

30 August 2024

The Companies Announcements Office
The Australian Securities Exchange Limited
Sydney NSW

Appendix 4D – Half Year Report

1. Name of Entity **WhiteHawk Limited**
ABN 97 620 459 823

Half year ended 30 June 2024

Reporting period 1 January 2024 to 30 June 2024

Previous period 1 January 2023 to 30 June 2023

2. Results for announcement to the market

	30 June 2024	30 June 2023	% Change
	US\$	US\$	Up (Down)
2.1 Revenues from continuing operations	1,012,313	870,454	16.3%
2.2 Loss from continuing operations after tax attributable to members	(1,023,706)	(1,235,654)	(17.2%)
2.3 Net loss attributable to members	(1,023,706)	(1,235,654)	(17.2%)
2.4 Proposed dividends	Nil	Nil	
2.5 Record date for dividends	N/A	N/A	

2.6 Net loss attributable to members reduced over same period last year as a result of increased gross margin and reduced operating expenditures. Gross margin increased over same period last year as the company continues to work with vendor partners to control increases in an inflationary economy and managing different mix of product sales that relied less on vendor partners over the same period as last year.

Decrease in operating expenses were attributable to Company's efforts to manage expenses within planned budget including staff reallocations to focus on sales and product delivery. The operating expenditures also include other non-cash expenditures such as share based payment expense. Revenue in 1H24 does not include the US Federal Government Cyber Risk Radar contract renewal valued at US\$705K, as announced to ASX on 25 July 2024 and the remaining monthly payments that total US\$540K from the Top 5 Global Social Media Company Cyber Risk contact as announced to ASX on 11 December 2023.

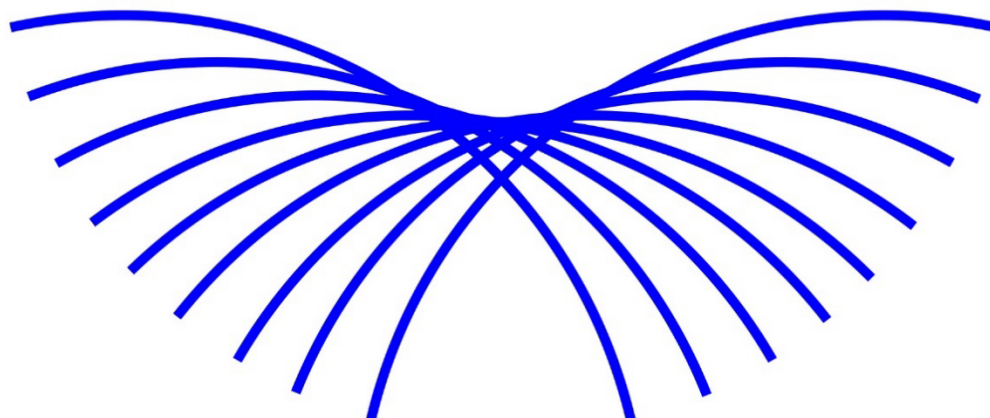
	30 June 2024 US\$	31 December 2023 US\$	% Change Up (Down)
3. Net tangible asset/(deficiency) per security	(0.000)	(0.003)	(100.0%)
4. There were no entities for which control was gained or lost during the period.			
5. There were no payments of dividends during the reporting period.			
6. There is no dividend reinvestment plan in operation.			
7. There are no associates or joint venture entities.			
8. The Company is not a foreign entity.			
9. The review conclusion is unmodified.			

The Group's half year report follows.

Yours sincerely,



Terry Roberts
Chief Executive Officer and Executive Chair
WhiteHawk Limited
30 August 2024



WHITEHAWK

WhiteHawk Limited

Interim Consolidated Financial Report

For the Six Months Ended 30 June 2024

ABN: 97 620 459 823

TABLE OF CONTENTS

CORPORATE INFORMATION	3
DIRECTORS' REPORT	4
AUDITOR'S INDEPENDENCE DECLARATION	9
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	10
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	11
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	12
CONSOLIDATED STATEMENT OF CASH FLOWS	13
NOTES TO THE FINANCIAL STATEMENTS	14
DECLARATION BY DIRECTORS	22
AUDITOR'S CONCLUSION	23

