NEW ZEALAND COASTAL SEAFOODS LIMITED

ANNUAL REPORT - 30 JUNE 2024

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CORPORATE DIRECTORY

DIRECTORS	Peter Chai Ivan Wu Melinda Orrock
COMPANY SECRETARY	Melinda Orrock
REGISTERED AND PRINCIPAL OFFICE	4 Georgia Lee Place CLAREVILLE NSW 2107 Telephone: (08) 8065 4333 Website: www.ecofisheries.au Email: peter@ecofisheries.au
PRINCIPAL PLACE OF BUSINESS	56A Comport Street PORTSMITH QLD 4870
AUDITORS	Christian Fox Audit & Assurance Level 8, 65 York Street SYDNEY NSW 2000
BANKERS	National Australia Bank Limited 2 Carrington Street SYDNEY NSW 2000
HOME EXCHANGE	Australian Securities Exchange Ltd Level 40, Central Park 152-158 St George's Terrace PERTH WA 6000 ASX Code: NZS
SOLICITORS	Steinepreis Paganin Level 4, The Read Buildings 16 Milligan Street PERTH WA 6000

DIRECTORS' REPORT

The Directors present their report together with the financial report of New Zealand Coastal Seafoods Limited ("NZS") and its controlled entities ("the Group") for the financial year ended 30 June 2024 and the Auditor's Report thereon.

BOARD OF DIRECTORS

The names and details of the Directors in office during the financial period and until the date of this report are:

- Peter Chai (appointed 28 February 2023)
- Ivan Wu (appointed 8 December 2023)
- Melinda Orrock (appointed 14 December 2023)
- Aldo Miccio (resigned 21 November 2023)
- Evan Hayes (resigned 8 December 2023)
- Brett Crowley (appointed 21 November 2023, resigned 14 December 2023)

PRINCIPAL ACTIVITIES

New Zealand Coastal Seafoods Limited (ASX: NZS, the Company) is a producer of premium seafood products and nutraceutical marine ingredients.

The Australia-based operations of NZS are conducted through its wholly owned subsidiary Nine Ocean Fisheries Pty Ltd (NOF), a premium seafood provider focused on responsible sourcing of seafood products from the Torres Strait and the Coral Sea. The Group also operates a purpose-built export standard processing facility in Cairns. Via sustainable management practices, the Group processes, sells and distributes high-end seafood products, including tropical rock lobster and sea cucumber. The products are wild caught, traceable and caught under a series of unique fishing licenses. Its fishery has been assessed and verified for sustainability, ensuring minimal impact on the wild fish population and the broader coastal ecosystem in which it operates. NOF is also a direct supplier of premium and frozen seafood products to a wide customer base in Australia and across the Asia-Pacific region.

DIVIDENDS PAID OR RECOMMENDED

The Directors of NZS do not recommend the payment of a dividend in respect of the current financial year ended 30 June 2024 (2023: Nil).

OPERATING RESULTS

The Group's net loss after providing for income tax for the year ended 30 June 2024 amounted to $108,109 (2023: $2,619,776).

FINANCIAL POSITION

At 30 June 2024, total Group assets were $2,665,541 (2023: $2,657,386) and net assets were $1,278,892 (2023: $964,937). Cash at bank was $152,997 (2023: $9,737).

REVIEW OF OPERATIONS

WORKING CAPITAL AND LOAN FACILITIES

On 19 July 2023, the Company's wholly-owned subsidiary Nine Ocean Fisheries Pty Ltd ("NOF") received the Formal Letter of Offer to secure a loan facility with the National Australia Bank ("NAB") for the aggregate sum of $2,000,000.

On 23 July 2024, the Company announced that it had completed a capital raise with R. Chandler, a professional and sophisticated investor, for an investment in the Company of $150,000 (before costs) through a Convertible Note subscription.

NZCS OPERATIONS LTD (NZ OPS)

Financial Year 2024 has been a very challenging year for NZ Ops. Pre-2019, NZ Ops was relying on the Daigou model to distribute many of its products. Covid-19 had caused a major shakeup of the business model and the Directors determined that the NZ Ops businesses were untenable.

After a number of cost-cuttings and restructure, the Directors assessed that it was inappropriate and unfair to rely upon shareholders to continue to finance the NZ Ops component which had very limited prospects of being turned around.

On 18 April 2024, Ryan Eathorne of Insolve Partners Limited was appointed Liquidator of NZCS.

LING SALES

After the liquidation of NZCS, the Company Contract Agreement with Aquadev Pty Ltd ("Aquadev"), a Victorian Food business distributing seafood and meat products, was terminated with mutual consent.

WHOLE LING FISH CONSIGNMENT DELIVERED TO THE CHINESE MARKET

NZS has successfully dispatched and delivered its first consignment of 19,370kg of Frozen Ling Fish to China. But due to parasites found in the fishes delivered, further shipments of Ling Fish was terminated with mutual consent.

NEW PREMISES AT 56A COMPORT STREET, PORTSMITH QLD 4870

The prolonged importation ban of Australian lobster by the Chinese government, is causing many problems to the Australian lobster industry. NOF has refocused its activities to the Coral Sea Fishery. To conserve cash and cut costs, NOF has surrendered the premises of 13 Redden Street, Portsmith on completion of lease. In collaboration with Australian Northern Seafood ("ANS"), NOF is now operating from the state-of-the-art facility at 56A Comport Street, Portsmith.

COLLABORATION AGREEMENT WITH 75-TON VESSEL EXECUTED

NOF has entered into an agreement with the owners of Cody Star, a 16m, 75-ton vessel with fuel and freezer capacity of 14 tons and 11 tons respectively. The owners of Cody Star will lease one of the Company's Coral Sea Fishery (CSF) fishing permits.

The objective is to ascertain the abundance of fish stock available in the CSF which the Company hold over 66% of its fishing permits and quotas. And determine what species of fish are most profitable to be commercially caught.

REVIEW OF OPERATING STRUCTURE

NZS conducted an Internal review of the Company's operating structure, having identified cost saving opportunities that utilise external expertise when required.

APPOINTMENT OF CHIEF FINANCIAL OFFICER

NZS appointed Melinda Orrock as Chief Financial Officer of the Company, an experienced senior finance and business executive with wide-ranging management experience and a clear understanding of the mechanics of business.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES

NZS continued to increase its commitment to Environmental, Social and Governance (ESG) practices.

AGM

The Company anticipates that it will hold its next Annual General Meeting ('AGM') on or before 28 February 2025.

In accordance with ASX Listing Rule 3.13.1, the closing date for the receipt of nominations from persons wishing to be considered for election as a director of the Company is 9 January 2025.

Any nominations must be received in writing no later than 5:00pm (AEDST) on 9 January 2025 at the Company's registered office.

DIRECTORS' REPORT

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

Significant changes in the state of affairs of the Group during the financial year are as set out in the Review of Operations.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

Directors consider that the initial exploratory results from the Cody Star are very promising. The Company will provide further information when appropriate.

Management are having discussions with varies parties regarding utilisation and potential acquisition of vessels to commercialise the four CSF line fishing permits. If operated appropriately, each vessel is expected to produce over 250 tons of products annually.

On 5 November 2024, the Company has received commitments from two professional and sophisticated investors, for a new investment of funds in the Company of $270,000 (before costs) through a Convertible Note subscription.

Once the Group has commenced to commercialise the CSF line fishing permits and has raised at least $270,000 additional funds, it is intended to request that the ASX lifts the voluntary suspension from trading. Directors remain hopeful that normal trading of the Company's shares will resume before the end of March 2025.

Meanwhile the Directors are involved in discussions with interested parties regarding potential collaboration or combinations to expand the Group's fisheries businesses.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Except as provided herein, information on likely developments in the operations of the Group 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 Group.

PROCEEDINGS ON BEHALF OF THE GROUP

No person has applied to the Court under section 237 of the Corporations Act 2001 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.

ENVIRONMENTAL REGULATION

The Group is not subject to any significant environmental regulation under Australian or New Zealand Laws.

CORPORATE GOVERNANCE

The Board is responsible for the overall corporate governance of the Group, and it recognises the need for the highest standards of ethical behaviour and accountability. It is committed to administrating its corporate governance structures to promote integrity and responsible decision making.

The Group's corporate governance structures, policies and procedures are described in its Corporate Governance Statement which is included at page 48 of this Report

INFORMATION ON DIRECTORS

Peter Chai – Chairman and Executive Director (appointed 28 February 2023)	
Experience and Expertise	Mr Chai has been involved with Nine Ocean Companies since its inception and has over 30 years of experience in corporate management. He has held a number of senior roles in various listed entities across Australia, South-East Asia and Hong Kong. His experience includes roles as corporate advisor to the Board of The Merino Wool Company, as well as senior management positions at AIMS Financial Group, Coats Viyella Garments Asia- Pacific, Shakey's International Limited and Byford International Limited. Mr Chai also served as special assistant to the late Datuk Jaafar Ahmad, former Governor of Central Bank of Malaysia and Central Bank of Namibia.
Other Current Directorships	None
Former Public Company Directorships in last 3 years	None
Special Responsibilities	Chairman of the Board
Interests in Shares and Options	237,152,264 ordinary shares 93,038,066 options exercisable at $0.01 expiring 28 February 2026

Ivan Wu – Non-Executive Director (appointed 8 December 2023)	
Experience and Expertise	Mr. Wu graduated with a Bachelor of Science in Computer Science from Curtin University (Australia) and possesses over two decades of professional experience in commercial and corporate finance within the utility, technology, and resource sectors. As the founder and principal advisor of ICW Capital, a corporate advisory firm based in Perth, Mr. Wu has been actively engaged in recent years in corporate advisory roles. Mr. Wu has held executive and non-executive positions with entities such as ClearVue Technologies Ltd (ASX: CPV), iGlobal Holdings Ltd (NSX: IGH), iCandy Interactive Ltd (ASX: ICI), Swift Resources Ltd, and Legacy Iron Ore Ltd (ASX: LCY).
Other Current Directorships	None
Former Public Company Directorships in last 3 years	None
Special Responsibilities	None
Interests in Shares and Options	None

Melinda Orrock – Non-Executive Director (appointed 14 December 2023)	
Experience and Expertise	Melinda Orrock is a full member of CPA Australia and graduated from Macquarie University with a Bachelor of Commerce majoring in Professional Accounting. Melinda's experience extends over 30 years working as a forensic accountant and independent financial controller in a multitude of industries that include Acquisitions and Mergers, a Not-For-Profit in the Indigenous sector, telecommunications and public practice. For the past six years Melinda worked in the Financial Services sector, with FUM exceeding $4B, as CFO and Company Secretary responsible for managing four AFSL entities covering over 200 Authorised Representative Advisors nationally, one ACL Mortgage Aggregator with up to 100 Brokers nationally, a registered Superannuation Master Trust, a licensed Managed Discretionary Account Administration Service, a Wholesale Investor Advisory, a Retail Fund and Wholesale Fund entities. Providing leadership, direction and management of the finance, accounting and commissions teams and strategic recommendations to Directors, the Board and the Executive Team, Melinda was a member of the Executive, Professional Standards and Risk & Compliance Committees and managed relationships with ASIC, AFCA, ATO and State Revenue Offices, AFSL and Special Purpose Financial Statement audits and reporting for US auditors for a NASDAQ listed merger.
Other Current Directorships	None
Former Public Company Directorships in last 3 years	None
Special Responsibilities	Company Secretary and Chief Financial Officer
Interests in Shares and Options	None

