

Appendix 4D

(Rule 4.2A.3)

Half year report

Name of entity

Nanoveu Limited	97 624 421 085
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1. Details of the Reporting Period and the Previous Corresponding Period

Financial period ended ("current period")	Financial period ended ("previous period")
30 June 2024	30 June 2023

2. Results for Announcement to the Market

			\$'000	%		\$'000
2.1	Revenue from ordinary activities	down	35	68%	to	11
2.2	Loss from ordinary activities after tax attributable to members	down	867	26%	to	1,095
2.3	Net loss for the period attributable to members	down	867	26%	to	1,095
2.4	Loss per share	-	0.2	0%	to	0.2
2.5	Brief explanation of results					
	For further details, please refer to the interim financial report.					

3. NTA Backing

	Current period	Previous corresponding period
Net tangible asset backing per ordinary security	\$0.0017	\$0.0033

4. Control gained or lost over entities having material effect

Not applicable.

5. Dividends

There were no dividends declared or paid during the period and the do not recommend that any dividends be paid.

6. Dividend Reinvestment Plans

Not applicable.

7. Material interest in entities which are not controlled entities

Not applicable.

8. Independent Review Report

Refer to the attached Half Year Financial Report for the half-year ended 30 June 2024.

9. Compliance Statement

This report should be read in conjunction with the attached Half-year Financial Report for the half-year ended 30 June 2024.

Signed here:



Date: 30 August 2024

Print name: Alfred Chong
Managing Director and CEO



Nanoveu Limited

(ACN 624 421 085)

**INTERIM FINANCIAL REPORT
FOR THE HALF-YEAR ENDED**

30 June 2024

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COMPANY DIRECTORY

Directors

Dr David Pevcic
Non-executive Chairman

Mr Alfred Chong
Managing Director

Mr Steven Apedaile
Non-executive Director

Mr Michael Winlo
Non-executive Director

Company Secretary
Naomi Haydari

Share Registry

Automic Registry Services
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Perth WA 6000

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ABN:

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Tel: +61 8 6244 9095

Web Address

www.nanoveu.com

ASX Code:

NVU

Auditors

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Level 9
Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000
AUSTRALIA

Solicitors

Steinepreis Paganin
Level 14
QV1 Building
250 St Georges Terrace
Perth WA 600

REVIEW OF OPERATIONS

Nanoveu's leadership continued to develop and commercialise the Company's core technologies during the half-year ended 30 June 2024.

Key Products

EYEFly3D™

Nanoveu's EyeFly3D™ is a film applied to digital displays that allows users to have a 3D experience on everyday mobile handheld devices without the need to wear glasses.

The Company has made significant enhancements to its core nano lithography imprinting process, culminating in the successful development of products for the latest iPhone and Android phone models.

NANOSHIELD™ Solar

NanoShield™ Solar is a clear hydrophobic coating applied to solar panels and concentrating solar plant troughs and mirrors. NanoShield Solar creates a durable, glossy, hydrophobic surface that can repel water, bird droppings, algae, oil, soot, and other contaminants for up to 18 months. Cleaner solar panels as a result of treatment with NanoShield™ Solar produce more energy and require less maintenance.

NANOSHIELD™ Marine

NanoShield™ Marine is a non-hazardous, non-combustible, and environmentally sustainable coating which reduces the growth of marine organisms and reduces the corrosive effect of saltwater on submerged surfaces. The Company has made the decision to focus on commercialising this product for offshore solar markets, whereby vulnerable components treated with NanoShield™ Marine can benefit from increased longevity and reduced maintenance costs.

Nanoveu Corporate and Strategic Highlights for the half-year ended 30 June 2024

June 10, 2024: Advancing POC Trials with ACWA Power

- Nanoveu advancing proof-of-concept (POC) trials with ACWA Power Company SJSC.
- Trials include the 200MW Noor-2 CSP complex in Morocco and the 2800MW Shuaa Energy facility in Dubai, UAE.
- Additional trials began in March 2024 with Sembcorp Solar Singapore.
- Expanded EyeFly3D™ technology offerings with a purchase order from Rahum Nano Tech.