CORPORATE INFORMATION

Directors

Terry Roberts
Philip George
Melissa King
Brian Hibbeln

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Perth WA 6000

Principal Place of Business

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USA

Share Registry

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Company Secretary

Kevin Kye

ASX Code

WHK

Website

<http://www.whitehawk.com>

Accountant

Traverse Accountants
24-26 Kent Street
Millers Point NSW 2000
Australia

Auditor

RSM Australia Partners
Level 13
60 Castlereagh Street
Sydney NSW 2000
Australia

Lawyer

Steinepreis Paganin
Level 4, The Read Buildings,
16 Milligan Street
Perth WA 6000
Australia

DIRECTORS' REPORT

Your directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of WhiteHawk Limited (referred to hereafter as the 'Company') and the entities it controlled at the end of, or during, the period ended 30 June 2024.

DIRECTORS

The following persons were directors of the Company during the reporting period and up to the date of this report:

<u>TERRY ROBERTS</u>	<i>Chief Executive Officer and Executive Chair</i>
<u>PHILIP GEORGE</u>	<i>Non-Executive Director</i>
<u>MELISSA KING</u>	<i>Non-Executive Director</i>
<u>BRIAN HIBBELN</u>	<i>Non-Executive Director</i>

CHIEF EXECUTIVE OFFICER

TERRY ROBERTS

COMPANY SECRETARY

KEVIN KYE *B Comm, CA, AGIA, ACG*

REVIEW OF OPERATIONS AND FINANCIAL RESULTS

The net loss after tax for the year was US\$1,023,706 (2023 loss: US\$1,235,654).

PRINCIPAL ACTIVITIES AND STRATEGY

The Group has developed and operates an online Cybersecurity Exchange platform delivering Cyber Risk Software as a Service (SaaS); Analyst Platform as a Service (PaaS); and Virtual Cyber and Risk Consultation services that focus on cyber risk identification, prioritization, and mitigation solutions for organizations of all sizes. Product line subscriptions include, but are not limited to: Cyber Risk Profile and Scorecards with mappings to solutions options to identified risk areas; Cyber Risk Program for mid- to large-sized Industry and Government organizations; Cyber Risk Radar for risk identification, prioritization, and mitigation across Supply Chains, Vendors, and Partners; and Cyber Risk Analyst PaaS for Consulting Partners and University organizations to service their clients and entities. Product lines leverage Artificial Intelligence (AI) and Machine Learning (ML) based capabilities that are automated and scalable.

By design the Group fully leverages publicly available global risk data sets and AI based algorithms, risk tradecraft, cyber maturity models and analytics, to assess, validate and mitigate Digital Age Risks efficiently and effectively. In addition, the Group continues to vet innovation continuously and partner with best of breed solution and channel providers, ensuring a breadth of solution options that address identified risk priorities.

RECENT HIGHLIGHTS

- As announced to ASX on 25 July 2024, the Cyber Risk Radar Contract with US Federal Government, first announced in July 2020, has been extended for fifth consecutive year of the Contract. The Contract is valued at US\$705K base with option for additional US\$611K services, endorsing the value of the Cyber Risk Radar offering.
- New Cyber Risk Program contracted with ASX 100 Company in July 2024 for US\$70K with additional feature options under review for inclusion.
- New Cyber Risk Radar 60-Day Pilot contracted for a major U.S. City for US\$50K to include ten City Entities and 20 critical City Vendors. Kick-Off conducted in July 2024.
- New Cyber Risk Radar 60-Day Pilot contracted with National Cybersecurity Center (NCC) in April 2024 across 50 Water System Entities for US\$36K. Demonstrations to stakeholders being conducted in July and August 2024, to shape State- and City-wide program options for 3rd/4th QTR 2024.
- New Cyber Risk Radar Paid Pilot for Cyber Analyst Services Capacity Building, through University of South Florida's 502 Project, focused on cyber training and education Nationally. Separate submission for a Federal Grant also submitted June 2024 for potential award 2H2024.
- Cyber Risk Program with Georgetown University renewed in April 2024 for US\$42K.
- Executing on Contract Order for US\$1.2M on existing contract with Global Social Media Company started in December 2023 focused on Third-Party Risk Management (TPRM) services.
- D&B & WHK partnering on U.S. General Services Administration (GSA) SCRIPTS BPA Contract Vehicle for purchasing Supply Chain Illumination Program, Tools & Services, sponsored by U.S. Office of Secretary of Defense AT&L, GSA will select 3 Large Companies & up to 5 Small Businesses. Selected companies can respond to multiple Task Orders totaling US\$99M a year for 10 years. Contract competition delayed and now anticipated July/August 2024. Technical demonstrations on 15 July and 5 August.

