



# ANNUAL REPORT

for the Year Ended 30 June 2022

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**BCAL DIAGNOSTICS LIMITED**

ABN 51 142 051 223

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## Dear Shareholders

**On behalf of the board of directors of BCAL Diagnostics Limited (“BCAL” or “the Company)”, it is my pleasure to report to you on the financial year to 30 June 2022 during which period the Company made excellent progress as we continue checking off the milestones we set out at listing in July 2021.**

The Company has been focussing on the key objective of advancing the science of our blood test for breast cancer and commercialising it for a launch into the market as soon as practical.

Since our IPO and associated capital raising in July 2021, we have achieved the milestones and objectives set out in the IPO prospectus within the timeframe expected. This includes advancing our clinical studies, regulatory submission plan, strong progress on our LDT (laboratory development test) plan depending on BCAL receiving appropriate regulatory approval, and preparation for launch of our first commercial product which is currently projected for December 2023.

Significant effort has been expended in Australia on building the lipid signature through expanded scientific development. During the year we secured a key partnership with Precion, based in North Carolina USA, who bring extensive scientific experience, very advanced technology and a track record of successfully developing and validating commercial biomarker assays using mass spectrometry.

With the focus on scientific development for advancing the product, recruiting an experienced management team that has developed and launched tests in the Australian and USA markets has been a priority. BCAL has been fortunate in the recruitment of Dr John Hurrell who commenced as CEO in February 2022. Dr Hurrell is a highly experienced executive in the development, execution and commercial delivery of diagnostic tests into the US market, where he is currently based. This appointment has been a major step forward for BCAL and since joining us Dr Hurrell has already significantly advanced our strategy .

In addition to Dr Hurrell's appointment, the BCAL team has expanded with the recruitment of highly competent personnel including a Director of Clinical Affairs, a Director of Laboratory Services and various additions to the scientific team.

We continue to work with our consultants and advisors who provide updated, current information on the US market, including regulatory and commercialisation dynamics, enabling us to refine the best strategy for BCAL to commercialise our technology in the market.

On behalf of the Board, I would like to thank the BCAL team for their ongoing commitment and loyalty, the doctors and advisors who continue to work with us on advancing the test, and the patients who are currently providing us samples to advance the science.

I would like to thank our shareholders for their ongoing support. We are confident that we will continue to deliver on the milestones set out in the Prospectus lodged with the ASX in July 2021. While our share price has been adversely impacted by equity market conditions outside the Company's control, we are excited about our prospects in the year ahead. As we communicate to shareholders and the market over the coming year on our progress, we are hopeful that our share price will recover to better reflect the progress the Company has and continues to make.

Yours sincerely

A handwritten signature in black ink, appearing to read "Jayne Shaw", with a stylized, flowing script.

**Jayne Shaw**  
**Executive Chair**  
**29 September 2022**

## OPERATIONS REPORT

This year has seen significant progress by BCAL in the identification of the lipid signature of breast cancer in whole blood and in the initiation of commercialisation of a blood test for breast cancer.

The transformation of normal breast cells into a cancerous and rapidly proliferating cancer cells requires a large increase in the availability of lipids. Lipids are the important components of the membranes of cells and rapid cell proliferation providing both the membrane building blocks and energy for the rapid growth of the cancer cells. This rapid cell growth requires a surge in the intracellular production of these lipids. For this reason, the deregulation of lipid production is an early step in the transformation of a normal cell into a cancerous one. Due to this over production, many of the lipids are released into the blood and these lipids provide an early indicator of cell proliferation, that is cancer.

BCAL Diagnostics (BCAL) has used a combination of liquid chromatography coupled with mass spectrometry, LCMS, to identify the lipids (biomarkers) that make up the cancer signature in the blood of breast cancer patients. Our initial studies used a special fraction of the plasma of patients called extracellular vesicles (EV's) to identify this breast cancer signature. EV's are very small particles that are made up of lipids and are released by cells as they grow. Using these EV's our science team examined the lipids from 790 patients, in 4 different cohorts, of which approximately 50% had a form of breast cancer as confirmed by biopsy. The other 50% who were negative for breast cancer provided us with the normal controls which, by comparison, allowed the identification of the breast cancer lipid signature.

The lipid signature associated with breast cancer found by BCAL has high accuracy (85%), sensitivity (89%) and specificity (80%) in even the earliest stages (0, I and II) of the disease. The breast cancer signature has been independently confirmed by Dr Aruna Bansal in Cambridge UK using different bioinformatic machine learning techniques to analyse the BCAL data.

The work by the science team has shown that the lipid signature can be identified in the earliest stage of breast cancer and is found in the blood of the most frequent types of breast cancer. This work has confirmed the key elements of the patent that BCAL has licenced from the University of Louisville. It has also led to the filing by BCAL of a provisional patent application. This will protect the specific unique elements of the lipid biomarker signature identified by our team.

The confirmation of the lipid signature in the blood of breast cancer patients has prompted the company to move into commercial development of the BCAL blood test for breast cancer. An important step in commercialisation was taken with studies that have shown that the lipid breast cancer signature can be identified in the plasma from breast cancer patients directly. This step has removed the need to carry out a preliminary isolation of EV's prior to lipid extraction and analysis.

## OPERATIONS REPORT (CONTINUED)

The initial work with EV's was necessary as their isolation reduced the background lipids found in whole plasma and made the lipid signature more easily identifiable. Now that we have information about the lipid signature of breast cancer, we are able to identify it in the background of the thousands of lipids normally found in plasma. The development of a direct plasma lipid extraction process makes the pre-analytical elements of the BCAL blood test simpler, more efficient and less expensive than the process involving the isolation of EV's and is a key step in the development of a commercial blood test.

Another important step as we move towards a commercial product is the establishment of an algorithm that will be used to identify the breast cancer signature in patients when they have, unfortunately, developed breast cancer. Algorithm development requires that we lock down and quantitate the lipids in the unique breast cancer signature. BCAL has contracted the services of a North

Carolina based company, Precion, that specialises in the development of quantitative metabolomic tests using the same LCMS techniques as those used at BCAL. Precion is developing the standards, reference materials and standard operating procedures for the quantitation of the important lipids involved in the signature for our test. Once Precion has completed their work we will use the information to develop the algorithm that will be the basis for the BCAL commercial test providing a result to the patient.

The commercialisation of the BCAL test requires specialised understanding of the regulatory and clinical pathways required to validate and deliver a test to the physicians, third party payors and patients with maximum clinical support. In preparation we have recruited some key team members to address specific areas of specialised need. These important members of our team are:

Amanda Koegelenberg: Director of Clinical Affairs

Ms Helen Anderson: Scientific Executive Assistant

Brian Kolasinski: Director of Business Strategy and Development (Contractor)

Dr David Peake: Director of Transitional Science (Contractor)

Dr Alison Cook: Consultant on Quality and Australian Regulatory Affairs

Dr Raji Pillai: Consultant on US Regulatory Affairs


These team members have considerable experience in the development of diagnostic products both as a stand alone product and as an in-house developed test. They all compliment the great science team we have which has been led for the past 5 years by Dr Amani Baterseh, BCAL CSO.



## OPERATIONS REPORT (CONTINUED)

As we move forward we continue to:

- build our database of the lipid signatures of breast cancer patients;
- plot out the regulatory pathways for both the Australian and overseas approvals to sell;
- develop strategies to deliver the test economically to the patients;
- identify pathways into the markets, particularly Australia and the US in the short term; and
- understand the needs of the third party payors in the US to enable our test to be covered by the healthcare insurance companies and to obtain reimbursement for our test.

A handwritten signature in black ink, appearing to read "J. Hurrell", with a long horizontal flourish extending to the right.

Dr John Hurrell  
**Chief Executive Officer**  
**29 September 2022**

## DIRECTORS' REPORT

Your directors present their report together with the financial statements on BCAL Diagnostics Limited (the "Company" or "BCAL Diagnostics") for the year ended 30 June 2022.

### Directors

The following persons were directors of BCAL Diagnostics Limited during the financial year or as at the date of this report:

Jayne Shaw	Executive Chair
Ronald Phillips	Non-executive Director
Jonathan Trollip	Non-executive Director
Merilyn Sleigh	Non-executive Director
Mark Burrows	Non-executive Director (Appointed 21 July 2021)

### Information on Directors as at Report Date

#### **Jayne Shaw (Executive Chair)**

Ms Jayne Shaw was appointed as a Director on 15 February 2010.

Trained as a Registered Nurse in the UK, on arrival in Australia Jayne became a Director of Nursing and Chief Executive Officer of two private hospitals. Following this, she established an Australian and international consulting business which was sold to Healthsouth a large US Healthcare company.