Aldo Miccio – Chairman (resigned 21 November 2023)	
Experience and Expertise	Prior to co-founding New Zealand Coastal Seafoods, Aldo was the mayor of Nelson, New Zealand, and prior to that served as a Councillor of Nelson, beginning in 2007. In 2010, Mr Miccio successfully sold Bissi Ltd, an apparel company he had started in 1998. He is also former Managing Director of KELA and is the current chairman of Medical Kiwi Ltd.
Other Current Directorships	None
Former Public Company Directorships in last 3 years	None
Special Responsibilities	Chairman of the Board (resigned 21 November 2023)
Interests in Shares and Options	35,428,240 ordinary shares 3,000,000 listed options

Evan Hayes – Non-Executive Director (resigned 8 December 2023)	
Experience and Expertise	Mr Hayes is a highly accomplished Executive and Non-Executive Director with broad strategic experience across a portfolio of board positions, and substantial experience in the health industry including senior product development and operations roles with Factors, Blackmores and BioCeuticals. He is currently Asia Pacific Managing Director of Factors Group, Canada's largest natural health company and a Director of MGC Pharma, an ASX listed biotech & cannabis company. He holds qualifications in biotechnology, biochemistry, six sigma, auditing and business management, and over 10 years' non-executive director experience across public, private and ASX organisations. As a highly respected scientist, specialising in medicines, both natural and biotech, he has the unique capability of leveraging deep technical skills to develop real commercial outcomes. Mr Hayes is particularly specialised in the management, set up and scaling of start-up organisations, where there is a fast-moving environment balancing a need for strategy, scale, business development, overseas expansion, risk and compliance. Mr Hayes holds over 20 years' experience in leading organisations in Australia and overseas, and has worked in Europe, the USA and in Australia. He has a practical understanding of both the FDA and the TGA with a detailed knowledge of strategic, financial, human resource and compliance issues. He also holds senior executive experience in the natural medicine sector, as well as extensive consulting experience across portfolios including procurement, product development and health economics for leading Australian organisations through his consulting organisations, Relae and FIT Milestones. Evan is passionate about natural products, experimental and clinical research, has initiated and published research in diverse areas such as immunoassay development, probiotic functionality, and Vitamin D insufficiency and is an author of multiple patents including one world patent.
Other Current Directorships	None
Former Public Company Directorships in last 3 years	Non-Executive Director of MGC Pharmaceuticals Ltd (ASX: MXC)
Special Responsibilities	None
Interests in Shares and Options	None

Brett Crowley – Non-Executive Director (appointed 21 November 2023, resigned 14 December 2023)	
Experience and Expertise	Mr Crowley is a practicing solicitor and a former Partner of Ernst & Young in Hong Kong and Australia, and of KPMG in Hong Kong, and has worked in China establishing and managing JV companies there. Mr Crowley is an experienced chairman, finance director and company secretary of ASX-listed companies, and is a former Senior Legal Member of the NSW Civil and Administrative Tribunal.
Other Current Directorships	Non-Executive Director of Uscom Ltd (ASX: UCM)
Former Public Company Directorships in last 3 years	None
Special Responsibilities	Company Secretary (resigned 14 December 2023)
Interests in Shares and Options	None

REMUNERATION REPORT (AUDITED)

This Remuneration Report outlines the Director and Executive remuneration arrangements of the Group and has been audited in accordance with the requirements by section 308(3C) of the *Corporations Act 2001* and the Corporations Regulations 2001.

For the purposes of this report, Key Management Personnel of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Group, directly or indirectly, including any Director (whether Executive or otherwise) of the Group.

Remuneration Governance

The full Board filling the role of the Nomination and Remuneration Committee is responsible for the following:
(a) remuneration policies and practices;
(b) remuneration of the Executive Officer and Executive Directors;
(c) composition of the Board; and
(d) performance Management of the Board and of the Executive Officer.

Executive Remuneration Policy and Framework

The full Board reviews and make recommendations regarding the following:
(a) strategies in relation to Executive remuneration policies;
(b) compensation arrangements for the Chairman, Non-Executive Directors, CEO, and other Senior Executives as appropriate;
(c) performance related incentive policies;
(d) the Group's recruitment, retention and termination policies;
(e) the composition of the Board having regard to the skills/experience desired and skills/experience represented;
(f) the appointment of Board members;
(g) the evaluation of the performance of the CEO;
(h) consideration of potential candidates to act as Directors; and
(i) succession planning for Board members.

Key Management Personnel Remuneration Policy

The Board's policy for determining the nature and amount of remuneration of Key Management Personnel for the economic entity is as follows:

The remuneration structure for Key Management Personnel is based on a number of factors, including the particular experience of the individual concerned. The contracts for service between the Group and Key Management Personnel are on a continuing basis, the terms of which are not expected to materially change in the immediate future. There is no scheme to provide retirement benefits, other than statutory superannuation.

On appointment to the Board, all Executive and Non-Executive Directors enter into an agreement with the Group. The Group's executive Key Management Personnel and details of their remuneration and contractual employment arrangements are set out below.

Key Management Personnel Remuneration

The remuneration of the Group's Key Management Personnel is disclosed below:

2024	Salary ($)	Post Retirement benefits ($)	Other benefits ($)	Equity Based Payments ($)	Total ($)	Performance related
DIRECTORS						
Aldo Miccio[1]	20,000	-	-	-	20,000	-
Peter Chai	120,000	-	-	-	120,000	-
Evan Hayes[2]	17,500	-	-	-	17,500	-
Ivan Wu[3]	14,000	-	-	-	24,000	-
Melinda Orrock[4]	28,000	-	-	-	28,000	-
MANAGEMENT		-	-	-	-	-
Brett Crowley	15,000	-	-	-	15,000	-
TOTAL	**244,500**	**-**	**-**	**-**	**244,500**	**-**

[1] Aldo Miccio resigned 21 November 2023
[2] Evan Hayes resigned 8 December 2023
[3] Ivan Wu appointed 8 December 2023
[4] Melinda Orrock appointed 14 December 2023

2023	Salary ($)	Post Retirement benefits ($)	Other benefits ($)	Equity Based Payments ($)	Total ($)	Performance related
DIRECTORS						
Winton Willesee[1]	45,000	-	-	-	45,000	-
Aldo Miccio	95,000	-	-	-	95,000	-
Erlyn Dawson[2]	17,500	-	-	-	17,500	-
Peter Chai[3]	24,000	-	-	-	24,000	-
Evan Hayes	42,000	-	-	-	42,000	-
Nathan Maxwell-McGinn[4]	31,500	-	-	-	31,500	-
MANAGEMENT					-	-
Peter Win	137,419	-	-	-	137,419	-
Andrew Peti	191,024	12,212	-	-	203,236	-
TOTAL	**583,443**	**12,212**	**-**	**-**	**595,655**	**-**

[1] Winton Willesee resigned 10 March 2023
[2] Erlyn Dawson resigned 28 November 2022
[3] Peter Chai appointed 28 February 2023
[4] Nathan Maxwell-McGinn resigned 12 April 2023
Details of the Equity Based Payments comprising Performance Rights and Employee Options are set out in Note 26.

Equity Instruments Disclosure 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 Group, including their personally related parties, is set out below:

Name	Balance at the start of the year	Acquired	Disposed	Other	Balance at the end of the year
DIRECTORS					
Peter Chai		237,152,264			237,152,264
Ivan Wu	-	-	-	-	-
Melinda Orrock	-	-	-	-	-
Aldo Miccio	52,918,240	-	17,490,000	-	35,428,240
Evan Hayes	-	-	-	-	-
MANAGEMENT			-	-	-
Andrew Peti	-	-	-	-	-
TOTAL	**52,918,240**	**237,152,264**	**17,490,000**	-	**272,580,504**

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 Group, including their personally related parties, is set out below:

Name	Balance at the start of the year	Acquired	Lapsed	Balance on termination or resignation	Balance at the end of the year
DIRECTORS					
Peter Chai	-	93,038,066	-	-	93,038,066
Aldo Miccio	13,566,000	-	(13,566,000)	-	-
Evan Hayes	5,500,000	-	(5,500,000)	-	-
MANAGEMENT					
Andrew Peti	10,000,000	-	(10,000,000)	-	-
TOTAL	**29,066,000**	**98,937,232**	**(29,066,000)**	**-**	**93,038,066**

Performance Rights:

The number of performance rights 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:

Name	Balance at the start of the year	Acquired	Lapsed	Other	Balance at the end of the year
DIRECTORS					
Aldo Miccio	9,000,000	-	(9,000,000)		-
MANAGEMENT					
Andrew Peti	2,000,000	-	(2,000,000)		-
TOTAL	**11,000,000**	-	**(11,000,000)**		**-**

Voting and comments made at the Group's 2022 Annual General Meeting

The Group received 98.52% "yes" votes on its remuneration report for the 2023 financial year (2022: 85.28% yes). The Group did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

This is the end of the Audited Remuneration Report.

DIRECTORS' MEETINGS

Attendances by each Director during the year were as follows:

Director	Number Eligible to Attend	Number Attended
Peter Chai	4	4
Ivan Wu	2	2
Melinda Orrock	2	2
Aldo Miccio	2	2
Evan Hayes	2	2
Brett Crowley	1	1

INDEMNITY AND INSURANCE OF DIRECTORS AND OFFICERS

The Group has not, during or since the end of the financial year, indemnified or agreed to indemnify, the Directors and executives of the Group for costs incurred, in their capacity as a director or executive, for which they may be held personally liable.
During the financial year, the Group has not paid a premium in respect of a contract to insure the Directors and executives of the Group against a liability to the extent permitted by the Corporations Act 2001.

NON-AUDIT SERVICES

No non-audit services were provided by the Group's auditor during the year ended 30 June 2024.

INDEMNITY AND INSURANCE OF AUDITOR

The Group has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Group or any related entity against a liability incurred by the auditor.
During the financial year, the Group has not paid a premium in respect of a contract to insure the auditor of the Group or any related entity.

SHARES

As at the date of this report there are 1,667,010,062 ordinary shares on issue.

AUDITOR'S INDEPENDENCE DECLARATION

The Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* for the year ended 30 June 2024 has been received and can be found on page 16.

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

Signed on behalf of the Board of Directors.

Peter Chai
Executive Chairman
Sydney

23rd December 2024

Christian Fox
Audit & Assurance

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AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF NEW ZEALAND COASTAL SEAFOODS LIMITED

As the lead auditor for the audit of the financial report of New Zealand Coastal Seafoods Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

i. no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

ii. no contraventions of any applicable code of professional conduct in relation to the audit.