- New SaaS Solution sales, distribution and contract vehicle channel has been put in place for Cyber Risk Programs and Radars across the U.S. and Canada State and Local level nation-wide via Carahsoft: Carahsoft.com with marketing and sales campaigns held in May, June and July 2024.
- New Cyber Risk Program Partnership with New York based Aniza Corp Cyber Risk Management Consulting Firm (aniza.com). Aniza is conducting a Client engagement campaign across 80+ current Company and Municipality Clients in July and August 2024.
- New Cyber Risk Program Partnership with Keplerbase (<https://keplerbase.com>) targeting State, Local and Federal Contractor Clients, to include providing an online path to CMMC 2.0.
- Joint go to market campaign with Perth, WA, based partner Hyprfire executed in Western Australia, to include registering with CAUDIT, an IT/Cyber reseller across 60+ Higher Education Institutions: caudit.edu.au Sales Webinar to all 60+ members held May 7th, 2024.
- Awaiting GSA TIES - Cyber Threat Intelligence Other Transaction Authority (OTA) for proposal submitted on March 19, 2024, and delayed potentially to be awarded in August 2024.
- Sub-contracted under Peraton for Supply Chain Risk Management Program for GSA Federal Travel & Expense 15YR Contract Peraton Prime. Award expected 4QTR 2024.
- As announced to ASX on 7 August 2024, the Group completed A\$500K Private Placement with right to increase by an additional A\$500K on same terms subject to mutual agreement. Investment by New York based Lind Partners to support increased business development expansion in the US and Australia.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

No significant changes in the Group's state of affairs occurred during the reporting period.

MATTERS SUBSEQUENT TO BALANCE DATE

- As announced to the ASX on 25 July 2025, the US Federal Government contract that was originally announced in July 2020 has now been extended for a 5th year valued at USD \$700K base, with option for additional services.

- As announced to the ASX on 7 August 2024, the Company executed an agreement with Lind Global Fund II, LP, a fund managed by The Lind Partners (together, “Lind”, or “Investor”) for an initial investment of A\$500,000. The Investment may be increased up to A\$1M at a later stage on the same terms subject to mutual agreement.

There have been no other significant matters or circumstances that have arisen since 30 June 2024 that has significantly affected, or may significantly affect:

- a) The Group’s operations in future financial years; or
- b) The results of those operations in future financial years; or
- c) The Group’s state of affairs in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Information on likely developments in the operations of the Group and the expected results of operations have not been included in this statement because the directors believe it could potentially result in unreasonable prejudice to the Group.

MATERIAL RISK EXPOSURE

The Board considers that adequate systems are in place to manage the Group’s obligations and is not aware of Group’s material exposure to economic, environmental, and social sustainability risks.

ENVIRONMENTAL REGULATION

The Group’s operations are not subject to any significant environmental regulation under either Commonwealth or State legislation. The Board considers that adequate systems are in place to manage the Group’s obligations and is not aware of any breach of environmental requirements as they relate to the Group.

DIVIDENDS

No dividends were paid to members during the reporting period (2023: US\$Nil).

INDEMNIFICATION OF OFFICERS

During the reporting period the Group paid premiums in respect of a contract insuring Directors and Executives against a liability incurred in the ordinary course of business.

PROCEEDINGS ON BEHALF OF THE GROUP

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

No proceedings have been brought or intervened in on behalf of the Group.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration is set out on page 9.

AUDITOR

RSM Australia Partners is the Company's appointed auditor.

