

Appendix 4D Interim financial report for the half-year ended 31 December 2021

The following information is presented in accordance with Listing Rule 4.2A.3 of the Australian Securities Exchange ("ASX").

1. Details of the reporting period and the previous corresponding period

Current reporting period	the half year ended 31 December 2021
Previous corresponding period	the half year ended 31 December 2020

2. Results for announcement to the market

	Up/down	Movement %		A\$'000
2.1 Revenue and other income from ordinary activities	up	255%	to	8,229
2.2 Profit/(loss) after tax from ordinary activities attributable to members	up	1412%	to	786
2.3 Net profit/(loss) for the period attributable to members	up	383%	to	203
2.4 Total comprehensive profit/(loss) for the period attributable to members	up	1293%	to	766

2.5 Dividends

No dividends will be paid.

2.6 Record date for determining entitlements to the dividend

Not applicable.

2.7 Brief explanation of any of the figures reported above necessary to enable the figures to be understood

A brief explanation of any of the figures in 2.1 to 2.4 above, is contained in the Interim Financial Report for the half year ended 31 December 2021.

3. Net tangible assets per security

	Current period	Previous corresponding period
3 Net tangible asset backing per ordinary security	3.32¢	4.01¢

4. Details of entities over which control has been gained or lost during the period

During the period, control was not gained over any entity.

During the period, control was lost over the following entities:

Name of entity	Date control lost
Smartrans (HK) Ltd	15 December 2021
SmartTrans Technology (Beijing) Ltd	
Beijing SmartTrans Import and Export Trade Co Ltd	
Digi 8 Limited	

Refer to Note 11 to the Financial Statements for further details.

5. Dividends information

Not applicable: No dividend declared or distributed in relation to half-year ended 31 December 2021 (previous corresponding period: nil).

6. Details of dividend or distribution reinvestment plans in operation

Not applicable: The Company does not have a dividend reinvestment plan.

7. Details of associates and joint venture entities

Name of entity	% securities held
RC Birli Pty Ltd	49%

The associate's contribution to net profit is not material. Refer to Note 12 to the Financial Statements for further details.

8. Foreign entities, Accounting Standards used in compiling the report

The information provided in the Appendix 4D has been prepared in accordance with Australian Accounting Standards

9. Independent review by the Auditor

The Interim Financial report has been reviewed by BDO Australia. The review report is provided as part of the Interim Financial Report and it is not subject to a modified opinion, emphasis of matter or other matter paragraph.

Periodic Disclosure Requirements Compliance Statement

- 1 The Appendix 4D information is based on the Interim Financial Report for the half-year ended 31 December 2021 that is attached to the Appendix 4D information.
- 2 The Interim Financial Report has been prepared in accordance with AASB 134 Interim Financial Reporting.
- 3 Except where noted in the report, the interim report and information provided in Appendix 4D uses the same accounting policies as those applied at 30 June 2021, except mandatory changes under the Australian equivalents to International Financial Reporting Standards (A-IFRS).
- 4 The Appendix 4D information gives a true and fair view of the matters disclosed in the Interim Financial Report.

Geoffrey Jamieson

GEOFFREY JAMIESON

Managing Director

Brisbane, Queensland

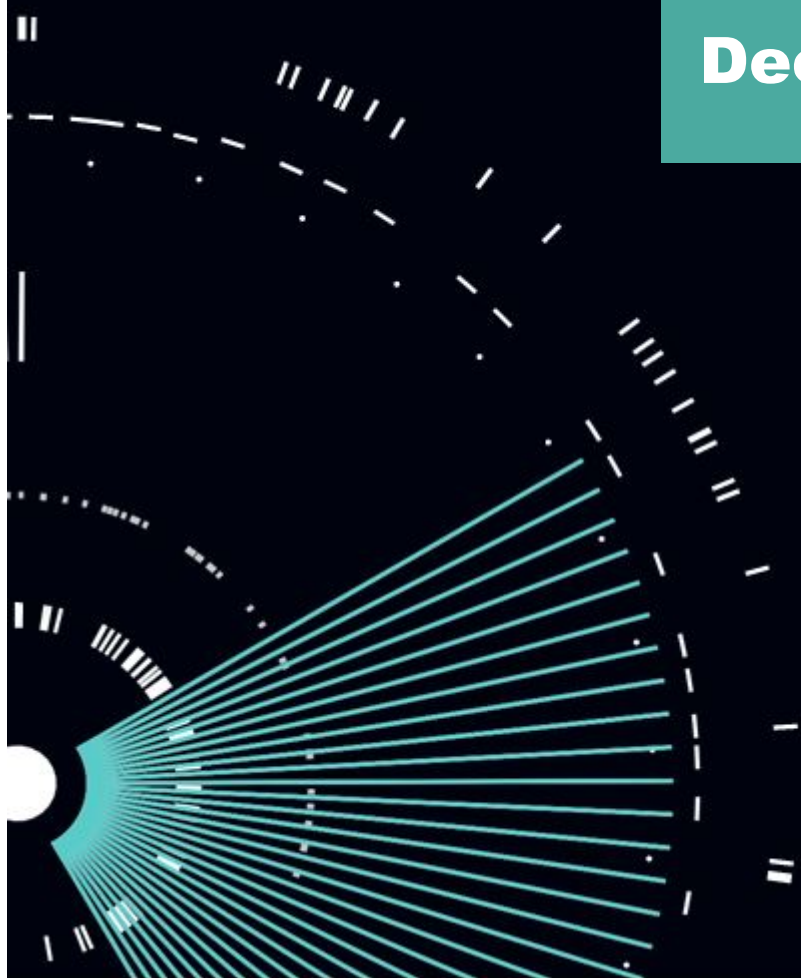
Date: 22 February 2022



ORCODA << optimise
everything
OPERATIONAL EFFICIENCY SPECIALISTS

ORCODA LIMITED

Interim Financial Report December 2021



plan. mobilise. manage.