Ms Shaw then became the Co-founder of Vision Group, an Ophthalmic Doctor equity consolidation model that was successfully listed on the ASX. Ms Shaw has been a member of a number of private healthcare boards involved with specialist consolidation including cardiology, orthopaedics, and women's health, and continued to work with private equity firms on local and International Healthcare transactions.

Ms Shaw, together with Mr Ronald Phillips, was a co-owner of Sydney Breast Clinic and a co-founder of BCAL Diagnostics. Current Board positions are Corum Group (ASX: COO), and unlisted entities The Woolcock Research Institute, The Citadel Group, and Mabel Technologies.

Shares held as at date of this report: 28,441,658.

Unlisted options held as at date of report: 2,022,638.

#### **Ronald Phillips AO (Non-executive Director)**

Mr Phillips was appointed a Director on 15 February 2010.

Following 15 years in the NSW Parliament which included serving as Minister for Health and Deputy Leader of the Opposition, Mr Phillips developed a successful consulting business in the Health and Aged Care Industry.

His business interests included co-owner and Managing Director of Sydney Breast Clinic which he sold to Healthscope. He recently retired as Chair of the Sydney Local Health District and as Director of Westmead IVF.

Shares held as at date of this report: 26,514,567.

Unlisted options held as at date of report: 2,022,638.

Mr Phillips is a member of the Audit and Risk Management Committee and the Remuneration and Nomination Committee.



## **DIRECTORS' REPORT (CONTINUED)**

### **Jonathan Trollip (Non-executive Director)**

Mr Trollip was appointed a Director on 23 December 2020.

Mr Trollip is a globally experienced professional non-executive Director with over 30 years of commercial, corporate, governance and legal and transactional expertise.

Mr Trollip is currently non-executive Chairman of ASX listed Global Value Fund Limited, Plato Income Maximiser Limited, Spheria Emerging Companies Limited and a non-executive director of ASX and LSE listed Kore Potash PLC.

Mr Trollip has postgraduate degrees in economics and law and is a Fellow of the Australian Institute of Company Directors. He has a keen interest in the not-for-profit sector and is involved at Board level and a contributor with various not for profit organisations in Australia and Southern Africa in the education sector and in wildlife conservation.

Mr Trollip is the Chair of the Audit and Risk Management Committee and a member of the Remuneration and Nomination Committee.

Shares held as at date of this report: 3,147,649.

Unlisted options held as at date of report: 1,155,793.

### **Merilyn Sleigh (Non-executive Director)**

Dr. Sleigh was appointed a Director on 31 March 2021.

Dr. Sleigh has over 30 years of experience as a senior executive and non-executive director in Australia's biotechnology sector. Dr Sleigh was, from its foundation, Chief Executive Officer and Managing Director of EvoGenix Limited, a biotech startup company that expanded internationally and listed on the ASX before acquisition by a larger company, resulting in attractive returns for its investors.

Dr. Sleigh was formerly Dean of the Faculty of Life Sciences, University of NSW; Director of Research & Development at Australian biotech Peptech Ltd and a research scientist and senior manager with CSIRO. Dr Sleigh has held non-executive director positions with ASX listed companies Clover Corporation, and Tyrian Diagnostics Ltd. as well as with Adalta Ltd and Mimetica Pty Ltd. Other director roles have been with government and not for profit organisations, including the Rural Industries Research and Development Corporation and Relationships Australia. She has acted as an adviser and consultant to companies, government, research institutes and investors on technology commercialisation. She holds a BSc, Doctorate in Philosophy and Diploma in Corporate Management and is a Fellow of the Australian Institute of Company Directors.

Dr. Sleigh is the Chair of the Remuneration and Nomination Committee.

Shares held as at date of this report : 80,000

Unlisted options held as at date of report: Nil.

## **DIRECTORS' REPORT (CONTINUED)**

### **Mark Burrows (AO) (Non-executive Director)**

Mr Mark Burrows was appointed a Director on 21 July 2021.

Mr. Burrows has joined the BCAL Board on a pro-bono basis, as he is an advocate for early diagnosis of breast cancer and other cancers. He has enjoyed a long and distinguished career in investment banking both in Australia and the UK. Mr. Burrows cofounded Baring Brothers Burrows & Co in Australia in the early 80s. In 1999 he was appointed the Managing Director / Deputy Chairman of ING Barings in London. In 2004, Mark joined Lazard as a Managing Partner and in 2006 returned to Australia and was appointed Lazard Australia's inaugural Chairman. Mr. Burrows returned to investment banking in 2011 as Vice Chairman of Credit Suisse's Global Investment Bank.

During his extensive investment banking career, Mr. Burrows has been the principal financial advisor to some of the most significant and transformative corporate and government transactions in Australia. Mr. Burrows has served as a non-executive director on several Australasian and UK public companies including Chairman and Deputy Chair of Brambles, Fairfax Media and Telstra.

Since the Rio Earth Summit in 1992, Mr. Burrows has also been an advocate of global financial institutions' Private Sector involvement in sustainable development. Over this period, Mr. Burrows has retained a number of roles advising United Nations, G20 and corporates on climate initiatives relating to the financial sector. From 2017 to 2020, Mr. Burrows was a Senior Advisor to Macquarie Bank, on climate finance and renewable energy. Mr Burrows currently retains a role as a senior advisor to UNEP, UNDP, The Green Finance Initiative in London and is on the Asian Council of The Nature Conservancy. He is also a Senior Advisor to the G20 Sustainability Group.

Mr Burrows is a member of the Audit and Risk Management Committee.

Shares held as at date of this report : 442,908.

Unlisted options held as at date of report: Nil.

### **Company Secretary**

#### **Guy Robertson, B. Com (Hons), CA**

Mr Robertson was appointed as Company Secretary and Chief Financial Officer on 16 March 2021.

Mr Robertson has held a number of senior roles within the Jardine Matheson group of companies in Australia and Hong Kong including General Manager of Finance for Franklins Supermarkets in Australia, Chief Operating Officer and Chief Financial Officer for Colliers Jardine Asia Pacific based in Hong Kong and Chief Financial Officer and Managing Director (NSW) for Jardine Lloyd Thompson.

Mr Robertson has significant experience as a Company Secretary and Director of ASX listed companies. He is currently a director of Hastings Technology Metals Ltd (ASX:HAS), Metal Bank Limited (ASX:MBK), GreenTech Metals Limited (ASX:GRE), Artemis Resources Limited (ASX:ARV) and Bioxyne Limited (ASX:BXN).

## **DIRECTORS' REPORT (CONTINUED)**

### **Principal Activities and Strategy**

The Company's core activity is the development of a novel blood screening test to improve the early diagnosis and monitoring of breast cancer that is safe, cost effective, accurate and available to all women regardless of age, race and geographic location.

### **Dividends**

No dividends were paid to members during the financial year (2021 \$Nil).

### **Review of Operations**

#### *Ongoing Activities*

The Company is developing an in vitro diagnostic test (IVD) that confirms a fingerprint of lipid biomarkers extracted from extracellular vesicles (EVs) from a patient's plasma or blood sample to diagnose the presence of breast cancer cells in a patient's body.

The Company's goal is to improve the early diagnosis and monitoring of breast cancer that is safe, cost effective, accurate and available to all women regardless of age, race and geographic location.

The Company's lead product has completed two major clinical studies to identify a series of lipid biomarkers that distinguish between blood samples from cancer patients and healthy individuals. To date, the results indicate that the BCAL test can exceed both sensitivity and selectivity of current incumbent diagnostic tools for breast cancer on the market. It also appears to be strongly competitive compared with available information on other diagnostic approaches in development.

The Company intends to seek Priority Evaluation Status for an expedited review of data from its pivotal trial under the regulation of the Australian Therapeutic Goods Administration (TGA).

#### *Impact of COVID-19*

The global COVID-19 pandemic and the subsequent restrictions imposed by Australian governments have caused disruption to businesses and economic activity. BCAL has managed, and continues to actively manage, the risks arising from COVID-19 and has implemented a number of initiatives in response to the pandemic.

These initiatives include measures to protect the safety of our contractors and employees. Most employees have been enabled to work from home and appropriate protocols have been implemented for those continuing to work in the laboratory.

To enable the collection of blood samples in line with our product development plan the Company has moved to establish agreements with suitable partners in Australian states beyond New South Wales and is in discussions with potential partners in the USA.

These issues have not had a material impact on these financial statements and are not expected to materially impact the financial position of the Company in the coming year. As the ongoing impacts of COVID-19 are difficult to predict, however, COVID-19 may adversely affect some of the Company's research and development activities, and so the Company will continue to monitor the risks and act accordingly.

