



OLIVEX HOLDINGS LIMITED

ACN 631 675 986

Annual Report

For the period of incorporation
(30 April 2019) to 30 June 2020

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Corporate Directory

Current Directors

Keith Rumjahn	<i>Managing Director and Chief Executive Officer</i>
Yat Siu	<i>Non-executive Chairman</i>
Xavier Kris	<i>Executive Director</i>
John Bell	<i>Non-executive Director</i>

Company Secretary

John Bell

Registered Office

Street: 283 Rokeby Road
Subiaco WA 6008

Postal: PO Box 1288
Subiaco WA 5904

Telephone: +61 (0)8 9426 0666

Email: investor@olivex.ai

Website: olivex.ai

Share Registry

Link Market Services

Street: Level 12, QV1 Building
250 St Georges Terrace
Perth WA 6000

Telephone: 1300 554 474 (investors within Australia)
+61 (0)8 9211 6670

Securities Exchange

National Securities Exchange

Street: 1 Bligh Street
Sydney NSW 2000

NSX Code: OLX

Auditor

Moore Australia Audit (WA)

Street: Level 15, Exchange Tower
2 The Esplanade
Perth WA 6000

Telephone: +61 0(8) 9225 5355

Legal Advisor and NSX Nominated Advisor

AGH Law

Postal: Level 2, 66 Kings Park Road
West Perth WA 6005

Telephone: +61 0(8) 6245 0050

CEO's Letter

Dear Shareholders,

On behalf of the Board of Directors, it is my pleasure to present the OliveX Holdings Limited's ("OliveX" or the "Company") Annual Report for the financial year ended 30 June 2020. The Company is proud of the significant progress it has made during a period of uncertainty and unforeseen challenges stemming from the impacts of the COVID-19 pandemic.

Despite challenging circumstances, OliveX has made considerable strides forward. The Company's state of the art AI powered smart fitness has been well received and allowed a large number of users to obtain real time personal coaching programs and guidance for their workouts.

2020 has been a milestone year for OliveX. Despite global turmoil, the Company successfully raised A\$2.18m and listed on the National Stock Exchange of Australia on 24 August 2020. This listing and the funds raised allow the Company to advance its subscription based digital health and fitness business, which provides a combination of technology platforms, world-class content, rich engagement and unique branding opportunities.

As a leader in the workout from home trend, OliveX has continued to secure marquee business partnerships. This included an agreement with CSL Mobile Limited, Hong Kong's leading telecom carrier. CSL are now showcasing our smart mirror and 5G compatible app across 4.5 million mobile subscribers and 43 retail stores, which we anticipate will underpin considerable growth in the coming months.

The Company also launched its KARA Smart Fitness mobile app globally while following stay at home work protocols. This is a testament to the commitment of our team, who have continued to execute in the face of adversity.

Innovation is at the heart of our DNA and this was recognised following a subsidy grant of up to HKD\$390,500 by Hong Kong's Office of the Communications Authority for our portable 4K streaming kit over 5G for encouraging the early deployment of 5G.

Outlook

The need to deliver at home coaching has never been more evident than during the COVID-19 pandemic and the Company continues to experience substantial interest in its offering from potential enterprise partners and large retailers. We are excited and focused on maximising the huge potential OliveX has in a rapidly growing addressable market.

My fellow Directors Yat Siu, Xavier Kris and John Bell all add extensive experience and considerable expertise to the Company and their guidance will assist the OliveX in achieving its potential.

The OliveX mission is Fit, Fun and Fab, and we continue to apply this mantra as we expand the content and application offerings to users. More than ever, this mantra and our offering is becoming a necessity for end users and the Company's potential customer base.

I am extremely thankful for the commitment of the Board, the executive team and our employees who continue to operate and execute on every opportunity diligently under difficult circumstances.

The Board would like to thank our shareholders, our coaches and our customers for their continued support and embarking on this journey with OliveX. We look forward to our next exciting phase of growth as we continue to build the OliveX ecosystem together.

Regards



KEITH RUMJAHN
Chief Executive Officer

Directors' report

Your directors present their report on OliveX Holdings Limited (**OliveX** or **the Company**) for the financial period from incorporation (30 April 2019) to 30 June 2020.

OliveX listed on the National Securities Exchange (NSX) on 24 August 2020.

1. Directors

The names of Directors in office at any time during or since the end of the period are:

- Mr Keith Rumjahn Managing Director and Chief Executive Officer (*Appointed 30 April 2019*)
- Mr Yat Siu Non-executive Chairman (*Appointed 30 April 2019*)
- Mr Xavier Kris Executive Director (*Appointed 15 October 2019*)
- Mr John Bell Non-executive Director (*Appointed 1 May 2020*)
- Mr Sonny Vu Non-executive Chairman (*Appointed 30 April 2019 & Resigned 27 March 2020*)
- Mr Jarrod White Non-executive Director (*Appointed 15 October 2019 & Resigned 15 April 2020*)

Directors have been in office since the start of the period to the date of this report unless otherwise stated. For additional information of Directors including details of the qualifications of Directors please refer to paragraph 6 Information relating to the directors of this Directors Report.

2. Company Secretary

The following person held the position of Company Secretary at the end of the financial period:

- Mr John Bell Mr Bell was appointed as Company Secretary on 1 May 2020. Please refer to paragraph 6 Information relating to the directors of this Directors Report.

3. Dividends paid or recommended

There were no dividends paid or recommended during the period from incorporation (30 April 2019) to 30 June 2020.

4. Significant Changes in the state of affairs

There were no significant changes to the state of affairs of the Group.

5. Operating and financial review

5.1. Nature of Operations Principal Activities

The principal activities of the Company during the period was to pursue the acquisition of OliveX (HK) Limited (OliveX HK) a technology company which aims to improve the health, fitness and wellbeing of its users through gamification, coaching and artificial intelligence (AI) from its suite of technology products.

5.2. Operations Review

During or around March 2019, the Company entered into convertible note term sheets with various professional and sophisticated investors (Noteholders) pursuant to which the Company issued convertible notes with a face value of \$1.0 each to raise an aggregate of \$500,000.

During or around May 2020, the Company and each Noteholder entered into a note conversion letter agreement (Conversion Letter), pursuant to which each Noteholder agreed to accelerate the conversion of the Convertible Notes (Note Conversion). As at 30 June 2020 the Note Conversion had not been completed.

During or around May 2020, the Company entered into various security purchase letter agreements pursuant to which the Company agreed to:

- acquire 100% of the shares in OliveX HK from the OliveX HK shareholders in exchange for shares in the Company; and
 - discharge all the SAFE notes held by the SAFE noteholders in OliveX HK in exchange for shares in the Company.
- (together the Acquisition)

Upon completion of the Acquisition the Company shall wholly own OliveX HK. As at 30 June 2020 the Acquisition had not been completed. However subsequent to year end the Acquisition was complete and OliveX Holdings Limited became the 100% shareholder of OliveX HK and listed on the NSX on 24 August 2020.

5.3. Financial Review

a. Operating results

For the period from incorporation (30 April 2019) to 30 June 2020 the Company delivered a loss before tax of \$456,674.

Directors' report

The financial statements have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business. Details of the Company's assessment in this regard can be found in Note 1a.ii Statement of significant accounting policies: Going Concern on page 20.

b. Financial position

The net assets of the Company at 30 June 2020 are \$44,326.

As at 30 June 2020, the Company's had cash and cash equivalents of \$1,000 and a working capital deficit of \$108,000, as noted in Note 10c.

5.4. Events Subsequent to Reporting Date

There are no other significant after balance date events that are not covered in this Directors' Report or within the financial statements at Note 19 Events subsequent to reporting date.

5.5. Future Developments, Prospects and Business Strategies

Likely developments, future prospects and business strategies of the operations of the Company and the expected results of those operations have not been included in this report as the Directors believe that the inclusion of such information would be likely to result in unreasonable prejudice to the Company.

5.6. Environmental Regulations

The Company's operations are not subject to significant environmental regulations in the jurisdictions it operates in, namely Australia.

6. Information relating to the directors

■ Mr Keith Rumjahn	<input type="checkbox"/> Managing Director and Chief Executive Officer (<i>Appointed 30 April 2019</i>)
Experience and qualifications	<input type="checkbox"/> Mr Rumjahn was previously founder and CEO of Coachbase, developer of the no.1 paid sports app on iOS, Android and Mac globally which was acquired by Animoca Brands. Coachbase developed a digital coaching clipboard for sports coaches to illustrate their tactics and also a subscription-based video coaching app partnering with NBA coaches Lionel Hollins and Jeff Hornacek. Mr Rumjahn graduated with a Bachelor of Computer Science from Queen's University Canada and has worked as a software developer at Caseware international in Toronto prior to starting his own business.
Interest in Shares and Options	<input type="checkbox"/> 3,011,786 Ordinary Shares 1,233,919 Performance Rights A 1,233,919 Performance Rights B 1,233,919 Performance Rights C 250,000 Class A Director Options 250,000 Class B Director Options 250,000 Class C Director Options
Directorships held in other listed entities	<input type="checkbox"/> None

Directors' report

■ **Mr Yat Siu**

Experience and
qualifications

□ Non-executive Chairman (*Appointed on 30 April 2019*)

□ Mr Siu is the founder and CEO of Outblaze Limited, a digital media company specializing in gaming, cloud technology, and smartphone/tablet software development. In 2009, Mr Siu sold Outblaze's messaging division to IBM and successfully pivoted Outblaze Limited from B2B messaging services to B2C digital entertainment. Mr Siu is a director for TurnOut Ventures Limited, a partnership between Outblaze Investments Limited, Animoca Brands and Turner Entertainment Holdings Asia-Pacific Limited, and Mr Siu is co-founder of Appionics (known by the consumer brand 'Animoca'), a major developer and publisher of smartphone games. In 2012, Mr Siu set up ThinkBlaze, the research arm of Outblaze Limited dedicated to investigating socially meaningful issues related to technology.

Mr Siu has earned numerous accolades including Global Leader of Tomorrow at the World Economic Forum, and Young Entrepreneur of the Year at the DHL/SCMP Awards. Mr Siu is a supporter of various NGOs and serves on the board of directors for the Asian Youth Orchestra.

Interest in Shares and
Options

□ 900,000 Ordinary Shares
250,000 Class A Director Options
250,000 Class B Director Options
250,000 Class C Director Options

Directorships held in
other listed entities

□ Director of Animoca Brands Corporation Limited (Previously ASX Listed)

■ **Mr Xavier Kris**

Experience and
qualifications

□ Executive Director (*Appointed on 15 October 2019*)

□ Senior leadership expertise over 20 years' experience as a director of service-based information technology, telecommunication, research and development and media businesses in the UK, France, USA, South East Asia and Australia, Xavier specialises in providing acquisition, integration and business development services for companies seeking to expand their company operations internationally.

Xavier most recently served as Managing Director of Swift Media Limited (ASX:SW1), including as Chairman for the last 6 months of his tenure. In addition, Xavier is a Director of PLUS 8, a hospitality labour hire, management, business brokerage and consulting group, and the founding partner of Boardroom Capital, a boutique corporate advisory firm based in Perth, Western Australia.

Xavier holds an English Law and French Degree and a Master of Business Administration. Xavier has also completed the 'Company Directors Course' conducted by the AICD and has obtained the qualification of GAICD.

Interest in Shares and
Options

□ 750,000 Ordinary Shares
250,000 Class A Director Options
250,000 Class B Director Options
250,000 Class C Director Options

Directorships held in other
listed entities

□ Executive Director of Sky and Space Global Limited (ASX)
Non-executive Director of Cycliq Group Limited (ASX)

Former directorships in the
last 3 years

□ Executive Director of Swift Media Limited (ASX) resigned 26 June 2019

Directors' report

■ Mr John Bell

Qualifications

Experience and qualifications.

Interest in Shares and Options

Directorships held in other listed entities

☐ *Non-executive Director (Appointed 1 May 2020)*

☐ B Bus, CAANZ

☐ Mr Bell is a Chartered Accountant and a business professional with international business and financial management expertise. Mr Bell's experience ranges from corporate advisory, as director corporate of Hall Chadwick, to executive management, where as CFO at Saffron Digital, he was part of the management team responsible for the transformation and growth from small start up to multinational, and for managing the sale to one of the world's leading mobile handset manufacturers. Mr Bell has been director, CFO and company secretary for a range of listed and unlisted companies.