**Australia's leading
Transport Logistics &
Transport Services Provider**



**Orcoda Limited
and controlled entities
ABN 86 009 065 650**

**INTERIM FINANCIAL REPORT
FOR THE HALF-YEAR ENDED 31 DECEMBER 2021**

TABLE OF CONTENTS

Directors' Report	2
Auditor's Independence Declaration	7
Consolidated Statement of Profit or Loss and Other Comprehensive Income	8
Consolidated Statement of Financial Position	10
Consolidated Statement of Changes in Equity	11
Consolidated Statement of Cash Flows	12
Notes to the Financial Statements	13
Directors' Declaration	29
Independent Auditor's Review Report	30

DIRECTORS' REPORT



Your Directors present their report together with the interim report of the consolidated entity for the half year ended 31 December 2021.

DIRECTORS

The names of Directors in office at the date of this report are:

Nicholas Johansen	Non-Executive Chairman
Geoffrey Jamieson	Managing Director
Geoffrey Williams	Executive Director (appointed 1 st Feb 2021)
Stephen Pronk	Non-Executive Director
Brendan Mason	Non-Executive Director

The above-named Directors held office during and since the end of the half-year, unless otherwise stated.

REVIEW OF OPERATIONS | HALF YEAR SUMMARY

Highlights

Revenue from operations increased to \$7,852,002 for the half year period to 31 December 2021 from \$1,974,665 in corresponding half-year period to December 2020.

	Consolidated	
	31 Dec 2021	31 Dec 2020
	\$	\$
Transport Logistics	162,180	605,720
Healthcare Logistics	256,752	395,548
Resource Logistics	7,433,070	973,397
Total revenue and other income	7,852,002	1,974,665

Consolidated operating profit before income tax of \$792,728 from continuing operations as against operating profit of \$51,639 from corresponding half-year period.

The EBITDA of the divisions are as follows

	Consolidated	
	31 Dec 2021	31 Dec 2020
	\$	\$
EBITDA		
Transport Logistics	(100,983)	186,693
Healthcare Logistics	137,075	85,341
Resource Logistics	1,734,209	37,555

Positive cash flow of \$1,276,159 from operating activities for the half-year period to 31 December 2021 compared to \$63,820 in corresponding half-year period to December 2020.



Operational

Orcoda Limited (ASX:ODA) is a leading smart technology Transport logistics and Transport services provider with expertise in business efficiency and optimization of road, rail & air transportation and building infrastructure. We are operational efficiency specialists within our three main divisions of Healthcare Logistics (aged and disability transport and health transport services), Transport Logistics (metro services, line haul and field services) and Resource Logistics (oil & gas, mining and infrastructure).

Our clients come from a diverse array of industry sectors and include some of Australia's largest companies operating in Oil & Gas, Mining, Infrastructure, Transport and Healthcare sectors.

Our competitive advantage is that our technology platforms for managing people and assets make us best in class at contracting and managing projects.

Our technology has been developed around safety, governance and compliance with the focus on Services Orientated Architecture (SOA), Artificial Intelligence (AI), Machine Learning (ML), Virtual Reality (VR), Augmented Reality (AR) and Internet of Things (IOT) all interconnected through smart light poles on road, rail & air infrastructure used to build transportation highways that are smart and interconnected with assets and people who utilize those transportation highways.

Orcoda has developed a strategy to grow each division by way of acquisition to ensure we are well positioned to capitalise on the major infrastructure spend by Governments in road, rail and air infrastructure. Orcoda has completed the first acquisition for the Resource Logistics division by acquiring the Betta Group of Companies on 1st December 2020.

Betta Group is a dedicated transport services business specialising in power servicing and maintenance on rail, road and air infrastructure which fits very well into our Resource Logistics Division.

- Contract Management of power based projects in Transport related Rail, Road and Air for Oil & Gas, Mining & Major Infrastructure;
- Asset Management and maintenance of power infrastructure; and Maintenance of Rail, Road and Air power Infrastructure.
- Installation of smart poles on major rail, road and air infrastructure projects.



DIRECTORS' REPORT

ORCODA'S DIVISIONS

HEALTHCARE

Health transport services



TRANSPORT

Line haul, metro deliveries, field services



RESOURCES

Oil & gas, mining, infrastructure



CUSTOMERS PAST & PRESENT ORCODA / BETTA



The company's cash holdings at 31 December 2021 were \$3,001,194 plus a term deposit of \$209,328.

R&D grants totalling \$393,749 were received in cash from ATO during the half year period for prior FY21 R&D programs.

Outlook

The company is pleased to advise that the Resource Logistics division is operating profitably with an excellent pipeline of work for the future. The division's smart light pole technology built around Artificial Intelligence (AI), Machine Learning (ML), Augmented Reality (AR), Virtual Reality (VR), and Internet of Things (IOT) for road,



DIRECTORS' REPORT

rail, and air projects, linked to our people and asset transport technology, with installation by Betta Power, is an exciting initiative for future revenue. The division's new Supply Nation indigenous program should provide a further pipeline of work on major transport infrastructure projects. Also, the division is gearing up for the start of 2022 season at Mt Buller.

The Healthcare Logistics division continues to expand its revenues with income coming in from our SaaS platform, income being generated from our Community Transport vehicles, and R&D grants from its continuing R&D program. The division looks forward to starting up its program of License sales again in the future as the need for more vehicles occurs as more people start to travel again.

The Transport Logistics division has lowered overheads and increased revenues entering into further contracts with clients utilising our transport logistics platform.

All in all, we are now back in a growth phase again with sales forecasts for the financial year for the three Australian divisions, Healthcare Logistics, Transport Logistics and Resource Logistics, all looking promising and the Company on a consolidated basis currently trading profitably.

DIRECTORS' REPORT



Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is included in this interim financial report.