## **DIRECTORS' REPORT (CONTINUED)**

### *Other Risks*

The business is subject to other risks including:

- Sufficiency of funding: BCAL has finite financial resources and in due course is expected to raise additional funds to finance the completion and commercialisation of its products.
- Reliance on key personnel: BCAL employs a number of key management and scientific personnel, and the Company's future depends on retaining and attracting suitably qualified personnel.
- Regulatory: Commercialisation of the Company's products is subject to regulatory approval, including the TGA or United States Food and Drug Administration (FDA). Changes in these laws could affect the Company's clinical trials and product commercialisation.
- Intellectual Property: While the Company has acquired the rights to various patent applications, there is a risk that current or future patent applications may not protect all aspects of the BCAL product.
- General risks: The Company is subject to the risk general economic conditions which are beyond the control of the Company.

### **Operating Results**

The net loss after tax for the year was \$3,385,493 (2021: loss \$1,524,970).

Shareholder equity increased to \$9,639,840 (2021: \$3,606,855) reflecting the result for the year, and a capital raise of \$10,000,000, before costs.

### **Significant Changes in the State of Affairs**

There were no significant changes in the state of affairs of the Company other than as outlined in this report.

### **Matters Subsequent to Balance Date**

On 25 August 2022 the Company issued 4,000,000 shares to the Chief Executive Officer, Dr John Hurrell at a deemed price of \$0.09 per share. The shares are restricted from sale for a period of three years to 31 August 2025.

No other matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect:

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

## DIRECTORS' REPORT (CONTINUED)

### Likely Developments and Expected Results of Operations

The Company is continuing work on the research and development of a blood-based test for detection of breast cancer in its early stages.

To accelerate BCAL bringing its test to market it is simultaneously working on completing studies and finalising performance parameters for BCAL Dx in the laboratory and transferring the test to a commercial laboratory. This includes developing this capacity in the US, providing access to an ethnically diverse sample base not accessible in Australia.

It is too early at this stage to outline expected results of these operations.

### Environmental regulation

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

### Indemnification and Insurance of Officers

During the financial year the Company paid premiums in respect of a contract insuring Directors, the Chief Financial Officer and Company Secretary and Executive Officers of the Company against a liability incurred to the extent permitted by the Corporations Act, 2001. Further disclosure required under section 300(9) of the Corporations Act 2001 is prohibited under the terms of the insurance contract.

### Indemnification and Insurance of Auditor

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

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

### Options on issue

At the date of this report the Company had the following unlisted options on issue:

Date of grant	Number	Exercise price	Expiry date
20 November 2019	3,467,353	\$0.0574	20 November 2029
30 January 2020	1,788,912	\$0.0574	30 November 2030
23 November 2020	5,778,965	\$0.0574	23 November 2023

The Company issued 522,648 shares during the year on the exercise of options at \$0.0574 per share.

There were no options granted to directors or key management personnel during the year as part of their remuneration.

No option holder has any right under the options to participate in any other share issue of the Company.

## DIRECTORS' REPORT (CONTINUED)

### Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the Corporations Act 2001.

### Meetings of directors

The numbers of meetings of the Company's board of directors held during the year ended 30 June 2022, and the numbers of meetings attended by each director were:

	Eligible to attend	Attended
<b>Board meetings of directors</b>		
Ms Jayne Shaw	13	13
Mr Ronald Phillips	13	13
Mr Jonathan Trollip	13	13
Dr Marilyn Sleigh	13	13
Mr Mark Burrows	13	13

In addition, the board signed two circular resolutions.

	Audit and Risk Committee		Nomination and Remuneration Committee	
	Eligible to attend	Attended	Eligible to attend	Attended
Mr Ronald Phillips	2	2	2	2
Mr Jonathan Trollip	2	2	2	2
Mr Mark Burrows	2	2	-	-
Dr Marilyn Sleigh	-	-	2	2

### Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 20.

### Rounding of amounts

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the directors' report and in the financial report have been rounded to the nearest dollar, unless otherwise stated.

### Non Assurance Services

No fees for non-assurance services were paid to the auditors, Pitcher Partners Sydney, during the year.

## **DIRECTORS' REPORT (CONTINUED)**

### **Remuneration report (Audited)**

This report outlines the remuneration arrangements in place for directors and executives of the Company.

#### *Remuneration philosophy*

The performance of the Company depends upon the quality of its directors and executives, and the ability of the Company to attract, motivate and retain highly skilled directors and executives.

#### *Remuneration committee*

The Remuneration and Nomination Committee is responsible for determining and reviewing compensation arrangements for the directors, the chief executive and the executive team. The Remuneration and Nomination Committee assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and executive team.

Salaries are reviewed periodically by the Committee taking into account individual performance and general market trends. Incentive awards, when offered, are based on a combination of individual and company performance.

#### *Remuneration structure*

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

#### *Performance evaluation of Board Members and Senior Executives*

A formal evaluation for those executives who have been with the Company for the year under review was undertaken.

The Chair reviews the performance of the Directors on an annual basis and in turn asks for feedback on her performance.

#### *Non-executive director remuneration*

##### Objective

The Board of Directors recognises that the success of the Company will depend on the quality of its Directors as well as its senior management. For this reason, the Remuneration and Nomination Committee reviews the remuneration arrangements for Directors and senior employees annually, to ensure that these are competitive in the market.

##### Structure

BCAL Diagnostics' Constitution and the ASX listing rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting of shareholders. An amount not exceeding the amount determined by shareholders in general meeting is then available to be split between the Directors as agreed between them. The latest determination was at the General Meeting held on 26 April 2021 when shareholders approved an aggregate remuneration amount of up to \$500,000 per year.



## DIRECTORS' REPORT (CONTINUED)

### Remuneration report (Audited)

The amount of aggregate remuneration sought to be approved by shareholders and the manner in which it is apportioned between Directors is reviewed annually. The Board takes into account the fees paid to non-executive directors of comparable companies when undertaking the annual review process. External advice to assess the appropriate level of remuneration for Directors is taken from time to time, the most recent occasion being just prior to the Company's ASX listing in July 2021.

The remuneration of non-executive Directors for the period ending 30 June 2022 is detailed in Table 3 of this report.

#### *Senior management and executive director remuneration*

##### Objective

The Company aims to reward executives with a level and mix of remuneration commensurate with their position and responsibilities within the Company so as to ensure total remuneration is competitive by market standards.

##### Structure

In determining the level and make-up of executive remuneration, the Remuneration and Nomination Committee reviews market conditions and the circumstances of the Company to ensure that the remuneration offered is sufficient to attract executives of the highest calibre.

The Company will award performance rights, where appropriate, under a long-term incentive plan, to secure the services of key personnel. In addition, a short-term incentive, based on personal performance, may be awarded to eligible staff.

Earnings and shareholders' funds for the last four audited years are as follows.

	2022	2021	2020	2019
	\$	\$	\$	\$
Loss after tax	(3,385,493)	(1,524,970)	(696,360)	(429,957)
Shareholder's funds	9,639,840	3,606,855	438,917	488,196
Earnings (loss) per share	(0.0166)	(0.0133)	(0.158)	(0.109)

The Company listed on the ASX on 21 July 2021. The accounts for the years prior to 30 June 2019 are not audited and as a result are not included in the table above.

##### Service Agreements

The Chairman, Jayne Shaw, has an executive services agreement which provides for an annual remuneration of \$180,000 (inclusive of director's fees and statutory superannuation), with a notice period of 3 months.

The Chief Executive Officer, John Hurrell, was appointed on 14 February 2022, and has an executive services agreement which provides for an annual remuneration of \$300,000 (inclusive of superannuation), with a notice period of 3 months. The base salary is grossed up for US payroll tax, currently 15.4%, while the executive is based in the US and subject to US tax.

There are no termination benefits payable.

## DIRECTORS' REPORT (CONTINUED)

### Remuneration report (Audited)

#### Share Based Payments

Share based payments for key management personnel are set out below.