☐ 75,000 Ordinary Shares
60,000 Class A Director Options
60,000 Class B Director Options
60,000 Class C Director Options

☐ None.

■ Mr Sonny Vu

Experience and qualifications.

Interest in Shares and Options

Directorships held in other listed entities

☐ *Non-executive Chairman (Appointed 30 April 2019 & Resigned 27 March 2020)*

☐ Mr Vu is a senior executive with extensive experience in start-up companies and the technology sector. Mr Vu began his career with Microsoft before establishing natural language processing company FireSpout. Following the acquisition of FireSpout by AskJeeves (now ask.com) in 2001, Mr Vu founded AgaMatrix, which was focused on developing biosensors to monitor diabetes patients.

Following his tenure as Chairman of AgaMatrix, Mr Vu founded wearable activity tracking technology company, Misfit. During his time with Misfit, he focused on brand development, international expansion and sales. Mr Vu raised US\$64m for the company over three rounds, before it was acquired by Fossil Group (NASDAQ: FOSL) in 2015 for US\$260m. Following the acquisition, Mr Vu became president and CTO of connected devices with Fossil Group.

Mr Vu founded Alabaster, a company focused on early stage investments in companies building radical solutions that will have a positive, planet-level impact. The group has over 30 early stage investments in materials, science, semiconductors and biotechnology, energy, food and consumer products.

Mr Vu holds the CEO position at AREVO, a company focused on advances in material science, design software and robotics technology to automate the production of continuous carbon fibre composite products.

☐ Nil at resignation date

☐ None

■ Mr Jarrod White

Qualifications

Experience and qualifications.

Interest in Shares and Options

Directorships held in other listed entities

Former directorships in the last 3 years

☐ *Non-executive Director (Appointed 15 October 2019 & Resigned 15 April 2020)*

☐ B Bus, CAANZ

☐ Mr White is a Chartered Accountant and Director of Traverse Accountants Pty Ltd, a Corporate Advisory and Chartered Accounting Firm. In conjunction with his Corporate Advisory roles at Traverse Mr White has been appointed Company Secretary and Chief Financial Officer of several other listed entities that operate on the Australian Stock Exchange and has a strong knowledge of corporate governance and compliance.

☐ Nil at resignation date.

☐ Non-executive Director of Cardix Limited (ASX)

☐ Executive Director of High Peak Royalties Limited (ASX)

Directors' report

7. Meetings of directors and committees

During the period two meetings of Directors (including committees of Directors) were held. Attendances by each Director during the period are stated in the following table.

	DIRECTORS' MEETINGS		REMUNERATION AND NOMINATION COMMITTEE		FINANCE AND OPERATIONS COMMITTEE		AUDIT COMMITTEE	
	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended
Keith Rumjahn	2	2	<i>At the date of this report, the Remuneration, Audit, Nomination, and Finance and Operations Committees comprise the full Board of Directors. The Directors believe the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of these separate committees. Accordingly, all matters capable of delegation to such committees are considered by the full Board of Directors.</i>					
Yat Siu	2	2						
Xavier Kris	2	2						
John Bell	2	2						
Sonny Vu	-	-						
Jarrold White	-	-						

8. Indemnifying officers or auditor

8.1. Indemnification

The Company has entered an Indemnity, Insurance and Access Deed with each Director. Pursuant to the Deed:

The Director is indemnified by the Company against any liability incurred in that capacity as an officer of the Company to the maximum extent permitted by law subject to certain exclusions.

The Company must keep a complete set of company documents until the later of:

- The date which is seven years after the Director ceases to be an officer of the Company; and
- The date after a final judgment or order has been made in relation to any hearing, conference, dispute, enquiry or investigation in which the Director is involved as a party, witness or otherwise because the Director is or was an officer of the Company (**Relevant Proceedings**).

The Director has the right to inspect and copy a Company document in connection with any relevant proceedings during the period referred to above.

Subject to the next sentence, the Company must maintain an insurance policy insuring the Director against liability as a director and officer of the Company while the Director is an officer of the Company and until the later of:

- The date which is seven years after the Director ceases to be an officer of the Company; and
- The date any Relevant Proceedings commenced before the date referred to above have been finally resolved.

The Company may cease to maintain the insurance policy if the Company reasonably determines that the type of coverage is no longer available.

The Company has not entered into any agreement with its current auditors indemnifying them against any claims by third parties arising from their report on the financial report.

8.2. Insurance premiums

During the period the Company paid insurance premiums to insure directors and officers against certain liabilities arising out of their conduct while acting as an officer of the Group. In accordance with the policy, the amount of premium cannot be disclosed.

Directors' report

9. Options

9.1. Unissued shares under option

At the date of this report, the un-issued ordinary shares of OliveX Holdings Limited under option (listed and unlisted) are as follows:

Grant Date	Date of Expiry	Exercise Price	Number under Option
24 August 2020	24 August 2023	\$0.20	1,090,000
24 August 2020	24 August 2024	\$0.20	1,060,000
24 August 2020	24 August 2025	\$0.20	1,060,000
24 August 2020	24 August 2023	\$0.20	3,850,200
			7,060,200

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

9.2. Shares issued on exercise of options

During or since the end of the financial period, the Company issued no ordinary shares as a result of the exercise of options.

10. Non-audit services

During the period, Moore Australia Audit (WA), the Company's auditor, did not perform any services other than their statutory audits. Details of remuneration paid to the auditor can be found within the financial statements at Note 3 Auditor's Remuneration.

In the event that non-audit services are provided by Moore Australia Audit (WA), the Board has established certain procedures to ensure that the provision of non-audit services are compatible with, and do not compromise, the auditor independence requirements of the *Corporations Act 2001*. These procedures include:

- non-audit services will be subject to the corporate governance procedures adopted by the Company and will be reviewed by the Board to ensure they do not impact the integrity and objectivity of the auditor; and
- ensuring non-audit services do not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

11. Proceedings on behalf of company

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

The Company was not a party to any such proceedings during the period.

12. Auditor's independence declaration

The lead auditor's independence declaration under section 307C of the *Corporations Act 2001* (Cth) for the period since incorporation (30 April 2019) to 30 June 2020 has been received and can be found on page 15 of the annual report.

13. Remuneration report (audited)

The information in this remuneration report has been audited as required by s308(3C) of the *Corporations Act 2001*.

Directors' report

13.1. Key management personnel (KMP)

KMP have authority and responsibility for planning, directing and controlling the activities of the Group. KMP comprise the directors of the Company and key executive personnel:

- Mr Keith Rumjahn Managing Director and Chief Executive Officer (Appointed 30 April 2019)
- Mr Yat Siu Non-executive Chairman (Appointed 30 April 2019)
- Mr Xavier Kris Executive Director (Appointed 15 October 2019)
- Mr John Bell Non-executive Director (Appointed 1 May 2020)
- Mr Sonny Vu Non-executive Chairman (Appointed 30 April 2019 & Resigned 27 March 2020)
- Mr Jarrod White Non-executive Director (Appointed 15 October 2019 & Resigned 15 April 2020)

13.2. Principles used to determine the nature and amount of remuneration

The remuneration policy of the Company has been designed to ensure reward for performance is competitive and appropriate to the result delivered. The framework aligns executive reward with the creation of value for shareholders, and conforms to market best practice. The Board ensures that Director and executive reward satisfies the following key criteria for good reward government practices:

- Competitiveness and reasonableness;
- Acceptability to the shareholder;
- Performance;
- Transparency; and
- Capital management.

The remuneration policy has been tailored to increase the direct positive relationship between shareholders' investment objectives and Directors' and Executives' performance. Currently, this is facilitated through the issues of options to the majority of Directors and Executives to encourage the alignment of personal and shareholder interests. The Company believes this policy will be effective in increasing shareholder wealth. The Board's policy for determining the nature and amount of remuneration for Board members and Senior Executive of the Company is as follows:

a. Executive Directors and other Senior Executives

The Company's remuneration policy for executive directors and senior management is designed to promote superior performance and long-term commitment to the Company. Executives receive a base remuneration which is market related and may receive performance-based remuneration. The Board reviews Executive packages annually by reference to the Company's performance, executive performance, and comparable information from industry sectors and other listed companies in similar industries. Executives are also entitled to participate in employee share and option schemes.

b. Non-Executive Directors

The Company's Constitution provides that Directors are entitled to be remunerated for their services as follows:

- ☐ The total aggregate fixed sum per annum to be paid to the Directors (excluding salaries of executive Directors) from time to time will not exceed the sum determined by the Shareholders in general meeting and the total aggregate fixed sum will be divided between the Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.
- ☐ The Directors' remuneration accrues from day to day.
- ☐ The total aggregate fixed sum per annum which may be paid to non-executive Directors is \$300,000. This amount cannot be increased without the approval of the Company's Shareholders.

The Directors are entitled to be paid reasonable travelling, accommodation and other expenses incurred by them respectively in or about the performance of their duties as Directors.

c. Fixed Remuneration

Other than statutory superannuation contribution, no retirement benefits are provided for Executive and Non-Executive Directors of the Company. To align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the company.

Directors' report

d. Performance Based Remuneration – Short-term and long-term incentive structure

The Board will review short-term and long-term incentive structures from time to time. Any incentive structure will be aligned with shareholders' interests

☐ Short-term incentives

No short-term incentives in the form of cash bonuses were granted during the period.

☐ Long-term incentives

The Board has a policy of granting incentive options to executives with exercise prices above market share price. As such, incentive options granted to executives will generally only be of benefit if the executives perform to the level whereby the value of the Group increases sufficiently to warrant exercising the incentive options granted.

The executive Directors will be eligible to participate in any short term and long-term incentive arrangements operated or introduced by the Company (or any subsidiary) from time to time.

e. Service Contracts

Remuneration and other terms of employment for the directors, KMP and the company secretary are formalised in contracts of employment.

f. Engagement of Remuneration Consultants

During the period, the Company did not engage any remuneration consultants.

g. Relationship between Remuneration of KMP and Earnings

The Board does not consider earnings during the current period when determining the nature and amount of remuneration of KMP.

13.3. Directors and KMP remuneration

Details of the remuneration of the Directors and KMP of the Group (as defined in AASB 124 Related Party Disclosures) are set out in the following table.

2020 – Company											
Group KMP	Short-term benefits				Post-employment benefits	Long-term benefits	Termination benefits	Equity-settled share-based payments		Total	
	Salary, fees and leave	Profit share and bonuses	Non-monetary	Other	Super-annuation	Other		Equity	Options		
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	
Keith Rumjahn ⁽¹⁾	-	-	-	-	-	-	-	-	-	-	
Yat Siu ⁽¹⁾	-	-	-	-	-	-	-	-	-	-	
Xavier Kris ⁽²⁾	35,556	-	-	-	-	-	-	-	-	35,556	
John Bell ⁽³⁾	-	-	-	-	-	-	-	-	-	-	
Sonny Vu ⁽⁴⁾	-	-	-	-	-	-	-	-	-	-	
Jarrold White ⁽⁵⁾	15,041	-	-	-	-	-	-	-	-	15,041	
	50,597	-	-	-	-	-	-	-	-	50,597	

(1) Appointed 30 April 2019

(2) Appointed 15 October 2019

(3) Appointed 1 May 2020

(4) Appointed 30 April 2019 & Resigned 27 March 2020

(5) Appointed 15 October 2019 & Resigned 15 April 2020

Directors' report

13. Remuneration report (audited)

13.4. Service Agreements

a. Mr Keith Rumjahn – Executive Director Agreement

On 1 August 2017, OliveX (HK) Limited (formerly Family Fit Limited) entered into an employment agreement with Mr Keith Rumjahn (as amended on 22 April 2020) pursuant to which Mr Rumjahn was appointed as the Chief Executive Officer (CEO) of OliveX (HK) Limited (CEO Agreement). Further on 27 March 2020, Mr Rumjahn entered into an engagement letter with OliveX (Executive Engagement Letter), pursuant to which Mr Rumjahn was appointed as an Executive Director of the Company.