Signed in Sydney on: 23 December 2024

Andre Christian, Registered Company Auditor 04421

ANDRE CHRISTIAN COMPANY AUDITOR 04421 COMMON SEAL

Christian Fox Audit & Assurance
Level 8, 65 York Street
Sydney NSW 2000

Liability limited by a scheme approved under Professional Standards Legislation

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

		CONSOLIDATED	
	Notes	30 June 2024 ($)	30 June 2023 ($)
CONTINUING OPERATIONS			
Revenue	3	352,204	3,363,349
Other income	4	208,277	2,921
Cost of materials		(463,698)	(2,507,382)
Write-down of inventories		-	(414,790)
Corporate and administration expenses		(324,267)	(749,149)
Depreciation and amortisation expenses		(47,882)	-
Finance expenses		(82,368)	(61,258)
Employee benefits expense		(538,191)	(1,193,955)
Impairment of non-financial assets		-	(39,307)
Promotion and communication		-	(29,300)
Share based payments expense		-	(80,715)
Other operating expenses		(200,250)	(910,190)
Gain / (Loss) on termination of lease		988,066	-
LOSS BEFORE INCOME TAX		**(108,109)**	**(2,619,776)**
Income tax expense	5	-	-
LOSS AFTER INCOME TAX		**(108,109)**	**(2,619,776)**
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Gain / (Loss) on the valuation of asset		-	2,510,275
Gain / (Loss) on loss of control of NZ subsidiary	27	249,242	-
Exchange difference on translation of foreign operations taken to equity		-	(22,315)
Total other comprehensive income / (loss)		**-**	**(2,127,960)**
Total comprehensive income / (loss) for the period attributable to the owners of the company		**141,133**	**(131,816)**
Basic profit / (loss) per share (cents per share)	24	**(0.006)**	**(0.20)**

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2024

		CONSOLIDATED	
	Notes	30 June 2024 ($)	30 June 2023 ($)
CURRENT ASSETS			
Cash and cash equivalents	8	152,997	9,737
Trade and other receivables	9	2,269	44,686
Inventories	10	-	5,511
TOTAL CURRENT ASSETS		**155,266**	**59,934**
NON-CURRENT ASSETS			
Bank guarantee	8	-	87,177
Intangibles	12	2,510,275	2,510,275
TOTAL NON-CURRENT ASSETS		**2,510,275**	**2,597,452**
TOTAL ASSETS		**2,665,541**	**2,657,386**
CURRENT LIABILITIES			
Trade and other payables	14	98,612	620,062
Lease liability	15	-	121,145
TOTAL CURRENT LIABILITIES		**98,612**	**741,207**
NON-CURRENT LIABILITIES			
Bank Loan Facility – fully drawn		1,000,000	-
Lease Liability non-current	15		951,242
Other Borrowings		279,037	
TOTAL NON-CURRENT LIABILITIES		**1,279,037**	**951,242**
TOTAL LIABILITIES		**1,377,649**	**1,692,449**
NET ASSETS		**1,287,892**	**964,937**
EQUITY			
Contributed Equity	16	14,594,836	14,568,836
Reserves	17	1,601,878	1,446,056
Accumulated Losses	18	(14,908,822)	(15,049,955)
TOTAL EQUITY		**1,287,892**	**964,937**

The Consolidated Statement of Financial Position is to be read in conjunction with the accompanying notes.

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

	Contributed Equity ($)	Accumulated Losses ($)	Share Based Payments Reserve ($)	Foreign Currency Translation Reserve ($)	Asset valuation reserve ($)	Total ($)
Balance at 30 June 2023	**14,568,836**	**(15,049,955)**	**(908,397)**	**(155,822)**	**2,510,275**	**964,937**
Loss from operations		(108,109)			-	(108,109)
Other Comprehensive Income:						
Gain on loss of control of subsidiary NZCS Operations Ltd		249,242				249,242
Elimination of foreign currency translation on deconsolidation of NZCS Operations Ltd				155,822		155,822
Shares Issued pursuant to Offer	26,000					**26,000**
Balance at 30 June 2024	**14,594,836**	**(14,908,822)**	**(908,397)**	**-**	**2,510,275**	**1,287,892**

	Contributed Equity ($)	Accumulated Losses ($)	Share Based Payments Reserve ($)	Foreign Currency Translation Reserve ($)	Asset valuation reserve ($)	Total ($)
Balance at 30 June 2022	14,246,473	(14,985,157)	1,565,866	(133,507)		**693,675**
(Loss) for the year		(2,619,776)				(2,619,776)
Other comprehensive income					2,510,275	2,510,275
Exchange Difference				(22,315)		(22,315)
Total comprehensive (loss)/income		(2,619,776)		(22,315)	2,510,275	**(131,816)**
Shares Issued pursuant to Offer	500,000					500,000
Employee option expense			80,715			80,715
Transfer of options reserve		2,554,978	(2,554,978)			
Share issue costs	(177,637)					(177,637)
Balance at 30 June 2023	**14,568,836**	**(15,049,955)**	**(908,397)**	**(155,822)**	**2,510,275**	**964,937**

The Consolidated Statement of Changes in Equity is to be read in conjunction with the accompanying notes.

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

		CONSOLIDATED	
	Notes	30 June 2024 ($)	30 June 2023 ($)
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		692,976	3,921,626
Payments to suppliers and employees		130,161	(4,972,588)
Interest paid		(41,164)	(61,374)
Interest received		2,610	2,889
NET CASH FROM OPERATING ACTIVITIES	18	**784,583**	**(1,109,447)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares		26,000	500,000
Proceeds from financial liabilities		-	184,471
Share issue costs		-	(177,637)
Lease principal repayments		(1,072,387)	(62,220)
Repayment of loan		-	(1,611)
De-Grouping changes to Equity accounts		405,064	-
NET CASH PROVIDED BY FINANCING ACTIVITIES		**(641,323)**	**443,003**
Net Increase/(decrease) in cash held		143,260	(666,444)
Cash and cash equivalents at beginning of financial year		9,737	686,346
Foreign exchange translation of cash balances		-	(10,167)
Cash and cash equivalents at end of financial year	8	**152,997**	**9,737**

The Consolidated Statement of Cash Flows is to be read in conjunction with the accompanying notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The primary accounting policies adopted in the preparation of the Financial Statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

(a) General Information

New Zealand Coastal Seafoods Limited (Company) or (Entity) is a public Company limited by shares, incorporated in Australia with operations in Australia. The Consolidated Financial Report of the Company as at and for the year ended 30 June 2024 comprises the Company and its subsidiaries (together referred to as the 'Consolidated Entity' or 'Group').

The nature of the operations and principal activities of the Consolidated Entity are described in the Directors' Report.

(b) Basis of Preparation

The financial report is a general-purpose financial report which has been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. The Group is a for profit entity for the purpose of preparing the Financial Statements.

(i) Compliance with IFRS

The Financial Statements of the Group also comply with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standard Board (IASB).

The Financial Statements were approved by the Board of Directors on 23rd December 2024.

(ii) Historical cost convention

The financial report has been prepared on an accrual basis and is based on historical costs unless a different measurement basis is specifically disclosed in the note associated with the item measured on a different basis.

All amounts are presented in Australian dollars, unless otherwise noted.

(iii) Comparatives

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(c) Going Concern

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

For the year ended 30 June 2024, the Group has had an operating net cash inflow of $784,583 (2023: outflow $1,109,447) and incurred a net operating loss after tax of $108,109 (2023: 2,619,776 loss). Total comprehensive income for the year was $141,133 (2023: $131,816 loss), including gains arising from termination of lease and loss of control of NCS Operations Limited and the loss arising from elimination of the foreign exchange translation differences reserve.

The Company's New Zealand subsidiary, NZCS Operations Limited, is being liquidated. Directors expect that the winding-up of the NZ operation should save over $500,000 annually for the consolidated group.

The NAB finance facilities have stabilised the Group's financial position and provide a platform for growth. Some current shareholders and new investors have indicated willingness to invest funds into the company to commercialise the four CSF line fishing permits. If operated appropriately, the Directors expect vessel should yield over 250 tons of product annually.

Considering the above matters the Directors believe the Company and the consolidated Group will be able to continue as a going concern for the next 12 months.

(d) Impact of the adoption of new Accounting Standards

There were no new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that required any changes in the Group's accounting policies, and accordingly there was no impact to the financial statements.

(e) New Accounting Standards and interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2024. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

(f) Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Financial Statements requires Management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities in the Financial Statements. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Other disclosures relating to the Group's exposure to risks and uncertainties includes:

- Capital management — Note 7
- Financial instruments risk management and policies — Note 6

Management continually evaluates its judgments and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

(i) Determining the lease term of contracts with renewal and termination options – Group as lessee

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(ii) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group.

(iii) Share based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Group uses a Black Scholes model. The assumptions used for estimating fair value for share-based payment transactions are disclosed in Note 27.

(iv) Development costs

The Group capitalises costs for product development projects. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. No amounts have been capitalised as development costs for the year ended 30 June 2024 or 30 June 2023.

(v) Lease – estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available an and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

(g) Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of New Zealand Coastal Seafoods Limited ('company' or 'parent entity') as at 30 June 2024 and the results of all subsidiaries for the year then ended. New Zealand Coastal Seafoods Limited and its subsidiaries together are referred to in these financial statements as the Group.

Subsidiaries

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.

(h) Business Combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued, or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest In the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

(i) Foreign Currency translation

Functional and presentation currency

Items included in the Financial Statements of each of the Group entities are measured using the currency of the primary economic environment in which the Entity operates (‘the functional currency’). The Consolidated Financial Statements are presented in Australian dollars (A$), which is the Group’s functional and presentation currency.

The functional currency of the (formerly controlled) subsidiary of the parent entity that is incorporated in New Zealand is the New Zealand Dollar (NZD$).

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Translation of Foreign Operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rate at the reporting date. The Statement of Profit or Loss and Other Comprehensive Income is translated at the average exchange rates for the year.

The exchange differences arising on the translation are taken directly to a separate component of equity. On disposal of the foreign entity, the deferred cumulative amount recognised in equity relating to that foreign operation is recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(j) Revenue recognition

The core principle of AASB 15 is that revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Group expects to receive in exchange for those goods or services.

The company determines revenue recognition using the following five steps:
1) identify the contract(s) with a customer,
2) identify the performance obligations in the contract.
3) determine the transaction price,
4) allocate the transaction price to the performance obligations in the contract and;
5) recongnise revenue when the company satisfies a performance obligation.

(k) Other income

Interest Income

Interest income is recognised using the effective interest method. The effective interest method uses the effective interest rate which is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset.

(l) Income Tax Expenses or Benefit

The income tax expense for the year comprises current and deferred tax. Income tax is recognised in the profit or loss, except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(m) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, 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.

(n) Inventories

Inventories are valued at the lower of cost and net realisable value. Net realisable value is the estimate of the selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition.

(o) 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. Collectability of trade receivables is reviewed on an ongoing basis.

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Customers with heightened credit risk are provided for specifically based on historical default rates and forward-looking information. Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group. Other receivables are recognised at amortised cost, less any provision for impairment.

(p) Property, Plant and Equipment

Items of property, plant and equipment are initially recorded at historical cost less accumulated depreciation. Depreciation is calculated on the straight-line method to write off the cost of the assets to their residual values over their estimated useful life.

The annual rates used for this purpose, which are consistent with those used in previous years, are as follows:

Improvements to premises	10%
Plant and equipment	10-40%
Furniture and fittings	50%

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the Statement of Profit or Loss and Other Comprehensive Income during the financial year in which they are incurred.

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the income statement.

(q) Trade and Other Payables

Liabilities are recognised for amounts to be paid in the future for goods or services received prior to the end of the period, whether or not billed to the Group before reporting date. Trade accounts payable are normally settled within 60 days.

Financial liabilities are initially measured at their fair value and subsequently measured at amortised cost using the effective interest rate method. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

(r) Employee Benefits

Short term Employee Benefit Obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating annual leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' service up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. All other short-term employee benefit obligations are presented as payables.

Termination Benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates:

(a) when the Group can no longer withdraw the offer of those benefits; and
(b) when the Group recognises costs for a restructuring that is within the scope of AASB 137 and involves the payment of terminations benefits.