Details	No of options	Issue date	Date of expiry	Conversion price (\$)
Director's options				
- Jayne Shaw	2,022,638	23/11/2020	23/11/2023	\$0.0574
- Ronald Phillips	2,022,638	23/11/2020	23/11/2023	\$0.0574
- Jonathan Trollip	1,155,793	23/11/2020	23/11/2023	\$0.0574
Employee options – Dr Amani Batarseh	2,889,456	20/11/2019	20/11/2029	\$0.0574
Employee options – Dr Amani Batarseh	577,897	23/11/2020	23/11/2023	\$0.0574
<b>Options on issue post share split 30 June 2021</b>	<b>8,668,422</b>			<b>\$0.0574</b>
<b>Options on issue post share split 30 June 2022</b>	<b>8,668,422</b>			<b>\$0.0574</b>

**Table 1 - Option holdings of key management personnel**

#### 30 June 2022

	Opening balance	Lapsed	Remuneration	Balance 30/06/2022	Vested
Ms Jayne Shaw	2,022,638	-	-	2,022,638	2,022,638
Mr Ron Phillips	2,022,638	-	-	2,022,638	2,022,638
Mr Jonathan Trollip	1,155,793	-	-	1,155,793	1,155,793
Dr Marilyn Sleigh	-	-	-	-	-
Mr Mark Burrows <sup>1</sup>	-	-	-	-	-
Dr John Hurrell <sup>2</sup>	-	-	-	-	-
Dr Amani Bartaseh	3,467,353	-	-	3,467,353	3,467,353
<b>Total</b>	<b>8,668,422</b>	<b>-</b>	<b>-</b>	<b>8,668,422</b>	<b>8,668,422</b>

<sup>1</sup>Mr Mark Burrows was appointed a director on 21 July 2021.

<sup>2</sup>Dr John Hurrell was appointed Chief Executive Officer on 14 February 2022.

#### 30 June 2021<sup>1</sup>

	Opening balance	Lapsed	Remuneration	Balance 30/06/2021	Vested
Ms Jayne Shaw	-	-	2,022,638	2,022,638	2,022,638
Mr Ron Phillips	-	-	2,022,638	2,022,638	2,022,638
Mr Jonathan Trollip	-	-	1,155,793	1,155,793	1,155,793
Dr Marilyn Sleigh	-	-	-	-	-
Mr Mark Burrows	-	-	-	-	-
Dr Amani Bartaseh	2,889,456	-	577,897	3,467,353	2,889,456
<b>Total</b>	<b>2,889,456</b>	<b>-</b>	<b>5,788,966</b>	<b>8,668,422</b>	<b>8,090,422</b>

<sup>1</sup>Option numbers are shown after the effect of the share split approved by shareholders in April 2021. All options have an exercise price of \$0.0574 per share.

**DIRECTORS' REPORT (CONTINUED)**  
**Remuneration report (Audited)**

**Table 2 - Shareholdings of key management personnel**

**30 June 2022**

Directors	Opening balance	Purchased	Net other change	Balance 30/06/2022
Ms Jayne Shaw	27,569,602	872,056	-	28,441,658
Mr Ronald Phillips	26,514,567	-	-	26,514,567
Mr Jonathan Trollip <sup>2</sup>	3,147,649	-	-	3,147,649
Dr Marilyn Sleigh	-	80,000	-	80,000
Mr Mark Burrows	-	357,142	442,908 <sup>1</sup>	800,050
Dr John Hurrell <sup>2</sup>	-	-	-	-
Dr Amani Batarseh	973,508	-	-	973,508
<b>Total</b>	<b>58,205,326</b>	<b>1,309,198</b>	<b>442,908</b>	<b>59,957,432</b>

<sup>1</sup>Shareholding on appointment as a director on 21 July 2021.

<sup>2</sup>Subsequent to 30 June 2022 Dr John Hurrell, Chief Executive Officer, was issued with 4,000,000 shares at \$0.09 per share on 25 August 2022. The shares are restricted from sale until 31 August 2025.

**Shareholdings of key management personnel**

**June 2021<sup>1</sup>**

Directors	Opening balance	Purchased	Net other change	Balance 30/06/2021
Ms Jayne Shaw	25,827,577	1,742,025	-	27,569,602
Mr Ronald Phillips	24,772,542	1,742,025	-	26,514,567
Mr Jonathan Trollip <sup>2</sup>	-	-	3,147,649	3,147,649
Dr Marilyn Sleigh	-	-	-	-
Dr Amani Batarseh	87,745	885,763	-	973,508
<b>Total</b>	<b>50,687,864</b>	<b>4,369,813</b>	<b>3,147,649</b>	<b>58,205,326</b>

<sup>1</sup>Share numbers are shown after the effect of the share split approved by shareholders in April 2021.

<sup>2</sup>Shares shown are on becoming a director, but were purchased before 30 June 2019.

**DIRECTORS' REPORT (CONTINUED)**  
**Remuneration report (Audited)**

**Table 3 – Directors and key management personnel remuneration**

	Cash salary and fees	Post-employment benefits	Share based payments	Total	Performance related
30 June 2022					
Name	\$	\$	\$	\$	%
Ms Jayne Shaw <sup>1</sup>	180,000	-	-	180,000	-
Mr Ronald Phillips	45,663	4,566	-	50,229	-
Mr Jonathan Trollip	45,663	4,566	-	50,229	-
Dr Marilyn Sleight	45,663	4,566	-	50,229	-
Mr Mark Burrows	-	-	-	-	-
Dr John Hurrell	165,578	-	360,000 <sup>2</sup>	525,578	69%
Dr Amani Batarseh	289,214	25,546	2,759	317,519	1%
<b>Total</b>	<b>771,781</b>	<b>39,244</b>	<b>362,759</b>	<b>1,173,784</b>	<b>33%</b>

<sup>1</sup>Remuneration is paid to Healthcare Unlimited Pty Ltd, a Company controlled by Ms Jayne Shaw.

<sup>2</sup>This amount represents 4,000,000 shares issued to Dr John Hurrell at a deemed price of \$0.09 per share. The shares have been issued after 30 June 2022, however the amount has been expensed in the year.

	Cash salary and fees	Post-employment benefits	Share based payments	Total	Performance related
30 June 2021					
Name	\$	\$	\$	\$	%
Ms Jayne Shaw <sup>1</sup>	90,000	-	56,840	146,840	39%
Mr Ronald Phillips	22,831	2,169	56,840	81,840	69%
Mr Jonathan Trollip	22,831	2,169	32,480	57,480	57%
Dr Marilyn Sleight	15,221	1,446	-	16,667	-
Dr Amani Batarseh	237,306	21,694	13,857	272,857	5%
<b>Total</b>	<b>388,189</b>	<b>27,478</b>	<b>160,017</b>	<b>575,684</b>	<b>28%</b>

END OF REMUNERATION REPORT.

This report is approved in accordance with a resolution of directors.



**Jayne Shaw**  
**Executive Chair**  
 29 September 2022

## CORPORATE GOVERNANCE STATEMENT

**The Board of Directors of BCAL Diagnostics Limited is responsible for the corporate governance of the Company.**

BCAL Diagnostics Limited ("BCAL"), through its board and executives, recognises the need to establish and maintain corporate governance policies and practices that reflect the requirements of the market regulators and participants, and the expectations of members and others who deal with BCAL. These policies and practices remain under constant review as the corporate governance environment and good practices evolve.

### **ASX Corporate Governance Principles and Recommendations**

The fourth edition of ASX Corporate Governance Council Principles and Recommendations (the "Principles") sets out recommended corporate governance practices for entities listed on the ASX.

The Company has issued a Corporate Governance Statement which discloses the Company's corporate governance practices and the extent to which the Company has followed the recommendations set out in the Principles. The Corporate Governance Statement was approved by the Board on 29 September 2022 and is available on the Company's website <https://www.bcaldiagnostics.com/about-1>

## Auditor Independence Declaration



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### **Auditor's Independence Declaration To the Directors of BCAL Diagnostics Limited**

In relation to the independent audit of BCAL Diagnostics Limited for the year ended 30 June 2022, to the best of my knowledge and belief there have been:

- (i) no contraventions of the auditor independence requirements of the *Corporations Act 2001*; and
- (ii) no contraventions of APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)*.



**Scott Whiddett**  
Partner

**Pitcher Partners**  
Sydney

29 September 2022

Adelaide Brisbane Melbourne Newcastle Perth Sydney

**Pitcher Partners is an association of independent firms.**

An independent New South Wales Partnership. ABN 17 795 780 962. Liability limited by a scheme approved under Professional Standards Legislation. Pitcher Partners is a member of the global network of Baker Tilly International Limited, the members of which are separate and independent legal entities.