June 4, 2024: Secured \$2.25M Investment

- Nanoveu received firm commitments to raise \$2.25m through an oversubscribed placement. Tranche 1 shares, 59,227,077 were issued 18th June 2024 with Tranche 2 subject to Shareholder approval at a meeting of the Company's shareholders in the coming months. Total shares to be issued via Tranche 1 and Tranche 2 will be 85,576,923 shares at \$0.026 each with 1-for-1 options, exercisable at \$0.05 before December 31, 2026.
- Chairman Dr. David Pevcic subscribed for \$300,000, pending shareholder approval.

May 30, 2024: Korean Distribution Agreement

- Major distribution agreement executed for EyeFly3D™ technology in Korea with Rahum Nanotech Co. Ltd.

May 24, 2024: Profit-Share JV for 3D Imaging & Mobile Apps

- Joint venture executed with Shenzhen Fullsand Printing and Packaging to market 3D imaging and mobile app solutions globally (excluding China).
- Collaboration aims to develop new intellectual property leveraging Fullsand's manufacturing experience.

REVIEW OF OPERATIONS

May 17, 2024: Agreement with Datature for 3D AI Platform

- Licensing and development agreement with Datature secured to advance the EyeFly3D™ 3D-AI platform.
- Collaboration merges Nanoveu's depth map technology with Datature's monocular depth estimation.
- Nanoveu retains ownership of the co-developed technology.

April 16, 2024: Partnership with NTU for AI-Powered 3D Technology

- Licensing agreement with Nanyang Technology University to enhance EyeFly3D™ technology.
- AI software improves conversion of 2D images and video into 3D content.

April 10, 2024: Reinstatement to Official Quotation

- Trading in Nanoveu securities resumed on April 10, 2024, after addressing administrative errors.

March 21, 2024: Court Orders Granted

- Supreme Court of WA rectified administrative errors regarding share issues and financial report lodgement.

Activities

Nanoveu Advancing POC Trials with ACWA Power

The Company is advancing proof-of-concept (POC) trials with one of the renewable infrastructure operators, ACWA Power Company SJS (TADAWUL: 2082). These trials are evaluating the Company's NanoShield Solar coatings at substantial solar installations, including the 200MW Noor-2 CSP complex in Ouarzazate, Morocco, and the 2800MW Shuaa Energy facility in Dubai, UAE. Further NanoShield Solar coating POC trials commenced in March 2024 with Asian solar provider, Sembcorp Solar Singapore, a wholly owned subsidiary of Sembcorp Industries.

Nanoveu Receives Firm Commitments to Raise \$2.25M

Nanoveu received firm commitments to raise \$2.25m through an oversubscribed placement. Tranche 1 shares, 59,227,077 were issued 18th June 2024 for a value of \$1.540 million with Tranche 2 share issue subject to Shareholder approval at a meeting of the Company's shareholders in the coming months with a value of \$710,000.

Total shares to be issued via Tranche 1 and Tranche 2 will be 85,576,923 shares, which includes the Company's Chairman, Dr. David Pevcic, subscribed for \$300,000 in the placement, at \$0.026 each with 1-for-1 options, exercisable at \$0.05 before December 31, 2026.

Major EyeFly3D™ Korean Distribution Agreement Executed

Nanoveu signed an HOA with Rahum Nanotech, replacing the non-binding MOU, for exclusive distribution rights for Nanoveu's EyeFly3D™ in South Korea. The HOA stipulates that minimum orders totalling USD\$19.725 million (approx. AUD\$29.637 million) by December 31, 2026, are required to maintain exclusivity. An initial cash deposit of USD\$70,000 (approx. AUD\$105,175) was received from an initial order of USD\$372,000 (approx. AUD\$558,930), including app development reimbursement. 28,000 EyeFly3D™ screens are to be supplied for Android and Apple iPhones from this initial order.



Profit-Share Joint Venture for 3D Imaging & Mobile Apps

A JV Agreement with Nanoveu's Chinese manufacturing partner, Shenzhen Fullsand Printing and Packaging, was signed. The JV was established to develop and market Fullsand's software and manufacturing processes with the Company's proprietary EyeFly3D™ software and focus on global markets, excluding China. The Company and Fullsand collaboration aim to generate new intellectual property for the JV based on Fullsand's 20 years' experience in manufacturing 3D films.