In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

(s) Share-based payments

Share-based payments which have been granted to employees comprise of shares, performance rights and share options.

Shares

The value of shares granted and issued to key management personnel in a year is recognised as an employee benefit expense with a corresponding increase in equity (share capital). The value of shares granted and vested to key management personnel in one year, which will be issued in a future year are recognised as an employee benefit expense with a corresponding increase in equity (share capital reserve). Upon issuing of the shares, the value in the share capital reserve will be transferred to share capital.

The value of shares granted and in the process of vesting to key management personnel are recognised as an employee benefit expense with a corresponding increase in equity (share based payments reserve). Upon vesting and subsequent issue of the shares, the value in the share-based payments reserve will be transferred to share capital.

The basis for the value recognised for each share is the price at the time when the terms of the grant are agreed between the Group and the counter party.

Performance rights

The value of performance rights granted to key management personnel in a year is recognised as an employee benefit expense with a corresponding increase in equity (share based payments reserve). The performance options granted will vest if, and when the attached performance conditions are met.

In the year in which the performance rights become vested, the value of performance rights which have vested will be recognised in share capital reserve.

Upon issue of the related shares, the value in the share capital reserve is transferred to share capital.

The basis for the value recognised for each performance right is the share price at the time when the terms of the grant are agreed between the Group and the counter party.

Share options

The fair value of options granted to employees (including Key Management Personnel) is recognised as an employee benefit expense with a corresponding increase in equity (share-based payments reserve). The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options. The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradable nature of the option, 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.

The fair value of the options granted excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each reporting date, the Entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised in each period takes into account the most recent estimate.

This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

(t) Share-based Payment Transactions for the acquisition of goods and services

Share-based payment arrangements in which the Group receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions. The Group measures the value of equity instruments granted at the fair value of the goods and services received, unless that fair value cannot be measured reliably.

If the fair value of the goods or services received cannot be reliably measured, the transaction is measured by the by reference to the fair value of the instruments granted.

(u) Contributed Equity

Ordinary shares are classified as equity.

Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit. Costs directly attributable to the issue of new shares or options associated with the acquisition of a business are included as part of the purchase consideration.

(v) Earnings or Loss per share

Basic earnings or loss per share are calculated by dividing the net profit or loss attributable to members of the Parent Entity for the reporting period by the weighted average number of ordinary shares of the Group.

(w) Fair Value

The fair values of financial assets and liabilities are determined in accordance with generally accepted pricing models based on estimated future cash flow. There are currently no assets and liabilities which require fair valuing under the measurement hierarchy. Due to their short-term nature, the carrying amounts of the current receivables and current payables are assumed to approximate their fair value.

(x) Goods and Services Tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the Government Taxing Authorities is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the Government Taxing Authorities are classified as operating cash flows.

(y) 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 Group'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.

A liability is classified as current when: it is either expected to be settled in the Group'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.

(z) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

The Group bases its impairment calculation on most recent budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in the statement of profit or loss in expense categories consistent with the function of the impaired asset, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 30 June and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at 30 June at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

(aa) Right of use asset and corresponding lease liability

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Group expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any re-measurement of lease liabilities.

The Group has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

The right-of-use assets are also subject to impairment assessment. Refer to Note 20.

Lease Liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index, or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

2. SEGMENT INFORMATION

The Directors have considered the requirements of AASB 8 – Operating segments. Operating segments are identified, and segment information disclosed on the basis of internal reports that are regularly provided to, or reviewed by, the Group's chief operating decision maker, which is the Board of Directors. In this regard, such information is provided using similar measures to those used in preparing the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position and consolidated statement of cash flows.

One segment is identified, being the collection, processing, distribution and export of premium seafood products in Australia (2023: New Zealand).

The operation of the parent company New Zealand Coastal Seafoods Limited is considered to be part of the segment as its sole purpose is to provide financial, operational and strategic support to subsidiary entities.

3. REVENUE

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Sales of products		
Fish Products	16,469	2,654,620
Nutraceuticals	16,015	198,657
Other fish products	319,720	-
Revenue from other business activities		
R&D net sales	-	510,072
	352,204	**3,363,349**
Location of customers		
New Zealand	**32,484**	1,344,067
Rest of the world	**250,720**	2,019,282
	352,204	**3,363,349**

4. OTHER INCOME

	CONSOLIDATED	
	30 June 2024($)	30 June 2023 ($)
Interest income	2,610	2,888
Other income	205,667	33
	208,277	**2,921**

5. INCOME TAX

	CONSOLIDATED	
	30 June 2024($)	30 June 2023($)
The reconciliation between tax expense and the prima facie tax on the Group's accounting loss before income tax is as follows:		
Accounting (loss) before income tax	**(108,109)**	**(2,619,776)**
Income tax benefit calculated at the Group's statutory income tax rate of 30% (2023: 30%)	32,432	785,933
Tax effect of non-deductible share-based payments	-	(24,214)
Tax effect of tax losses not brought to account	(32,432)	(761,719)
Income tax benefit	-	-

The total potential income benefit not brought to account is estimated at $6,742,221 (2023: $6,709,789).

The benefit for tax losses will not be obtained unless:

(a) the Group derives future assessable income of a nature and an amount sufficient to enable the benefit from the deductions for the losses to be realised;

(b) the Group continues to comply with the conditions for deductibility imposed by Law; and

(c) no changes in tax legislation adversely affect the ability of the Group to realise these benefits.

6. FINANCIAL RISK MANAGEMENT

i. Overview

The financial risks arising from the Group's operations comprise market, liquidity and credit risk. These risks arise in the normal course of business, and the Group manages its exposure to them in accordance with the Group's portfolio risk management strategy.

The objective of the strategy is to support the delivery of the Group's financial targets while protecting its future financial security and flexibility by taking advantage of the natural diversification provided by the scale, diversity and flexibility of the Group's operations and activities.

This note presents information about the Group's exposure to each of the above risks, their objectives, policies and processes for measuring risk and the management of capital.

The Group's Risk Management Framework is supported by the Board. The whole Board is responsible for approving and reviewing the Group's Risk Management Strategy and Policy. Management is responsible for monitoring appropriate processes for identifying, monitoring and managing significant business risks faced by the Group and considering the effectiveness of its internal control system.

The Board has established an overall Risk Management Policy which sets out the Group's system of risk oversight, management of material business risks and internal control.

The Group holds the following financial instruments:

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Financial assets		
Cash and cash equivalents	152,997	9,737
Trade and other receivables - current	2,269	44,686
	155,266	**54,423**
Financial Liabilities		
Trade and other payables - current	98,612	620,062
Fully Drawn Bank Facility	1,000,000	-
Trade and other payables – non-current	279,037	-
	1,377,649	**620,062**

ii. Financial Risk Management Objectives

The overall financial Risk Management Strategy focuses on the unpredictability of the finance markets and seeks to minimise the potential adverse effects on financial performance and protect future financial security.

iii. Credit Risk

Credit risk is the risk of the financial loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations and the risk arises principally from the Group's cash and cash equivalents, deposits with banks and financial institutions, and receivables.

Cash at bank is placed with reliable financial institutions. For banks and financial institutions, the Group banks only with financial institution with high quality standing or rating.

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared risk characteristics and the days past due. Trade receivables are written off when there is no reasonable expectation of recovery. Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

The carrying amount of the Group’s financial assets represents the maximum credit exposure. The Group’s maximum exposure to credit risk at the reporting date was:

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Trade receivables		
Existing customers with no defaults in the past, within terms	-	1,646
Counterparties without external credit rating, past due and impaired		
Gross Value	-	-
Doubtful Debt Provision	-	-
Net Value	**-**	**-**
	-	**1,646**
Cash at bank and on deposit		
Cash at bank and on hand	152,997	9,737
Cash on deposit at call	-	-
	152,997	**9,737**

iv.Liquidity Risk

Liquidity risk arises from the financial liabilities of the Group and the Group's subsequent ability to meet their obligations to repay their financial liabilities as and when they fall due.

Ultimate responsibility for Liquidity Risk Management rests with the Board of Directors. The Board has determined an appropriate Liquidity Risk Management Framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and continuously monitoring budgeted and actual cash flows and matching the maturity profiles of financial assets, expenditure commitments and liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of the discounting is not significant.

Contractual maturities of financial liabilities	Less than 6 months ($)	6 – 12 months ($)	More than 12 months ($)	Total ($)	Carrying Amount ($)
Group - at 30 June 2024					
Trade payables	73,612	-	119,030	192,642	192,642
Borrowings	-	-	1,160,007	1,160,007	1,160,007
Total	**73,612**		**1,279,037**	**1,352,649**	**1,352,649**
Group - at 30 June 2023					
Trade payables	382,102	-	-	382,102	382,102
Total	**382,102**			**382,102**	**382,102**

v.Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates may affect the Group's income or the value of its holdings of financial instruments. The objective of Market Risk Management is to manage and control market risk exposures within acceptable parameters, while optimising return.

vi. Foreign Exchange Risk

The Group is exposed to currency risk on financial assets or liabilities that are denominated in a currency other than the respective functional currencies of the Group's entities, the Australian Dollar (AUD) for Parent Entity, NOF and PXYY and the New Zealand Dollar (NZD) for the formerly controlled entity of Consolidated Entity up to 17 April 2024).

The Parent Entity which has a functional currency of Australian Dollars has no exposure to foreign exchange risk as there are no financial assets or liabilities denominated in a foreign currency (30 June 2023: nil). The subsidiaries of the Parent Entity, which have a functional currency of the New Zealand Dollar (NZD) have no exposure to foreign exchange risk as there are no external financial assets or liabilities denominated in a foreign currency (30 June 2023: nil).

The Group maintains all cash balances in Australian Dollars (AUD), however in the period up to 17 April 2024 the consolidated group financial statements included New Zealand bank accounts denominated in New Zealand dollars (NZD) which were subject to foreign currency translation gains or losses.

The Group did not hedge its AUD / NZD exchange rate exposure during the period as the foreign currency risk was considered immaterial.

vii. Interest Rate Risk

The Group's exposure to interest rates primarily relates to the Group's fully-drawn loan facility of $1,000,000 less cash and cash equivalents.

Whilst the Group has interest-earning cash balances of $152,997, its income and operating cash flows are substantially independent of changes in market interest rates. The Group has interest-bearing liabilities being the $1,000,000 fully drawn loan facility.

Profile

At the reporting date, the interest rate profile of the Group's and the Entity's interest-bearing financial instruments are:

Variable Rate Instruments

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Cash and deposits	152,997	9,737
Fully-Drawn Loan Facility	(1,000,000)	-
Net exposure	**(847,003)**	**9,737**

30 June 2024

	Weighted Average Effective Interest Rate	Cash Available for use	Borrowings Payable on Demand	Total
Cash and cash equivalents	1%	152,997	-	152,997
Borrowings	4.3425%	(1,000,000)	-	(1,000,000)

30 June 2023

	Weighted Average Effective Interest Rate	Cash Available for use	Borrowings Payable on Demand	Total
Cash and cash equivalents	1%	9,737	-	9,737
Borrowings	-	-	-	-

Up to the end of the reporting period, the Group did not have any hedging policy with respect to interest rate risk having regard to the relative costs of hedging compared with the facility amount. Management considers the potential impact on profit or loss of a defined interest rate shift that is reasonably probable at the end of the reporting period to be immaterial.

7. Capital Management

When managing capital, the Board's objective is to ensure the Group continues as a going concern as well as to maintain optimal returns to Shareholders and benefits for other Stakeholders. The Board also aims to maintain a capital structure that ensures the lowest cost of capital available to the Group.

