables	-	402,419	-	-	-	402,419
Total non-derivatives		1,046,141	-	-	-	1,046,141

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair value of financial instruments
Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 21. Key management personnel disclosures

Remuneration arrangements of key management personnel are disclosed in the annual financial report.

Securities granted during the period
During the period, 33,000,000 performance rights were granted as remuneration to directors as follows:

Name	Date	Rights			Total value	Value recognised in 2023
		Class A*	Class B*	Class C*	$	$
Andrew Taylor	30 November 2022	6,500,000	6,500,000	7,000,000	355,803	67,409
Bert Mondello	30 November 2022	3,500,000	3,500,000	3,000,000	178,779	33,870
Derek Hall	7 March 2023	1,000,000	1,000,000	1,000,000	16,365	1,705
		11,000,000	11,000,000	11,000,000	550,947	102,984

*Class A, B and C Performance rights were valued on the first grant date at $0.019, $0.018 and $0.017 per right respectively.

Note 21. Key management personnel disclosures (continued)

The rights have been valued using the Monte-Carlo option valuation method and the following table lists the inputs to the model:

Options Class	**Class A Performance Rights**	**Class B Performance Rights**	**Class C Performance Rights**	**Class A Performance Rights**	**Class B Performance Rights**	**Class C Performance Rights**
Grant date	30-Nov-22	30-Nov-22	30-Nov-22	7-Mar-23	7-Mar-23	7-Mar-23
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Expected volatility	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
Risk-free interest rate	3.12%	3.12%	3.12%	3.31%	3.31%	3.31%
Exercise price	$nil	$nil	$nil	$nil	$nil	$nil
Grant date share price	$0.0200	$0.0200	$0.0200	$0.0080	$0.0080	$0.0080
Expiry date	23-Dec-25	23-Dec-25	23-Dec-25	15-Mar-26	15-Mar-26	15-Mar-26
Number	10,000,000	10,000,000	10,000,000	1,000,000	1,000,000	1,000,000
Fair value at grant date	$0.0190	$0.0178	$0.0167	$0.0061	$0.0054	$0.0049

Of these rights, none vested into fully paid ordinary shares during the year.

Directors
The following persons were Directors of Douugh Limited during the financial year:

Andrew Taylor	Managing Director, CEO (Chairman from 30 November 2022)
Bert Mondello	Non-Executive Director
Derek Hall	Non-Executive Director (appointed 30 November 2022)
Steve Bellotti	Non-Executive Chairman (resigned 30 November 2022)
Leanne Graham	Non-Executive Director (resigned 29 July 2022)

Compensation
The aggregate compensation made to Directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated	
	30 June 2023 $	**30 June 2022 $**
Short-term employee benefits	407,353	417,600
Post-employment benefits	26,250	27,083
Share-based payments	430,203	667,230
	863,806	1,111,913

Note 22. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by RSM Sydney, the auditor of the Company, and its network firms:

	Consolidated	
	30 June 2023 $	**30 June 2022 $**
Audit services – RSM Sydney (2022: RSM Sydney)		
Audit or review of the financial statements	80,000	62,500
Other services – network firms		
Preparation of the tax return	28,551	28,551

Note 23. Contingencies

There were no contingencies as at 30 June 2023 (30 June 2022: none).

Note 24. Related party transactions

Parent entity
Douugh Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in note 28.

Key management personnel
Disclosures relating to key management personnel are set out in note 23 and the remuneration report included in the Directors' report.

Transactions with related parties
The following transactions occurred with related parties:

	Consolidated	
	30 June 2023	**30 June 2022**
	$	**$**
Payment for other expenses:		
Consulting fees paid to key management personnel – Hallmark Advisory	28,000	-
(a related party of Mr Derek Hall, fees for company secretarial and corporate support)		
Legal fees paid on behalf of key management personnel	-	-

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

	Consolidated	
	2023	**2022**
	$	**$**
Current payables:		
Amounts payable to Director – Andrew Taylor	-	7,044
Loans to/from related parties		
Amounts receivable from Director – Andrew Taylor	25,714	-

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

Note 25. Parent entity information

Parent entity information required to be disclosed in accordance with the Corporations Act 2001. The legal parent entity of the Group is Douugh Limited, and the results shown below are for the 12 months ended 30 June 2023 and 30 June 2022.