REVIEW OF OPERATIONS

NVU & Datature Agreement to Develop NVU 3D AI Platform

The Company entered a licensing and development agreement with Datature to co-develop depth perception technology to advance its EyeFly3D™ 3D-AI platform. This collaboration aims to merge the Company's depth map technology with Datature's monocular depth estimation, redefining standards in 3D image conversion. The Company will retain ownership of the co-developed monocular depth estimation technology, representing a growth opportunity in the expanding market of 3D imaging and mobile applications.

Nanoveu Partners NTU to Advance AI-Powered 3D Technology

The Company entered into a non-exclusive licensing agreement with Nanyang Technology University (NTU) for proprietary AI processing software that greatly improves the conversion of 2D images and video into compelling 3D content, viewable on its EyeFly3D™ platform. The Company's EyeFly3D™ product line brings 3D viewing experiences to mobile devices. The AI software algorithms licensed from NTU are expected to expand and improve the visual content available on the EyeFly3D™ platform, thereby increasing its commercial appeal. The Company AI will leverage Graphics Processing Unit (GPU) to create 3D imaging and videos with no reliance on traditional stereoscopic equipment for image and video capture.

Reinstatement to Official Quotation

The suspension of trading in the securities of Nanoveu was lifted from the commencement of trading on April 10, 2024, following the lodgement of the Company's annual report and the release of an announcement regarding the outcome of its application to the Supreme Court of WA seeking orders in relation to its inadvertent error to lodge a cleansing notice under section 708A(5)(e) of the Corporations Act 2001 (Cth) in relation to the issue of 58.5m Shares on January 27, 2023.

Grant of Court Orders

The application to the Supreme Court of WA was heard to rectify three administrative errors where the Company failed to lodge a cleansing notice in strict compliance with the requirements of sections 708A(5)(e) of the Corporations Act 2001 (Cth) in connection with the issue of shares on January 27, 2023, January 30, 2023, and June 20, 2023, and its failure to lodge the June 30, 2023, half-year financial report, director's report, and auditors report with the Australian Securities and Investments Commission by the required date of September 13, 2023.

DIRECTOR'S REPORT

Your Directors submit the financial report of the Company, being Nanoveu Limited, and the entities it controlled ("the Group"), for the half-year ended 30 June 2024. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows:

Review of operations Information on the operations and financial position of the Group and its business strategies and prospects are set out in the Review of Operations on pages 2 to 4 of this report.

Directors

The names of Directors who held office during or since the end of the half-year and until the date of this report are as below. Directors were in office for this entire period unless otherwise stated.

Alfred Chong	Managing Director and CEO
Steven Apedaile	Independent Non-executive Director
David Pevcic	Chairman, Independent Non-executive Director
Michael Winlo	Independent Non-executive Director

Company Changes

Nanoveu Limited announced via ASX Announcement, 24 May 2024, the execution of a Joint Venture Agreement with its Chinese manufacturing partner Shenzhen Fullsand Printing & Packaging Co.Ltd. The Joint Venture has been established to develop and market Fullsand's software and manufacturing processes with Nanoveu's proprietary EyeFly3D software and focus on global markets with the exclusion of China.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Group during the financial half-year.

Events After Reporting Date

Nanoveu Limited and Shenzhen Fullsand Printing & Packaging Co Ltd finalised the formation of the Joint Venture via the incorporation of the Hong Kong Company, Fullveu Technologies (HK) Limited (ASX Announcement 30 July 2024), for the commercial development of 3D products to sell the EyeFly3D products to global markets outside of mainland China. Nanoveu holds a 51% equity in Fullveu HK and the remaining 49% is held by Fullsand.

Definitive Agreements and Joint Venture signed 26 July 2024.

The execution of the definitive agreements (set out below) were conditions to the establishment of the Joint Venture. These definitive agreements encompass several key components that outline the framework for future operations of the JV:

- 1.Exclusive Global Sales and Marketing Rights
- 2.Exclusive Software Licensing Agreement
- 3.Exclusive Manufacturing and Supply Agreement
- 4.Performance Rights Agreement: The agreement aligns the interest of all parties, ensuring mutual commitment to achieving performance milestones and driving long-term success. Subject to shareholder approval as required (including under Listing Rule 7.1), Nanoveu will issue up to 16 million performance rights to Fullsand (or its nominee). The performance rights will be issued with the following performance milestones to be validated by the respective audited or audit reviewed financial reports:
 - a. 6,000,000 performance rights: during the calendar year 2024 to 2025, one performance right will vest and convert into one fully paid ordinary share in the Company ("Share") for every USD\$2.50 in revenue above USD\$1,000,000 in revenue solely generated from Fullveu HK; and
 - b. 10,000,000 performance rights: during the calendar year 2026, one performance right will vest and convert into one Share for every USD\$2.50 in revenue above USD\$2,500,000 in revenue solely generated from Fullveu HK.