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**BCAL Diagnostics Limited**  
**Statement of Profit or Loss and Other Comprehensive Income**  
**For the year ended 30 June 2022**



	Notes	2022 \$	2021 \$
<b>Revenue from continuing operations</b>			
Income	3	718,669	275,252
<b>Expenses</b>			
Research and development		(1,913,832)	(664,113)
Personnel costs	4	(299,593)	(81,728)
Marketing		(130,362)	-
Consulting fees		(367,198)	(126,691)
Audit fees		(60,000)	(34,000)
Patent and regulatory costs		(147,738)	-
Directors fees		(150,688)	-
Insurance		(93,641)	(33,895)
Travel and accommodation		(100,945)	(4,142)
General and administration		(260,323)	(88,347)
Depreciation		(20,607)	-
ASX listing costs		(189,651)	(590,050)
Share based payments	14	(369,584)	(176,256)
<b>Loss before income tax</b>		<b>(3,385,493)</b>	<b>(1,524,970)</b>
Income tax	5	-	-
<b>Loss after income tax</b>		<b>(3,385,493)</b>	<b>(1,524,970)</b>
Other comprehensive income for the year		-	-
<b>Total comprehensive loss for the year</b>		<b>(3,385,493)</b>	<b>(1,524,970)</b>
Loss is attributable to:			
<b>Members of BCAL Diagnostics Limited</b>		<b>(3,385,493)</b>	<b>(1,524,970)</b>
<b>Earnings per share</b>			
<i>From continuing operations</i>		<b>Cents</b>	<b>Cents</b>
- Basic loss per share	20	(1.66)	(1.13)
- Diluted loss per share	20	(1.66)	(1.13)

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



	Notes	2022 \$	2021 \$
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents	6	5,571,417	3,407,605
Tax receivables	7	780,223	352,603
Other receivables and prepayments	8	103,419	368,401
Other financial assets	9	4,000,000	-
<b>Total Current Assets</b>		<b>10,455,059</b>	<b>4,128,609</b>
<b>Non-Current Assets</b>			
Plant and equipment	10	135,204	3,850
<b>Total Non-Current Assets</b>		<b>135,204</b>	<b>3,850</b>
<b>Total Assets</b>		<b>10,590,263</b>	<b>4,132,459</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade and other payables	11	914,423	504,159
Provisions	12	36,000	21,445
<b>Total Current Liabilities</b>		<b>950,423</b>	<b>525,604</b>
<b>Non-current Liabilities</b>			
Convertible Notes	13	-	-
<b>Total Non-Current Liabilities</b>		<b>-</b>	<b>-</b>
<b>Total Liabilities</b>		<b>950,423</b>	<b>525,604</b>
<b>Net Assets</b>		<b>9,639,840</b>	<b>3,606,855</b>
<b>EQUITY</b>			
Contributed equity	14	18,871,951	9,456,232
Reserves	15	321,059	318,300
Accumulated losses	15	(9,553,170)	(6,167,677)
<b>Equity</b>		<b>9,639,840</b>	<b>3,606,855</b>

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

**BCAL Diagnostics Limited**  
**Statement of Change in Equity**  
**For the year ended 30 June 2022**



	Note	Contributed equity \$	Accumulated losses \$	Share based payment reserve \$	Total \$
<b>2022</b>					
At 30 June 2021		<b>9,456,232</b>	<b>(6,167,677)</b>	<b>318,300</b>	<b>3,606,855</b>
Total comprehensive Loss for the year		-	(3,385,493)	-	(3,385,493)
Other comprehensive income		-	-	-	-
		-	(3,385,493)	-	(3,385,493)
Share issue	14	10,037,513	-	-	10,037,513
Share issue costs	14	(621,794)	-	-	(621,794)
Share based payments		-	-	2,759	2,759
<b>At 30 June 2022</b>		<b>18,871,951</b>	<b>(9,553,170)</b>	<b>321,059</b>	<b>9,639,840</b>

	Note	Contributed equity \$	Accumulated losses \$	Share based payment reserve \$	Total \$
<b>2021</b>					
At 30 June 2020		4,939,580	(4,642,707)	142,044	438,917
Total comprehensive Loss for the year		-	(1,524,970)	-	(1,524,970)
Other comprehensive income		-	-	-	-
		-	(1,524,970)	-	(1,524,970)
Share issue	14	4,725,002	-	-	4,725,002
Share issue costs		(208,350)	-	-	(208,350)
Share based payments		-	-	176,256	176,256
<b>At 30 June 2021</b>		<b>9,456,232</b>	<b>(6,167,677)</b>	<b>318,300</b>	<b>3,606,855</b>

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

	Notes	2022 \$	2021 \$
<b>Cash flows from operating activities</b>			
Payments to suppliers and employees		(3,514,136)	(1,606,596)
Government grants received		-	57,943
Research and development tax offset		289,142	341,981
Interest received		5,674	252
<b>Net cash outflow from operating activities</b>	17	<b>(3,219,320)</b>	<b>(1,206,420)</b>
<b>Cash flow from investing activities</b>			
Purchase of plant and equipment		(25,762)	(3,850)
Term deposits		(4,000,000)	-
<b>Net cash outflow from investing activities</b>		<b>(4,025,762)</b>	<b>(3,850)</b>
<b>Cash flows from financing activities</b>			
Proceeds from share issue		10,030,687	4,409,999
Costs of share issue		(621,794)	(208,350)
<b>Net cash inflow from financing activities</b>		<b>9,408,893</b>	<b>4,201,649</b>
<b>Net increase in cash and cash equivalents</b>		<b>2,163,811</b>	<b>2,991,379</b>
Cash and cash equivalents at the beginning of the financial year		3,407,605	416,226
<b>Cash and cash equivalents at end of the year</b>	6	<b>5,571,416</b>	<b>3,407,605</b>

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

## 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These financial statements and notes represent those of BCAL Diagnostics Limited (the "Company"). The financial statements were authorised for issue, in accordance with a resolution of directors, on 29 September 2022. The directors have the power to amend and reissue the financial statements.

### (a) Basis of preparation

#### *Reporting Entity*

BCAL Diagnostics Limited is an ASX listed company limited by shares, incorporated and domiciled in Australia.

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standard Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

In accordance with ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, the amounts in the directors' report and in the financial report have been rounded to the nearest dollar, unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, except for selected financial assets for which the fair value basis of accounting has been applied.

#### *Critical accounting estimates*

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

### (b) Going concern

The financial statements have been prepared on a going concern basis which contemplates the realisation of assets and the settlement of liabilities in the normal course of business.

As disclosed in the financial statements, the Company incurred losses of \$3,385,493, had net cash outflows from operating activities of \$3,219,230, net cash outflows from investing activities (other than term deposits) of \$25,762, and net cash inflows from financing activities of \$9,408,894 for the year ended 30 June 2022.

## 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (b) Going concern (continued)

The Company had \$9,571,416 in cash on hand and term deposits at 30 June 2022.

The Directors have reviewed the cash flow forecast as at 30 June 2022 and are of the view that the Company has funding for its activities beyond the next twelve months. As a result, the Directors believe that the Company will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report. The financial report does not include any adjustments relating to the amounts or classifications of recorded assets and liabilities that might be necessary if the Company do not continue as a going concern.

### (c) Operating segments

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

### (d) Foreign currency translation

#### (i) Functional and presentation currency

The functional and presentation currency of the Company is Australian dollars.

Foreign currency transactions are translated into the functional currency using the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the end of the reporting period. Foreign exchange gains and losses resulting from settling foreign currency transactions, as well as from restating foreign currency denominated monetary assets and liabilities, are recognised in profit or loss, except when they are deferred in other comprehensive income as qualifying cash flow hedges or where they relate to differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value was determined.

#### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates ruling at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

## **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

### **(e) Revenue recognition**

#### *Revenue from contracts with customers*

The Company currently has no revenue from the sale of goods or services.

#### *Interest income*

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

When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

#### *Research and Development Tax Offset*

Research and Development Tax Offset claims are recognised as other income in the period to which the incentive claims relate.

### **(f) Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit and loss over the period necessary to match them with the costs that they are intended to compensate.

### **(g) Income tax**

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for all temporary differences, between carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases, at the tax rates expected to apply when the assets are recovered or liabilities settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. Exceptions are made for certain temporary differences arising on initial recognition of an asset or a liability if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit.

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

## **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### **(h) Financial instruments**

#### **Recognition and initial measurement**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

#### **Classification and subsequent measurement**

All financial assets are initially measured at fair value adjusted for transaction costs (where applicable). For the purpose of subsequent measurement, all the financial assets, are classified as amortised cost.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items.

### **(i) Impairment of non-financial assets**

At the end of each reporting period the Company assesses whether there is any indication that individual assets are impaired. Where impairment indicators exist, recoverable amount is determined and impairment losses are recognised in profit or loss where the asset's carrying value exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of 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.

Where it is not possible to estimate the recoverable amount for an individual asset, the recoverable amount is determined for the cash generating unit to which the asset belongs.

### **(j) Cash and cash equivalent**

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



## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (k) Other receivables

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

### (l) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to the year end and which are unpaid. These amounts are unsecured and are usually paid within 30 days of recognition.

### (m) Employee benefits

#### (i) Wages and salaries and annual leave

Liabilities for wages and salaries, including non-monetary benefits and annual leave expected to be settled within 12 months of the end of the reporting period are recognised in other payables in respect of employees' services rendered up to the end of the reporting period and are measured at amounts expected to be paid when the liabilities are settled.