Statement of profit or loss and other comprehensive income

	Parent	
	30 June 2023	**30 June 2022**
	$	**$**
Loss after income tax	(22,793,944)	(2,790,676)
Total comprehensive income	(22,793,944)	(2,790,676)

Note 25. Parent entity information (continued)

Statement of financial position

	Parent	
	2023	**2022**
	$	**$**
Total current assets	2,231,604	4,619,857
Total non-current assets	-	16,671,085
Total assets	2,231,604	21,290,942
Total current liabilities	1,375,419	302,011
Total liabilities	1,375,419	302,011
Net assets	856,185	20,988,931
Equity		
Issued capital	32,736,540	30,697,856
Share-based payments reserve	2,773,613	2,151,099
Accumulated losses	(34,653,968)	(11,860,024)
Total equity	856,185	20,988,931

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries
The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2023 and 30 June 2022.

Contingent liabilities
The parent entity had no contingent liabilities as at 30 June 2023 and 30 June 2022.

Capital commitments - Property, plant and equipment
The parent entity had no capital commitments for property, plant and equipment as at 30 June 2023 and 30 June 2022.

Significant accounting policies
The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.

Note 26. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

Name	Principal place of business / Country of incorporation	Ownership interest 2023 %	Ownership interest 2022 %
AussieSim Pty Ltd	Australia	100.00%	100.00%
Douugh (Australia) Pty Ltd	Australia	100.00%	100.00%
Douugh Crypto LLC	USA	100.00%	100.00%
Douugh Labs Pty Ltd	Australia	100.00%	100.00%
Douugh Technologies Pty Ltd	Australia	100.00%	100.00%
Douugh USA LLC	USA	0.00%	100.00%
Douugh Wealth LLC	USA	100.00%	100.00%
Goodments Pty Ltd	Australia	99.80%	99.80%
Roam Like Home Pty Ltd	Australia	100.00%	100.00%
Zipt Pty Ltd	Australia	100.00%	100.00%
Zipt IP Pty Ltd	Australia	100.00%	100.00%

Note 27. Events after the reporting period

No matter or circumstance has arisen since 30 June 2023 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 28. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated 30 June 2023 $	Consolidated 30 June 2022 $
Loss after income tax expense for the year	(6,045,462)	(11,628,452)
Adjustments for:		
Depreciation and amortisation	31,655	25,175
Impairment of goodwill and other intangible assets	-	-
Share-based payments	1,280,193	1,478,905
Foreign exchange differences	(244,493)	15,774
Interest paid	48,598	-
Loss on disposal of asset	40	-
Change in operating assets and liabilities:		
Decrease (increase) in trade and other receivables	535,989	(2,158,107)
Decrease in other assets	13,672	-
Increase (decrease) in trade and other payables	(471,439)	(518,342)
Increase in employee benefits	(327,800)	361,087
Decrease in other non-current liabilities	-	(182)
Net cash used in operating activities	(5,179,047)	(12,414,301)

Note 29. Earnings per share

	Consolidated	
	30 June 2023	**30 June 2022**
	$	**$**
Loss after income tax attributable to the owners of Douugh Limited	(6,045,462)	(11,628,452)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	918,952,877	732,348,980
Weighted average number of ordinary shares used in calculating diluted earnings per share	918,952,877	732,348,980
	Cents	**Cents**
Basic earnings per share	(6.58)	(1.59)
Diluted earnings per share	(6.58)	(1.59)

Note 30. Share-based payments

During the financial period, the Group has issued the following equity instruments to its directors, employees and advisors.

- 10,000,000 options issued with a $0.1080 exercise price and expiry of 13-Dec-2024
- 20,000,000 options issued with a $0.0216 exercise price and expiry of 10-Oct-2025
- 20,000,000 options issued with a $0.0240 exercise price and expiry of 15-Mar-2026
- 2,874,785 performance rights issued with a nil exercise price and expiry of 14-Oct-2025.
- 30,000,000 performance rights issued with a nil exercise price and expiry of 23-Dec-2025.
- 3,000,000 performance rights issued with a nil exercise price and expiry of 15-Mar-2026.

For the options granted during the current financial year, the valuation model 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-Nov-2022	13-Dec-2024	$0.020	$0.1080	100.00%	-	3.06%	$34,654
14-Oct-2022	10-Oct-2025	$0.020	$0.0216	100.00%	-	3.12%	$241,957
7-Mar-2023	15-Mar-2026	$0.008	$0.0240	100.00%	-	3.31%	$66,273

Set out below are summaries of performance (ESOP) securities granted during the year:

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
		-	14,856,884	-	(2,556,884)	-	12,300,000
14-Oct-2022	14-Oct-2025	-	-	2,874,785	(1,937,345)	-	937,440
30-Nov-2022	23-Dec-2025	-	-	30,000,000	-	-	30,000,000
7-Mar-2023	15-Mar-2026	-	-	3,000,000	-	-	3,000,000

The weighted average remaining contractual life of performance securities outstanding at the end of the financial period was 2.22 years.