DIRECTOR'S REPORT

The terms of the performance rights are subject to ASX approval under Listing Rule 6.1 if required.
Refer to refer to proposed issue of securities announcement dated 24 May 2024.

Please refer to Note 8 for further information.

A handwritten signature in black ink, appearing to read 'Alfred Chong', written in a cursive style.

Mr Alfred Chong
Managing Director and CEO

Dated this day of 30 August 2024

AUDITOR'S INDEPENDENCE DECLARATION

Auditor's Independence Declaration

Section 307C of the Corporations Act 2001 requires our auditors, BDO Audit (WA) Pty Ltd, to provide the Directors of the Company with an Independence Declaration in relation to the review of the half-year financial report. This Independence Declaration is set out on page 7 and forms part of this Directors' report for the half-year ended 30 June 2024.

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



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DECLARATION OF INDEPENDENCE BY JACKSON WHEELER TO THE DIRECTORS OF NANOVEU LIMITED

As lead auditor for the review of Nanoveu Limited for the half-year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Nanoveu Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'J Wheeler', is written over a horizontal line.

Jackson Wheeler

Director

BDO Audit Pty Ltd

Perth

30 August 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

HALF-YEAR ENDED 30 JUNE 2024

	Note	Half-Year Ended 30/06/2024 \$	Half-Year Ended 30/06/2023 \$
Revenue from contracts with customers		11,026	34,588
Revenue		11,026	34,588
Cost of sale of goods		3,267	(24,950)
Gross profit		14,293	9,638
Other operating income		2,674	12,498
Selling and distribution expenses		(55,030)	(91,351)
Administration expenses		(1,101,048)	(748,552)
Research and development costs		(2,410)	(972)
Share based payment expense	6	45,259	(51,545)
Other operating expenses		(1)	872
Operating loss		(1,096,263)	(869,412)
Finance income		1,660	2,855
Finance costs		-	(147)
Loss before income tax		(1,094,603)	(866,704)
Income tax expense		-	-
Loss for the period		(1,094,603)	(866,704)
Other comprehensive income / (loss)			
<i>Items that may be reclassified to profit or loss:</i>			
- Currency translation differences arising from consolidation		(25,729)	(4,795)
		(25,729)	(4,795)
Total comprehensive loss for the period		(1,120,332)	(871,499)
Loss per share – basic and diluted	3	(0.2)	(0.2)

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

HALF-YEAR ENDED 30 JUNE 2024

	Note	30 June 2024 \$	31 Dec 2023 \$
CURRENT ASSETS			
Cash and cash equivalents		1,160,303	73,069
Trade and other receivables		52,269	38,727
Prepayments		372,848	232,172
Inventories		115	-
Total Current Assets		1,585,535	343,968
NON-CURRENT ASSETS			
Plant and equipment		69,759	76,207
Intangible Asset		8,302	20,715
Right of Use Asset		38,899	72,105
Total Non-current Assets		116,960	169,027
TOTAL ASSETS		1,702,495	512,995
CURRENT LIABILITIES			
Trade and other payables		627,094	384,213
Deferred Revenue		141,998	-
Lease Liability		41,108	69,327
Provisions		5,384	12,930
Loan		-	150,000
Total Current Liabilities		815,584	616,470
NON CURRENT LIABILITIES			
Lease Liability		-	5,935
Total Non Current Liabilities		-	5,935
TOTAL LIABILITIES		815,584	622,405
NET ASSETS		886,911	(109,410)
EQUITY			
Issued capital	5	21,880,487	19,718,575
Accumulated losses		(19,653,948)	(18,559,346)
Reserves		(1,339,628)	(1,268,639)
TOTAL EQUITY		886,911	(109,410)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