A summary of the key terms of the CEO Agreement and Executive Engagement Letter are set out below:

- Mr Rumjahn is entitled to the following remuneration under the CEO Agreement:
 - i. For the period commencing on 1 August 2017, a monthly salary of HK\$60,000 (equating to approximately A\$133,715 per annum); and
 - ii. For the period commencing on the date the Company is admitted to the office list of the NSX (Listing Date), a monthly salary of HK\$80,000 (equating to approximately A\$180,000 per annum).
- Mr Rumjahn is entitled to the following remuneration under the Executive Engagement Letter:
 - i. Remuneration under the CEO Agreement includes his remuneration and fees for acting as an Executive Director of the Company under the Executive Engagement Letter, no additional cash amounts are payable under the Executive Engagement Letter; and
 - ii. 750,000 Director Options on completion of the Company's listing on the NSX in the following proportions:
 - 250,000 Class A Directors Options;
 - 250,000 Class B Directors Options; and
 - 250,000 Class C Directors Options.

b. Mr Xavier Kris – Executive Director Agreement

The Company entered into an engagement letter with Mr Xavier Kris pursuant to which Mr Kris was appointed as an Executive Director (Executive Engagement Letter).

Mr Kris is entitled to director's fees of \$50,000 per annum for his role as Executive Director. The fees are inclusive of any superannuation to the extent that it is payable.

Payment for fees accrued between the date of first appointment and the day that the Company is admitted to the official list of the NSX will be made with 5 days from the day that the Company is admitted to the official list of the NSX.

Fees for the first year from the date the Company is admitted to the official list of the NSX will be paid in fully paid ordinary share of the Company in lieu of cash and calculated based on \$50,000 divided by the initial listing price per share.

In addition to the fees, Mr Kris is entitled to be issued 750,000 Director Options on completion of the Company's listing on the NSX in the following proportions:

- i. 250,000 Class A Director Options;
- ii. 250,000 Class B Director Options; and
- iii. 250,000 Class C Director Options.

Directors' report

13. Remuneration report (audited)

c. Mr Yat Siu - Non-executive Director agreement

The Company entered into an engagement letter with Mr Yat Siu pursuant to which Mr Siu was appointed as a Non-executive Director.

Mr Siu is entitled to director's fees of \$30,000 per annum for his role as Non-executive Director. The fees are inclusive of any superannuation to the extent that it is payable. Mr Siu will be entitled to fees from the date the Company is admitted to the office list of the NSX.

The fees will be paid via shares issued at the start of each year. Mr Siu agreed that in the event he ceased to hold office with the Company prior to the expiry of the year, the Company will be required to selectively buy-back any portion of Shares issued.

In addition to the fees, Mr Siu is entitled to be issued 750,000 Director Options on completion of the Company's listing on the NSX in the following proportions:

- i. 250,000 Class A Director Options;
- ii. 250,000 Class B Director Options; and
- iii. 250,000 Class C Director Options.

d. Mr John Bell – Non-executive Director agreement

The Company entered into an engagement letter with Mr John Bell pursuant to which Mr Bell was appointed as a Non-executive Director.

Mr Bell is entitled to director's fees of \$30,000 per annum for his role as Non-executive Director. The fees are inclusive of any superannuation to the extent that it is payable. Mr Bell will be entitled to fees from the date the Company is admitted to the office list of the NSX.

The fees will be paid as follows:

- i. 50% payable in cash
- ii. 50% payable in shares issued at the start of each year.

Mr Bell agreed that in the event he ceased to hold office with the Company prior to the expiry of the year, the Company will be required to selectively buy-back any portion of Shares issued.

In addition to the fees, Mr Bell was entitled to be issued 180,000 Director Options on completion of the Company's listing on the NSX in the following proportions:

- i. 60,000 Class A Director Options;
- ii. 60,000 Class B Director Options; and
- iii. 60,000 Class C Director Options.

e. Mr Sonny Vu – Non-executive Chairman agreement

The Company entered into an engagement letter with Mr Sonny Vu pursuant to which Mr Vu was appointed as a Non-executive Chairman.

Mr Vu is entitled to director's fees of \$50,000 per annum for his role as Non-executive Chairman. The fees are inclusive of any superannuation to the extent that it is payable. Mr Vu will be entitled to fees from the date the Company is admitted to the office list of the NSX.

f. Mr Jarrod White – Non-executive Director agreement

The Company entered into an engagement letter with Mr Jarrod White pursuant to which Mr White was appointed as a Non-executive Director.

Mr White is entitled to director's fees of \$30,000 per annum for his role as Non-executive Director. The fees are inclusive of any superannuation to the extent that it is payable. Payment for fees accrued between the date of first appointment and the day that the Company is admitted to the office list of the NSX will be paid 5 days after being admitted. Fees thereafter will then be paid on a monthly basis.

Directors' report

13. Remuneration report (audited)

13.5. Share-based compensation

No options were granted to the Directors during the period ended 30 June 2020 as part of their remuneration.

There were no equity instruments issued during the period to Directors as a result of options exercised that had previously been granted as compensation.

a. Securities Received that are not performance-related

No members of KMP are entitled to receive securities that are not performance-based as part of their remuneration package.

b. Options and Rights Granted as Remuneration

No options or rights were granted as remuneration during the period ended 30 June 2020.

13.6. KMP equity holdings

a. Fully paid ordinary shares of OliveX Holdings Limited held by each KMP

2020 KMP	Balance at incorporation No.	Received during the period as compensation No.	Received during the period on the exercise of options No.	Received during the period on conversion of performance shares No.	Other changes/ resignation during the period No. ⁽⁶⁾	Balance at end of period No.
Keith Rumjahn ⁽¹⁾	-	-	-	-	-	-
Yat Siu ⁽¹⁾	-	-	-	-	-	-
Xavier Kris ⁽²⁾	-	-	-	-	-	-
John Bell ⁽³⁾	-	-	-	-	-	-
Sonny Vu ⁽⁴⁾	-	-	-	-	-	-
Jarrold White ⁽⁵⁾	-	-	-	-	-	-
	-	-	-	-	-	-

⁽¹⁾ Appointed 30 April 2019

⁽²⁾ Appointed 15 October 2019

⁽³⁾ Appointed 1 May 2020

⁽⁴⁾ Appointed 30 April 2019 & Resigned 27 March 2020

⁽⁵⁾ Appointed 15 October 2019 & Resigned 15 April 2020

⁽⁶⁾ Other changes during the period relate to acquisitions and disposals for Directors and their related parties.

Directors' report

13. Remuneration report (audited)

b. Performance shares in OliveX Holdings Limited held by each KMP

2020		Granted as						
KMP	Balance at	Remuneration	Converted	Other changes	Balance at	Vested and	Not Vested	
	incorporation	during the period	during the period	during the period	end of period	convertible		
	No.	No.	No.	No. (6)	No.	No.	No.	No.
Keith Rumjahn ⁽¹⁾	-	-	-	-	-	-	-	-
Yat Siu ⁽¹⁾	-	-	-	-	-	-	-	-
Xavier Kris ⁽²⁾	-	-	-	-	-	-	-	-
John Bell ⁽³⁾	-	-	-	-	-	-	-	-
Sonny Vu ⁽⁴⁾	-	-	-	-	-	-	-	-
Jarrold White ⁽⁵⁾	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

(1) Appointed 30 April 2019

(2) Appointed 15 October 2019

(3) Appointed 1 May 2020

(4) Appointed 30 April 2019 & Resigned 27 March 2020

(5) Appointed 15 October 2019 & Resigned 15 April 2020

(6) Other changes during the period relate to acquisitions and disposals for Directors and their related parties.

c. Options in OliveX Holdings Limited held by each KMP

2020		Granted as		Other changes/				
KMP	Balance at	Remuneration	Exercised	resignation	Balance at	Vested and	Not Vested	
	incorporation	during the period	during the period	during the period	end of period	Exercisable		
	No.	No.	No.	No.	No.	No.	No.	No.
Keith Rumjahn ⁽¹⁾	-	-	-	-	-	-	-	-
Yat Siu ⁽¹⁾	-	-	-	-	-	-	-	-
Xavier Kris ⁽²⁾	-	-	-	-	-	-	-	-
John Bell ⁽³⁾	-	-	-	-	-	-	-	-
Sonny Vu ⁽⁴⁾	-	-	-	-	-	-	-	-
Jarrold White ⁽⁵⁾	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

(1) Appointed 30 April 2019

(2) Appointed 15 October 2019

(3) Appointed 1 May 2020

(4) Appointed 30 April 2019 & Resigned 27 March 2020

(5) Appointed 15 October 2019 & Resigned 15 April 2020

Directors' report

13. Remuneration report (audited)

13.7. Other Equity-related KMP Transactions

There have been no other transactions involving equity instruments other than those described in the tables above relating to options, rights and shareholdings.

13.8. Other transactions with KMP and or their Related Parties

During the 2020 financial period, the Group incurred the following amounts to related parties:

- | | |
|---|----------|
| a. XJRK Management Group Pty Ltd – Consulting Agreement | \$77,693 |
|---|----------|

The Company entered into a consulting agreement with XJRK Management Group Pty Ltd (XJRK), an entity controlled by Mr Kris. The engagement commenced on execution of the agreement and continues for a minimum term of nine months until the engagement is validly terminated in accordance with terms of the service agreement. XJRK has been engaged to provide various corporate consulting services to the Company including, but not limited to, developing corporate, business, marketing and operation plans and facilitating opportunities for business growth and expansion (Consultancy Services).

The Company will pay the following fees to XJRK for providing the Consultancy Services:

- \$190 per hour for at least 80 hours per month, to a maximum charge of \$15,200 per month;
- For hours of service performed over 90 hours per month will be charged at \$190 per hour, up to a maximum of \$6,000 per month;
- After the completion of the annual audit for the financial year ending 30 June 2020;
 - A further \$30,000 bonus payment if the Company achieves the Board's revenue target for the Company; and
 - A further \$30,000 bonus payment if the Company achieves the Boards approved normalized EBITDA target for the Company;
- The Company will also reimburse XJRK for all out-of-pocket expense.

The Board considers that the XJRK engagement to be on arms' length and commercial terms.

- | | |
|--|----------|
| b. Hall Chadwick Corporate Pty Ltd – Engagement Letter | \$18,000 |
|--|----------|

The company entered into an engagement letter with Hall Chadwick Corporate Pty Ltd, an entity of which Mr John Bell is a director, for the provision of virtual CFO and company secretary services to Company. The Company pays Hall Chadwick \$9,000 per month for these services.

The Board considers that the Hall Chadwick Corporate Pty Ltd engagement to be on arms' length and commercial terms.

Refer also Note 13 Related party transactions.

END OF REMUNERATION REPORT

This Report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of directors made pursuant to s.298(2) of the *Corporations Act 2001* (Cth).



KEITH RUMJAHN

Chief Executive Officer

Dated this Wednesday, 30 September 2020

**Moore Australia Audit (WA)**

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**AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION
307C OF THE *CORPORATIONS ACT 2001* TO THE DIRECTORS
OF OLIVEX HOLDINGS LIMITED**

I declare that, to the best of my knowledge and belief, during the period ended 30 June 2020, there have been:

- a) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit, and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

NEIL PACE
PARTNER

MOORE AUSTRALIA AUDIT (WA)
CHARTERED ACCOUNTANTS

Signed at Perth this 30th day of September 2020.

Moore Australia Audit (WA) – ABN 16 874 357 907.

An independent member of Moore Global Network Limited - members in principal cities throughout the world.
Liability limited by a scheme approved under Professional Standards Legislation.