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

On behalf of the directors



Terry Roberts

Chief Executive Officer and Executive Chair

30 August 2024

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of Whitehawk Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

A handwritten signature in blue ink that reads "RSM".**RSM AUSTRALIA PARTNERS**A handwritten signature in blue ink that reads "GNS".
Gary Sherwood
Partner

Sydney, NSW
Dated: 30 August 2024

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RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.
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Liability limited by a scheme approved under Professional Standards Legislation

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE PERIOD ENDED 30 JUNE 2024

	Notes	For the Period Ended 30 Jun 2024 US\$	For the Period Ended 30 Jun 2023 US\$
Revenue	2	1,012,313	870,454
Cost of goods sold		(421,281)	(401,940)
Gross profit		591,032	468,514
Other income		4,153	2,203
Professional expenses		(170,142)	(158,627)
Research and development expense		(353,105)	(424,261)
Employee benefits expense		(627,350)	(763,407)
Share based payments expense	3	(126,178)	(149,834)
IT expenditure		(4,310)	(4,887)
Conference and travel expenditure		(7,198)	(27,793)
Marketing expenditure		(90,183)	(57,488)
Office and occupancy expenses		(8,403)	(11,055)
Depreciation expense		(28,829)	(23,447)
Finance costs	4	(97,613)	(549)
General and administration expenses		(105,580)	(85,023)
Loss before income tax		(1,023,706)	(1,235,654)
Income tax expense		-	-
Loss for the period		(1,023,706)	(1,235,654)
<i>Other comprehensive income/(loss)</i>			
Exchange differences on translation foreign operations		9,613	12,754
Total comprehensive loss for the period		(1,014,093)	(1,222,900)
<i>Loss per share</i>			
From continuing operations			
- Basic/diluted losses per share (US cents)		(0.25)	(0.50)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2024

	Notes	As at 30 Jun 2024 US\$	As at 31 Dec 2023 US\$
ASSETS			
Current Assets			
Cash and cash equivalents		154,699	103,030
Trade and other receivables		224,846	283,988
Other current assets		53,932	257,464
Total Current Assets		433,477	644,482
Non-Current Assets			
Property, plant and equipment		103,947	133,120
Total Non-Current Assets		103,947	133,120
Total Assets		537,424	777,602
LIABILITIES			
Current Liabilities			
Trade and other payables		174,566	434,619
Financial liabilities	5	200,828	541,067
Contract liabilities		87,056	421,069
Lease liabilities		68,989	75,586
Total Current Liabilities		531,439	1,472,341
Non-Current Liabilities			
Lease liabilities		80,597	111,252
Total Non-Current Liabilities		80,597	111,252
Total Liabilities		612,036	1,583,593
Net Liabilities		(74,612)	(805,991)
EQUITY			
Contributed equity	6	16,868,110	15,298,447
Reserves	7	2,042,216	1,856,794
Accumulated losses		(18,984,938)	(17,961,232)
Total Deficit in Equity		(74,612)	(805,991)

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 JUNE 2024

	Notes	Contributed Equity US\$	Accumulated Losses US\$	Reserves US\$	Total US\$
2023					
At 1 January 2023		13,475,921	(15,116,953)	1,744,058	103,026
Loss for the period		-	(1,235,654)		(1,235,654)
Other comprehensive income	7	-	-	12,754	12,754
Total comprehensive loss		-	(1,235,654)	12,754	(1,222,900)
<i>Transactions with owners in their capacity as owners</i>					
Issued capital net of issue costs	6	469,140	-	-	469,140
Performance rights vested and converted		119,374	-	(119,374)	-
Performance rights issued		-	-	149,834	149,834
At 30 June 2023		14,064,435	(16,352,607)	1,787,272	(500,900)
2024					
At 1 January 2024		15,298,447	(17,961,232)	1,856,794	(805,991)
Loss for the period		-	(1,023,706)	-	(1,023,706)
Other comprehensive income	7	-	-	9,613	9,613
Total comprehensive loss		-	(1,023,706)	9,613	(1,014,093)
<i>Transactions with owners in their capacity as owners</i>					
Issued capital net of issue costs	6	1,563,882	-	-	1,563,882
Performance rights vested and converted		5,781		(5,781)	-
Performance rights and options expense		-	-	181,590	181,590
At 30 June 2024		16,868,110	(18,984,938)	2,042,216	(74,612)