On 19 July 2023 the group through NOF has secured a $2m loan facility with National Australia Bank to underpin equipment upgrade and working capital requirements. The facility follows the company's acquisition of NOF, which is a fishing and high-end seafood product wholesaler/exporter based in Cairns, Queensland.

The total $2m facility is made up of two separate facilities, being $1m revolving leasing loan and $1m corporate markets loan (fully-drawn). It is intended that the revolving leasing loan will be used to fund key equipment upgrades. Funds from the corporate markets loan have been deployed to capitalise on several near-term revenue opportunities and further optimise Nine Ocean's combined operations post-acquisition.

8. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the Consolidated Statement of Cash Flows comprise the following Consolidated Statement of Financial Position amounts:

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Cash at Bank and on hand	152,997	9,737
	152,997	**9,737**

9. TRADE AND OTHER RECEIVABLES

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Trade receivables	-	1,646
Allowance for expected credit losses	-	-
Net Trade receivables	**-**	**1,646**
Other debtors	-	2,732
GST Receivable	2,269	27,679
Prepayments	-	12,629
	2,269	**44,686**

10. INVENTORIES

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Raw Materials – at cost	-	-
Work in progress – at cost	-	5,511
Finished goods - net realisable value	-	-
	-	**5,511**

Inventories have been reduced by $5,511 (2023 reduction: $1,085,491) as a result of the write-down to net realisable value (NIL). The amount of the write-off has been recognised as an expense in the statement of profit or loss and other comprehensive income.

11. PROPERTY, PLANT AND EQUIPMENT

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Improvements to leasehold premises – at cost	-	693,132
Accumulated depreciation and impairment losses	-	(693,132)
Plant and equipment – at cost	-	343,512
Accumulated depreciation and impairment losses	-	(343,512)
Furniture and equipment – at cost	-	58,804
Accumulated depreciation and impairment losses	-	(58,804)
	-	**-**

12. INTANGIBLE ASSETS

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Fishing licences	2,510,275	2,510,275
Accumulated impairment	-	-
	2,510,275	**2,510,275**

On 1 March 2023 fishing licences were acquired through PXYY Pty Ltd. A formal valuation report for the fishing licenses was provided by Grays on 12 June 2023. The Directors have tested the licences for impairment and assess the carrying amount and fair value of the licences to be unchanged at $2,510,275 as at 30 June 2024.

13. RIGHT OF USE ASSETS

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Land and buildings	-	1,311,092
Accumulated depreciation and impairment losses	-	(1,311,092)
Motor vehicles	-	39,307
Accumulated depreciation and impairment losses	-	(39,307)
	-	**-**

14. PAYABLES

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Trade and other payables - current	73,612	382,102
Accrued expenses	25,000	76,833
Provisions	-	78,322
Other payables – related party	-	82,805
	98,612	**620,062**

15. LEASE LIABILITIES

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Lease liabilities - current	-	121,145
Lease liabilities – non-current	-	951,242
	-	**1,072,387**

16. CONTRIBUTED EQUITY

	CONSOLIDATED			
	2024 (Shares)	2023 (Shares)	2024 ($)	2023 ($)
Ordinary Shares	1,667,010,062	1,654,010,062	14,581,836	14,568,836
Total Share Capital	**1,667,010,062**	**1,654,010,062**	**14581,836**	**14,568,836**

(a) Movements of share capital during the period

Date	Details	No of shares	Issue price ($)	$
Opening Balance as at 1 July 2023		**1,654,010,062**		**14,568,836**
21 December 2023	Shares issued pursuant to Share Placement	13,000,000	0.002	26,000
29 June 2024	$150,000 Convertible Note Issued (not converted to date)	-	-	-
	Less: Cost of Share Issue	-	-	-
Balance as at 30 June 2024		**1,667,010,062**		**14,581,836**

Ordinary Shares

The holder of Ordinary Shares is entitled to participate in dividends and the proceeds on winding up of the Group in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote. Ordinary Shares have no par value and the Group does not have a limited amount of authorised capital.

17. RESERVES

	CONSOLIDATED			
	Share Based Payments Reserve ($)	Foreign Currency Translation Reserve ($)	Assets valuation reserve ($)	Total ($)
Balance at 30 June 2023	**(908,397)**	**(155,822)**	**2,510,275**	**1,446,056**
Assets valuation reserve	-	-	-	-
Foreign exchange movement	-	155,822		155,822
Transfer of asset reserve	-	-	-	-
Balance at 30 June 2024	**(908,397)**	**-**	**2,510,275**	**1,601,878**

ACCUMULATED LOSS

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Accumulated loss at the beginning of the year	(15,049,955)	(14,985,157)
Comprehensive profit / (loss) after income tax	141,133	(2,619,776)
Transfer of options reserve	-	2,554,978
Accumulated loss at the end of the year	**14,908,822**	**15,049,955**

18. CASH FLOW INFORMATION

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Reconciliation of cash flow from operating activities with the loss from continuing operations after income tax:		
Non-cash flows in profit from ordinary activities		
Net profit / (loss) after Income Tax	(108,109)	(2,619,776)
Employee options expense	-	80,715
Depreciation & amortisation	47,882	-
Lease interest expense	-	-
Impairment of non-financial assets	-	-
Inventory write-down	-	414,790
Changes in assets & liabilities		
Decrease/(increase) in trade and other receivables	129,594	202,537
Decrease/(increase) in inventories	5,511	668,847
Increase/(decrease) in trade and other payables	709,705	143,440
(Decrease)/Increase arising from exchange rate movements	-	-
Cash flow from Operating Activities	**784,583**	**(1,109,447)**

19. INTERESTS IN OTHER ENTITIES

Name of Entity	Place of business/country of incorporation	Ownership Interest held by the Group 2024	Ownership Interest held by the Group 2023	Principal Activities
Nine Ocean Fishery Pty Ltd	Australia	100%	100%	The processing, distribution and export of premium seafood products from Australia.
PXYY Pty Ltd	Australia	100%	100%	License holding.

Removed from the consolidated Group on 17 April 2024:

NZCS Operations Limited (In Liquidation)	*New Zealand*	-	*100%*	*Ceased trading on 17 April 2024: Prior activities were processing, distribution and export of premium seafood products from New Zealand.*

20. NZCS Operations Limited cash-generating unit

The non-financial assets of the cash-generating unit have been fully impaired in the prior year with no indicator during current year to reverse. As a result of this, in 2023 an impairment charge of $513,232 was made against non-financial assets of $513,232 in the consolidated statement of profit or loss.

21. MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

The Directors consider the initial exploratory results from the Cody Star to be very promising. The Company will provide further information when appropriate.

Management are in discussions with varies parties for the Group to purchase our own vessels to commercialise the four CSF line fishing permits. If operated appropriately, the Directors expect each vessel to produce over 250 tons of products annually.

On 5 November 2024, the Company has received commitments from two professional and sophisticated investors, for an investment in the Company of $270,000 (before costs) through a Convertible Note subscription.

Other than as noted above, no matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

22. REMUNERATION OF AUDITOR

During the year the following fees were paid or payable for services provided by the Auditor of the Entity and its related parties.

	CONSOLIDATED	
	30 June 2024 ($)	30 June 2023 ($)
Audit and Other Assurance Services		
Byrons Audit Pty Limited	6,311	39,000
Christian Fox Audit & Assurance	**35,016**	-
Total remuneration for Audit and Other Assurance Services	**41,327**	**39,000**

23. LOSS PER SHARE

	30 June 2024 ($)	30 June 2023 ($)
Basic loss per share (cents per share)	(0.006)	(0.20)
(Loss) used in the calculation of Earnings (Loss) Per Share	**(108,109)**	**(2,619,776)**
Weighted average number of ordinary shares	1,667,010,062	1,291,466,973

Effect of dilutive securities: Share options are not considered dilutive as the conversion of options to ordinary shares will result in a decrease in the net loss per share.

24. CONTINGENT LIABILITIES

The Board is not aware of any circumstances or information, which leads them to believe there are any other material contingent liabilities outstanding at 30 June 2024.

25. FAIR VALUES OF FINANCIAL ASSETS AND LIABILITIES

At 30 June 2024 and 30 June 2023, the carrying amounts of financial assets and financial liabilities classified with current assets and current liabilities respectively approximated their fair values due to the short-term maturities of these assets and liabilities.

The fair values of non-current financial assets and non-current financial liabilities are not materially different from their carrying amounts.

26. RELATED PARTY DISCLOSURES

Parent entity
New Zealand Costal Seafood Limited is the parent entity.

Subsidiaries
Interests in subsidiaries are set out in Note 20.

Wholly-owned Group transactions
Loans made by New Zealand Coastal Seafoods Limited to wholly owned subsidiary companies are contributed to meet required expenditure and are payable on demand and are not interest bearing.

Key Management Personnel

Compensation

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

	30 June 2024 ($)	30 June 2023 ($)
Short-term employee benefits	244,500	583,443
Post-employment benefits	-	12,212
Equity based payments	-	-
	244,500	**595,655**

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

Equity Based Payments

The component of equity-based payments included in the remuneration of Directors and Executives for the year to 30 June 2024 is NIL.

The comparative amounts for the year to 30 June 2023 are detailed as follows:

	Issue Date	Number of ORD shares Issued	Total ($)
EMPLOYEE OPTIONS			
Peter Chai	28/02/2023	93,038,066	980,380
Total Employee Options		**93,038,066**	**980,380**
TOTAL		**93,038,066**	**980,380**

*Winton Willesee resigned 10 March 2023 and the share-based payments are lapsed as at 30 June 2023.
** Erlyn Dawson resigned 28 November 2022 and the share-based payments are lapsed as at 30 June 2023.

27. PARENT ENTITY INFORMATION

The following details information related to the Parent Entity, New Zealand Coastal Seafoods Limited, as at 30 June 2024. The information presented here has been prepared using consistent accounting policies as presented in Note 1.

	30 June 2024 ($)	30 June 2023 ($)
Current assets	407	7,904
Total Assets	**407**	**9,231**
Current liabilities	84,021	272,887
Total Liabilities	**363,058**	**272,887**
Net Assets	**362,651**	**(263,656)**
Loss for the year	(10,951)	(12,801,916)
Other comprehensive profit / (loss) for the year	1,237,308	-
Total Comprehensive profit/(loss) for the year	**1,226,357**	**(12,801,916)**

The comprehensive profit for the year ended 30 June 2024 includes:

- Gain arising from loss of control of NZS Operations Limited $249,242
- Gain from termination of lease $988,066

The loss for the year ended 30 June 2023 includes impairment losses comprising:

- Impairment loss on loan receivables from NZCS Operations Limited in the amount of $8,094,537
- Impairment loss on investment in NZCS Operations Limited in the amount of $3,829,733

28. LOSS OF CONTROL OF AN ENTITY

During the year, NZCS Operations Limited, a wholly owned subsidiary of NZCS, was placed into liquidation on 18 April 2024. The NZ subsidiary made a loss of $613,496 for the period from 1 July 2023 until 17 April 2024. As the parent Company was carrying this entity fully impaired and for no apparent gain, its winding-up and removal from the consolidated Group on 18 April 2024 is considered to be a financial benefit for the consolidated Group.