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

On behalf of the Directors

Geoffrey Jamieson

GEOFFREY JAMIESON

Managing Director

Brisbane, Queensland

Dated: 22nd February 2022

AUDITORS INDEPENDENCE DECLARATION



Tel: +61 7 3237 5999
Fax: +61 7 3221 9227
www.bdo.com.au

Level 10, 12 Creek St
Brisbane QLD 4000
GPO Box 457 Brisbane QLD 4001
Australia

DECLARATION OF INDEPENDENCE BY CAMERON HENRY TO THE DIRECTORS OF ORCODA LIMITED

As lead auditor of Orcoda Limited for the half-year ended 31 December 2021, I declare that, to the best of my knowledge and belief, there have been:

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

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



Cameron Henry
Director

BDO Audit Pty Ltd

Brisbane, 23 February 2022

BDO Audit Pty Ltd ABN 33 134 022 870 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation.



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the half-year ended 31 December 2021

	Note	31 Dec 2021 \$	31 Dec 2020 \$
Continuing Operations			
Revenue	7	7,852,002	1,974,665
Research and development tax incentive accrual		257,500	195,000
Other income		118,819	141,509
Interest revenue		930	7,661
Expenses			
Employee benefits expense		(2,281,934)	(237,450)
Material, installation and R&D expense		(2,859,734)	(929,985)
Depreciation expense		(287,049)	(107,379)
Consultancy cost		(815,199)	(536,806)
Share registration regulatory and compliance costs		(71,225)	(100,547)
Rental and occupancy costs		(143,013)	(109,959)
Travelling and accommodation costs		(660,188)	(88,170)
Legal and associated costs		-	(26,278)
Interest expense / Finance cost		(25,794)	-
Other expenses		(292,362)	(130,655)
Foreign exchange gain		(25)	33
Profit/(Loss) before income tax from continuing operations		792,728	51,639
Income tax (expense) / benefit		(6,649)	-
Profit/(Loss) after income tax from continuing operations		786,079	51,639
Discontinued Operations			
Loss after income tax from discontinued operations	11	(583,083)	(9,369)
Profit/(Loss) for the half-year		202,996	42,270
Other comprehensive income for the half-year			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation reserve		(4,440)	12,637
Reclassification of foreign exchange differences on deconsolidation of subsidiaries	11	567,156	-
Total comprehensive profit/(loss) for the half-year		765,712	54,907
Total comprehensive profit/(loss) for the half-year attributable to members:			
Continuing operations		786,079	51,639
Discontinued operations		(20,367)	3,268
Total comprehensive profit/(loss) for the half-year		765,712	54,907



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the half-year ended 31 December 2021

Earnings/(loss) per share			
From continuing operations	14		
Basic (cents per share)		0.53	0.05
Diluted (cents per share)		0.53	0.05
From discontinued operations	14		
Basic (cents per share)		(0.01)	0.00
Diluted (cents per share)		(0.01)	0.00
Earnings per share (cents) (basic and diluted) attributable to the owners of Orcoda Limited	14		
Basic (cents per share)		0.52	0.05
Diluted (cents per share)		0.52	0.05

The accompanying notes form part of these financial statements.



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2021

	Note	31 Dec 2021 \$	30 Jun 2021 \$
Current Assets			
Cash and cash equivalents		3,001,194	2,370,914
Trade and other receivables		2,122,397	2,354,081
Other financial assets		209,328	100,000
Other assets		461,750	586,374
Total Current Assets		5,794,669	5,411,369
Non-Current Assets			
Intangible assets	9	8,713,117	8,713,117
Investment in associates	12	54,765	54,765
Plant and equipment	10	3,651,706	3,054,859
Right-of-use assets		262,212	342,510
Total Non-Current Assets		12,681,800	12,165,251
TOTAL ASSETS		18,476,469	17,576,620
Current Liabilities			
Trade and other payables		1,080,373	1,391,541
Employee benefits		400,698	209,526
Lease liability		124,176	148,871
Current deferred revenue		80,000	80,000
Financial liability	5	1,908,827	1,400,000
Total Current Liabilities		3,594,074	3,229,938
Non-Current Liabilities			
Lease liability		152,820	205,935
Deferred revenue		160,000	200,000
Financial liability	5	958,951	1,095,835
Total Non-Current Liabilities		1,271,771	1,501,770
TOTAL LIABILITIES		4,865,845	4,731,708
NET ASSETS		13,610,624	12,844,912
EQUITY			
Issued capital	13	100,359,319	100,359,319
Reserves		217,500	(349,656)
Accumulated losses		(86,966,195)	(87,164,751)
TOTAL EQUITY		13,610,624	12,844,912

The accompanying notes form part of these financial statements



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the half-year ended 31 December 2021

	Note	Ordinary Share Capital \$	Reserves \$	Accumulated losses \$	Total Equity \$
Balance at 1 July 2020		95,356,131	(37,387)	(87,934,016)	7,384,728
Comprehensive income					
Foreign Currency Translation		-	12,637	-	12,637
Profit / (Loss) for the period		-	-	42,270	42,270
Total comprehensive income			12,637	42,270	54,907
Transactions with owners in their capacity as owners:					
Shares issued during the half year		2,500,000	-	-	2,500,000
Cost of shares issued		(22,432)	-	-	(22,433)
Balance at 31 December 2020		97,833,699	(24,750)	(87,891,746)	9,971,203
Balance at 1 July 2021		100,359,319	(349,656)	(87,164,751)	12,844,912
Comprehensive income					
Foreign Currency Translation		-	-	(4,440)	(4,440)
Profit / (Loss) for the period		-	567,156	202,996	770,152
Total comprehensive income			567,156	198,556	765,712
Transactions with owners in their capacity as owners:					
Shares issued during the half year		-	-	-	-
Balance at 31 December 2021		100,359,319	217,500	(86,966,195)	13,610,624

The accompanying notes form part of these financial statements.