HALF-YEAR ENDED 30 JUNE 2024

	Issued Capital	Accumulated Losses	Common Control Reserve	Option & Share Based Payment Reserve	Foreign Currency Translation Reserve	Total
	\$	\$	\$	\$	\$	\$
Balance at 1 January 2023	17,737,689	(16,942,433)	(1,710,087)	616,730	163,642	(134,476)
Loss for the half-year	-	(866,704)	-	-	-	(866,704)
OCI – FX Translation	-	-	-	-	(4,795)	(4,795)
Total comprehensive loss for the half-year	-	(866,704)	-	-	(4,795)	(871,499)
<i>Transactions with owners in their capacity as owners:</i>						
Adjustment to Prior Year	13,329	-	-	(6,289)	39	7,079
Transfer to Retained Earnings-Option Reserve	-	146,464	-	(146,464)	-	-
Transfer to Retained Earnings-SBPR	-	336,989	-	(336,989)	-	-
Share Placement	1,874,958	-	-	-	-	1,874,958
Share based payments	135,000	-	-	51,545	-	186,545
Shares issued on conversion of options	150,000	-	-	-	-	150,000
Share issue expenses	(136,536)	-	-	-	-	(136,536)
Share Issue expenses Options	(56,000)	-	-	56,000	-	-
Write Off NVU USA	(148)	148	-	-	-	-
Balance at 30 June 2023	19,718,290	(17,325,586)	(1,710,087)	234,533	158,921	1,076,071

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

HALF-YEAR ENDED 30 JUNE 2024

	Issued Capital	Accumulated Losses	Common Control Reserve	Option & Share Based Payment Reserve	Foreign Currency Translation Reserve	Total
	\$	\$	\$	\$	\$	\$
Balance at 1 January 2024	19,718,290	(18,559,346)	(1,710,087)	332,086	109,362	(109,410)
Loss for the half-year	-	(1,094,603)	-	-	-	(1,094,603)
OCI – FX Translation	-	-	-	-	(25,729)	(25,729)
Total comprehensive loss for the half-year	-	(1,094,603)	-	-	(25,729)	(1,120,332)
<i>Transactions with owners in their capacity as owners:</i>						
Adjustment to Prior Year	422	-	-	-	-	422
Share Placement	2,289,905	-	-	-	-	2,289,905
Share issue expenses	(128,395)	-	-	-	-	(128,395)
Share based payments Options	-	-	-	40,000	-	40,000
Share based payments Performance Rights	-	-	-	(85,259)	-	(85,259)
Balance at 30 June 2024	21,880,487	(19,653,949)	(1,710,087)	286,827	83,633	886,911

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

CONSOLIDATED STATEMENT OF CASH FLOWS

HALF-YEAR ENDED 30 JUNE 2024

	Half-Year Ended 30/06/2024	Half-Year Ended 30/06/2023
	\$	\$
Cash flows from Operating Activities		
Receipts from customers	116,617	47,086
Government grant received	-	-
Payments to suppliers and employees	(1,043,969)	(904,554)
Interest received	2,674	2,855
Net cash (used in) operating activities	(924,678)	(854,613)
Cash Flows from Investing Activities		
Payment of Plant and Equipment	-	(8,188)
Net cash provided by/(used in) investing activities	-	(8,188)
Cash Flows from Financing Activities		
Proceeds from Issuance of Shares (Net of Costs)	2,011,912	1,980,603
Repayment of Financial Liability	-	(300,000)
Net cash provided by/(used in) financing activities	2,011,912	1,680,603
Net increase (decrease) in cash held	1,087,234	817,802
Cash at the beginning of the financial period	73,069	248,142
Cash at the end of the financial period	1,160,303	1,065,944

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

These general purpose financial statements for the interim half-year reporting period ended 30 June 2024 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'.

It is recommended that the financial statements are read in conjunction with the annual financial report for the year ended 31 December 2023 and any public announcements made by the Company during the half-year in accordance with continuous disclosure requirements arising under the Corporations Act 2001 and the ASX Listing Rules.

The interim financial statements have been approved and authorised for issue by the Board on 30 August 2024.

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

Going concern

The interim financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. The Group incurred a loss for the half year ended 30 June 2024 of \$1,120,332 (2023: \$871,499) and net cash outflows from operating activities of \$924,678 (2023: \$854,613).