CONSOLIDATED ENTITY DISCLOSURE STATEMENT

As at 30 June 2024

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest	Tax Residency
New Zealand Coastal Seafoods Limited	Body Corporate	Australia	N/A	Australia
Nine Ocean Fishery Pty Ltd	Body Corporate	Australia	100.00%	Australia
PXYY Pty Ltd	Body Corporate	Australia	100.00%	Australia

Basis of preparation

This consolidated entity disclosure statement (CEDS) has been prepared in accordance with the *Corporations Act 2001* and includes information for each entity that was part of the consolidated entity as at the end of the financial year in accordance with AASB 10 Consolidated Financial Statements.

Determination of tax residency

Section 295 (3A)(vi) of the *Corporations Act 2001* defines tax residency as having the meaning in the Income Tax Assessment Act 1997. The determination of tax residency involves judgement as there are different interpretations that could be adopted, and which could give rise to a different conclusion on residency.

In determining tax residency, the consolidated entity has applied the following interpretations:

- Australian tax residency – The consolidated entity has applied current legislation and judicial precedent, including having regard to the Tax Commissioner's public guidance in Tax Ruling TR 2018/5

- Foreign tax residency – Where necessary, the consolidated entity has used independent tax advisers in foreign jurisdictions to assist in its determination of tax residency to ensure applicable foreign tax legislation has been complied with (see section 295(3A)(vii) of the *Corporations Act 2001*).

DIRECTORS' DECLARATION

In the opinion of the Directors of New Zealand Coastal Seafoods Ltd:

(a) the financial statements and the Notes set out on pages 17 to 42 (inclusive) are 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 2024 and of its performance, for the financial year ended on that date; and

  (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the Corporations Regulations 2001 and other mandatory professional reporting requirements.

(b) the financial statements comply with International Financial Reporting Standards as disclosed in Note 1;

(c) there are reasonable grounds to believe that the Group comprising the Company and its controlled entities will be able to pay its debts as and when they become due and payable; and

(d) the information disclosed in the consolidated entity disclosure statement is true and correct.

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

Signed in accordance with a resolution of the Directors.

Peter Chai
Executive Chairman
Sydney
23rd December 2024

Christian Fox
Audit & Assurance

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NEW ZEALAND COASTAL SEAFOODS LIMITED

Report on the audit of the financial report

We have audited the financial report of New Zealand Coastal Seafoods Limited (the Company) and its controlled entities (together "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 year ended on that date, notes to the consolidated financial statements including material accounting policy information and other explanatory information, the consolidated entity disclosure statement as at 30 June 2024 and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the end of the year or from time to time during the year.

Opinion

In our opinion the accompanying financial report of New Zealand Coastal Seafoods Limited and its controlled entities is 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 of its performance for the year ended on that date; and
- complying with Accounting Standard 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 a 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 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(c) of the financial report which indicates the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in this respect.

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. We have determined that there are no key audit matters needing disclosure in accordance with ASA 701 of the Australian Auditing Standards.

Responsibility of the directors for the financial report

The Directors of the Company are responsible for the preparation of the financial report, which gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*, and for such 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.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon. Prior to the date of this auditor's report, the other information we obtained included the Corporate Directory and Directors' Report. We expect the remaining other information to be made available to us after the date of this auditor's report. Our opinion on the financial report does not cover the other information and we do not and will not express an opinion or any form of assurance conclusion thereon through our opinion on the financial report.

We have issued a separate opinion on the remuneration report.

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.

We have nothing to report regarding the other information.

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 the 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/ar1_2020.pdf.
This description forms part of our auditor's report.

Our opinion on the remuneration report

We have audited the remuneration report included in the Directors' report for the year ended 30 June 2024. In our opinion, the remuneration report of New Zealand Coastal Seafoods Limited for the year ended 30 June 2024 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.

Signed in Sydney on 23 December 2024

Andre Christian, Registered Company Auditor 04421

Christian Fox Audit & Assurance

Level 8, 65 York Street

Sydney NSW 2000

New Zealand Coastal Seafoods Limited and its controlled entities
Corporate Governance Statement

The Board of New Zealand Coastal Seafoods Limited (**Company**) is responsible for establishing the Company's corporate governance framework. In establishing its corporate governance framework for the financial year ended 30 June 2024 (**Reporting Period**), the Board has referred to the Corporate Governance Principles and Recommendations (4th Edition) published by the ASX Corporate Governance Council (**Recommendations**). The Company sets out below its compliance with, and departures from the Recommendations for the Reporting Period. This Statement is dated and was approved by the Board 23 December 2024.

As at the date of this Statement, the Company has adopted the following corporate governance policies and procedures, which can be found in the Corporate Governance Plan located at:
https://www.asx.com.au/markets/trade-our-cash-market/historical-announcements

a) Board Charter
b) Corporate Code of Conduct
c) Audit and Risk Committee Charter
d) Remuneration Committee Charter
e) Nomination Committee Charter
f) Performance Evaluation Policy
g) Continuous Disclosure Policy
h) Risk Management Policy
i) Trading Policy
j) Remuneration Policy
k) Diversity Policy
l) Whistleblower Protection Policy
m) Anti-Bribery and Anti-Corruption Policy
n) Shareholder Communication Policy

The Board is committed to administering the Corporate Governance Plan with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

In light of the Company's size and nature, the Board considers that the current corporate governance regime is a fit-for-purpose, efficient, practical and cost-effective method of directing and managing the Company. As the Company's activities develop in scale and complexity, the implementation of additional corporate governance policies and structures will be considered.

PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Recommendation 1.1

A listed entity should have and disclose a board charter setting out:

(a) the respective roles and responsibilities of the board, the chair and management; and

(b) those matters expressly reserved to the board and those delegated to management.

The Company complied with Recommendation 1.1 in full for the whole of the Reporting Period.

The Company has adopted a Board Charter which complies with the guidelines prescribed by the ASX Corporate Governance Council and sets out the respective roles and responsibilities of the board, the chair and management and those matters expressly reserved to the board and those delegated to management.

A copy of the Company's Board Charter is set out in the Corporate Governance Plan.

Recommendation 1.2

A listed entity should:

(a) undertake appropriate checks before appointing a director or senior executive, or putting someone forward for election, as a director; and

(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.

The Company complied with Recommendation 1.2 in full for the whole of the Reporting Period.

It is the Company's policy under its Nomination Committee Charter, to undertake appropriate checks before appointing a Director or senior executive, or putting someone forward for election as a director.

The Company provides shareholders with all material information relevant to a decision on whether or not to elect or re-elect a Director prior to any general meeting at which a resolution to elect or re-elect a Director will be voted on.

During the Reporting Period, the Company did not appoint or put forward any new candidates for election as a director of the Company.

Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

The Company complied with Recommendation 1.3 in full for the whole of the Reporting Period.

The Company has a written agreement with each Director and senior executive of the Company, which sets out the terms of their appointment.

Recommendation 1.4

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

The Company complied with Recommendation 1.4 in full for the whole of the Reporting Period.

The Board Charter of the Company sets out the specific responsibilities of the Company Secretary and provides that the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

<u>Recommendation 1.5</u>

A listed entity should:

(a) ***have and disclose a diversity policy;***

(b) ***through its board or a committee of the board set measurable objectives for achieving gender diversity, in the composition of its board, senior executives and workforce generally; and***

(c) ***disclose in relation to each reporting period:***

- ***(i)*** ***the measurable objectives set for that period to achieve gender diversity;***
- ***(ii)*** ***the entity's progress towards achieving those objectives; and***
- ***(iii)*** ***either:***
  - ***(A)*** ***the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or***
  - ***(B)*** ***if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.***

The Company complied with Recommendation 1.5(a) and (c) in full for the whole of the Reporting Period, but did not comply with Recommendation 1.5(b).

The Board and the Company as a whole is committed to an inclusive workplace that embraces and values diversity while always upholding the principle of meritocracy.

During the Reporting Period:

(a) the Company had in place a Diversity Policy which was disclosed in it's Corporate Governance Plan.

(b) for the reasons set out below, the Board did not set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally;

(c) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation are set out below. The Company defines its senior executives as those executive employees identified as "Key Management Personnel" in the Remuneration Report of the Company's latest Annual Report:

- 33% of the Company's Board members as at 30 June 2024 were female;
- 33% of the Company's senior executives as at 30 June 2024 were female; and
- 33% of the Company's entire workforce, were female.

(d) The Company was not in the S&P/ASX300 Index at the commencement of the Reporting Period

Notwithstanding the Board's commitment to diversity in the workplace, the Company did not comply with Recommendation 1.5 in full during the Reporting Period, as given the size of the Company and its workforce, it does not currently have sufficient resources to be able to define and implement a formal diversity program that is compliant with the Recommendations. Further, the Board considers that, at this stage, the incremental benefits of a structured diversity program are disproportionate to the implementation costs involved, when compared to the Company's current practices.

The Company has, however, adopted a tiered approach to the implementation of its Diversity Policy which is relative to the size of the Company and its workforce. The Company's policy provides that where the Company employs 100 or more employees, the Board undertakes to adopt practices in line with the Recommendations of the ASX Corporate Governance Council, including compliance with the requirement for the Company to set and report against measurable objectives for achieving gender diversity.

The Board will continue to drive the Company's diversity strategies on an informal basis and will apply the initiatives contained in its Diversity Policy to the extent that the Board considers relevant, practical and achievable in the context of the Group's needs and available resources.

Recommendation 1.6

A listed entity should:

(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and

(b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Company complied with Recommendation 1.6 in full for the whole of the Reporting Period.

The Company has adopted a Performance Evaluation Policy which sets out the process for annually evaluating the performance of the Board, its committees and individual directors. The Remuneration and Nomination Committee is responsible for evaluating the performance of the Board and individual Directors on an annual basis, with the aid of an independent advisor, if deemed required.

During the Reporting Period, the Board undertook a formal performance evaluation of the individual directors and Board generally, in line with its Performance Evaluation Policy.

A copy of the Performance Evaluation Policy is disclosed in the Company's corporate Governance Plan.

Recommendation 1.7

A listed entity should:

(a) have and disclose a process for periodically evaluating the performance of its senior executives at least once every reporting period; and

(b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.

The Company complied with Recommendation 1.7 in full for the whole of the Reporting Period.

The Company has adopted a Performance Evaluation Policy which sets out the process for annually evaluating the performance of the senior executives. The Remuneration and Nomination Committee is responsible for evaluating the performance of senior executives on an annual basis, with the aid of an independent advisor, if deemed required.

During the Reporting Period, formal performance evaluations of all senior executives who have been employed by the Company for more than 12 months were conducted, either by one of the Directors or the CEO on behalf of the Board, in line with its Performance Evaluation Policy.

A copy of the Performance Evaluation Policy is disclosed in the Company's Corporate Governance Plan.

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE

Recommendation 2.1

The board of a listed entity should:

(a) have a nomination committee which:

- ***(i) has at least three members, a majority of whom are independent directors; and***
- ***(ii) is chaired by an independent director,***

and disclose:

- ***(iii) the charter of the committee;***
- ***(iv) the members of the committee; and***
- ***(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or***

(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.

The Company complied with Recommendation 2.1(b) in full for the whole of the Reporting Period.

Given the size of the Board and the size and nature of the Company's operations, the Board has determined that the function of the Nomination Committee is most efficiently carried out with full Board participation and accordingly, the Company has elected not to establish a separate Nomination Committee at this stage.

As a result, the duties that would ordinarily be assigned to the Nomination Committee under the Nomination Committee Charter are carried out by the full board.

A copy of the Nomination Committee Charter is disclosed in the Company's Corporate Governance Plan.