CONSOLIDATED STATEMENT OF CASH FLOW

For the half-year ended 31 December 2021

	Note	31 Dec 2021 \$	31 Dec 2020 \$
Cash Flows from Operating Activities			
Receipts from customers		8,897,692	2,348,641
Payments to suppliers and employees		(8,083,417)	(2,696,544)
Research and development tax incentive receipt		393,749	421,582
Proceeds from government grant		93,000	20,000
Interest received		930	7,667
Interest expense on lease liability		(8,830)	(21,167)
Other interest and cost of finance paid		(16,965)	(16,359)
Net cash from/(used in) Operating Activities[#]		1,276,159	63,820
Cash Flows from Investing Activities			
Net payments for acquisition of Betta group	5	(500,000)	(959,624)
Proceeds from subsidiary disposal	11	2,903	-
Payments for property, plant and equipment		(206,620)	(15,970)
Proceeds from/(Payment for) other financial assets		(109,328)	59,000
Proceeds from security bonds		1,000	-
Net cash from/(used in) Investing Activities[#]		(812,045)	(916,594)
Cash Flows from Financing Activities			
Payment for capital raising costs		-	(22,432)
Proceeds from borrowings	5	850,000	200,000
Repayment of borrowings	5	(605,960)	-
Principal repayment of lease liability		(77,874)	(87,272)
Net cash from/(used in) Financing Activities[#]		166,166	90,296
Cash and cash equivalents at beginning of period		2,370,914	1,371,549
Net increase/(decrease) in cash and cash equivalents		630,280	(762,478)
Effects of foreign exchange		-	(162)
Cash and cash equivalents at end of period		3,001,194	608,909

[#] The consolidated statement of cash flows includes cash flows from discontinued operations as detailed in Note 11.

The accompanying notes form part of these financial statements



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The financial statements cover the consolidated entity of Orcoda Limited and its controlled entities. Orcoda Limited is a listed company and incorporated and domiciled in Australia. The financial statements are presented in Australian dollars, which is Orcoda Limited's functional and presentation currency.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 22 February 2022.

These general-purpose financial statements for the interim half-year reporting period ended 31 December 2021 have been prepared in accordance with Australian Accounting Standard AASB 134 *'Interim Financial Reporting'* and the *Corporations Act 2001*, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 *'Interim Financial Reporting'*.

These general-purpose financial statements do not include all the notes of the type normally included in an annual financial report. Accordingly, these financial statements are to be read in conjunction with the annual financial report for the year ended 30 June 2021 and any public announcements made by the Company during the half-year in accordance with the continuous disclosure requirements arising under *Corporations Act 2001*.

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

New accounting standards and interpretations adopted during the half-year did not have a material impact to the consolidated financial statements.

Going concern

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

As disclosed in the financial statements, the consolidated entity recorded a profit from continuing operations of \$786,079 and had net cash inflows from operating activities of \$1,276,159 for the period ended 31 December 2021.

The Directors believe that it is reasonably foreseeable that, despite COVID-19 impacting the group, the consolidated entity will continue as a going concern after consideration of the following factors:

- the Company has been cash flow positive for all quarters of previous financial year as well as in this half year;
- the Company traded profitably in the previous financial year and also in this half year;
- the Company has successfully raised capital as and when required;
- the Company received R&D incentive payments of \$393,749 during the current reporting period which was related to FY2021, and is confident it will receive such payments into the future in respect of R&D expenditure incurred. These amounts are included in the cash flow forecasts;
- Beta group acquisition has substantially contributed to the Resource division revenues, profitability and cash flows;



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES (CONT)

- the cash flow forecasts for the consolidated entity indicate there will be sufficient funds to enable its cash requirements to be met over the 12-month period from the date of this report and sufficient working capital to enable the consolidated entity to meet its debts as and when they fall due;
- the consolidated entity expects to generate income from existing contracts in accordance with its cash flow forecasts; and
- marketing and administration costs are constantly being monitored so that they are kept at minimal levels and reduced where possible to underwrite profitability.

Accordingly, the Directors believe it is appropriate to adopt the going concern basis in the preparation of the financial report.

NOTE 2: BUSINESS COMBINATIONS

In the half-year ended 31 December 2021, there was no new business combination.

In the prior period, on 1 December 2020, Orcoda Limited acquired 100% of the ordinary shares of Betta Group of Companies Qld Pty Ltd., because it significantly adds value and efficiency to the business and will optimise the outcome of major infrastructure projects and enables us to deliver better value for our customers. Subsequent to 30 June 2021, no changes has been made with regards to the fair value measurement of the business combination.

NOTE 3: EVENTS SUBSEQUENT TO REPORTING DATE

Significant events subsequent to reporting date:

- Geoffrey Williams met a 12 month bonus KPI under his consultancy agreement that entitles him to \$120,000 payable in Orcoda fully paid shares @ 16 cents per share which equates to an entitlement to 750,000 fully paid shares in Orcoda. The \$120,000 has been accrued under employee benefits as the issuance of shares needs to be approved by the shareholders.
- On 1st February 2022, the shareholders agreed to issue performance rights to incentivise and remunerate directors for services over the next 12 months. It is a contractual right that completion of the relevant hurdle or milestone provides the recipient with the right to convert those to ordinary shares anytime 3 years from their date of grant, subject to the 18-months vestment being met. Total number of Performance rights: 7,400,000 in total value of \$1,169,200. The valuation is based on the 30-day VWAP preceding 1 January 2022 (ie. \$0.158).
- Geoff Williams, for personal reasons, is resigning from the Board of Orcoda Limited effective 28 February 2022, but will be remaining as a director of Betta Group and will continue working with Orcoda.