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 JUNE 2024

	Notes	For the Period Ended 30 Jun 2024 US\$	For the Period Ended 30 Jun 2023 US\$
Cash flows from operating activities			
Receipts from customers		646,216	127,557
Payments to suppliers and employees		(1,616,401)	(1,953,830)
Interest received		3,279	2,203
Interest paid		(3,865)	(1,891)
Net cash (outflow)/inflow from operating activities	9	(970,771)	(1,825,961)
Cash flows from investing activities			
Net cash outflow from investing activities		-	-
Cash flows from financing activities			
Proceeds from issue of shares		1,308,400	-
Transaction costs related to issue of share capital		(110,951)	(15,017)
Proceeds from borrowings		50,000	-
Repayment of borrowings		(220,000)	-
Repayment of finance lease liabilities		(7,447)	(14,894)
Net cash inflow/(outflow) from financing activities		1,020,002	(29,911)
Net (decrease)/increase in cash and cash equivalents		49,231	(1,855,872)
Cash and cash equivalents at the beginning of the period		103,030	2,171,183
Foreign exchange adjustment to cash balance		2,438	(4,569)
Cash and cash equivalents at end of the period		154,699	310,742

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 JUNE 2024

These consolidated financial statements and notes represent those of the consolidated entity (referred to hereafter as the 'Group') consisting of WhiteHawk Limited (referred to hereafter as the 'Company') and the entities it controlled at the end of, or during, the six months ended 30 June 2024.

The Company is a listed public company limited by shares, incorporated and domiciled in Australia.

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

The financial statements were authorised on 30 August 2024 by the directors of the company.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PREPARATION

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

These general-purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 31 December 2023 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The financial statements have been prepared on an accruals basis and are based on historical costs unless otherwise stated in the notes. The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the policies stated below.

ACCOUNTING POLICIES

A. 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 loss of \$1,023,706 and had net cash outflows from operating activities of \$970,771 for the period ended 30 June 2024. As at that date, the consolidated entity had net current liabilities of \$97,962 and net liabilities of \$74,612. The ability to carry on as a going concern is dependent on a number of factors, the most significant of which is the company being able to generate sufficient revenue in the future and/or identifying alternate equity or debt financing arrangements.

These factors indicate a material uncertainty which may cast significant doubt as to whether the consolidated entity will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The Directors believe that there are reasonable grounds to believe that the consolidated entity will be able to continue as a going concern, after consideration of the following factors:

- Whitehawk has cash and cash equivalents of \$154,699 as of 30 June 2024;
- \$200,828 of current liabilities is an advanced purchase credit and is expected to be settled through the issue of shares with no cash outflows;
- As announced to the ASX on 7 August 2024, Whitehawk executed an agreement with Lind Global Fund II for an initial investment of A\$500,000. The investment may be increased up to A\$1m at a later stage on the same terms, subject to mutual agreement;
- As announced to ASX on 25 July 2024, Whitehawk executed the 5th year contract renewal with a US Federal Government Client with expected revenues of \$700,000;
- If required, the Group has the ability to continue to raise additional funds on a timely basis pursuant to the Corporations Act 2001;

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 report.

The financial report does 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.

B. New, revised or amending Accounting Standards and Interpretations adopted

There have been no accounting pronouncements which have become effective from 1 January 2024 that have had a significant impact on the Group's financial results or position.

2. REVENUE

	For the Period Ended 30 Jun 2024 US\$	For the Period Ended 30 Jun 2023 US\$
<i>Rendering of services and sale of goods</i>		
United States	1,012,313	870,454
Australia	-	-
	1,012,313	870,454
Goods transferred at a point in time	-	-
Goods and services transferred over time	1,012,313	870,454
Total sales revenue	1,012,313	870,454
Interest income	3,276	2,203
Other income	877	
Total other income	4,153	2,203
Total income	1,016,466	872,657

3. SHARE BASED PAYMENTS EXPENSE

	For the Period Ended 30 Jun 2024 US\$	For the Period Ended 30 Jun 2023 US\$
Vesting expense on employee performance rights and options	86,756	57,167
Supplier share based payments	39,422	92,667
	126,178	149,834

For the 17,777,777 Lead Manager Options and 12,500,000 Advisor Options issued on 8 May 2024, the valuation model inputs used to determine the fair value at the grant date are as follows:

Options	
Number of options/rights issued	30,277,777
Exercise price	AU\$0.0275
Expiry date	08/05/2025
Share price on issue date	AU\$0.0170
Dividend rate	-
Risk free rate	3.85%
Volatility rate	107%
Value per option/right	AU\$0.0048