The Board fulfills its duties in this regard, by devoting time at board meetings to discuss Board composition and succession matters on at least an annual basis. All members of the Board are involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.

Recommendation 2.2

A listed entity should have and disclose a board skill matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.

The Company complied with Recommendation 2.2 in full for the whole of the Reporting Period.

The Board of the Company is comprised of directors with a broad range of technical, commercial, financial and other skills, experience and knowledge relevant to overseeing the business of the Company.

The Company has developed a skills matrix which is used as a tool to assess the appropriate and ideal balance of skills, experience, independence and diversity necessary for the Board to discharge its duties and responsibilities effectively.

A summary of the collective skills, experience, independence and diversity of the Board is set in Annexure B of the Company's Corporate Governance Plan.

Recommendation 2.3

A listed entity should disclose:

(a) the names of the directors considered by the board to be independent directors;

(b) if a director has an interest, position or relationship of the type described in Box 2.3, but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and

(c) the length of service of each director

The Company complied with Recommendation 2.3 in full for the whole of the Reporting Period.

The independence status and length of service of each of the Company's directors is listed below:

Director	Independence Status	Length of Service
Peter Chai	Not Independent	~2 years (appointed 28 February 2023)
Melinda Orrock	Independent	~1 year (appointed 12 December 2023)
John Lombardo	Independent	~1 year (appointed 2 December 2024)

During the Reporting Period, Mr Chai was not considered independent due to his executive role in the Company.

The Board considered the independence of directors having regard to the guidance set out in Box 2.3 of the Recommendations and has not formed an opinion contrary to those guidelines.

Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

The Company did not comply with Recommendation 2.4 in full for the whole of the Reporting Period, as outlined in the Company's response to Recommendation 2.3.

Recommendation 2.5

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

The Company did not comply with Recommendation 2.5 in full for the whole of the Reporting Period.

As outlined in the response to recommendation 2.3, the Company's Chairman is not independent.

The Company's Chairman is the same person as the CEO of the Company.

Recommendation 2.6

A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as a director effectively.

The Company complied with Recommendation 2.6 for the whole of the Reporting Period.

The Company's program for the induction of new directors is tailored to each new Director depending on their personal requirements, background, skills, qualifications and experience and includes the provision of a formal letter of appointment and an induction pack containing sufficient information to allow the new Director to gain an understanding of the business of the Company and the roles, duties and responsibilities of Directors.

Whilst there is no formal program for the periodical review of the need for existing directors to undertake professional development, all Directors are encouraged to undergo continual professional development and, subject to prior approval by the Chairman, all Directors have access to numerous resources and professional development training to address any skills gaps.

PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

Recommendation 3.1

A listed entity should articulate and disclose its values.

The Company complied with Recommendation 3.1 in full for the whole Reporting Period.

The Company's values are set out:

a) with respect to the Company's purpose and strategic goals, will be included in the Company's Corporate Governance Plan; and

b) with respect to expectations of the Board, management and employees in order to meet those goals and fulfil that purpose, in its Corporate Code of Conduct included in the Company's Corporate Governance Plan; and

The Company is in the process of formalising these values in a separate statement, which will be included in its Corporate Governance Plan.

Recommendation 3.2

A listed entity should:

(a) have and disclose a code of conduct for its directors, senior executives and employees; and

(b) ensure that the board or a committee of the board is informed of any material breaches of that code.

The Company complied with Recommendation 3.2 in full for the whole of the Reporting Period.

The Company has established a Code of Conduct (**Code**), which applies to all employees of the Company (which the Board interprets to extend to all Directors, senior executives, and employees), and addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. A copy of the Code is disclosed in the Company's Corporate Governance Plan.

The Company is committed to promoting good corporate conduct grounded by strong ethics and responsibility. Any material breaches of the Code are reported to the Board, and employees are encouraged to raise any matters of concern in good faith with the head of their business unit or with the Company Secretary, without fear of retribution, to ensure such breaches are reported.

Recommendation 3.3

A listed entity should:

(a) ***have and disclose a whistleblower policy; and***

(b) ***ensure that the board or a committee of the board is informed of any material incidents reported under that policy.***

The Company complied with Recommendation 3.3 in full for the whole of the Reporting Period.

The Company's whistleblower policy is set out in a very detailed standalone policy which will be made available shortly on the Company's revamped website currently under construction. In the interim, a brief overview is set out in the Corporate Governance Plan.

The Company requires all Personnel to comply with its Whistleblower Policy and any applicable whistleblower laws and regulations, including encouraging reports of Reportable Matter to be made to the Whistleblower Protection Officer, or other recipients as set out in the Policy. Material incidents reported under this Whistleblower Policy will be reported to the Audit and Risk Committee or the Board of the Company.

Recommendation 3.4

A listed entity should:

(a) ***have and disclose an anti-bribery and corruption policy; and***
(b) ***ensure that the board or a committee of the board is informed of any material breaches of that policy.***

The Company complied in full with Recommendation 3.4 for the whole of the Reporting Period.

The Company's policy on corruption is set out in its anti-bribery and corruption Policy ("ABC Policy"), which is set out in the Corporate Governance Plan.

The Company requires all Personnel to comply with its ABC Policy. Any Personnel or stakeholder who believes that a violation of this ABC Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Company. Material breaches of this ABC Policy will be reported to the Board.

PRINCIPLE 4: SAFEGUARD THE INTEGRITY IN CORPORATE REPORTS

Recommendation 4.1

The board of a listed entity should:

(a) have an audit committee which:
- ***(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and***
- ***(ii) is chaired by an independent director, who is not the chair of the board,***

and disclose:
- ***(iii) the charter of the committee;***
- ***(iv) the relevant qualifications and experience of the members of the committee; and***
- ***(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or***

(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Company complied with Recommendation 4.1(b) in full for the whole of the Reporting Period.

Given the size of the Board, the Board has determined that the function of the Audit Committee is most efficiently carried out with full Board participation and accordingly, the Company has elected not to establish a separate Audit Committee at this stage.

As a result, the duties that would ordinarily be assigned to the Audit Committee under the Audit and Risk Committee Charter are carried out by the full board.

The Board devotes time on at least an annual basis to consider the robustness of the various internal control systems it has in place to safeguard the integrity of the Company's financial reporting.

In addition, the Board has the opportunity to confer with the Company's external auditors on the matters identified during the course of the audit that have the potential to increase the Company's exposure to the risk of material misstatements in its financial reports.

The full Board also assumes responsibility for recommendations to security holders on the appointment and removal of the external auditor. Audit partner rotations are enforced in accordance with the relevant guidelines.

Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Company complied with Recommendation 4.2 in full for the whole of the Reporting Period.

Prior to the execution of all financial statements of the Company during the Reporting Period, the Company's Board received written assurances from persons fulfilling the roles of CEO and CFO, in compliance with this Recommendation.

Recommendation 4.3

A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.

The Company complied with Recommendation 4.3 in full for the whole of the Reporting Period.

The Company undertakes significant review of periodic corporate reports, whether audited or unaudited, and is diligent in verifying the integrity of those reports prior to their release to the market. This includes verification to source records and separate reviews, as relevant, by the Company's management, person fulfilling the role of CFO, finance and accounting staff, and Company Secretary.

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE

Recommendation 5.1

A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rules 3.1.

The Company complied with Recommendation 5.1 in full for the whole of the Reporting Period.

The Company is committed to:

a) ensuring that shareholders and the market are provided with full and timely information about its activities;
b) complying with the continuous disclosure obligations contained in the Listing Rules and applicable sections of the Corporations Act; and
c) providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner.

The Company has adopted a Continuous Disclosure Policy, which is disclosed on the Company's Corporate Governance Plan. The Continuous Disclosure Policy sets out policies and procedures for the Company's compliance with its continuous disclosure obligations under the ASX Listing Rules. It forms part of the Company's corporate governance policies and procedures and is available to all staff.

Recommendation 5.2

A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.

The Company complied with Recommendation 5.2 in full for the whole of the Reporting Period.

The Board of the Company reviews, considers and approves all material announcements prior to their release to the market, and receives a copy of the final announcement immediately upon its release to the market.

Recommendation 5.3

A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.

The Company complied with Recommendation 5.3 in full for the whole of the Reporting Period.

The Company's Continuous Disclosure Policy requires that materials of any new and substantive investor or analyst presentation are released on the ASX Market Announcements Platform ahead of the presentation, and the Company confirms that it complied with this policy during the Reporting Period.

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

The Company complied with Recommendation 6.1 in full for the whole of the Reporting Period.

The Company hasn't complied with 6.1 in full during the Reporting Period given the website is currently being revamped and will be available shortly.

Shareholders can access information about the Company, its operations and its governance (including adopted governance policies) in the Company's Corporate Governance Plan.

Recommendation 6.2

A listed entity should have an investor relations program that facilitates effective two-way communication with investors.

The Company complied with Recommendation 6.2 in full for the whole of the Reporting Period.

The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors which is available in the Company's Corporate Governance Plan. The Strategy outlines a range of ways in which information is communicated to shareholders, including via:

a) ASX announcements;
b) general meetings; and
c) Whilst the Company's website is being revamped and will be available shortly, the Company has issued the corporate Governance Plan as part of the Annual Report 2024/Appendix 4G suite of announcements.

In addition to the above, Shareholders can email or call the Company, via the Company Secretary, Investor Relations Liaison or Share Registry, to seek further information to assist them in exercising their rights as Shareholders.

Recommendation 6.3

A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.

The Company complied with Recommendation 6.3 in full for the whole of the Reporting Period.

The Board encourages full participation of Shareholders at meetings to ensure a high level of accountability and identification with the Company's strategies and goals. Shareholders are encouraged to participate at all general meetings of the Company by written statement contained in every notice of meeting sent to shareholders prior to each meeting.

The Company also accommodates shareholders who are unable to attend general meetings in person by accepting votes by proxy.

Further, any material presented to shareholders at a shareholders meeting is released to the ASX immediately prior to the commencement of the meeting, for the benefit of those shareholders who are unable to attend in person. The Company also announces to the ASX the outcome of each meeting immediately following its conclusion.

At each general meeting, shareholders are given an opportunity to ask questions in relation to the resolutions put to shareholders at that meeting, and in respect of the Company's business and operations generally. At each annual general meeting, shareholders are also invited to ask questions of the Company's external auditor and the Board in relation to the annual financial report of the Company.

Recommendation 6.4

A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.

The Company complied with Recommendation 6.4 in full for the whole of the Reporting Period.

All substantive resolutions at a meeting of security holders during the Reporting Period were decided by a poll rather than by a show of hands. The Company intends to apply this recommendation to all general meetings moving forward.

Recommendation 6.5

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Company complied with Recommendation 6.5 in full for the whole of the Reporting Period.

Shareholders are given the option to receive communications from, and send communication to, the Company and its share registry electronically.

PRINCIPLE 7: RECOGNISE AND MANAGE RISK

Recommendation 7.1

The board of a listed entity should:

(a) have a committee or committees to oversee risk, each of which:

- ***(i) has at least three members, a majority of whom are independent directors; and***
- ***(ii) is chaired by an independent director,***

and disclose:

- ***(iii) the charter of the committee;***
- ***(iv) the members of the committee; and***
- ***(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or***

(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.

The Company complied with Recommendation 7.1(b) in full for the whole of the Reporting Period.

Given the size of the Board, the Board has determined that the function of the Audit & Risk Committee is most efficiently carried out with full Board participation and accordingly, the Company has elected not to establish a separate Audit & Risk Committee at this stage.