No other matter or circumstance has arisen since 31 December 2021 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 4: CONTINGENT LIABILITIES

The consolidated entity has \$102,273 (exclusive of GST) contingent liabilities as a part of its contract with Mt Buller and Mt Stirling Management Board. This amount is contingent on the Company generating future revenue (30 June 2021: \$102,273). The adjustment of the amount of contingent liability may be adjusted within the provisions of the exceptional circumstance's clauses in the agreement between Mt Buller and Mt Stirling Management Board and Orcoda.

NOTE 5: FINANCIAL LIABILITIES

	Consolidated	
	31 Dec 2021	30 June 2021
	\$	\$
Short term borrowings	-	400,000
Chattel mortgage	312,992	-
Current proportion of cash earn-out being a part of the consideration for acquiring Betta*	1,000,000	1,000,000
Funds owing from Betta to Geoffrey Williams from periods prior to the effective acquisition date of 1st December 2020	595,835	-
Total current financial liabilities	1,908,827	1,400,000
Chattel mortgage	958,951	-
Non-current proportion of cash earn-out being a part of the consideration for acquiring Betta	-	500,000
Funds owing from Betta to Geoffrey Williams from periods prior to the effective acquisition date of 1st December 2020	-	595,835
Total non-current financial liabilities	958,951	1,095,835

* Betta achieved the target \$1,000,000 EBITDA for the 6-month period ended 31 December 2021, hence the second earn-out has been paid in January 2022. An additional agreement was concluded that the excess EBITDA will be carried over to the next period. Due to this fact and the successful operation of Betta Group of Companies, the Directors believe it is highly probable that the target EBITDA threshold will also be achieved in the next period, the total amount of remaining earn out is presented as current liability.



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

Reconciliation of movements of financial liabilities

	Consolidated	
	31 Dec 2021	30 June 2021
	\$	\$
Current financial liabilities opening balance	1,400,000	-
Proceeds from short term loan	150,000	600,000
Repayment of short term loan	(550,000)	(200,000)
Proceeds from chattel mortgages	700,000	-
Repayment of chattel mortgages	(55,960)	-
New chattel mortgages	627,903	-
Reclassifying non-current portion of chattel mortgages to non-current liability	(958,951)	-
Cash earn-out paid in the period	(500,000)	-
Reclassifying cash earn-out to current liability	500,000	1,000,000
Reclassifying non-current funds owing from Betta to Geoffrey Williams from periods prior to the effective acquisition date of 1st December 2020 to current liability	595,835	-
Current financial liabilities at the end of the period	1,908,827	1,400,000
Non-current financial liabilities opening balance	1,095,835	-
Reclassifying non-current portion of chattel mortgages to non-current liability	958,951	-
Taking up cash earn-out being a part of the consideration for acquiring Betta	-	1,500,000
Reclassifying cash earn-out to current liability	(500,000)	(1,000,000)
Taking up funds owing from Betta to Geoffrey Williams from periods prior to the effective acquisition date of 1st December 2020	-	595,835
Reclassifying non-current funds owing from Betta to Geoffrey Williams from periods prior to the effective acquisition date of 1st December 2020 to current liability	(595,835)	-
Non-current financial liabilities at the end of the period	958,951	1,095,835

The short term loans were provided by director-related entities and the facilities had the same terms and conditions as offered by an independent lender.

The chattel mortgages were provided by independent lenders to fund the purchase of equipment. The term of the mortgages varies from 36 month to 60 months, the interest rate ranges from 3.75% to 5.75% per annum.

The carrying amounts of non-current assets pledged as security for the chattel mortgages:

	31 Dec 2021	30 June 2021
	\$	\$
Plant and equipment	1,283,815	-



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 6: SEGMENT INFORMATION

(a) Description of segments

The consolidated entity has identified its operating segments based on internal reports that are provided to the Board of Directors on a regular basis.

The consolidated entity identified three operating segments - Transport Logistics, Resource Logistics and Healthcare Logistics. Pursuant to acquisition of the Betta Group of Companies, the consolidated entity identified Betta as a part of the Resource Logistics division, therefore Betta has been included in the Resource Logistics segment. E-commerce segment refers to the former business operation in China, which has been sold in this reporting period, hence the segment information report for the half-year ended 31 December 2021 does not include any amounts for this segment.

	Principal products and services
Transport logistics	SaaS cloud product providing enterprise customers with large transport fleets optimised job scheduling as well as enhanced fleet management.
Resource logistics	Technology product helping energy, mining and infrastructure companies simplify the management complexity of mass workforce and people deployments.
Healthcare logistics	Transport as a service that delivers healthcare providers with an outsourced management model for optimised scheduling and routing for their vehicle fleet or a totally outsourced model whereby we supply our fleet and drivers utilising our technology to deliver cost savings to our clients.



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

(b) Segment information

The below segment summary shows operating results and assets and liabilities by segments:

For the half-year ended 31 December 2021	Transport logistics \$	Resource logistics \$	Healthcare logistics \$	Corporate HQ \$	Total \$
Revenue					
Sales to external customers	162,180	7,433,070	256,752	-	7,852,002
Intersegment sales.	205,684	-	-	-	205,684
Total sales revenue	367,864	7,433,070	256,752	-	8,057,686
R&D Tax incentive	140,000	50,000	67,500	-	257,500
Other income	(1,318)	120,137	-	-	118,819
Total segment revenue	506,546	7,603,207	324,252	-	8,434,005
Intersegment eliminations					(205,684)
Unallocated revenue					
Interest revenue					930
Total revenue					8,229,251
EBITDA					
	(100,983)	1,734,209	137,075	(665,660)	1,104,641
Interest revenue	-	-	-	930	930
Depreciation and amortisation	(19,408)	(216,011)	(19,372)	(32,258)	(287,049)
Finance expense	(1,629)	(10,136)	(3,807)	(10,222)	(25,794)
Profit before income tax expense	(122,020)	1,508,062	113,896	(707,210)	792,728
Income tax expense					(6,649)
Profit after income tax expense					786,079
Assets					
Segment assets	391,494	8,142,765	287,984	-	8,822,243
Unallocated assets:					
Cash and cash equivalents					746,633
Other financial asset					100,930
Other current assets					93,780
Intangible assets					8,663,270
Other non-current asset					49,613
Total Assets					18,476,469
Total assets includes:					
Investment in associates	-	54,765	-	-	54,765
Additions to non-current assets	-	803,598	-	-	803,598
Liabilities					
Segment liabilities	179,750	2,409,364	356,493	-	2,945,606
Unallocated liabilities					
Trade creditors and other payables					116,435
Employee benefits					120,000
Lease liability					19,614
Chattel mortgage					664,190
Financial liability					1,000,000
Total liabilities					4,865,845