Statement of profit or loss and other comprehensive income

for the period since incorporation (30 April 2019) to 30 June 2020

	Note	30 April 2019 to 30 June 2020 \$
<i>Continuing operations</i>		
Revenue		-
Other income		-
		-
Accounting and audit fees		(105,206)
Consulting		(279,864)
Employment costs	2a	(50,597)
Other		(21,007)
Loss before tax		(456,674)
Income tax expense	4a	-
Net loss for the period		(456,674)
<i>Other comprehensive income, net of income tax</i>		
■ Items that will not be reclassified subsequently to profit or loss		-
■ Items that may be reclassified subsequently to profit or loss		-
Other comprehensive income for the period, net of tax		-
Total comprehensive income attributable to members of the parent entity		(456,674)
<i>Earnings per share:</i>		
Basic and diluted loss per share	5	(456.67)

The statement of profit or loss and other comprehensive income is to be read in conjunction with the accompanying notes.

Statement of financial position

as at 30 June 2020

	Note	30 June 2020 \$
<i>Current assets</i>		
Cash and cash equivalents	6	1,000
Trade and other receivables	7a	28,571
Other current assets	8	117,710
Total current assets		147,281
<i>Non-current assets</i>		
Trade and other receivables	7b	152,326
Total non-current assets		152,326
Total assets		299,607
<i>Current liabilities</i>		
Trade and other payables	9	255,281
Total current liabilities		255,281
<i>Non-current liabilities</i>		
Total non-current liabilities		-
Total liabilities		255,281
Net assets		44,326
<i>Equity</i>		
Share capital	10	1,000
Other equity	11	500,000
Accumulated losses		(456,674)
Total equity		44,326

The statement of financial position is to be read in conjunction with the accompanying notes.

Statement of changes in equity

for the period since incorporation (30 April 2019) to 30 June 2020

	Issued Capital	Other Capital	Retained Profits / (Accumulated Losses)	Total
	\$	\$	\$	\$
Balance at incorporation (30 April 2019)	1,000	-	-	1,000
Loss for the period attributable owners	-	-	(456,674)	(456,674)
Other comprehensive income for the period attributable	-	-	-	-
Total comprehensive income for the period attributable to owners	-	-	(456,674)	(456,674)
<i>Transaction with owners, directly in equity</i>				
Issue of convertible notes	-	500,000	-	500,000
Balance at 30 June 2020	1,000	500,000	(456,674)	44,326

The statement of changes in equity is to be read in conjunction with the accompanying notes.

Statement of cash flows

for the period since incorporation (30 April 2019) to 30 June 2020

	Note	30 April 2019 to 30 June 2020 \$
<i>Cash flows from operating activities</i>		
Payments to suppliers and employees		(347,674)
Net cash used in operating activities	6d	(347,674)
<i>Cash flows from investing activities</i>		
Loans to related parties		(500,000)
Repayment of loans by related parties		347,674
Net cash (used in)/provided by investing activities	6e	(152,326)
<i>Cash flows from financing activities</i>		
Proceeds from convertible note		500,000
Proceeds from share issue		1,000
Net cash provided by financing activities		501,000
Net decrease in cash held		1,000
Cash and cash equivalents at the beginning of the period		-
Cash and cash equivalents at the end of the period	6b	1,000

The statement of cash flows is to be read in conjunction with the accompanying notes.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 1 Statement of significant accounting policies

These are the financial statements and notes of OliveX Holdings Ltd (**OliveX** or **the Company**). OliveX is a company limited by shares, domiciled and incorporated in Australia.

The registered office and the principal office of the Company is 283 Rokeby Road, Subiaco Western Australia. The annual report has been presented in the functional currency of Australian dollars.

The financial statements were authorised for issue on 30 September 2020 by the directors of the Company.

a. Basis of preparation

i. Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board (**AAS Board**) and International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**).

Australian Accounting Standards (**AASBs**) set out accounting policies that the AAS Board has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with AASBs ensures that the financial statements and notes also comply with IFRS as issued by the IASB. Material accounting policies adopted in the preparation of these financial statements are presented below. They have been consistently applied unless stated.

ii. Going Concern

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

The Company incurred a loss for the period of \$456,674 and a net cash out-flow from operating activities of \$347,674. As at 30 June 2020, the Company had a working capital deficit of \$108,000.

The Directors believe that it is reasonably foreseeable that the Company will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the following factors:

- The Company has cash and cash equivalents of \$1,000 as at 30 June 2020.
- The Company completed an Initial Public Offering ("IPO") on the National Stock Exchange and raised \$2,181,987 in equity funding on 24 August 2020.
- Convertible Notes converted into equity of the Company on 10 August 2020 and consequently will have no adverse effect on funding.

This financial report is prepared on the going concern basis, which contemplates continuity of normal business activities and realisation of assets and settlement of liabilities in the ordinary course of business. The ability of the Company to continue to pay its debts as and when they fall due is dependent upon the Company's ability to generate positive cash flows through its existing business and/ or raising further equity.

iii. Use of estimates and judgments

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Judgements made by management in the application of AASBs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 11.

iv. Comparative figures

Where required by AASBs comparative figures have been adjusted to conform with changes in presentation for the current financial period.

Where the Company retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements is presented.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 1 Statement of significant accounting policies

b. Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in the financial statements. The Company has considered the implications of new and amended Accounting Standards applicable for annual reporting periods beginning after 1 July 2019 but determined that their application to the financial statements is either not relevant or not material.

c. Income tax

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the period as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items recognised outside profit or loss.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

d. Foreign currency transactions and balances

i. Functional and presentation currency

The functional currency of the Company is measured using the currency of the primary economic environment in which that entity operates. The financial statements are presented in Australian dollars which is the Company's functional and presentation currency.

ii. Transaction and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the profit or loss except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the gain or loss is directly recognised in other comprehensive income, otherwise the exchange difference is recognised in the profit or loss.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 1 Statement of significant accounting policies

e. Employee benefits

i. Defined contribution superannuation funds

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions onto a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the income statement as incurred.

ii. Short-term benefits

Liabilities for employee benefits for wages, salaries and annual leave that are expected to be settled within 12 months of the reporting date represent present obligations resulting from employees' services provided to the reporting date and are calculated at undiscounted amounts based on remuneration wage and salary rates that the Company expects to pay at the reporting date including related on-costs, such as workers compensation insurance and payroll tax.

Non-accumulating non-monetary benefits, such as medical care, housing, cars and free or subsidised goods and services, are expensed based on the net marginal cost to the Company as the benefits are taken by the employees.

iii. Other long-term benefits

The Company's obligation in respect of long-term employee benefits other than definite benefit plans is the amount of future benefit that employees have earned in return for their service in the current and prior periods plus related on-costs; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the Reserve Bank of Australia's cash rate at the report date that have maturity dates approximating the terms of the Company's obligations. Any actuarial gains or losses are recognised in profit or loss in the period in which they arise.

f. Financial instruments – assets

a. Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

b. Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

c. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 1 Statement of significant accounting policies

i. Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- **FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- **FVTPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

ii. Equity instruments

- The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established.
- Changes in the fair value of financial assets at FVTPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

d. Impairment

The Company assesses on a forward-looking basis, the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

g. Financial instruments - liabilities

a. Classification

The Company classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at FVTPL, and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial liabilities and the contractual terms of the cash flows.

For financial liabilities measured at FVTPL, gains and losses, including any interest expenses will be recorded in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 1 Statement of significant accounting policies

For financial liabilities measured at amortised cost, the effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

b. Recognition and derecognition

Regular way purchases of financial liabilities are recognised on trade-date, the date on which the Company commits to purchase the financial liability. Financial liabilities are derecognised when the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liabilities derecognised and the consideration paid and payable is recognised in profit or loss.

c. Measurement

At initial recognition, the Company measures financial liabilities at its fair value plus, in the case of financial liabilities not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial liabilities. Transaction costs of financial liabilities carried at FVTPL are expensed in profit or loss.

h. Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset Company that generates cash flows that largely are independent from other assets and Companies. Impairment losses are recognised in the income statement, unless the asset has previously been revalued, in which case the impairment loss is recognised as a reversal to the extent of that previous revaluation with any excess recognised through the income statement. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro rata basis.

The recoverable amount of an asset or cash-generating unit is the greater of its fair value less costs to sell and value in use. 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. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortisation, if no impairment loss had been recognised.

j. Finance income and expenses

The Company's finance income and finance costs include interest income and interest expense.

Interest income or expense is recognised using the effective interest method.

All revenue is stated net of the amount of GST or Sales taxes (note 1k Goods and Service Tax (GST)).

k. Goods and Service Tax (GST)

Goods and Service Tax (GST) is the generic term for the broad-based consumption taxes that the Company is exposed to in Australia.

Revenues, expenses, and assets are recognised net of the amount 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 an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 1 Statement of significant accounting policies**l. Critical Accounting Estimates and Judgments**

The Board discusses the development, selection and disclosure of the Company's critical accounting policies and estimates and the application of these policies and estimates. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

i. Key Estimate – Taxation

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of directors. These estimates take into account both the financial performance and position of the Company as they pertain to current income taxation legislation, and the directors understanding thereof.

No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by tax authorities in relevant jurisdictions. The board of directors have considered it prudent not to raise any deferred tax assets at balance date as the board of directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this time.

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

The Company has adopted all of the new, revised or amending Accounting Standards and Interpretations (**AASB**) issued by the Australian Accounting Standards Board (AASB Board) that are mandatory for the current reporting period.

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

i. AASB 16: *Leases* (applicable to annual reporting periods commencing on or after 1 January 2019).

A number of new or amended standards become applicable for the current reporting period and the Company had to change its accounting policies and make retrospective adjustments as a result of adopting AASB 16 *Leases*.

The Company has adopted AASB16 *Leases* retrospectively with the cumulative effect of initially applying AASB 16 recognised at 1 July 2019.

The Company has recognised a lease liability and right-of-use asset for all leases (with the exception of short-term and low-value leases) recognised as operating leases under AASB 117 *Leases* where the Company is a lessee.

Lease liabilities are measured at the present value of the remaining lease payments. The Company's incremental borrowing rate as at 1 July 2019 was used to discount the lease payments.

The following practical expedients have been used by the Company in applying AASB 16 for the first time:

- For a portfolio of leases that have reasonably similar characteristics, a single discount rate has been applied
- Leases that have a remaining lease term of less than 12 months as at 1 July 2019 have been accounted for in the same way as short-term leases
- The use of hindsight to determine lease terms on contracts that have options to extend or terminate
- Applying AASB 16 to leases previously identified as leases under AASB 117 and Interpretation 4: Determining whether an arrangement contains a lease without reassessing whether they are, or contain, a lease at the date of initial application.
- Not applying AASB 16 to leases previously not identified as containing a lease under AASB 117

AASB 16 did not have a significant impact on the Company's recognition or disclosures. No restatement of comparative period amounts and no adjustment at 1 July 2019 is required. The adoption of AASB 16 has no impact on the Company's financial position as at 30 June 2020.

ii. Other standards not yet applicable

There are no other standards that are not yet effective and that would be expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Note 2 Loss before income tax**a. Employment costs**

Director fees

30 April 2019 to
30 June 2020
\$

50,597

50,597

Note 3 Auditor's remuneration

Remuneration of the auditor of the OliveX Holdings Limited for:

- Auditing or reviewing the financial reports:
- Moore Australia Audit (WA)

30 April 2019 to
30 June 2020
\$

10,000

10,000

Note 4 Income tax**a. Income tax expense**

Current tax

-

Deferred tax

-

-

Deferred income tax expense included in income tax expense comprises:

- Increase / (decrease) in deferred tax assets
- (Increase) / decrease in deferred tax liabilities

-

-

-

b. Reconciliation of income tax expense to prima facie tax payable

The prima facie tax payable / (benefit) on loss from ordinary activities before income tax is reconciled to the income tax expense as follows:

Prima facie tax on operating loss at 30%

(137,002)

Add / (Less) tax effect of:

- Deferred tax asset not brought to account

137,002

Income tax expense / (benefit) attributable to operating loss

-

Less rebates:

- Tax rebate for Research and Development

-

Income tax expense / (benefit)

-

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 4 Income tax (cont.)**Note**30 April 2019 to
30 June 2020
\$**c. Deferred tax assets**

Tax losses

137,002

Deferred tax assets

137,002

Less: Deferred tax assets not recognised

(137,002)

Net deferred tax assets

-

d. Deferred tax liabilities

Net deferred tax liabilities

-

e. Tax losses and deductible temporary differences

Unused tax losses and deductible temporary differences for which no deferred tax asset has been recognised, that may be utilised to offset tax liabilities:

■ Revenue losses

456,674

456,674

Potential deferred tax assets attributable to tax losses carried forward have not been brought to account at 30 June 2020 because the directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this point in time. These benefits will only be obtained if:

- a) the Company derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss;
- b) the Company continues to comply with conditions for deductibility imposed by law; and
- c) no changes in tax legislation adversely affect the Company in realising the benefit from the deductions for the loss.