#### (ii) Retirement benefit obligations

The Company does not maintain a company superannuation plan. The Company makes fixed percentage contributions for all Australian resident employees to complying third party superannuation funds. The Company's legal or constructive obligation is limited to these contributions.

Contributions to complying third party superannuation funds are recognised as an expense as they become payable. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### (iii) Share - based payments

The fair value of options granted under the Employee Share Option Plan ("ESOP") is recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is independently determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

The fair value of the options granted is adjusted to reflect market vesting conditions, but excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each reporting date, the entity revises its estimate of the number of options that are expected to become exercisable.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The employee benefit expense recognised each period takes into account the most recent estimate. The impact of the revision to original estimates, if any, is recognised in the Statement of Profit or Loss and Other Comprehensive Income with a corresponding adjustment to equity.

Where the terms of options are modified, the expense continues to be recognised from grant date to vesting date as if the terms had never been changed. In addition, at the date of the modification, a further expense is recognised for any increase in fair value of the transaction as a result of the change.

Upon the exercise of options, the balance of the share based payments reserve relating to those options is transferred to share capital and the proceeds received, net of any directly attributable transaction costs, are credited to share capital.

### **(n) Contributed equity**

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

### **(o) Goods and services tax (GST)**

Revenues, expenses and assets are recognised net GST, except where the GST incurred on the purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, are classified as operating cash flows.

### **(p) Plant and equipment**

Each class of plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses. Plant and equipment are measured on the cost basis.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

#### *Depreciation*

The depreciable amount of all fixed assets is depreciated on a straight line basis over the asset's useful life to the company commencing from the time the asset is held ready for use.

## **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

Depreciation is calculated on a diminishing-value basis over the estimated useful life of the assets as follows:

Plant and equipment – ranging from 1 to 5 years  
Office furniture – 1 to 5 years

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

### **(q) Earnings per share**

#### *Basic earnings per share*

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

#### *Diluted earnings per share*

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

### **(r) Adoption of New and Revised Accounting Standards**

There are no new accounting standards or interpretations applicable that would have a material impact on the accounts of the Company.

The Company has not incorporated the impact of accounting standards issued but which are not yet mandatory for the current year. It is not expected that these will have any material impact on the entity.

## **2 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

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

## 2 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

### (i) Research and development expenditure

The entity has expensed research and development expenditure incurred during the year, where applicable, as the costs relate to the initial expenditure for research and development of biopharmaceutical products where generation of future economic benefits are not considered certain. It was considered appropriate to expense these research and development costs as they did not meet the criteria to be capitalised under AASB 138 Intangible assets.

The entity has raised a receivable for an expected Research and Development tax offset, which reflects managements best estimate at balance date.

### (ii) Share based payment transactions

The entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Black-Scholes model taking into account the terms and conditions upon which the instruments are granted. The accounting estimates and assumptions relating to equity-settled shares-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. Judgment is required in relation to the non-market vesting conditions.

	2022 \$	2021 \$
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## 3 OTHER INCOME

Research and development tax offset	700,032	275,000
Interest received	18,637	252
	<b>718,669</b>	<b>275,252</b>

	2022 \$	2021 \$
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## 4 EXPENSES

### Personnel costs

Salaries	746,725	388,156
Superannuation	73,868	36,025
Bonus accrued	110,000	-
Other personnel related costs	158,485	15,060
Less re-allocated to research and development	(789,485)	(357,513)
	<b>299,593</b>	<b>81,728</b>

## 5 INCOME TAX

	2022 \$	2021 \$
<b>(a) Income tax</b>		
Deferred tax	-	-
	-	-
<b>(b) Numerical reconciliation of income tax benefit to prima facie tax payable</b>		
Loss from continuing operations before income tax expense	(3,385,338)	(1,524,970)
Tax benefit at the Australian tax rate of 25% (2021: 26%) Tax effect of amounts which are deductible/not taxable in calculating taxable income	<b>(846,335)</b>	<b>(396,492)</b>
Tax effect of accounting R&D tax incentive not deductible	155,247	54,501
Carried forward tax benefit not recognised	330,817	164,368
Total income tax expense	360,271	177,623
	-	-
<b>(c) Tax losses</b>		
Unused tax losses for which no deferred tax asset has been recognised	4,477,700	2,369,475
Potential tax benefit @ 25% (2021:26%)	<b>1,119,425</b>	<b>616,063</b>

The benefit of deferred tax assets not brought to account will only be brought to account if:

- Future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised; and
- The conditions for deductibility imposed by the relevant tax legislation continue to be complied with and no changes in tax legislation adversely affect the Company in realising the benefit.

	2022 \$	2021 \$
<b>6 CASH AT BANK AND IN HAND</b>	5,571,417	3,407,605
	<b>5,571,417</b>	<b>3,407,605</b>

The Company has a further \$4,000,000 in term deposits, see Note 9.

## 7 CURRENT ASSETS – TAX RECEIVABLES

	2022 \$	2021 \$
Research and development tax offset receivable	685,890	275,000
GST receivable	94,333	77,603
	<b>780,223</b>	<b>352,603</b>

## 8 OTHER RECEIVABLES AND PREPAYMENTS

	2022 \$	2021 \$
Prepayments	90,302	242,202
Interest receivable	13,117	-
Equipment deposit	-	126,199
	<b>103,419</b>	<b>368,401</b>

## 9 OTHER FINANCIAL ASSETS

	2022	2021
	\$	\$
Term deposit	4,000,000	-

The term deposit matures on 7 October 2022 and has an interest rate of 0.45%.

## 10 PLANT AND EQUIPMENT

	Plant and equipment \$	Office Furniture	Total \$
<b>Cost</b>			
Opening balance, 1 July 2021	33,626	21,947	55,573
Additions <sup>1</sup>	151,961	-	151,961
Closing balance, 30 June 2022	185,587	21,947	207,534
Opening balance, 1 July 2020	29,776	21,947	51,723
Additions	3,850	-	3,850
Closing balance, 30 June 2021	33,626	21,947	55,573
<b>Depreciation</b>			
Opening balance, 1 July 2021	29,776	21,947	51,723
Depreciation expense	20,607	-	20,607
Closing balance, 30 June 2022	50,383	21,947	72,330
Opening balance, 1 July 2020	29,776	21,947	51,723
Depreciation expense	-	-	-
Closing balance, 30 June 2021	29,776	21,947	51,723
<b>Written down value 30 June 2021</b>	3,850	-	3,850
<b>Written down value 30 June 2022</b>	135,204	-	135,204

<sup>1</sup>An amount of \$126,199 was prepaid as at 30 June 2021

## 11 CURRENT LIABILITIES - TRADE AND OTHER PAYABLES

	2022	2021
	\$	\$
Trade creditors	277,192	250,699
PAYG withholding tax	46,885	12,182
Accrued expenses	563,663	229,000
Superannuation payable	26,683	12,278
	<b>914,423</b>	<b>504,159</b>

## 12 CURRENT LIABILITIES - PROVISIONS

	2022	2021
	\$	\$
Provision for annual leave, opening balance	21,445	6,385
Provided during the year	14,555	15,060
Provision for annual leave, closing balance	<b>36,000</b>	<b>21,445</b>

### 13 CONVERTIBLE NOTES

	2022	2021
	\$	\$
Opening balance	-	300,003
Converted to equity	-	(300,003)
Closing balance	-	-

Each convertible note was convertible into one fully paid ordinary share at the option of the noteholder, at a price being the lower of \$1.50 (\$0.0574 post share split) and the price of the next equity capital raise. Convertible notes had an interest rate of 5% and were secured by a general charge over the assets of the Company.

The notes were converted into 200,002 fully paid ordinary shares (5,226,101 post share split) during the previous year.

### 14 CONTRIBUTED EQUITY

#### (a) Share capital

	2022 Shares	2022 \$	2021 Shares	2021 \$
Ordinary Shares Fully Paid	207,443,781	18,871,951	160,000,002	9,456,232

#### (b) Movements in ordinary share capital

		Number of Shares	Issue price	\$
Opening balance 30 June 2020		4,423,173		4,939,580
Share issue on conversion of convertible notes	1/12/2020	200,002	\$1.50	300,003
Share issue	7/1/2021	1,494,914	\$2.95	4,409,999
Shares issued for services rendered	1/4/2021	5,084	\$2.95	15,000
Cost of share issue		-		(208,350)
		6,123,173		9,456,232
Share split <sup>1</sup>		160,000,002		-
Closing balance 30 June 2021		160,000,002		9,456,232
Share issue on ASX listing	21/7/2021	40,000,000	\$0.25	10,000,000
Advisor share issue	21/7/2021	6,875,631	\$0.0001	688
Employee share issue <sup>2</sup>	29/12/2021	45,500	\$0.15	6,825
Share issue on exercise of options	2/5/2022	522,648		30,000
Cost of share issue		-		(621,794)
Closing balance 30 June 2022		207,443,781		18,871,951

<sup>1</sup>Share split approved by shareholders on 26 April 2021 on the basis of ~26.13 new shares for every one share held.