Note 30. Share-based payments (continued)

For the performance rights granted to KMP during the current financial year, the valuation model inputs used to determine the fair value at the grant date are set out in Note 23. For performance securities issued to staff under the ESOP, during the current financial year, the valuation model 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
14-Oct-2022	14-Oct-2025	$0.021	$nil	100.00%	-	3.47%	$60,370

Total expense recognised in the profit or loss for the period ended 30 June 2023 amounted to $1,280,193 (2022: $1,478,905).

	30 June 2023 $	30 June 2022 $
Performance securities issued to employees and consultants	464,910	494,482
Performance securities issued to directors	430,203	667,230
Issue of shares to advisors, directors and company secretary	385,080	150,000
Options and performance rights issued to founder of Goodments Pty Ltd	-	167,193
	1,280,193	1,478,905

Douugh Limited
Directors' declaration
30 June 2023

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and

- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the Directors

Andy Taylor
Chairman

29 September 2023

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INDEPENDENT AUDITOR'S REPORT
To the Members of Douugh Limited

Opinion

We have audited the financial report of Douugh Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2023, 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 the accompanying financial report of the Group is in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended; and

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

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (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 confirm that the independence declaration required by the Corporations Act 2001, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that the Group incurred a net loss of $6,045,462 during the year ended 30 June 2023 and had net cash outflows from operating activities of $5,179,047 during the year ended 30 June 2023. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group'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. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Share-based payments	

During the financial year ended 30 June 2023, the Group entered into the following share-based payment arrangements:
 	
• The issue of share options for the services of acting the lead manager role for capital raising fee.
• The issue of performance rights to key management personnel/ employees
 	
We have determined the share-based payment transactions to be a key audit risk due to:
 	
• The complexity of the accounting required to value the instruments
• The judgemental nature of inputs into the valuation models and appropriate valuation methodology apply
• The variety of conditions associated with each instrument
• The non-routine nature of the transactions
• Management engaged a third party as expert for the valuation process.
	Our audit procedures in relation to share-based payment include:
	• Making enquiries of management about the nature of and the rationale behind the instruments issued.
	• Reviewing the terms and conditions of the instruments issued.
	• Engaging an auditor's expert to review the valuation methodology and report produced, due to the complexity of the valuation and the materiality of the underlying balances.
	• Reviewing the valuation methodology to ensure it is in compliance with AASB 2.
	• Verifying the mathematical accuracy of the underlying model.
	• Testing the inputs to the valuation model for reasonableness by:
	  ○ Critically evaluating the key assumptions used, considering the market, the grant-date share price and current-date share price, the expected volatility in the share price, the vesting period, and the number of instruments expected to vest.
	  ○ Obtaining evidence to justify management's judgements over key inputs.
	  ○ Recalculating the value of the share-based payment expense to be recognised and the reserve balance, for accuracy, factoring in any cancellations, modifications, expiry, or vesting.
	• Reviewing the adequacy of the relevant disclosures, including the disclosures in respect of judgments made, in the financial statements.

Cease of the operation in subsidiary, Douugh USA LLC	
On 24 April 2023, management ceased the operations in Douugh USA LLC due to change of its business strategy. The Group recognised a gain of $733,395 as a result of the deconsolidation process. We identified the deconsolidation of Douugh USA LLC as a key audit matter as it is as significant transaction that occurred during the period, and the judgement involved in applying the requirements of AASB 10 Consolidated Financial statements in relation to determining the date when control of the subsidiaries is lost.	Our audit procedures included, among others: • Reviewed the legal document to understand the transaction and confirmed the status of winding up of operations in the U.S subsidiaries. • Reviewed the Group's deconsolidation accounting treatment to ensure compliance with AASB 10 *Consolidated Financial Statements.* • Performed comprehensive review on the compliance of the financial statement's presentation and disclosures with the requirements of Australian Accounting Standards.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022, but does not include the financial report and the 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.

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the ability of the Group 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 Group or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar2_2021.pdf
This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 6-12 of the directors' report for the year ended 30 June 2023.

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

Responsibilities

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

RSM

RSM Australia Partners

D Talbot

David Talbot
Partner

Sydney, NSW
Dated: 29 September 2023

Douugh Limited
Shareholder information
30 June 2023

The shareholder information set out below was applicable as at 31 August 2023.