Note 5 Earnings per share (EPS)**Note**30 April 2019 to
30 June 2020
\$**a. Reconciliation of earnings to profit or loss**

Loss for the period

(456,674)

Loss used in the calculation of basic and diluted EPS

(456,674)

30 June 2020
No.**b. Weighted average number of ordinary shares outstanding during the period used in calculation of basic EPS**

1,000

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 5 Earnings per share (EPS) (cont.)**c. Earnings per share**

Basic and diluted EPS

5d

30 June 2020
\$

(456.67)

- d. As at 30 June 2020, the Company had no unissued shares under options or any performance shares on issue. The Company does not report diluted earnings per share on annual losses generated by the Company.

Note 6 Cash and cash equivalents**a. Current**

Cash on hand

30 June 2020
\$

1,000

1,000

b. Reconciliation of cash

Cash at the end of the financial period as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:

- Cash and cash equivalents

1,000

1,000

- c. The Company's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in Note 15 Financial risk management.

d. Reconciliation of cash flow from operations to profit/(loss) after income tax

Loss after income tax

(456,674)

*Non-cash flows in (loss)/profit from ordinary activities:**Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:*

- Decrease/(increase) in receivables and other receivables

(28,571)

- (Decrease)/increase in other current assets

(117,710)

- (Decrease)/increase in trade and other payables

255,281

Cash flow (used in) operations

(347,674)

e. Reconciliation of cash flow from investing activities**(i) Receivables**

Opening balance

-

Cash outflows

500,000

Cash inflows

(347,674)

Closing balance

152,326

(ii) Total changes in assets from investing activities

Opening balance

-

Cash outflows

500,000

Cash inflows

(347,674)

Closing balance

152,326

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 7 Trade and other receivables**a. Current**

Net GST Receivable

b. Non-current

Loan to OliveX (HK) Limited

Note	30 June 2020 \$
	28,571
	28,571
	152,326
	152,326

(i) Loan to OliveX (HK) Limited is non-interest bearing and unsecured.

(ii) The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in Note 15 Financial risk management.

Note 8 Other current assets

Prepayments

30 June 2020 \$
117,710
117,710

Note 9 Trade and other payables*Unsecured*

Trade and other payables

Accrued expenses

Note	30 June 2020 \$
(i)	132,991
	122,290
	255,281

(i) Trade payables are non-interest bearing and usually settled within the lower of terms of trade or 30 days.

The Company's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in Note 15 Financial risk management.

Note 10 Share capital

Fully paid ordinary shares at no par value

Ordinary shares

At the beginning of the period

At reporting date

	30 June 2020 No.	30 June 2020 \$
	1,000	1,000
	1,000	1,000
	1,000	1,000

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 10 Share capital (cont.)**a. Ordinary shares**

Ordinary shares have the right to receive dividends as declared and, in the event of winding up, participate in the proceeds from the sale of all surplus assets in proportion to the number of, and amounts paid up on, the shares held. Each fully paid ordinary share carries on vote. Ordinary shares issued to shareholder since incorporation have a par value of \$1 per share.

b. Options over ordinary shares and performance shares

There are no options as at 30 June 2020.

c. Capital Management

The Directors' objectives when managing capital are to ensure that the Company can maintain a capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the availability of liquid funds in order to meet its short-term commitments.

The focus of the Company's capital risk management is the current working capital position against the requirements of the Company in respect to its operations, software developments programmes, and corporate overheads. The Company's strategy is to ensure appropriate liquidity is maintained to meet anticipated operating requirements, with a view to initiating appropriate capital raisings as required.

The working capital position of the Company were as follows:

	Note	30 June 2020 \$
Cash and cash equivalents	6	1,000
Trade and other receivables	7	28,571
Other current assets	8	117,710
Trade and other payables	9	(255,281)
Working capital position		(108,000)

Note 11 Other capital

	30 June 2020 No.	30 June 2020 \$
At the beginning of the period	-	-
Issue of convertible notes	500,000	500,000
At reporting date	500,000	500,000

a. Convertible notes

During or around March 2019, the Company entered into convertible note term sheets with various professional and sophisticated investors (Noteholders) pursuant to which the Company issued convertible notes with a face value of \$1.00 each to raise an aggregate of \$500,000 (Convertible Notes).

The Convertible Notes are interest free. The Convertible Notes automatically convert into fully paid ordinary shares in the capital of the Company upon the Company issuing Shares to the public under an initial public offer on the National Stock Exchange before the Maturity Date (Conversion Event).

If the Conversion Event does not occur by the Maturity Date then the investor will be deemed to, on the Maturity Date to be bound by a convertible instrument with a purchase price equal to the face value of the convertible note.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 11 Other capital (cont.)

Subject to the Conversion Event occurring before the Maturity Date, the Company grants to the noteholder the right to be issued such number of Shares equal to the number of Shares issued to the noteholder multiplied by 4 (Deferred Shares), with the Deferred Shares to be issued to the noteholder subject to the satisfaction of the following conditions:

- 25% of the Deferred Shares vest when the Company's 20-day volume weighted average price (VWAP) exceeds \$0.30;
- 25% of the Deferred Shares vest when the Company's 20-day VWAP exceeds \$0.40;
- 25% of the Deferred Shares vest when the Company's 20-day VWAP exceeds \$0.50; and
- 25% of the Deferred Shares vest when the Company's 20-day VWAP exceeds \$0.60.

During or around May 2020, the Company and each Noteholder entered into a note conversion letter agreement (Conversion Letter), pursuant to which each Noteholder agreed to accelerate the conversion of the Convertible Notes. A summary of the key terms of the Conversion Letters are set out below.

- Conversion: Each Convertible Notes will convert into 2,500,000 Shares on the same terms as the Convertible Note on a date determined by the Company, being the date that completion of the Restructure occurs (Conversion Date)
- Performance Rights: In addition to the Shares to be issued upon Conversion, the Noteholders will be issued an aggregate of 10,000,000 Performance Rights, comprising:
 - 3,333,334 Class A Performance Rights
 - 3,333,333 Class B Performance Rights; and
 - 3,333,333 Class C Performance Rights.

The Noteholder will be issued the Performance Rights on a pro-rata basis to their respective shareholdings in the Company.

- Termination: The parties agree, with effect from the Conversion Date, that each Convertible Note is fully discharged and terminated.

On 10 August 2020, the restructure completed and all Convertible Notes converted into equity of the Company and the Noteholders were issued 10,000,000 Performance Rights.

Note 12 Key Management Personnel (KMP)

The names and positions of KMP are as follows:

- Keith Rumjahn (*Appointed 30 April 2019*)
- Yat Siu (*Appointed 30 April 2019*)
- Xavier Kris (*Appointed 15 October 2019*)
- John Bell (*Appointed 1 May 2020*)
- Sonny Vu (*Appointed 30 April 2019 & Resigned 27 March 2020*)
- Jarrod White (*Appointed 15 October 2019 & Resigned 15 April 2020*)

a. Key management personnel compensation included in employment costs are as follows:

Short-term employee benefits

Post-employment benefits

30 April 2019 to 30 June 2020 \$
50,597
-
50,597

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 12 Key Management Personnel (KMP) (cont.)**b. Movement in shares**

2020 – Company							
Company KMP	Balance at start of period	Received during the period as compensation	Received during the period on the exercise of options	Received during the period on conversion of performance shares	Other changes during the period	Balance at end of period	
	No.	No.	No.	No.	No. ⁽⁶⁾	No.	No.
Keith Rumjahn ⁽¹⁾	-	-	-	-	-	-	-
Yat Siu ⁽¹⁾	-	-	-	-	-	-	-
Xavier Kris ⁽²⁾	-	-	-	-	-	-	-
John Bell ⁽³⁾	-	-	-	-	-	-	-
Sonny Vu ⁽⁴⁾	-	-	-	-	-	-	-
Jarrold White ⁽⁵⁾	-	-	-	-	-	-	-
	-	-	-	-	-	-	-

⁽¹⁾ Appointed 30 April 2019⁽²⁾ Appointed 15 October 2019⁽³⁾ Appointed 1 May 2020⁽⁴⁾ Appointed 30 April 2019 & Resigned 27 March 2020⁽⁵⁾ Appointed 15 October 2019 & Resigned 15 April 2020⁽⁶⁾ Other changes during the period relate to acquisitions and disposals for Directors and their related parties**Note 13 Other related party transactions**

The following parties are classified by the board of director as related parties:

■ OliveX (HK) Limited

OliveX (HK) Limited is an entity incorporated under the laws and regulation of Hong Kong. OliveX Limited owns 77.7% of the shares on issued in OliveX (HK) Limited. OliveX Limited is a wholly owned subsidiary of Animoca Brands Limited. Animoca Brands Limited is a wholly owned subsidiary of Animoca Brands Corporation Limited. Therefore, the ultimate parent entity of OliveX (HK) Limited is Animoca Brands Corporation Limited, an entity incorporated under the laws and regulation of the Commonwealth of Australia.

The Company is a wholly owned subsidiary of Animoca Brands Corporation Limited.

Following the ownership restructuring of the OliveX (HK) Limited, the Company will become the ultimate parent entity as this entity will be listed on the National Stock Exchange.

■ XJRK Management Group Pty Ltd

The Company entered into a consulting agreement with XJRK Management Group Pty Ltd (XJRK), an entity controlled by Mr Kris. The engagement commenced on execution of the agreement and continues for a minimum term of nine months until the engagement is validly terminated in accordance with terms of the service agreement. XJRK has been engaged to provide various corporate consulting services to the Company including, but not limited to, developing corporate, business, marketing and operation plans and facilitating opportunities for business growth and expansion (Consultancy Services).

■ Hall Chadwick Corporate Pty Ltd

The company entered into an engagement letter with Hall Chadwick Corporate Pty Ltd, an entity of which Mr John Bell is a director, for the provision of virtual CFO and company secretary services to Company. The Company pays Hall Chadwick \$9,000 per month for these services.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 13 Other related party transactions (cont.)

2020

\$

The following transaction occurred with related parties:**Transactions with other related parties***Sale and purchase of goods and services*

Purchase of various goods and services from XJRK Management Group Pty Ltd 77,693

Purchase of various goods and services from Hall Chadwick Corporate Pty Ltd 18,000

Outstanding balances arising from sales/purchases of goods and services*The following balances are outstanding at the end of the financial period in relation to transaction with related parties:***Current Trade Payables**

Hall Chadwick Corporate Pty Ltd 9,900

Current Accrued Expenses

XJRK Management Group Pty Ltd 88,249

Hall Chadwick Corporate Pty Ltd 9,000

Jarrod White 15,041

Loans to/from related parties*Loans to OliveX (HK) Limited*

Beginning of the period -

Funds loaned to OliveX (HK) Limited 500,000

Payments made on behalf of OliveX Holdings Limited (347,674)

End of the period 152,326

Note 14 Operating Segment**Identification of reportable segments**

The Company has adopted AASB 8 Operating Segments which requires operating segments to be identified on the basis of internal reports and components of the Company that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance. The Company currently operates in one operating segment. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Company.

Note 15 Financial risk management**a. Financial Risk Management Policies**

This note presents information about the Company's exposure to each of the above risks, its objectives, policies and procedures for measuring and managing risk, and the management of capital.

The Company's financial instruments consist mainly of deposits with banks, short-term investments, and accounts payable and receivable.

The Company does not speculate in the trading of derivative instruments.

A summary of the Company's Financial Assets and Liabilities is shown below:

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 15 Financial risk management (cont.)