<sup>2</sup>The issue was not for cash and at a deemed issue price. No shares were issued to Key Management Personnel.

## 14 CONTRIBUTED EQUITY (CONTINUED)

### (c) Ordinary shares

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

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

### (d) Options

As at 30 June 2022, the following options over unissued ordinary shares were on issue:

Details	No of options	Issue date	Date of expiry	Conversion price (\$)
Employee options	2,889,456	20/11/2019	20/11/2029	\$0.0574
Employee options	2,311,560	30/01/2020	30/11/2030	\$0.0574
<b>Total 30 June 2020</b>	<b>5,201,016</b>			
Director, employee, consultant options	6,356,861	23/11/2020	23/11/2023	\$0.0574
<b>Options on issue post share split 30 June 2021</b>	<b>11,557,877</b>			\$0.0574
Options exercised	(522,648)	3/5/2022	30/11/2030	\$0.0574
<b>Total as at 30 June 2022</b>	<b>11,035,229</b>			

Options	2022 No.	2021 No.
Balance at beginning of year	11,557,877	199,042
Granted during the year	-	243,276
	11,557,877	442,318
Options exercised	(522,648)	-
Adjusted for share split <sup>1</sup>	-	11,557,877
<b>Balance at end of year</b>	<b>11,035,229</b>	<b>11,557,877</b>

Options have been adjusted for share split approved by shareholders on 26 April 2021 on basis of ~26.13 new options for every one option held. The weighted average exercise price of options on issue is \$0.0574 after adjusting for the share split (\$1.50 pre share split). The unlisted options issued during the previous year were valued using the Black-Scholes model. The weighted average remaining contractual life of the options is 3.15 years (2021: 4.15 years).

The options granted during the current year are NIL (2021: 6,356,861). The details relating to the terms and conditions and valuation of the prior year options issued are as follows:

	Series 3
Grant date	23/11/2020
Expiry date	23/11/2023
Exercise price adjusted for share split (\$)	\$0.0574
Expected volatility (%)	75.80
Risk-free interest rate (%)	0.14
Expected life (years)	3
Share price at this date (\$)	\$1.50
Fair value per option (\$)	0.7343
Adjusted for share split	6,356,861



## 14 CONTRIBUTED EQUITY (CONTINUED)

The vesting of options is subject to service periods and all options have vested.

The Company recognised expenses of \$369,584 in relation to share based payments for the year (2021: \$176,256). Of the amount expensed in 2022, \$360,000 is an accrual for shares issued on 25 August 2022 to the Chief Executive Officer. Included in the current year expense is an amount of \$6,825 in respect of shares issued to employees.

### (e) Capital risk management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can over time provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt (if any). Net debt is calculated as total borrowings less cash and cash equivalents. In order to maintain or adjust the capital structure, the Company may over time pay dividends to shareholders, return capital to shareholders, issue new shares, or take out debt facilities.

The capital management policy remains unchanged from the 30 June 2021 Annual Report.

## 15 RESERVES AND ACCUMULATED LOSSES

### (a) Reserves

Total reserves

2022	2021
\$	\$
<b>321,059</b>	<b>318,300</b>

#### Share based payments reserve

Movements in share based payments reserve were as follows:

Balance 1 July	318,300	142,044
Transfer to share based payments reserve	2,759	176,256
Balance 30 June	<b>321,059</b>	<b>318,300</b>

### (b) Accumulated losses

Movements in accumulated losses were as follows:

Opening accumulated losses	(6,167,677)	(4,642,707)
Loss for the year	(3,385,493)	(1,524,970)
Balance 30 June	<b>(9,553,170)</b>	<b>(6,167,677)</b>

### (c) Nature and purpose of reserves

The share based payment reserve comprises the cumulative value of employee services received through the issue of shares options. When the option is exercised, the related balance previously recognised in the share based payments reserve is transferred to share capital. When the share options expire, the related balance previously recognised in the share option reserve is transferred to accumulated losses.

## 16 COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2022, the Company has no capital commitments (2021: \$nil). The Company has no contingent liabilities as at 30 June 2022 (2021:\$nil).

## 17 RECONCILIATION OF LOSS AFTER INCOME TAX TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2022 \$	2021 \$
<b>Loss for the year</b>	(3,385,493)	(1,524,970)
Non-cash share based payments	369,584	176,256
Depreciation	20,607	-
Employee benefits provision	14,555	15,060
Other non cash items	-	(59)
<i>Change in operating assets and liabilities</i>		
Increase in trade and other receivables	(288,837)	(317,674)
Increase in trade and other payables	50,264	444,967
<b>Net cash outflow from operating activities</b>	<b>(3,219,320)</b>	<b>(1,206,420)</b>

There were no non-cash investing and financing activities during the year.

## 18 SEGMENT INFORMATION

BCAL Diagnostics Limited is an Australian company developing a novel blood screening test to improve the early diagnosis and monitoring of breast cancer that is safe, cost effective, accurate and available to all women regardless of age, race and geographic location. The Company has only one reporting segment in this and the prior year.

## 19 FINANCIAL RISK MANAGEMENT

### (a) Financial risk management

The Company's financial instruments consist mainly of deposits with banks, other receivables and payables.

The directors' overall risk management strategy seeks to assist the Company in meeting its financial targets, whilst minimising potential adverse effects on financial performance.

The Company does not speculate in financial assets.

#### *Credit risk*

The Company is currently not selling product or services and has no customer risk at present.

With respect to credit risk arising from other financial assets of the Company, which comprise cash and cash equivalents, the Company's exposure to credit risk arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

## 19 FINANCIAL RISK MANAGEMENT (CONTINUED)

The maximum exposure to credit risk at balance date is as follows:

	2022	2021
	\$	\$
Cash and cash equivalents (Note 6)	5,571,417	3,407,605
Other receivables (Note 8)	94,333	77,603
Research and development tax incentive receivable (Note 8)	685,890	275,000
Term deposit	4,000,000	-
	<b>10,351,640</b>	<b>3,760,208</b>

To deal with credit risk the Company deposits funds with banks with a credit rating of A+. Receivables risk is low as all receivables are due from government.

### Liquidity risk

The Company's policy is to maintain a comfortable level of liquidity through the continual monitoring of cash reserves and the raising of additional capital as required.

### (b) Financial instrument composition and maturity analysis

The table below reflects the undiscounted contractual settlement terms for financial instruments of a fixed period of maturity as well as management's expectations of the settlement period of all other financial instruments. As such, the amounts may not reconcile to the Statement of Financial Position.

	Within 1 year		1 to 5 years		Over 5 years		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
	\$	\$	\$	\$	\$	\$	\$	\$
<i>Financial liabilities - due for payment:</i>								
Trade and other payables	(914,423)	(504,159)	-	-	-	-	(914,423)	(504,159)
<b>Total contractual outflows</b>	<b>(914,423)</b>	<b>(504,159)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(914,423)</b>	<b>(504,159)</b>
Cash and cash equivalents	5,571,417	3,407,605	-	-	-	-	5,571,417	3,407,609
Other financial assets	4,000,000	-	-	-	-	-	4,000,000	-
Other receivables	780,223	352,603	-	-	-	-	780,223	352,603
<b>Total anticipated inflows</b>	<b>10,351,640</b>	<b>3,760,208</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>10,351,640</b>	<b>3,760,208</b>
<b>Net inflow on financial instruments</b>	<b>9,437,217</b>	<b>3,256,049</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,437,217</b>	<b>3,256,049</b>

### (c) Net fair values

The net fair value of assets and liabilities approximates their carrying value, due to their short term nature.

The aggregate net fair values and carrying amounts of financial assets and financial liabilities are disclosed in the Statement of Financial Position and notes to the financial statements.

## 19 FINANCIAL RISK MANAGEMENT (CONTINUED)

### (d) Market risk

#### Foreign currency risk

The Company undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. Foreign exchange risk is currently minimal.

### (e) Interest rate risk

The Company is exposed to interest rate risk as the Company deposits the bulk of the Company's cash reserves in term deposits with the Commonwealth Bank. The risk is managed by the Company by maintaining an appropriate mix of term deposits.