As a result, the duties that would ordinarily be assigned to the Audit & Risk Committee under the Audit and Risk Committee Charter are carried out by the full board.

The Board devotes time at Board meetings on at least an annual basis to fulfill the roles and responsibilities associated with overseeing risk and maintaining the Company's risk management framework, as set out in its Risk Management Policy.

The Audit & Risk Committee Charter is available in the Company's Corporate Governance Plan.

Recommendation 7.2

The board or a committee of the board should:

(a) ***review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and***

(b) ***disclose in relation to each reporting period, whether such a review has taken place.***

The Company did not comply with Recommendation 7.2 for the whole of the Reporting Period.

The Company's process for risk management and internal compliance is set out in its Risk Management Policy and includes a requirement to identify and measure risk, monitor the environment for emerging factors and trends that affect these risks, formulate risk management strategies and monitor the performance of risk management systems. The Board is responsible for the review of the Company's risk management procedures and internal compliance and control procedures on an annual basis.

Whilst a formal review of the nature required by Recommendation 7.2 was not undertaken during the Reporting Period, the Company's Board is intimately involved in the operations of the business and actively discusses and manages the key business risks as part of its regular meetings. To this end, the Board considers that these reviews are undertaken on an ongoing basis, and that a formal annual review was not required during the Reporting Period.

During the Reporting Period, the Board commenced preparation of a risk matrix, which will be finalised and formally reviewed annually going forward.

Recommendation 7.3

A listed entity should disclose:

(a) ***if it has an internal audit function, how the function is structured and what role it performs; or***

(b) ***if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.***

The Company complied with Recommendation 7.3(b) for the whole of the Reporting Period.

Due to the size and nature of the Company's operations, the Company does not consider it necessary to establish a formal internal audit committee at this stage. The effectiveness of the Company's risk management and internal control processes, and the need for an internal audit committee, is subject to annual review by the Board, together with consultation with the Company's auditors.

Recommendation 7.4

A listed entity should disclose whether, and if so how, it has regard to environmental or social sustainability risks and, if it does, how it manages or intends to manage those risks.

The Company complied with Recommendation 7.4 in full for the whole of the Reporting Period.

The Company's Risk Management Policy details the Company's risk management system which assist in identifying and managing potential or apparent, environmental and social sustainability risks (where appropriate).

The Company has identified the importance of sustainable fishing and continues to look for sustainable and transparent supply chains.

PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

Recommendation 8.1

The board of a listed entity should:

(a) have a remuneration committee which:

(i) has at least three members, a majority of whom are independent directors; and

(ii) is chaired by an independent director,

and disclose:

(iii) the charter of the committee;

(iv) the members of the committee; and

(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The Company complied with Recommendation 8.1(b) for the whole of the Reporting Period.

Due to its size, the Board has determined that the function of the Remuneration Committee is most efficiently carried out with full board participation and accordingly, the Company has elected not to establish a separate Remuneration Committee at this stage.

As a result, the duties that are ordinarily be assigned to the Remuneration Committee under the Remuneration Committee Charter are carried out by the full board. The Board devotes time at least on an annual basis at Board meetings to discuss the outcome of performance reviews of its Board and senior executives (if any have been conducted), and to consider the level and composition of remuneration for Company directors and senior executives in line with its Remuneration Policy to ensure that such remuneration is appropriate and not excessive. From time to time, the Board may engage with independent remuneration consultants and recruitment advisors to assist with the process and provide specialised advice on remuneration structuring and benchmarking.

The Remuneration Committee Charter is available in the Company's Corporate Governance Plan.

Recommendation 8.2

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company complied with Recommendation 8.2 in full for the whole of the Reporting Period.

Disclosure of the Company's policies and practices regarding the remuneration of non-executive directors, executive directors and other senior employees are set out separately in the Remuneration Report section of the Company's 2024 Annual Report.

Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and

(b) disclose that policy or a summary of it.

The Company complied with Recommendation 8.3 in full for the whole of the Reporting Period.

During the Reporting Period, the Company had in place an Incentive Option Plan.

The Company's Remuneration Committee (the function of which is currently performed by the full

Board) is responsible for the review and approval of any equity-based remuneration schemes offered to Directors and Employees of the Company. The Board (in the absence of a Remuneration Committee) is responsible for granting permission, on a case-by-case basis, for scheme participants to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Scheme.

SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 30 June 2024 and remains unchanged.

1. Quotation

Listed securities in New Zealand Coastal Seafoods Limited are quoted on the Australian Securities Exchange under ASX code NZS (Fully Paid Ordinary Shares) and the Company's listed options are quoted under the ASX code NZSOB (Listed options).

2. Substantial Shareholders

The names of the substantial shareholders listed on the Company's register as at 18 December 2024:

Name: AUSTRALIAN FINANCIAL RESOURCES GROUP PTY LTD

Holder of: 237,152,264 fully paid ordinary shares, representing 14.23%.

Name: INVESTMENT ADVISERS ALLIANCE PTY LTD

Holder of: 237,152,264 fully paid ordinary shares, representing 14.23%.

3. Voting Rights

The voting rights attached to the Fully Paid Ordinary shares of the Company are:

(a) at a meeting of members or classes of members each member entitled to vote may vote in person or by proxy or by attorney; and

(b) on a show of hands, every person present, who is a member has one vote, and on a poll every person present in person or by proxy or attorney has one vote for each ordinary share held.

There are no voting rights attached to any Options or Performance Rights on issue.

4. Distribution of Shareholders

i) Fully Paid Ordinary Shares

Shares Range	Holders	Units	%
1 – 1,000	788	168,964	0.01%
1,001 – 5,000	366	895,341	0.05%
5,001 – 10,000	180	1,462,887	0.09%
10,001 – 100,000	887	38,222,510	2.33%
100,001 and above	813	1,626,260,360	97.52%
Total	**3,034**	**1,667,010,062**	**100.00%**

On 30 June 2024, there were 2,538 holders of unmarketable parcels of less than 248,047 Shares (based on the closing share price of $0.002).

ii) Listed Options (NZSOB) exercisable at $0.01 on or before 18 July 2025

Shares Range	Holders	Units	%
1 – 1,000	-	-	-
1,001 – 5,000	-	-	-
5,001 – 10,000	-	-	-
10,001 – 100,000	20	2,000,000	1.11%
100,001 and above	73	178,000,000	98.89%
Total	**93**	**180,000,000**	**100.00%**

iii) Unlisted Options exercisable at $0.01 on or before 28 February 2026

Shares Range	Holders	Units	%
1 – 1,000	-	-	-
1,001 – 5,000	-	-	-
5,001 – 10,000	-	-	-
10,001 – 100,000	-	-	-
100,001 and above	3	206,751,257	100.00
Total	**3**	**206,751,257**	**100.00%**

5. Twenty Largest Shareholders

The twenty largest shareholders of the Company's NZS Fully Paid Ordinary Shares as at 23 December 2024 are as follows:

	Holder Name	Holding	% IC
1	AUSTRALIAN FINANCIAL RESOURCES GROUP PTY LTD	237,152,264	14.23%
2	INVESTMENT ADVISERS ALLIANCE PTY LTD	237,152,264	14.23%
3	MRS ROBYN DIANNE CHANDLER	90,000,000	5.40%
4	ALEXANDER TRADING CORPORATION LIMITED	52,786,730	3.17%
5	ZHENHUA YANG	52,700,503	3.16%
6	10 BOLIVIANOS PTY LTD	49,099,959	2.95%
7	SANDHURST TRUSTEES LTD <CYAN C3G FUND A/C>	36,581,806	2.19%
8	MR CATALDO MICCIO	35,428,240	2.13%
9	CUSTODIAL SERVICES LIMITED <BENEFICIARIES HOLDING A/C>	33,526,326	2.01%
10	MR CHRISTOPHER G CHANDLER	19,000,000	1.14%
11	SHARESIES AUSTRALIA NOMINEE PTY LIMITED	18,427,398	1.11%
12	MR MANUEL SAMARKOS	15,791,633	0.95%
13	MR WALDEMAR WAWRZYNIUK & MS LIA WAWRZYNIUK	15,000,000	0.90%
14	ECOSPECTIVE PTY LTD	13,716,592	0.82%
15	GREGORY DENISE PTY LTD <GREGORY DENISE SUPER A/C>	11,595,421	0.70%
16	MR SIMON JAMES COSTELLO	11,000,001	0.66%
17	MR NOEL RUSSELL CAMERON & DR BELINDA CAROLINE GOAD	10,000,000	0.60%
18	DAVSAM PTY LTD <ROSEMAN RETIREMENT FUND A/C>	10,000,000	0.60%
19	FACOORY INVESTMENTS (QLD) PTY LTD	10,000,000	0.60%
20	MR CHRISTOPHER LAWRENCE WILSON	9,448,868	0.57%
	Total top 20	**968,408,005**	**58.09%**
	Total issued capital	**1,667,010,062**	**100.00%**

6. Twenty Largest Listed Option Holders – NZSOB ($0.01, 18/07/2025)

The twenty largest option holders of the Company's Listed Options as at 23 December 2024 are as follows:

	Holder Name	Holding	% IC
1	MR KEVIN DANIEL LEARY & MRS HELEN PATRICIA LEARY <KEVIN & HELEN LEARY S/F A/C>	15,000,000	8.33%
2	MR ALI MOHAMMED PARVEZ UKANI	13,000,000	7.22%
3	EQUITY TRUSTEES SUPERANNUATION LIMITED <AMG - BRIAN COLLINS A/C>	12,000,000	6.67%
4	MR JACOB ALLEN JOHN PROUT	10,000,000	5.56%
5	MR KEVIN DANIEL LEARY & MRS HELEN PATRICIA LEARY <KEVIN & HELEN LEARY SF 2 A/C>	7,500,000	4.17%
6	MR PETER JAMES WIN	7,000,000	3.89%
7	SHANTO PTY LTD <SHANTO SUPER FUND A/C>	6,000,001	3.33%
8	MR CONOR DALEY	5,500,000	3.06%
9	MR MD MUNTASIR BILLAH	5,200,000	2.89%
10	MR MD AKRAM UDDIN	5,000,005	2.78%
11	MR KEVIN DANIEL LEARY & MRS HELEN PATRICIA LEARY <KEVIN&HELEN LEARY SUPER A/C>	5,000,000	2.78%
12	DAVSAM PTY LTD <ROSEMAN RETIREMENT FUND A/C>	5,000,000	2.78%
13	MR NHAN HUU NGUYEN	5,000,000	2.78%
14	ROJUL NOMINEES PTY LTD <RR MARTIN SUPER FUND A/C>	4,140,174	2.30%
15	MR DUNG SON TRAN	4,000,000	2.22%
16	MR NHAN PHAM	4,000,000	2.22%
17	MR CATALDO MICCIO	3,000,000	1.67%
18	TT NICHOLLS PTY LTD <TT NICHOLLS S/F A/C>	3,000,000	1.67%
19	CHINCHERINCHEE NOMINEES PTY LTD	3,000,000	1.67%
20	IRWIN BIOTECH NOMINEES PTY LTD <BIOA A/C>	2,500,000	1.39%
	Total top 20	**124,840,180**	**69.36%**
	Total	**180,000,000**	**100.00%**

7. Restricted Securities

There are no restricted securities listed on the Company's registers as at 23 December 2024.

8. On market buy-back

There is currently no on market buy back in place.