	Floating Interest Rate \$	Fixed Interest Rate \$	Non- interest Bearing \$	2020 Total \$
Financial Assets				
■ Cash and cash equivalents	1,000	-	-	1,000
■ Loans and other receivables	-	-	28,571	28,571
■ Other current assets	-	-	117,710	117,710
Total Financial Assets	1,000	-	146,281	147,281
Financial Liabilities				
Financial liabilities at amortised cost				
■ Trade and other payables	-	-	255,281	255,281
Total Financial Liabilities	-	-	255,281	255,281
Net Financial Assets/(Liabilities)	1,000	-	(109,000)	(108,000)

b. Specific Financial Risk Exposures and Management

The main risk the Company is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate, foreign currency risk and equity price risk.

The Board of directors has overall responsibility for the establishment and oversight of the risk management framework. The Board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Company's risk profile. This includes assessing, monitoring and managing risks for the Company and setting appropriate risk limits and controls. The Company is not of a size nor is its affairs of such complexity to justify the establishment of a formal system for risk management and associated controls. Instead, the Board approves all expenditure, is intimately acquainted with all operations and discuss all relevant issues at the Board meetings. The operational and other compliance risk management have also been assessed and found to be operating efficiently and effectively.

(i) Credit risk

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Company.

The Company does not have any material credit risk exposure to any single receivable or Company of receivables under financial instruments entered into by the Company.

The objective of the Company is to minimise the risk of loss from credit risk. Although revenue from operations is minimal, the Company trades only with creditworthy third parties.

In addition, receivable balances are monitored on an ongoing basis with the result that the Company's exposure to bad debts is insignificant. The Company's maximum credit risk exposure is limited to the carrying value of its financial assets as indicated on the statement of financial position.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 15 Financial risk management (cont.)

■ Credit risk exposures

The maximum exposure to credit risk is to its alliance partners and is limited to the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

Credit risk related to balances with banks and other financial institutions is managed by the Company in accordance with approved Board's policy. Such policy requires that surplus funds are only invested with financial institutions residing in Australia, where ever possible.

■ Impairment losses

The ageing of the Company's trade and other receivables at reporting date was as follows:

	Gross 2020 \$	Impaired 2020 \$	Net 2020 \$	Past due but not impaired 2020 \$
Trade receivables				
Not past due	-	-	-	-
Past due up to 60 days	-	-	-	-
Past due 60 days to 90 months	-	-	-	-
Past due over 90 months	-	-	-	-
	-	-	-	-
Other receivables				
Not past due	180,897	-	180,897	-
Total	180,897	-	180,897	-

(ii) Liquidity risk

Liquidity risk arises from the possibility that the Company might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities.

The Company manages liquidity risk by continuously monitoring forecast and actual cash flows and ensuring sufficient cash and marketable securities are available to meet the current and future commitments of the Company.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Typically, the Company ensures that it has sufficient cash to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The financial liabilities of the Company are confined to trade and other payables as disclosed in the statement of financial position. All trade and other payables are non-interest bearing and due within 30 days of the reporting date.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 15 Financial risk management (cont.)■ *Contractual Maturities*

The following are the contractual maturities of financial liabilities of the Company:

	Within 1 Year	Greater Than 1 Year	Total
	2020	2020	2020
	\$	\$	\$
Financial liabilities due for payment			
Trade and other payables	255,281	-	255,281
Total contractual outflows	255,281	-	255,281
Financial assets			
Cash and cash equivalents	1,000	-	1,000
Trade and other receivables	28,571	152,326	180,897
Total anticipated inflows	29,571	152,326	181,897
Net (outflow)/inflow on financial instruments	(225,710)	152,326	(73,384)

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier or at significantly different amounts.

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company'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 the return.

(1) *Interest rate risk*

Exposure to interest rate risk arises on financial assets and financial liabilities recognised at the end of the reporting period whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The Company is also exposed to earnings volatility on floating rate instruments.

Interest rate risk is not material to the Company as no debt arrangements have been entered into, and movements in interest rates on the Company's financial assets is not material.

Sensitivity

The Company is exposed to market interest rates on moneys it has deposited with banking institutions in form of short-term deposits.

At the end of the financial period, the Company had the following financial assets exposed to US variable interest rate risk.

The main risks arising from the Company's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Chief Financial Officer is responsible for the management of the Company's financial risk. The Chief Financial Officer updates the board of directors regularly on financial risk management measures that he implements.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 15 Financial risk management (cont.)

	2020 \$
Cash and cash equivalents	1,000
	1,000

At the end of the financial period, the Company had no financial liabilities exposed to variable interest rate risks.

The Company's cash management policy is to invest surplus funds at the best available rate.

The following table illustrates sensitivity to the Company's exposures to changes in interest rates. The table indicates the impact on how profit and equity values reported at balance sheet date would have been affected by changes in the relevant risk variable that management considers to be reasonably possible. The sensitivity assumes that the movement in a particular variable is independent of other variables.

Interest rates	Profit \$	Equity \$
Period ended 30 June 2020		
±100 basis points change in interest rates	Nil	Nil

Due to the low amount of debt exposed to floating interest rates, interest rate risk is not considered a high risk to the Company. Movement in interest rates on the Company's financial liabilities and assets is not material.

(2) Foreign exchange risk

Exposure to foreign exchange risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the AUD functional currency of the Group.

The Company has no material exposure to foreign exchange risk.

(3) Price risk

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company does not presently hold material amounts subject to price risk. As such the Board considers price risk as a low risk to the Company.

Note 16 Commitments

The Company has no material commitments as at 30 June 2020.

Note 17 Contingent liabilities

There are no contingent liabilities as at 30 June 2020.

Notes to the financial statements

for the period since incorporation (30 April 2019) to 30 June 2020

Note 18 COVID-19

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's financial performance has not been adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The Directors are closely monitoring the impact of COVID-19 and are considering the effect on the Company's business and financial performance. However, the situation is evolving daily, and the consequences are uncertain. As a result, this may further impact the Company's financial performance, however the Directors believe this will not affect the company's ability to continue as a going concern.

Note 19 Events subsequent to reporting date

On 2 July 2020, OliveX Holdings Limited lodged a replacement prospectus for an offer of 10,000,000 shares at an issue price of \$0.20 each to raise \$2,000,000 before costs, with the ability to accept oversubscription for a further 5,000,000 shares to raise an additional \$1,000,000 before costs. On 10 August 2020, OliveX Holdings Limited successfully raised \$2,181,987 before costs under the IPO through the issue of 10,909,935 share at an issue price of \$0.20 per share.

In preparation for the initial public offer, the Company proposed to acquire 100% of the issued capital of OliveX (HK) Limited. In or about May 2020, to complete the acquisition, the Company entered into Security Purchase Letter Agreement (SPLAs) with each holder of fully paid ordinary shares in the capital of OliveX HK and each holder of the safe convertible notes (together the Security holders), whereby a total of 23,559,996 Shares and 20,000,000 performance rights were to be issued to the Securityholders on the completion of the Acquisition. On 3 August 2020, the acquisition was completed, and the Company issued 23,559,996 Shares and 20,000,000 performance rights and became the 100% owner of OliveX (HK) Limited.

In March 2020, the Company entered into Note Conversion Letter Agreement with the Noteholders pursuant to which the convertible note term sheets will convert into 2,500,000 shares and 10,000,000 performance rights. On 10 August 2020, the restructure completed, and all Convertible Notes converted into equity of the Company and the Noteholders were issued 2,500,000 ordinary shares and 10,000,000 Performance Shares.

On 24 August 2020, OliveX Holdings Limited was admitted to the National Stock Exchange (NSX).

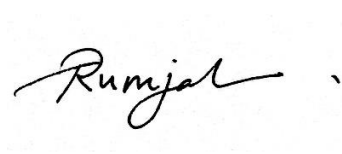
On 15 September 2020, OliveX (AU) Pty Ltd was incorporated as a 100% owned subsidiary of the Company to undertake the Australian operations of the group.

Directors' declaration

The Directors of the Company declare that:

1. The financial statements and notes, as set out on pages 16 to 38 are in accordance with the *Corporations Act 2001* (Cth) and:
 - (a) comply with Accounting Standards, which, as stated in Note 1 to the financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
 - (b) present fairly the Company's financial position as at 30 June 2020 and its performance for the period ended on that date in accordance with the accounting policies described in Note 1 to the financial statements.
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
3. The directors have been given the declaration required by s295A of the *Corporations Act 2001*.
4. The remuneration disclosures contained in the Remuneration Report comply with s300A of the *Corporation Act 2001*.

This declaration is made in accordance with a resolution of the Board of Directors and is signed by:



KEITH RUMJAHN

Chief Executive Officer

Dated this Wednesday, 30 September 2020



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OLIVEX HOLDINGS LIMITED

Moore Australia Audit (WA)

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Report on the Audit of the Financial Report

Opinion

We have audited the financial report of OliveX Holdings Limited (the Company), which comprises the statement of financial position as at 30 June 2020, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Company is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the Company's financial position as at 30 June 2020 and of its financial performance for the period then ended; and
- ii. complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report.

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

Independence

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 & 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.

Key Audit Matters

We have determined the matters described below to be the key audit matters to be communicated in our report.

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 year. 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.

Moore Australia Audit (WA) – ABN 16 874 357 907.

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF OLIVEX HOLDINGS LIMITED (CONTINUED)**

Key Audit Matters (continued)

Accounting Treatment of Convertible Notes	
Refer to Note 11 Other Equity	
<p>As at 30 June 2020, the Company had convertible notes with a fair value of \$500,000.</p> <p>On or about March 2019, the Company entered into convertible note term sheets with professional investors for the issue of interest free convertible notes with a face value of \$500,000, which automatically convert into equity in the capital of the Company upon the Company issuing shares to the public under an initial public offer on the National Stock Exchange.</p> <p>Significant judgement and estimates from management are involved in estimating the fair value of the convertible notes and their treatment as debt or equity</p> <p>This account balance has been treated as a Key Audit Matter as a result of the size of the balance, relative to net assets, and because of the judgements applied in deciding how to account for the convertible notes as either debt or equity.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> • Review of the convertible note term sheets in order to understand key terms and conditions including conversion conditions • Assessing and challenging: <ul style="list-style-type: none"> - Key assumptions adopted in valuing the convertible notes; and - Management's assessment and reasons for classifying the convertible notes as equity, as opposed to debt; • Assessing the appropriateness of the relevant disclosures included in Notes to the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report for the period ended 30 June 2020 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OLIVEX HOLDINGS LIMITED (CONTINUED)

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located on 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.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report as included in the directors' report for the period ended 30 June 2020.

In our opinion, the Remuneration Report of OliveX Holdings Limited, for the period ended 30 June 2020 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.

NEIL PACE
PARTNER

MOORE AUSTRALIA AUDIT (WA)
CHARTERED ACCOUNTANTS

Signed at Perth on the 30th day of September 2020

Corporate governance statement

The Board is responsible for establishing the Company's corporate governance framework. In establishing its corporate governance framework, the Board has referred to the 3rd edition of the NSX Corporate Governance Councils' Corporate Governance Principles and Recommendations.

The Corporate Governance Statement discloses the extent to which the Company follows the recommendations. The Company will follow each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices will follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the recommendation.