## 20 Earnings per share

	<b>2022</b> <b>Cents</b>	<b>2021</b> <b>Cents</b>
Basic and diluted loss per share (cents per share)*	(1.66)	(1.13)
<b>Weighted average number of shares</b>		
Basic and diluted loss per share calculation*	204,285,974	134,707,382
<b>Loss for the period used in earnings per share</b>		
From continuing operations	(3,385,493)	(1,524,970)

\* calculation is after share split of ~26.13 new shares for every one share

## 21 RELATED PARTY TRANSACTIONS

### (a) Key management personnel

The total remuneration paid to key management personnel of the Company during the year is as follows:

	<b>2022</b> <b>\$</b>	<b>2021</b> <b>\$</b>
Short-term employee benefits	771,781	388,189
Post-employment benefits	39,244	27,478
Share based payments	362,759	160,017
	<b>1,173,784</b>	<b>575,684</b>

### (b) Transactions with other related parties

During the prior year parties associated with the directors Ms Jayne Shaw and Mr Ronald Phillips (the "Investors") converted 200,001 convertible notes of \$1 each into 133,334 fully paid ordinary shares (pre share split) of \$1.50 each, equally. Post share split this amounted to 3,484,050 new shares.

## 22 AUDIT FEES

	2022	2021
	\$	\$
Audit Fees – current year	60,000	34,000
- prior year	-	35,000
Other services <sup>1</sup>	-	36,591
	<b>60,000</b>	<b>105,591</b>

<sup>1</sup>Other services relate to assurance services for the initial public offering.

## 23 EVENTS SUBSEQUENT TO BALANCE DATE

On 25 August 2022 the Company issued 4,000,000 shares to the Chief Executive Officer, Dr John Hurrell at a deemed price of \$0.09 per share. The shares are restricted from sale for a period of three years to 31 August 2025.

Other than as outlined above no matter or circumstance has arisen since 30 June 2022 that has significantly affected, or may significantly affect:

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

## 24 COMPANY DETAILS

*Corporate Head Office and Principal Place of Business*

Suite 506, Level 5, 50 Clarence Street, Sydney NSW 2000.

## DIRECTORS' DECLARATION

The directors of the Company declare that:

1. In the opinion of the directors of BCAL Diagnostics Limited ('the Company'):
  - a. The financial statements and notes thereto, as set out on pages 21 to 41, are 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 2022 and of the performance of the Company for the year then ended; and
    - ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.
2. 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 financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
4. This declaration has been made after receiving the declarations required to be made to the directors in accordance with Section 295A of the Corporations Act 2001 for the financial year ended 30 June 2021.

This declaration is signed in accordance with a resolution of the Board of Directors made pursuant to s.295(5)(a) of the Corporations Act 2001.



**Jayne Shaw**  
**Executive Chair**

**29 September 2022**

Level 16, Tower 2 Darling Park  
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Sydney NSW 2000

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Sydney NSW 2001

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**Independent Auditor's Report  
To the Members of BCAL Diagnostics Limited  
ABN 51 142 051 223**

**Report on the Audit of the Financial Report**

*Opinion*

We have audited the financial report of BCAL Diagnostics Limited ("the Company"), which comprises the statement of financial position as at 30 June 2022, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- a) giving a true and fair view of the Company's financial position as at 30 June 2022 and of its financial performance for the year ended; and
- b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

*Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

*Key Audit Matters*

Key audit matters are those that, in our professional judgement, were of more significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Adelaide Brisbane Melbourne Newcastle Perth Sydney

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**BCAL Diagnostics Limited  
Independent Auditor's Report  
To the Members of BCAL Diagnostics Limited  
ABN 51 142 051 223**

*Other information*

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

Our opinion on the financial report does not cover the other information and 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.

*Responsibility of 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 have no realistic alternative but to do so.

*Auditor's Responsibilities for the Audit of the Financial Report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

As part of an audit in accordance with Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.



**BCAL Diagnostics Limited  
Independent Auditor's Report  
To the Members of BCAL Diagnostics Limited  
ABN 51 142 051 223**

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on the Remuneration Report**

### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included in pages 14 to 18 of the Directors' Report for the year ended 30 June 2022. In our opinion, the Remuneration Report of BCAL Diagnostics Limited, for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001*.

### *Responsibilities*

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



**Scott Whiddett**  
Partner

29 September 2022



**Pitcher Partners**  
Sydney

## ASX ADDITIONAL INFORMATION

Additional information required by the Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 16 September 2022.

### (a) Distribution of Equity Securities

#### Holdings Range Report BCAL Diagnostics Limited

Security Classes:  
As at Date:

**BDX - ORDINARY FULLY PAID SHARES**  
**16-Sep-2022**

Holding Ranges	Holders	Total Units	% Issued Share Capital
above 0 up to and including 1,000	14	1,163	0.00%
above 1,000 up to and including 5,000	102	341,615	0.16%
above 5,000 up to and including 10,000	129	1,039,513	0.49%
above 10,000 up to and including 100,000	273	12,568,161	5.94%
above 100,000	147	197,493,329	93.40%
<b>Totals</b>	<b>665</b>	<b>211,443,781</b>	<b>100.00%</b>

### (b) Substantial Shareholders

The company has the following substantial shareholders, as defined by the Corporations Act 2001, as at the date of this report:

Substantial shareholders		
The names of the substantial shareholders in the Company, the number of equity securities to which each substantial holder's associates have a relevant interest, as disclosed in substantial holding notices given to the Company are:		
Holders Name	No of shares	% of Issued Capital
JAYNE SHAW - NABELLE PTY LTD <THE SHAW SUPER FUND A/C> +OPSC P/L	28,536,780	13.50%
RONALD ANTHONY AND ANN-MARIE PHILLIPS	26,672,313	12.61%
MERCHANT FUNDS MANAGEMENT PTY LTD AS MANAGER OF THE MERCHANT BIOTECH FUND	20,000,000	9.46%
CAPITAL PROPERTY CORPORATION PTY LTD <CARRINGTON A/C>	14,037,065	6.64%
MERA VALE NO 3 PTY LTD <MERA VALE NO 3 A/C>	12,943,471	6.12%
THE TRUST COMPANY (AUSTRALIA) LIMITED <MOF A/C>	12,000,000	5.68%
THE TRUST COMPANY (AUSTRALIA) LIMITED <MBF A/C>	9,225,000	4.36%

### (c) Voting rights

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

### (d) Top Twenty Shareholders

Security  
classes: **BDX - ORDINARY FULLY PAID SHARES**  
As at date: **16-Sep-2022**  
Display top: **20**

Position	Holder Name	Holding	% IC
1	NABELLE PTY LTD <THE SHAW SUPER FUND A/C>	19,162,405	9.06%
2	ANN-MARIE PHILLIPS	16,574,988	7.84%
3	CAPITAL PROPERTY CORPORATION PTY LTD <CARRINGTON A/C>	14,037,065	6.64%
4	MERA VALE NO 3 PTY LTD <MERA VALE NO 3 A/C>	12,943,471	6.12%
5	THE TRUST COMPANY (AUSTRALIA) LIMITED <MOF A/C>	12,000,000	5.68%
6	THE TRUST COMPANY (AUSTRALIA) LIMITED <MBF A/C>	9,225,000	4.36%
7	RONALD ANTHONY PHILLIPS	8,260,604	3.91%
8	COOLBRUN PTY LTD <THE COOLBRUN FAMILY A/C>	6,633,789	3.14%
9	NABELLE PTY LTD <THE SHAW FAMILY A/C>	5,815,172	2.75%
10	CARWOOLA PASTORAL CO PTY LTD	4,424,895	2.09%
11	JOHN HURRELL	4,000,000	1.89%
12	ANGELO KORSANOS & ANTONIA KORSANOS <KORSANOS FAMILY A/C>	3,484,050	1.65%
12	VINTAGE DAWN PTY LTD <JAMIE + CAROLINE ODELL S/F>	3,484,050	1.65%
13	SEAN KENNEDY	3,300,303	1.56%
14	PIASTER PTY LTD <TROLLIP FAMILY S/F A/C>	3,147,649	1.49%
15	DARVILLE PTY LIMITED	3,101,660	1.47%
16	SCAPA PTY LTD <THE SCAPA A/C>	3,048,563	1.44%
17	NABELLE PTY LTD < NABELLE MDDC A/C>	2,592,025	1.23%
18	MR PETER ALAN MURRAY	2,100,558	0.99%
19	PAC PARTNERS SECURITIES PTY LTD	2,062,689	0.98%
20	DICKIE INVESTMENTS PTY LTD	1,993,006	0.94%
	<b>Total</b>	<b>141,391,942</b>	<b>66.87%</b>
	<b>Total issued capital - selected security class(es)</b>	<b>211,443,781</b>	<b>100.00%</b>

(e) The Company had 130 Shareholders with unmarketable parcels as at 16 September 2022.