The ability of the Group to continue as a going concern is dependent on securing additional funding through either equity, debt or receipts from customers, or a combination of all, to continue to fund its operational and technology development activities. These conditions indicate a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors believe that there are sufficient funds available to continue to meet the Group's working capital requirements as at the date of this report and that sufficient funds will be available to finance the operations of the Group for the following reasons:

- The Directors of Nanoveu Limited have assessed the likely cash flow for the 12 month period from date of signing this half year report and its impact on the Group and believe there will be sufficient funds to meet the Group's working capital requirements as at the date of this report, based on the belief that additional funds will be receipted via product sales to finance the Company's activity and would expect funds would be needed from both debt and equity to complement financial/capital requirements.
- The Group has historically demonstrated its ability to raise funds to satisfy its immediate cash requirements. Management have considered the future capital requirements of the Group and will consider all funding options as required.
- The Directors of Nanoveu Limited have reason to believe that in addition to the cash flow currently available, additional funds from receipts are expected from the commercialisation of the Group's products.

Should the Group not be able to continue as a going concern, it may be required to realise its assets and discharge its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements or raise additional capital through equity or debts raisings and that the interim financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or liabilities that might be necessary should the Group not continue as a going concern and meet its debts as and when they become due and payable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Basis of Measurement and Reporting Conventions

The financial statements, except for cash flow information, have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The amounts presented in the financial statements have been rounded off to the nearest dollar unless stated otherwise.

The accounting policies adopted are consistent with the accounting policies adopted in the Group's last annual financial statements for the year ended 31 December 2023 except for the adoption of new and amended standards adopted by the Group. Comparative figures have been adjusted to conform to changes in presentation for the current financial year.

New, revised or amending Accounting Standards and Interpretations adopted

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant or material change to the Group's accounting policies.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Functional and presentation currency

These financial statements are presented in Australian dollars, which is the functional currency of Nanoveu Limited.

Critical estimates and judgements

Performance rights

30,381,475 performance are on issue, at 30 June 2024, which convert into fully paid ordinary shares on the achievement of the milestones as disclosed in Note 5. If the milestone is not satisfied on or before expected achievement dates, the Performance Rights will expire.

For remuneration and expense recognition purposes the value is the number of performance rights granted, multiplied by the share price at date of grant and the value being amortised over the period to the expected vesting date after assessing the likelihood, probability and date of achieving these milestones. These are then reassessed at each reporting date for performance rights which have not been achieved nor expired.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. SEGMENT REPORTING

The Group predominantly deploys nanotechnology. For management purposes, the Group is organised into business units based on its services and has three reportable segments, as follows:

- Asia; and
- Australia.

No operating segments have been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. The Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Half-Year Ended 30 June 2024	Asia	Australia	Total Segments	Consolidated
Revenue				
External customers	11,026	-	11,026	11,026
Inter-segment	-	-	-	-
Total revenue (i)	<u>11,026</u>	<u>-</u>	<u>11,026</u>	<u>11,026</u>
Income/(expenses)				
Depreciation & Amortisation	(53,813)	-	(53,813)	(53,813)
Segment profit/(loss)	<u>(560,458)</u>	<u>(534,144)</u>	<u>(1,094,603)</u>	<u>(1,094,603)</u>
Total assets	<u>603,598</u>	<u>1,098,898</u>	<u>1,702,495</u>	<u>1,702,495</u>
Total liabilities	<u>(392,660)</u>	<u>(422,925)</u>	<u>(815,584)</u>	<u>(815,584)</u>

Half-Year Ended 30 June 2023	Asia	Australia	Total Segments	Consolidated
Revenue				
External customers	34,588	-	34,558	34,588
Inter-segment	-	-	-	-
Total revenue (i)	<u>34,588</u>	<u>-</u>	<u>34,558</u>	<u>34,588</u>
Income/(expenses)				
Depreciation and amortisation	(128,936)	-	(128,936)	(128,936)
Segment profit/(loss)	<u>(758,067)</u>	<u>(108,637)</u>	<u>(866,704)</u>	<u>(866,704)</u>
Total assets	<u>551,454</u>	<u>960,345</u>	<u>1,511,799</u>	<u>1,511,836</u>
Total liabilities	<u>(335,661)</u>	<u>(100,105)</u>	<u>(435,766)</u>	<u>(435,765)</u>

- (i) Revenue is recognised at a point in time.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. LOSS PER SHARE

	Half-year Ended 30/06/2024	Half-year Ended 30/06/2023
(Loss) for the period	(\$1,094,603)	(\$866,704)
Weighted average number of ordinary shares used in the (loss) per share calculations	441,660,120	348,654,253
Basic and diluted (loss) per share (cents)	(0.2)	(0.2)

4. DIVIDENDS PAID OR PROPOSED

No dividends were paid or declared during the half-year ended 30 June 2024 (30 June 2023: nil).