4. FINANCE COSTS

	For the Period Ended 30 Jun 2024 US\$	For the Period Ended 30 Jun 2023 US\$
Interest expense – financial liabilities (Note 5)	185,718	158,443
Interest expense - leases	8,548	13,584
Other finance costs	10,140	1,617
Gain on revaluation of embedded derivatives (Note 5)	(106,793)	(173,095)
	97,613	549

5. FINANCIAL LIABILITIES

	As at 30 Jun 2024 US\$	As at 31 Dec 2023 US\$
CURRENT		
Shares issuable under subscription agreement	200,828	541,067
Embedded derivative financial liability	200,828	541,067
Balance at the beginning of the period/year	541,067	1,009,324
Amounts converted to shares	(419,164)	(691,210)
Interest expense (Note 4)	185,718	458,767
Gain on embedded derivative (Note 4)	(106,793)	(235,814)
Closing balance	200,828	541,067

In October 2022, the Company executed a share subscription agreement with Lind Global Fund II, LP. Lind will pre-pay A\$2,000,000 ("Advance Payment") for a deemed value of A\$2,200,000 ("Advance Payment Credit"), which may be used to subscribe to ordinary shares of the Company ("Subscription Shares") within 24 months from the date of Advance Payment.

Shares will be issued for the remaining amount of the Advance Payment Credit based on the Purchase Price defined in the ASX announcement dated 31 October 2022, within 24 months from the date of the Advance Payment.

6. CONTRIBUTED EQUITY

A. SHARE CAPITAL

	As at 30 Jun 2024		As at 31 Dec 2023	
	No. of Shares	US\$	No. of Shares	US\$
Ordinary shares				
At the beginning of the period/year	329,337,389	15,298,447	240,724,749	13,475,921
Issue of shares, net of costs	132,688,890	1,563,882	87,048,327	1,703,152
Shares issued on vesting of performance rights and share award to employees of the Company	450,000	5,781	1,564,313	119,374
Balance at end of the period	462,476,279	16,868,110	329,337,389	15,298,447

Ordinary shares

Each ordinary shareholder maintains, when present in person or by proxy or by attorney at any general meeting of the Company, the right to cast one vote for each ordinary share held.

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

B. OPTIONS

As at the balance date, the following options over unissued ordinary shares were on issue:

1. 5,000,000 unlisted options expiring 24 September 2024, exercisable at AU\$0.30 each;
2. 22,500,000 unlisted options expiring 12 May 2026, exercisable at AU\$0.10 each;
3. 74,722,197 listed options expiring 8 May 2025, exercisable at AU\$0.0275 each.

C. PERFORMANCE RIGHTS AND STOCK APPRECIATION RIGHTS

As at the balance date, the following performance rights over unissued ordinary shares were on issue:

1. 885,480 unlisted performance rights, which will vest and convert into equivalent number of shares for every year of service by non-executive directors of the Company;

2. 30,179,711 unlisted stock appreciation rights (SAR). Please refer to Schedule 5 and 7 of the 2023 Notice of Annual General Meeting issued on 6 April 2023 for full details of the terms and conditions.

7. RESERVES

	Options and Performance Rights Reserve US\$	Foreign Currency Translation Reserve US\$	Total Reserves US\$
Balance at 1 January 2023	2,055,753	(311,695)	1,744,058
Share-based payments expense	149,834	-	149,834
Rights converted to share capital	(119,374)	-	(119,374)
Foreign currency translation differences arising during the period	-	12,754	12,754
Balance at 30 June 2023	2,086,213	(298,941)	1,787,272
Balance at 1 January 2024	2,186,802	(330,008)	1,856,794
Vesting expense on employee performance rights and options	126,178	-	181,590
Options issued	55,412		
Rights converted to share capital	(5,781)	-	(5,781)
Foreign currency translation differences arising during the period	-	9,613	9,613
Balance at 30 June 2024	2,362,611	(320,395)	2,042,216

A. FOREIGN TRANSLATION RESERVE

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

B. OPTIONS AND PERFORMANCE RIGHTS RESERVE

The share-based payments reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.

8. SEGMENT INFORMATION

The Group operates in the retail, consulting and business intelligence segments being a business to business (B2B) e-commerce cybersecurity exchange. WhiteHawk CEC Inc is a Delaware, USA corporation with operations based in Alexandria VA, USA and offices in Alexandria VA, USA and Perth, Australia.