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

For the half year ended 31 December 2020	Transport logistics	Resource logistics	Healthcare logistics	E- commerce	Corporate HQ	Total
	\$	\$	\$	\$	\$	\$
Revenue						
Sales to external customers	605,720	973,397	395,548	-	-	1,974,665
Intersegment sales.	-	-	-	-	-	-
Total sales revenue	605,720	973,397	395,548	-	-	1,974,665
R&D Tax incentive	120,000	-	75,000	-	-	195,000
Other income	126,874	4,000	10,635	-	-	141,509
Total segment revenue	852,594	977,397	481,183	-	-	2,311,174
Intersegment eliminations						-
Unallocated revenue						
Interest revenue						7,661
Total revenue						2,318,835
EBITDA	186,693	37,555	85,341	(9,369)	(158,232)	141,988
Interest revenue	2	7,346	5	-	308	7,661
Depreciation and amortisation	(1,917)	(6,943)	(69,755)	-	(28,764)	(107,379)
Profit before income tax expense	184,778	37,958	15,591	(9,369)	(186,688)	42,270
Income tax expense						-
Profit after income tax expense						42,270
Assets						
Segment assets	304,536	5,945,916	629,325	4,432	-	6,884,209
Unallocated assets:						
Cash and cash equivalents						267,620
Other financial asset						100,000
Other current assets						418,881
Intangible assets						8,001,369
Other non-current asset						77,361
Total Assets						15,749,441
Total assets includes:						
Investment in associates	-	-	-	-	-	-
Additions to non-current assets	15,970	3,361,625	-	-	-	3,377,595
Liabilities						
Segment liabilities	88,700	2,166,436	1,578,985	(15,647)	-	3,818,474
Unallocated liabilities						
Trade creditors and other payables						237,757
Lease liability						76,007
Chattel mortgage						-
Financial liability						1,700,000
Total liabilities						5,832,238



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

(c) Major customers

During the half-year ended 31 December 2021, approximately \$5,900,000 (2020: \$797,000) of the consolidated entity's external revenue was derived from sales to three major customers in Resource logistics segment.

NOTE 7: REVENUE

External revenue from contracts with customers	Consolidated	
	31 Dec 2021	31 Dec 2020
	\$	\$
Services revenue	7,807,202	1,823,465
Vehicles licencing income	44,800	151,200
Total revenue from operations	7,852,002	1,974,665

Disaggregation of revenue

The Group derives its revenue from the transfer of goods and services over time and at a point in time in the following major product lines. This is consistent with the revenue information that is disclosed for each reportable segment under AASB 8.

External revenue by major service lines	Consolidated	
	31 Dec 2021	31 Dec 2020
	\$	\$
Transport Logistics	162,180	605,720
Healthcare Logistics	256,752	395,548
Resource Logistics	7,433,070	973,397*
Total	7,852,002	1,974,665

* Includes Betta for the month December 2020

External revenue by geographical regions	Consolidated	
	31 Dec 2021	31 Dec 2020
	\$	\$
Australia	7,852,002	1,974,665
Rest of the World	-	-
Total	7,852,002	1,974,665



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 7: REVENUE (CONT)

Timing of revenue recognition	Consolidated	
	31 Dec 2021	31 Dec 2020
	\$	\$
Services transferred at a point in time		
Transport Logistics	-	53,500
Healthcare Logistics	7,593	63,957
Resource Logistics	896,340	171,779*
Total Services transferred at a point in time	903,933	289,236
Services transferred at a point in time		
Transport Logistics	162,180	552,220
Healthcare Logistics	249,159	331,591
Resource Logistics	6,536,730	801,618*
Total Services transferred at a point in time	6,948,069	1,685,429
Total sales revenue to external customers	7,852,002	1,974,665

* Includes Betta for the month December 2020

The successful operation of Betta contributed to the significant improvement in revenue of Resource Logistics. In addition, Betta was acquired on 1 December 2020, therefore the revenue for the half year ended on 31 December 2020 includes Betta's revenues only for the month December.

NOTE 8: GOVERNMENT GRANTS AND ASSISTANCE

The Group has benefited from the following significant government support packages as a result of COVID-19 during the period. The amounts received have been recognised as other income in the statement of profit or loss and other comprehensive income.

Support received	Description
Small Business COVID Hardship Fund (Victorian Government)	The aim of Victorian Government's Small Business COVID Hardship Fund was to assist small to medium businesses whose operations have been severely impacted by COVID restrictions. Under the scheme, Orcoda Transport Logistics Pty Ltd received \$20,000.
Alpine Resorts Winter Support Program – On-mountain and Dinner Plain stream (Victorian Government)	The Alpine Resorts Winter Support Program was announced to assist key businesses in Victoria's Alpine Resorts who were most impacted by the COVID-19 circuit breaker action to continue to operate for the 2021 winter season and provide a COVID-safe ski season. Resource Connect Logistics, as the provider for vital transport services on Mt Buller was eligible and received \$73,000 under this program.