5. ISSUED CAPITAL

(a) Ordinary shares

	As at 30/06/2024	As at 31/12/2023
Paid up capital – ordinary shares	23,456,148	21,166,095
Capital raising costs	(1,576,083)	(1,447,520)
	<u>21,880,065</u>	<u>19,718,575</u>

Date	Number of shares	\$
30 June 2024 movements in issued capital:		
Balance at 1 January 2024	401,577,967	19,718,575
Placement Shares 30 th January 2024 Placement Shares	20,294,117	345,000
Placement Shares 30 th January 2024 Equity Loan Repayment	8,823,529	150,000
Placement Shares 14 th February 2024	15,000,000	255,000
Placement Shares 18 th June 2024	59,227,077	1,539,904
TOTAL	504,922,690	22,008,479
Share Issue Expenses		(128,414)
Balance at 30 June 2024	<u>504,922,690</u>	<u>21,880,065</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(b) SHARE OPTIONS

Options on issue:

At 30 June 2024, unissued ordinary shares of the Company under option were:

Terms of Options	Number on Issue
Unlisted options with an exercise price of \$0.020 on or before 27 January 2026	53,000,000
Unlisted options with an exercise price of \$0.040 on or before 15 June 2025	27,403,854
Unlisted options with an exercise price of \$0.025 on or before 30 January 2027	29,117,646
Unlisted options with an exercise price of \$0.025 on or before 14 February 2027	15,000,000
Unlisted options with an exercise price of \$0.030 on or before 31 December 2024	2,000,000
Unlisted options with an exercise price of \$0.050 on or before 31 December 2025	2,000,000
Unlisted options with an exercise price of \$0.040 on or before 15 June 2025	4,000,000
Total	132,521,500

(c) PERFORMANCE RIGHTS

The date at which the performance hurdle is assumed to be achieved has been estimated based on the target date for the performance hurdle to be achieved. If the milestone is not satisfied on or before expected achievement dates, the Performance Rights will expire.

Tranche	Performance Hurdle	Number	Assumed Probability of achievement	Assumed Achievement Date	Expense HY 2024
NVUPRR	The Company achieving A\$7,000,000 of total consolidated sales revenue from all its products (Products) by 31 December 2024, as validated from the Company's audited or audit reviewed financial reports	11,881,475	0%	31 Dec 2024	(\$113,812)
NVUPRS	Successful submission of a patent by Nanoveu to PCT level by 31 December 2023	1,000,000	100%	Achieved	-
NVUPRV	Tranche V The Performance rights shall vest upon the Company achieving \$15,000,000 of total consolidated sales revenue from all its product for 31 December 2025, as validated from the Company's audited or audit reviewed financial reports.	17,500,000	100%	31 Dec 2025	\$28,553
Total		30,381,475			(\$85,259)

Incentive Performance Rights being new issues in the period as approved at the AGM 31 May 2024.

Tranche V listed in the above table. Value of each Incentive Performance Right at grant date is \$0.0310.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. SHARE-BASED PAYMENTS

During the half-year ended 30 June 2024 a total share-based payment expense of \$45,259 was recognised as an expense through profit and loss (30 June 2023: \$51,544).

Value of each Incentive Performance Right is \$0.0310.

Listed under Note 5.

In addition, 4,000,000 options were issued MMR Corporate Services Pty Ltd for services rendered. These options were valued using the Black Scholes Option Pricing model. The value of services could not be reliably measured. The fair value of Options is recognised at the grant date using the following assumptions:

Grant Date	Number Issued	Exercise Price (cents)	Assumed Stock Price at Grant Date (cents)	Interest Rate	Volatility	Value Per Option (cents)
31 May 2024 Issued HY 2024 Period	2,000,000	\$0.030	\$0.031	3.62%	100%	\$0.009
31 May 2024 Issued HY 2024 Period	2,000,000	\$0.050	\$0.031	3.62%	100%	\$0.011

The amount recognised as a Share based payment expense for the above options during the HY 2024 period was \$40,000.