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
Principle 1: Lay solid foundations for management and oversight	
Recommendation 1.1 A listed entity should have and disclose a charter which: <ul style="list-style-type: none"> (a) sets out the respective roles and responsibilities of the board, the chair and management; and (b) includes a description of those matters expressly reserved to the board and those delegated to management. 	<p>YES The Board has the following specific responsibilities:</p> <ul style="list-style-type: none"> (a) appointment of the Chief Executive Officer / Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination; (b) driving the strategic direction of the Company, ensuring appropriate resources are available to meet objectives and monitoring management's performance; (c) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance; (d) approving and monitoring the progress of major capital expenditure, capital management and significant acquisitions and divestitures; (e) approving and monitoring the budget and the adequacy and integrity of financial and other reporting; (f) approving the annual, half yearly and quarterly accounts; (g) approving significant changes to the organisational structure; (h) approving the issue of any shares, options, equity instruments or other securities in the Company (subject to compliance with the NSX Listing Rules if applicable); (i) ensuring a high standard of corporate governance practice and regulatory compliance and promoting ethical and responsible decision making; (j) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the NSX Listing Rules if applicable); and (k) meeting with the external auditor, at their request, without management being present. <p>The Board delegates responsibility for the Company's day-to-day operations and administration to the Managing Director.</p> <p>The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back quarterly to the Board.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
Recommendation 1.2 A listed entity should: <ul style="list-style-type: none"> (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate 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. 	<p>YES</p> <p>In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.</p> <p>Prior to appointing a new member to the Board or putting forward a candidate to shareholders for election as a director, the Board undertakes appropriate checks including making enquiries of any:</p> <ul style="list-style-type: none"> (a) criminal history; (b) history of fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty; and (c) history of personal bankruptcy or any involvement in companies that have gone into administration due to insolvency, <p>and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<p>YES</p> <p>The Board's charter requires that each Board member and each senior executive must enter into a written agreement with the Company setting out the terms of their appointment.</p>
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.	<p>YES</p> <p>The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the NSX Listing Rules and applicable other laws.</p> <p>When requested by the Board, the Company Secretary will facilitate the flow of information of the Board, between the Board and its Committees and between senior executives and non-executive Directors.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
<p>Recommendation 1.5 A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board:</p> <p>(i) to set measurable objectives for achieving gender diversity; and</p> <p>(ii) to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <p>(i) the measurable objectives for achieving gender diversity set by the board in accordance with the entity's diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) the entity's "Gender Equality Indicators", as defined in the Workplace Gender Equality Act 2012.</p>	<p>YES</p> <p>The Company's diversity policy provides a framework for the Company to achieve:</p> <p>(a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;</p> <p>(b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;</p> <p>(c) improved employment and career development opportunities for women;</p> <p>(d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and</p> <p>(e) awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,</p> <p>(collectively, the Objectives).</p> <p>The Board is responsible for developing measurable objectives and strategies to meet the Objectives of the diversity policy (Measurable Objectives) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below. The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.</p> <p>The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.</p> <p>The Company's diversity strategies include:</p> <p>(a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;</p> <p>(b) reviewing succession plans to ensure an appropriate focus on diversity;</p> <p>(c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;</p> <p>(d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including, workplace development programs, mentoring programs and targeted training and development;</p> <p>(e) developing a culture which takes account of domestic responsibilities of employees; and</p> <p>(f) any other strategies the Board develops from time to time.</p> <p>The Company has not formally established measurable objectives for achieving gender diversity given the current stage of its operations and number of employees.</p> <p>The Company has however adopted a Diversity Policy which outlines the Company's objectives in the provision of equal opportunities in respect of employment and employment conditions. The Diversity Policy is available on the Company's website. The Company will review the requirement to set and report on measurable objectives for achieving gender diversity as the Company's operations and employee numbers grow.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
Recommendation 1.6 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	<p>YES</p> <p>The Board is currently responsible for the performance evaluation of individual Directors on an annual basis. To assist in this process an independent adviser may be used.</p> <p>The Board will disclose, in relation to each reporting period, whether a performance evaluation was undertaken.</p> <ul style="list-style-type: none"> (a) It is envisaged that once the Company is of a sufficient size to establish a nomination committee, that committee will be responsible for arranging the performance evaluation of the board, its committees and individual directors on behalf of the Board.
Recommendation 1.7 A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	<p>YES</p> <p>The Board is currently responsible for the performance evaluation of the Company's senior executives.</p> <ul style="list-style-type: none"> (a) Once the Company is of a sufficient size to establish a remuneration committee, the remuneration committee will oversee the performance evaluation of the executive team. This evaluation will be based on specific criteria, including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved and the development of management and personnel. The Board will disclose, in relation to each reporting period, whether a performance evaluation of the senior executive team was undertaken.
Principle 2: Structure the board to add value	
Recommendation 2.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a nomination committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (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. 	<p>NO</p> <p>The Board is not currently of a sufficient size and structure to establish a nomination committee. At present, the full Board carries out the duties that would ordinarily be assigned to a nomination committee under the written terms of reference for that committee.</p> <p>The Board is responsible for the appointment of the Managing Director and other senior executives and the determination of their terms and conditions including remuneration and termination.</p> <p>The Board regularly reviews the composition of the Board to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>As the Company grows in size, it is planned that the Company will establish a separate nomination committee with its own nomination committee charter.</p>
Recommendation 2.2 A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	<p>NO</p> <p>The composition of the Board is reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>As the Company grows in size, it is planned that the nomination committee will maintain and disclose a board skills matrix.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
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, association or relationship of the type described in Box 2.3 of the NSX Corporate Governance Principles and Recommendation (3rd Edition), but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director	<p>YES The Board is currently comprised of one (2) executive directors, Mr Keith Rumjahn and Xavier Kris, and two (2) non-executive directors, Mr Yat Siu and Mr John Bell.</p> <p>The Board's intends to appoint an independent director within 12 months of listing on the NSX. An independent Director is one who is independent of management and free from any business or other relationship, which could, or could reasonably be perceived to materially interfere with, the exercise of independent judgement.</p> <p>(a) The Board will continue to assess the Company's needs as it grows in size and if appropriate, appoint additional non-executive and independent directors.</p>
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	<p>NO Currently, independent directors do not form a majority of the Board as none of the Directors are considered to be independent directors. The Board will continue to assess the Company's needs as it grows in size and if appropriate, appoint additional non-executive and independent directors. The Board's intends to appoint an independent director within 12 months of listing on the NSX.</p>
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.	<p>NO The Company does not currently have a sole independent Non-Executive Chairman. The Board will continue to assess the Company's needs as it grows in size and if appropriate, appoint an independent non-executive chairman. The CEO and Chairman are not the same person.</p>
Recommendation 2.6 A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.	<p>YES Under the Board's charter, the Company Secretary is to facilitate the induction of new Directors. The Company's strategies to achieve the necessary blend of skills and diversity amongst Board members include workplace development programs, mentoring programs and targeted training and development.</p>
Principle 3: Act ethically and responsibly	
Recommendation 3.1 A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	<p>NO The Company is in the process of developing a formalised statement of values that will be placed on the Company's website in due course.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
<p>Recommendation 3.2</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>YES</p> <p>The Company's Code of Conduct provides a framework for decisions and actions in relation to ethical conduct in employment. It underpins the Company's commitment to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The document sets out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from employees.</p> <p>Managers and supervisors are responsible and accountable for:</p> <p>(a) undertaking their duties and behaving in a manner that is consistent with the provisions of the Code of Conduct;</p> <p>(b) the effective implementation, promotion and support of the Code of Conduct in their areas of responsibility; and</p> <p>(c) ensuring employees under their control understand and follow the provisions outlined in the Code of Conduct.</p> <p>All employees are responsible for:</p> <p>(a) undertaking their duties in a manner that is consistent with the provisions of the Code of Conduct;</p> <p>(b) reporting suspected corrupt conduct; and</p> <p>(c) reporting any departure from the Code of Conduct by themselves or others.</p> <p>The Code of Conduct governs a variety of employment conduct, including:</p> <p>(a) personal and professional behaviour;</p> <p>(b) conflicts of interest;</p> <p>(c) public and media comment;</p> <p>(d) use of Company resources;</p> <p>(e) security of information;</p> <p>(f) intellectual property/copyright;</p> <p>(g) discrimination and harassment;</p> <p>(h) corrupt conduct;</p> <p>(i) occupational health and safety;</p> <p>(j) compliance with legislation;</p> <p>(k) fair dealing;</p> <p>(l) responsibilities to investors;</p> <p>(m) breaches of the Code of Conduct; and</p> <p>(n) reporting matters of concern.</p>
<p>Recommendation 3.3</p> <p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>YES</p> <p>The Company's Whistleblower Policy provides a framework for creating and maintaining a culture of proper conduct and fair and honest dealing in its business activities. The document is available on the Company's website.</p>
<p>Recommendation 3.4</p> <p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p> <p>ensure that the board or a committee of the board is informed of any material breaches of that policy</p>	<p>YES</p> <p>The Company's Anti-Bribery and Corruption Policy provides a framework for ensuring that the Company, its Directors and staff are acting professionally, fairly and with integrity in all business dealings. The Company has a zero tolerance to bribery and corruption. The document is available on the Company's website.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
Principle 4: Safeguard integrity in financial reporting	
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> (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 <p>(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.</p>	<p>NO</p> <p>The Board is not currently of a sufficient size and structure to establish an audit committee. At present, the full Board carries out the duties that would ordinarily be assigned to an audit under the written terms of reference for that committee.</p> <p>As the Company grows in size, it is planned at the Company will establish a separate audit committee with its own audit committee charter.</p> <p>Under the Board's charter, the specific responsibilities of the Board include to recommend to shareholders the appointment of the external auditor and to meet with the external auditor when required and without management being present.</p> <p>The Board meets with the Company's auditors at regular intervals to continually assess and monitor the performance of the external auditors.</p>
<p>Recommendation 4.2</p> <p>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.</p>	<p>YES</p> <p>To assist the Board in its review and consideration of the Company's financial statements for a financial period, the Company's Chief Financial Officer and Managing Director declare to the Board whether, in their opinion:</p> <ul style="list-style-type: none"> (a) the Company's financial records have been properly maintained; and (b) the financial statements comply with the appropriate accounting standards and give a true and fair view of the Company's financial position and performance, <p>and, in doing so, confirm if their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>YES</p> <p>The Company will 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.</p>
Principle 5: Make timely and balanced disclosure	
<p>Recommendation 5.1</p> <p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>YES</p> <p>The Company has in place a written policy on information disclosure and relevant procedures.</p> <p>The focus of these procedures is on continuous disclosure compliance and improving access to information for investors.</p> <p>The Company Secretary is responsible for:</p> <ul style="list-style-type: none"> (a) overseeing and co-ordinating disclosure of information to the relevant stock exchanges and shareholders; and (b) providing guidance to Directors and employees on disclosure requirements and procedures. <p>Price sensitive information is publicly released through NSX before it is disclosed to shareholders and market participants. Distribution of other information to shareholders and market participants is also managed through disclosure to the NSX.</p> <ul style="list-style-type: none"> (a) Information is posted on the Company's website after the NSX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	YES The Board will be responsible for signing off on all market announcements with respect to the Company prior to 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.	YES The Company will release all new and substantive investor or analyst presentations to the NSX announcements platform ahead of any presentation.
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.	YES The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs and to facilitate two-way communication with investors. Information is communicated to shareholders through: (a) the Annual Report delivered by post and which is also placed on the Company's website; (b) the half yearly report which is placed on the Company's website; (c) the quarterly reports which are placed on the Company's website; (d) disclosures and announcements made to the NSX copies of which are placed on the Company's website; (e) notices and explanatory memoranda of Annual General Meetings (AGM) and Extraordinary General Meetings (EGM) copies of which are placed on the Company's website; (f) the Managing Director's address made at the AGMs and the EGMs, copies of which are placed on the Company's website; (g) the Company's website on which the Company posts all announcements which it makes to the NSX; and the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	YES Shareholders are encouraged to attend and participate in general meetings. Accordingly, meetings are held during normal business hours and at a location considered to be most convenient for the greatest possible number of shareholders to attend. However, due to the size and nature of the Company, the Board does not consider a policy outlining the policies and processes that it has in place to facilitate and encourage participating at meetings of shareholders to be appropriate at this stage.
Recommendation 6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	YES Shareholders can register with the Company's Registrar to receive email notifications of when an announcement is made by the Company to the NSX, including the release of the annual, half yearly and quarterly reports. Links are made available to the Company's website on which all information provided to the NSX is immediately posted. Shareholders are encouraged to receive communications from the Company and its share registry electronically.
Recommendation 6.4 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	YES The Company will give all security holders the option to receive communications from, and send communications to, the Company and its security registry electronically.