Distribution of equitable securities
Analysis of number of ordinary shareholders by size of holding:

	Ordinary shares		
	Number of holders	Number of shares	% of total shares issued
1 to 1,000	680	162,351	0.02
1,001 to 5,000	2,578	7,346,510	0.70
5,001 to 10,000	1,393	10,827,017	1.02
10,001 to 100,000	2,887	102,986,340	9.74
100,001 and over	1,045	935,653,045	88.52
	8,583		100.00
Holding less than a marketable parcel (at $0.006)	7,323		-

For a $500 marketable parcel holding the minimum parcel size is 83,334

Equity security holders

Twenty largest quoted equity security holders
The names of the twenty largest security holders of quoted ordinary shares are listed below:

	Ordinary shares	
	Number held	% of total shares issued
THE DIGITAL BAKERY	246,419,075	23.31
PATRAS CAPITAL PTE LTD	35,000,000	3.31
INDOMAIN ENTERPRISES PTY LTD <U C MONDELLO FAMILY A/C>	26,035,068	2.46
WHALE WATCH HOLDINGS LIMITED	25,000,000	2.37
SUPERHERO SECURITIES LIMITED <CLIENT A/C>	21,229,227	2.01
MUHLBAUER INVESTMENTS PTY LTD <MUHLBAUER FAMILY A/C>	15,165,384	1.44
HUMM GROUP LTD	11,363,636	1.08
TEFIG PTY LTD <AJ ABERCROMBIE S/FUND A/C>	10,416,667	0.99
ROYAL EXCHANGE SECURITIES PTY LTD	10,401,537	0.98
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	9,065,599	0.86
CITICORP NOMINEES PTY LIMITED	8,757,079	0.83
MR MARK DAVID TAYLOR	8,074,563	0.76
PERSHING SECURITIES AUSTRALIA PTY LTD	7,825,500	0.74
WHIMPLECREEK PTY LTD <THE STAWELL FAMILY A/C>	6,021,634	0.57
RECO HOLDINGS PTY LTD <RECO SUPER FUND A/C>	5,734,281	0.54
MR HOOI GIAP TOH <YANG AND TOH FAMILY A/C>	5,500,000	0.52
ULTRA ALPHA INVESTMENTS LTD	5,301,276	0.50
SHELF PTY LTD <THE CRUZ A/C>	5,258,333	0.50
HALLMARK ADVISORY SERVICES PTY LTD	4,915,384	0.47
BEALE SERVICES PTY LTD <BEALE SERVICES A/C>	4,661,616	0.44
TOTAL	472,145,859	44.67%

The names of the twenty largest security holders of listed options are listed below:

	Number held	Listed options % of total listed options issued
THE DIGITAL BAKERY	53,837,940	27.74
ROYAL EXCHANGE SECURITIES PTY LTD	5,000,000	2.58
NEW NORMAL DIGITAL PTY LTD	5,000,000	2.58
RECO HOLDINGS PTY LTD <RECO SUPER FUND A/C>	4,687,500	2.42
ALTOR CAPITAL MANAGEMENT PTY LTD <ALTOR ALPHA FUND A/C>	4,375,000	2.25
MATTHEW BURFORD SUPER FUND PTY LTD <BURFORD SUPERFUND A/C>	3,125,000	1.61
MR + MRS PHILIP <THE RUHEALCA SUPER FUND A/C>	3,125,000	1.61
SDT CAPITAL PTY LTD <SDT DISCRETIONARY A/C>	3,125,000	1.61
MR ANDREW JAMES BETTS	3,125,000	1.61
TACDBM PTY LTD <CREGAN FAMILY A/C>	3,125,000	1.61
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	3,125,000	1.61
SCINTILLA STRATEGIC INVESTMENTS LIMITED	3,000,000	1.55
MGL CORP PTY LTD	2,574,770	1.33
DRM TECHNOLOGIES PTY LTD	2,500,000	1.29
SUZANNA POMEROY	2,493,942	1.29
TALEX INVESTMENTS PTY LTD	2,400,000	1.24
PERSHING SECURITIES AUSTRALIA PTY LTD	1,805,885	0.93
MARK TAYLOR	1,711,828	0.88
PAW CAPITAL PTY LTD <WILLIS INVESTMENT A/C>	1,600,000	0.82
AAEI INVESTMENTS PTY LTD	1,562,500	0.81
TOTAL	111,299,365	57.35%

Analysis of number of option holders by size of holding:

		Options	
	Number of holders	Number of options	% of total shares issued
1 to 1,000	0	0	0.00
1,001 to 5,000	2	8,968	0.01
5,001 to 10,000	9	74,258	0.04
10,001 to 100,000	65	3,097,958	1.60
100,001 and over	138	190,899,194	98.36
	214		100.00

Unquoted equity securities

	Number on issue	Number of holders
Options over ordinary shares issued	90,937,440	17
Performance securities	45,300,000	6
Performance shares (vendor rights)	25,000,000	126

Douugh Limited
Shareholder information
30 June 2023

Substantial holders
Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	**% of total shares issued**
THE DIGITAL BAKERY LIMITED	246,419,075	23.31

Voting rights
The voting rights attached to ordinary shares are set out below:

Ordinary shares
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.