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 9: INTANGIBLE ASSET

a) Details of Intangible Asset

	31 December 2021	30 June 2021
	\$	\$
Software at Cost	155,650	155,650
Less :Accumulated amortisation	(155,650)	(155,650)
Total Software	-	-
Goodwill	12,986,585	12,986,585
Less: Impairment	(4,323,315)	(4,323,315)
Total Goodwill	8,663,270	8,663,270
<i>Other intangible assets</i>		
Franchise at cost	49,847	49,847
Intellectual Property	19,800	19,800
IP Licences	236,126	236,126
Less: Accumulated amortisation	(19,800)	(19,800)
Impairment	(236,126)	(236,126)
Total other intangible assets	49,847	49,847
Total Intangible Assets	8,713,117	8,713,117

b) Reconciliation of Goodwill

	31 Dec 2021	30 June 2021
	\$	\$
Gross carrying amount		
Balance at beginning of the period	12,986,585	11,031,345
Additional amounts recognised from business combination	-	1,955,240
Balance at end of the period	12,986,585	12,986,585
Accumulated impairment losses		
Balance at beginning of the period	(4,323,315)	(4,323,315)
Impairment losses for the period	-	-
Balance at end of the period	(4,323,315)	(4,323,315)
Net book value		
at the beginning of period	8,663,270	6,708,030
at the end of the period	8,663,270	8,663,270



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 9: INTANGIBLE ASSET (CONT)

c) Decomposition of Goodwill

Goodwill acquired through business combinations have been allocated to the following cash-generating units:

	Healthcare \$	Resource \$	Total \$
Gross carrying amount			
Balance at the beginning of the year	3,971,284	9,015,301	12,986,585
Additions	-	-	-
Gross carrying amount balance at the end of the period	3,971,284	9,015,301	12,986,585
Impairment at the beginning of the year	(1,572,592)	(2,750,723)	(4,323,315)
Impairment losses for the period	-	-	-
Impairment balance at the end of the period	(1,572,592)	(2,750,723)	(4,323,315)
Net carrying amount			
Net book value at the beginning of the period	2,398,692	6,264,578	8,663,270
Net book value at the end of the period	2,398,692	6,264,578	8,663,270

NOTE 10: PLANT AND EQUIPMENT

	31 December 2021 \$	30 June 2021 \$
Plant and equipment		
Cost	4,101,098	3,339,760
Accumulated depreciation	(449,392)	(284,901)
Total plant and equipment	3,651,706	3,054,859
Reconciliation		
Balance at the beginning of the period	3,054,859	33,348
Additions	803,598	106,527
Additions through business combination	-	3,131,725
Disposals	-	(47,542)
Depreciation	(206,751)	(169,199)
Carrying amount at the end of the period	3,651,706	3,054,859

NOTE 11: DISCONTINUED OPERATIONS

On 15 December 2021, the consolidated entity sold Smarttrans (HK) Limited (incorporated in Hong Kong), a subsidiary of Orcoda Transport Logistics Pty Ltd for consideration of \$4,000. Smarttrans (HK) Limited is the holding entity of the e-Commerce business operations in China, that was previously classified as held for sale as the business was not in alignment with the consolidated entity's core business proposition.



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 11: DISCONTINUED OPERATIONS (CONT)

Financial performance information

The following were the results of the sold E-commerce business for the half-year:

	Consolidated	
	The period ended 15 December 2021	6 months ended 31 Dec 2020
	\$	\$
Revenue - operations	-	-
Other income	-	6
Expenses		
Cost of goods sold	-	-
Employee benefits expense	(1,922)	(1,144)
Consultancy costs	(8,397)	(7,886)
Rental expense	(5,273)	-
Other expense	(62)	(345)
Total expenses	(15,654)	(9,375)
Loss for the period	(15,654)	(9,369)
Income tax expense	-	-
Loss after income tax expense	(15,654)	(9,369)
Loss on disposal after income tax	(567,429)	-
Loss from discontinued operations	(583,083)	(9,369)

Cash Flow information

	The period ended 15 December 2021	6 months ended 31 Dec 2020
	\$	\$
Net cash from (used in) operating activities	(61)	270
Net cash from investing activities	-	-
Net cash from investing activities	-	-
Effect of foreign exchange	66	-
Net increase in cash and cash equivalents from discontinued operations	5	270

Details of the disposal

	31 December 2021	31 Dec 2020
	\$	\$
Total sale consideration	4,000	-
Carrying amount of net assets disposed	(4,273)	-
Derecognition of foreign currency reserve	(567,156)	-
Disposal costs	-	-
Loss on disposal before income tax	(567,429)	-
Loss on disposal after income tax	(567,429)	-



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 11: DISCONTINUED OPERATIONS (CONT)

	31 December 2021	31 Dec 2020
	\$	\$
Total sale consideration received	4,000	-
Cash and cash equivalents disposed	(1,097)	-
Total proceeds from subsidiary disposal	2,903	-

After the disposal, as at 31 December 2021 the consolidated entity does not have any business operations classified as held for sale.

NOTE 12: INVESTMENTS IN ASSOCIATES

In the half-year ended 31 December 2021, the Group did not acquire new interest in any associate.

	31 December 2021	30 June 2021
	\$	\$
Interest in associates	54,765	54,765
Total	54,765	54,765

The associate did not perform any significant business activities during the half-year, therefore its result for the year is not considered material to the consolidated entity.

NOTE 13: ISSUED CAPITAL

	Consolidated	
	31 December 2021	30 June 2021
	\$	\$
Ordinary shares issued and fully paid	100,359,319	100,359,319

	31 December 2021	30 June 2021
Ordinary shares	No. of Shares	No. of Shares
At the beginning of the period	147,592,944	116,038,532
Shares issued during the period	-	31,554,412
At the end of the period	147,592,944	147,592,944

Details of shares issued during the period

There were no movements in the issued capital of the company in the current half-year.