Grant Date Nanoveu Limited AGM 31 May 2024.

7. RELATED PARTY TRANSACTIONS

Incentive Performance Rights were issued in the Half Year 2024 period to related parties, NVU directors.

Incentive Performance Rights being new issues in the period as approved at the AGM 31 May 2024.

Value of each Incentive Performance Right is \$0.0310, being the share price on the date shareholders approval was obtained at the NVU AGM 2024 held on 31 May 2024.

Person/Company	Incentive Performance Rights Tranche V		Incentive Performance Rights Expense HY24
David Pevcic	5,000,000		\$8,158
Alfred Chong	5,000,000		\$8,158
Steven Apedaile	5,000,000		\$8,158
Michael Winlo	2,500,000		\$4,079
Total	17,500,000		\$28,553

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. COMMITMENTS AND CONTINGENCIES

There have been no other changes in commitments or contingent liabilities since the last annual reporting date.

9. EVENTS AFTER THE BALANCE SHEET DATE

Nanoveu Limited and Shenzhen Fullsand Printing & Packaging Co Ltd finalised the formation of the Joint Venture via the incorporation of the Hong Kong Company, Fullveu Technologies (HK) Limited (ASX Announcement 30 July 2024), for the commercial development of 3D products to sell the EyeFly3D products to global markets outside of mainland China. Nanoveu holds a 51% equity in Fullveu HK and the remaining 49% is held by Fullsand.

Definitive Agreements and Joint Venture

The execution of the definitive agreements (set out below) were conditions to the establishment of the Joint Venture. These definitive agreements encompass several key components that outline the framework for future operations of the JV:

- 1.Exclusive Global Sales and Marketing Rights
- 2.Exclusive Software Licensing Agreement
- 3.Exclusive Manufacturing and Supply Agreement
- 4.Performance Rights Agreement: The agreement aligns the interest of all parties, ensuring mutual commitment to achieving performance milestones and driving long-term success. Subject to shareholder approval as required (including under Listing Rule 7.1), Nanoveu will issue up to 16 million performance rights to Fullsand (or its nominee). The performance rights will be issued with the following performance milestones to be validated by the respective audited or audit reviewed financial reports:
 - c. 6,000,000 performance rights: during the calendar year 2024 to 2025, one performance right will vest and convert into one fully paid ordinary share in the Company (“Share”) for every USD\$2.50 in revenue above USD\$1,000,000 in revenue solely generated from Fullveu HK; and
 - d. 10,000,000 performance rights: during the calendar year 2026, one performance right will vest and convert into one Share for every USD\$2.50 in revenue above USD\$2,500,000 in revenue solely generated from Fullveu HK.

The terms of the performance rights are subject to ASX approval under Listing Rule 6.1 if required. Refer to refer to proposed issue of securities announcement dated 24 May 2024.

No further matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future financial periods.

DIRECTORS' DECLARATION

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the financial half-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.

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

On behalf of the directors



Mr Alfred Chong
Managing Director and CEO
30 August 2024

INDEPENDENT AUDITORS' REVIEW REPORT



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INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Nanoveu Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Nanoveu Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, material accounting policy information and other explanatory information, and the directors' declaration.

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

- i. Giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the half-year ended on that date; and
- ii. Complying with Accounting Standard AASB 134 *Interim Financial Reporting and the Corporations Regulations 2001*.

Basis for conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the *Auditor's Responsibilities for the Review of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to the 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 the Company, would be the same terms if given to the directors as at the time of this auditor's review report.

Material uncertainty relating to going concern

We draw attention to Note 1 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

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INDEPENDENT AUDITORS' REVIEW REPORT



Responsibility of the directors for the financial report

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

Auditor's responsibility for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group'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.

BDO Audit Pty Ltd

A handwritten signature in black ink, appearing to read 'JW', is written over a horizontal line. Above the signature, the letters 'BDO' are handwritten in a cursive style.

Jackson Wheeler

Director

Perth, 30 August 2024