This operating segment is monitored by the Group's chief operating decision makers and strategic decisions are made on the basis of adjusted segment operating results. The chief operating decision makers of the Group are the Chief Executive Officer and Chief Financial Officer.

The following tables present certain asset and liability information regarding geographical segments for the periods ended 30 June 2024 and 30 June 2023 and this is the format of the information provided to the chief operating decision maker.

Segment performance

	Australia		USA		Total	
	June 2024	June 2023	June 2024	June 2023	June 2024	June 2023
	US\$	US\$	US\$	US\$	US\$	US\$
External sales	-	-	1,012,313	870,454	1,012,313	870,454
Total segment revenue	-	-	1,012,313	870,454	1,012,313	870,454
Segment operating result	(485,980)	(451,284)	(411,284)	(760,374)	(897,264)	(1,211,658)
EBITDA	(485,980)	(451,284)	(411,284)	(760,374)	(897,264)	(1,211,658)
Depreciation expense	-	-	(28,829)	(23,447)	(28,829)	(23,447)
Finance costs	(79,815)	13,035	(17,798)	(13,584)	(97,613)	(549)
Loss before income tax expense	(565,795)	(438,249)	(457,911)	(797,405)	(1,023,706)	(1,235,654)
Income tax expense	-	-	-	-	-	-
Loss after income tax expense	(565,795)	(438,249)	(457,911)	(797,405)	(1,023,706)	(1,235,654)

Assets and liabilities

	June 2024	December 2023	June 2024	December 2023	June 2024	December 2023
	US\$	US\$	US\$	US\$	US\$	US\$
Segment assets	93,379	158,667	444,045	618,935	537,424	777,602
Segment liabilities	254,387	701,254	357,649	882,339	612,036	1,583,593

9. RECONCILIATION OF LOSS AFTER INCOME TAX TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	For the Period Ending 30 Jun 2024 US\$	For the Period Ending 30 Jun 2023 US\$
Loss for the period	(1,023,706)	(1,235,654)
Depreciation expense	28,829	23,447
Share-based payments expense	126,178	149,834
Finance expense	88,497	549
Other non-cash transactions	-	154,103
Lease payments	7,447	14,895
<i>Change in operating assets and liabilities</i>		
Decrease/(increase) in trade receivables and other current assets	262,674	1,191
Increase/(decrease) in trade payable and contract liabilities	(460,690)	(934,326)
Net cash outflow from operating activities	(970,771)	(1,825,961)

10. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

- As announced to the ASX on 25 July 2025, the US Federal Government contract that was originally announced in July 2020 has now been extended for a 5th year valued at USD \$700K base, with option for additional services.
- As announced to the ASX on 7 August 2024, the Company executed an agreement with Lind Global Fund II, LP, a fund managed by The Lind Partners (together, "Lind", or "Investor") for an initial investment of A\$500,000. The Investment may be increased up to A\$1M at a later stage on the same terms subject to mutual agreement.

There have been no other significant matters or circumstances that have arisen since 30 June 2024 that has significantly affected, or may significantly affect:

- a) The Group's operations in future financial years; or
- b) The results of those operations in future financial years; or
- c) The Group's state of affairs in future financial years.

DECLARATION BY DIRECTORS

In the directors' opinion:

- (a) the financial statements and notes set out on pages 10 to 21 are in accordance with the Corporations Act 2001, including
 - (i) giving a true and fair view of the financial position of the Group as at 30 June 2024 and of its performance, as represented by the results of its operations and its cash flows, for the half-year ended on that date;
 - (ii) complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
- (b) there are reasonable grounds to believe that WhiteHawk Limited will be able to pay its debts as and when they become due and payable.

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



Terry Roberts

Chief Executive Officer and Executive Chair

30 August 2024

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INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of Whitehawk Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of Whitehawk Limited which comprises the statement of financial position as at 30 June 2024, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

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

- (a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2024 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.

Basis for Conclusion

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

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that the Consolidated Entity incurred a net loss of \$1,023,706 during the period ended 30 June 2024 and, as of that date, the Company's current liabilities exceeded its total assets by \$74,612. 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 Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibility of the Directors' for the Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 30 June 2024 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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



Gary Sherwood
Partner

RSM Australia Partners

Sydney, 30 August 2024