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
<p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security register electronically.</p>	<p>The Board of the Company aims to ensure that the shareholders are informed of all major developments affecting the Company's state of affairs and to facilitate two-way communication with investors.</p> <p>Information is communicated to shareholders through:</p> <ul style="list-style-type: none"> (a) the Annual Report delivered by post and which is also placed on the Company's website; (b) the half yearly report which is placed on the Company's website; (c) the quarterly reports which are placed on the Company's website; (d) disclosures and announcements made to the NSX copies of which are placed on the Company's website; (e) notices and explanatory memoranda of Annual General Meetings (AGM) and Extraordinary General Meetings (EGM) copies of which are placed on the Company's website; (f) the Managing Director's address made at the AGMs and the EGMs, copies of which are placed on the Company's website; (g) the Company's website on which the Company posts all announcements which it makes to the NSX; and <p>the auditor's lead engagement partner being present at the AGM to answer questions from shareholders about the conduct of the audit and the preparation and content of the auditor's report.</p>
Principle 7: Recognise and manage risk	
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <ul style="list-style-type: none"> (a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (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. 	<p>YES</p> <p>The Board determines the Company's "risk profile" and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control.</p> <p>The responsibility for undertaking and assessing risk management and internal control effectiveness is delegated to management. Management is required to assess risk management and associated internal compliance and control procedures and report back quarterly to the Board.</p> <p>The Company's process of risk management and internal compliance and control includes:</p> <ul style="list-style-type: none"> (a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks. (b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls. (c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control. <p>As the Company grows in size, it is planned at the Company will establish a separate audit and risk committee with its own committee charter.</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
Recommendation 7.2 The board or a committee of the board should: <ul style="list-style-type: none"> (a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the board; and (b) disclose in relation to each reporting period, whether such a review has taken place. 	YES The Board reviews assessments of the effectiveness of risk management and internal compliance and control on an annual basis and will disclose information on the review process in its Annual Report.
Recommendation 7.3 A listed entity should disclose: <ul style="list-style-type: none"> (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 risk management and internal control processes. 	NO The Company does not have an internal audit function. Management oversees the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements. The Board reviews reports by management on the efficiency and effectiveness of risk management and associated internal compliance and control procedures. When the Board is of a sufficient size and nature, it will establish and delegate to an Audit and Risk Committee responsibility for implementing the Company's risk management system.
Recommendation 7.4 A listed entity should disclose whether, and if so how, it has regard to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	YES The Company believes it does not have any material exposure to economic, environmental or social sustainability risks and as such does not produce a sustainability report.
Principle 8: Remunerate fairly and responsibly	
Recommendation 8.1 The board of a listed entity should: <ul style="list-style-type: none"> (a) have a remuneration committee which: <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (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. 	PARTIAL The full Board is responsible for the determination of the remuneration of directors and senior executives and ensuring that such remuneration is appropriate and not excessive. Where considered necessary, the Board may engage a remuneration consultant to assist with setting and reviewing the Company's executive and non-executive remuneration policies to ensure the Company attracts and retains executives and Directors who will create value for shareholders. As the Company grows in size, it is planned that the Company will establish a separate remuneration committee with its own remuneration committee charter.
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 and ensure that the different roles and responsibilities of non-executive directors compared to executive directors and other senior executives are reflected in the level and composition of their remuneration.	YES The Company discloses details in its Annual Report and any prospectus of remuneration paid to executive and non-executive directors. The maximum aggregate annual remuneration payable to non-executive directors is set by shareholders in general meeting in accordance with the Company's constitution.

PRINCIPLES AND RECOMMENDATIONS	COMPLY EXPLANATION (YES/NO)
<p>Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>(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</p> <p>(b) disclose that policy or a summary of it.</p>	<p>YES</p> <p>The Company has not yet adopted an equity-based remuneration scheme. If in the future it does adopt such a scheme, the Board will:</p> <p>(a) review and approve any equity based plans that may be introduced (Plans) in the light of legislative, regulatory and market developments.</p> <p>(b) for each Plan, determine each year whether awards will be made under that Plan.</p> <p>(c) review and approve total proposed awards under each Plan;</p> <p>(d) in addition to considering awards to executive Directors and direct reports to the Chief Executive Officer / Managing Director, review and approve proposed awards under each plan on an individual basis for executives as required under the rules governing each plan or as determined by the Committee; and</p> <p>(e) review, approve and keep under review performance hurdles for each equity based plan.</p> <p>Once the Board is of such a size and nature to warrant the establishment of a separate remuneration committee, the Board will delegate the above responsibilities to that committee.</p>

Additional Information for Listed Public Companies

The following additional information is required by the NSX in respect of listed public companies and is applicable as at 28 September 2020.

1 Capital

a. Ordinary share capital

37,444,931 ordinary fully paid shares held by 123 shareholders.

b. Options over Unissued Shares and Performance Rights

- The Company has an additional 3,850,200 options on issue in accordance with section 9.1 of the Directors' Report
- The Company has 30,000,000 performance rights on issue, being 10,000,000 Class A Performance Rights, 10,000,000 Class B Performance Rights and 10,000,000 Class C Performance Rights.

c. Voting Rights

The voting rights attached to each class of equity security are as follows:

- **Ordinary shares:** Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.
- **Unlisted Options:** Options do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the options are exercised and subsequently registered as ordinary shares.
- **Performance Rights:** Performance Rights do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the Performance Right convert and subsequently registered as ordinary shares.

d. Substantial Shareholders as at 28 September 2020.

Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
Animoca Brands Limited	12,367,549	33.03
Keith Rumjahn	3,011,786	8.04

e. Distribution of Shareholders as at 28 September 2020.

Category (size of holding)	Total Holders	Number Ordinary	% Held of Issued Ordinary Capital
1 – 1,000	-	-	0.00
1,001 – 5,000	2	10,000	0.03
5,001 – 10,000	2	17,235	0.05
10,001 – 100,000	60	3,128,899	8.35
100,001 – and over	59	34,288,797	91.57
	123	37,444,931	100.00

f. Unmarketable Parcels as at 28 September 2020

As at 28 September 2020 there were no shareholders holding less than a marketable parcel of shares.

g. On-Market Buy-Back

There is no current on-market buy-back.

Additional Information for Listed Public Companies

h. Restricted Securities

As at 28 September 2020 the following securities are subject to escrow:

- 10,187,764 Ordinary Fully Paid Shares escrowed for a period of 6 months from listing date
- 704,565 Ordinary Fully Paid Shares escrowed for a period of 12 months from listing date
- 3,011,783 Ordinary Fully Paid Shares escrowed for a period of 24 months from listing date
- 15,200,840 Performance Rights escrowed for a period of 6 months from listing date
- 4,999,998 Performance Rights escrowed for a period of 12 months from issue date
- 6,097,405 Performance Rights escrowed for a period of 12 months from listing date
- 3,701,757 Performance Rights escrowed for a period of 24 months from listing date
- 4,630,200 unquoted options exercisable at \$0.20 each escrowed for a period of 12 months from listing date
- 2,430,000 unquoted options exercisable at \$0.20 each escrowed for a period of 24 months from listing date

i. 20 Largest Shareholders — Ordinary Shares as at as at 28 September 2020

Rank	Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
1	Animoca Brands Limited	12,367,549	33.03
2	Keith Rumjahn	3,011,786	8.04
3	Zhu Wu	1,015,038	2.71
4	Sonny Vu	947,101	2.53
5	Paul John Pheby	840,336	2.24
5	Cleland Projects Pty Ltd <Ct A/C>	840,336	2.24
6	Gorgeous Star Ventures Limited	750,000	2.00
7	Ponderosa Investments (WA) Pty Ltd <Ponderosa Investment A/C>	712,185	1.90
8	Australian Executor Trustees Ltd <No 1 A/C>	710,084	1.90
9	Acn 627 852 797 Pty Ltd	625,000	1.67
9	Saf Management Pty Ltd	625,000	1.67
10	Ff Alabaster Llc	542,395	1.45
11	Kyriaco Barber Pty Ltd	500,000	1.34
11	First Trustee Company (Nz) Limited <Ian Roger Moore A/C>	500,000	1.34
11	World Kit Industries Limited	500,000	1.34
12	Mr Mark Lear Pollasky	494,118	1.32
13	Artesian Venture Partners Pty Ltd	446,429	1.19
14	Adman Lanes Pty Ltd	420,168	1.12
14	Loic Le Meur <Loic Le Meur A/C>	420,168	1.12
15	Zeroth Spc	409,500	1.08
16	Mr Andrew Macbride Price	375,000	1.00
17	Hammerhead Holdings Pty Ltd <Hhh S/F A/C>	366,050	0.97

Additional Information for Listed Public Companies

Rank	Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
18	Mr Antanas Guoga	294,118	0.78
19	Jackie Au Yeung	250,000	0.67
19	Allira Holdings Pty Ltd	250,000	0.67
19	Aronson Bros Pty Ltd	250,000	0.67
19	Brandaris Pty Limited	250,000	0.67
19	Lynter Pty Ltd <Herfort Super Fund A/C>	250,000	0.67
19	Yenom Resources Pty Ltd	250,000	0.67
19	Sytram Pty Ltd	250,000	0.67
19	Aralad Management Pty Ltd <The TRK Sper Fund A/C>	250,000	0.67
19	Peterlyn Pty Ltd <RPC Salmon Super Fund A/C>	250,000	0.67
19	Moore & Sotomi Investments Pty Ltd <Roger Moore Family A/C>	250,000	0.67
19	Lavinia Investments Pty Ltd <Pynt Family Super A/C>	250,000	0.67
19	Cranport Pty Ltd <No 10 A/C>	250,000	0.67
19	Tri-Nation Holdings Pty Ltd <Kris Family Super Fund A/C>	250,000	0.67
19	Tri-Nation Holdings Pty Ltd <Kris Family A/C>	250,000	0.67
20	Troca Enterprises Pty Ltd <Coulson S/F A/C>	200,000	0.53
TOTAL		31,412,361	83.89

2 Unquoted Securities

As at 28 September 2019, the following unquoted securities are on issue:

■ 10,000,000 Class A Performance Rights – 10 holders

a. Holders with more than 20%

Name	Number	%
Animoca Brands Limited	5,066,946	50.67

■ 10,000,000 Class B Performance Rights – 10 holders

a. Holders with more than 20%

Name	Number	%
Animoca Brands Limited	5,066,947	50.67

■ 10,000,000 Class C Performance Rights – 10 Holders

a. Holders with more than 20%

Name	Number	%
Animoca Brands Limited	5,066,947	50.67

Additional Information for Listed Public Companies

■ 1,090,000 Class A Director Options expiring 24 August 2023 @ \$0.20 – 6 holders

a. Holders with more than 20%

Name	Number	%
Yat Siu	250,000	22.94
Tri-Nation Holdings Pty Ltd <KRIS FAMILY A/C>	250,000	22.94
Sonny Vu	250,000	22.94
Keith Rumjahn	250,000	22.94

■ 1,060,000 Class B Director Options expiring 24 August 2023 @ \$0.20 – 5 holders

a. Holders with more than 20%

Name	Number	%
Yat Siu	250,000	23.58
Tri-Nation Holdings Pty Ltd <KRIS FAMILY A/C>	250,000	23.58
Sonny Vu	250,000	23.58
Keith Rumjahn	250,000	23.58

■ 1,060,000 Class C Director Options expiring 24 August 2023 @ \$0.20 – 5 holders

a. Holders with more than 20%

Name	Number	%
Yat Siu	250,000	23.58
Tri-Nation Holdings Pty Ltd <KRIS FAMILY A/C>	250,000	23.58
Sonny Vu	250,000	23.58
Keith Rumjahn	250,000	23.58

■ 3,850,200 Options expiring 24 August 2023 @ \$0.20 – 3 holders

a. Holders with more than 20%

Name	Number	%
ACN 627 852 797 Pty Ltd	1,900,000	49.35
Taycol Nominees Pty Ltd	1,900,000	49.35

2 The Company Secretary is John Bell**3 Principal registered office**

As disclosed in the Corporate Directory on page ii of this Annual Report.

4 Registers of securities

As disclosed in the Corporate Directory on page ii of this Annual Report.

5 Stock exchange listing

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the National Stock Exchange Limited, As disclosed in the Corporate Directory on page ii of this Annual Report.

6 Use of funds

The Company has used its funds in accordance with its initial business objectives.