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 14: EARNINGS PER SHARE

	Consolidated	
	31 December 2021	31 December 2020
	\$	\$
Profit after income tax from continuing operations used in calculating earnings per share	786,079	51,639
Profit/(loss) after income tax from discontinued operations used in calculating earnings per share	(20,367)	3,268
Profit after income tax attributable to owners of Orcoda Limited used in calculating earnings per share	765,712	54,907

	31 December 2021	31 December 2020
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	147,592,944	117,821,820
Adjustments for calculation of diluted earnings per share	-	-
Weighted average number of ordinary shares used in calculating diluted earnings per share	147,592,944	117,821,820

	31 December 2021	31 December 2020
	cents	cents
Earnings per share (basic and diluted) from continuing operations	0.53	0.05
Earnings/(loss) per share (basic and diluted) from discontinued operations	(0.01)	0.00
Earnings/(loss) per share (basic and diluted) for profit attributable to owners of Orcoda Limited	0.52	0.05

NOTE 15: FAIR VALUE MEASUREMENT

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 16: RELATED PARTY TRANSACTIONS

(a) Payables to related parties

	31 Dec 2021	30 June 2021
	\$	\$
Payable to Harkiss Minerals Discovery (director related entity of Nicholas Johansen)	-	9,625
Payable to Gebraja Group of Companies (director related entity of Geoffrey Williams)	-	400,000
Payable to Gebraja Group of Companies (director related entity of Geoffrey Williams)* (Note 5)	595,835	595,835
Payable to Pacific Energy Group (director related entity of Geoffrey Williams)	45,833	9,166
Payable to Pronk Holdings Pty Ltd (director related entity of Stephen Pronk)	1,375	1,375
Payable to Sino-Oz Ltd (director related entity of Brendan Mason)	2,500	7,750
Payable to Tamlin Holdings Pty Ltd (director related entity of Geoffrey Jamieson)	29,792	89,742
Payable to Corporate Development Mentors Pty Ltd (subsidiary director related entity of Warren Preston)	9166	9,166
Payable to SGA Services Pty Ltd (subsidiary director related entity of Simon Anthonisz)	11,460	9,166
Payable to Hardman Services Pty Ltd (subsidiary director related entity of Sean Hardman)	5,623	5,555
	701,584	1,137,380

* The amount relates to dividends payable by Betta Group to Geoffrey Williams from periods prior to the effective acquisition date of 1st December 2020 (Note 5).

(b) Receivables from related parties

There was no receivables from related parties as at 31 December 2021 (30 June 2021: nil).

In March 2021, Betta Group has entered into a Subcontract Agreement with Pacific Energy Group Pty Ltd to provide materials (power poles and pole infrastructure), installation and labour to one of Pacific Energy's clients adopting a profit share arrangement with Betta receiving 90% of project profits and Pacific Energy receiving 10%. The term of the Subcontract Agreement is 11 months. Pacific Energy is a related party of Mr Geoffrey Williams, however Mr Williams did not participate in Orcoda Board discussions as to the merits, arms length exception status, and other Board considerations required to facilitate Betta entering into the contract.

The total receivables from Pacific Energy Group is \$82,444 on 31 December 2021 (30 June 2021: \$268,196).

(c) Transactions with related parties

Sales of goods and services during the period (exclusive of GST)

There were no sales of goods and services to related parties in either the current or the prior half-years.



NOTES TO THE FINANCIAL STATEMENTS

For the half-year ended 31 December 2021

NOTE 16: RELATED PARTY TRANSACTIONS (CONT)

Goods and services received during the period (exclusive of GST)

	31 Dec 2021	31 Dec 2020
	\$	\$
Consultancy services from Harkiss Minerals Discovery (director related entity of Nicholas Johansen)	25,000	18,750
Consultancy services from Pacific Energy Group Pty Ltd (director related entity of Geoffrey Williams)	91,667	-
Consultancy services from Pronk Holdings Pty Ltd (director related entity of Stephen Pronk)	7,500	-
Consultancy services from Tamlin Holdings Pty Ltd (director related entity of Geoffrey Jamieson)	162,500	94,625
Consultancy services from Sino-Oz Ltd (director related entity of Brendan Mason)	15,000	11,250
Consultancy services from Corporate Development Mentors Pty Ltd (subsidiary director related entity of Warren Preston)	50,000	50,000
Consultancy services from SGA services Pty Ltd (subsidiary director related entity to Simon Anthonisz)	78,581	49,998
Consultancy services from Hardman services Pty Ltd (subsidiary director related entity to Sean Hardman)	30,000	30,000
Consultancy services from GJK Company Pty Ltd (related entity to Greg Khan)	-	50,000
Commission fees to GJK Company Pty Ltd (related entity to Greg Khan)	-	25,750
	460,248	330,373

(d) Terms and conditions

All transactions with related parties were made on normal commercial terms and conditions and at market rates.



DIRECTORS' DECLARATION

The directors of the company declare that, in the opinion of the directors:

- a) the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 *Interim Financial Reporting*, the *Corporations Regulations 2001* and other mandatory professional reporting requirements.
- b) the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2021 and of its performance for the financial half-year ended on that date; and
- c) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

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

On behalf of the Directors

Geoffrey Jamieson

GEOFFREY JAMIESON
Managing Director
Brisbane, Queensland

Dated: 22nd February 2022

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Orcoda Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Orcoda Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2021, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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

- (i) Giving a true and fair view of the Group's financial position as at 31 December 2021 and of its financial performance for the half-year ended on that date; and
- (ii) Complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for conclusion

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

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

Responsibility of the directors for the financial report

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

Auditor's responsibility for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2021 and its financial performance for the half-year ended on that date and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

BDO Audit Pty Ltd



Cameron Henry

Director

Brisbane, 23 February 2022

Brisbane

39 Navigator Place Hendra,
QLD, 4011 Australia

Melbourne

Unit 305, 434 St Kilda Road
Melbourne, VIC, 3004
Australia

1300 672 632
info@orcoda.com

www.orcoda.com



»» **optimise
everything**