THE FOOD REVOLUTION GROUP

# ANNUAL REPORT

2022

# Contents

## Who we are

The Food Revolution Group Limited (ASX: FOD) is an Australian beverage and wellness supplement company, specialising in the development of innovative health focused products for retail in Australia and Asia.

## Our purpose

To create healthy food that engages, excites and inspires health conscious consumers seeking better for you alternatives.

## Our ambition

To be a leading provider of beverages, functional foods and wellness supplements that improve the quality of consumers' lives in the use of all natural ingredients.

## Our values

The basis of how we work and operate daily:

- We are honest and transparent
- We respect all stakeholders...our team, our suppliers, our customers, our industry, our shareholders
- We are results focused and strive to create shareholder value

# Our Strategy

## HORIZON 3

**Establish leadership position in wellness supplements**

3

- Obtain substantial share in categories we operate in
- Extend availability into new markets
- Enter new categories building off brands platforms
- Progress juice acquisition/ consolidation

## HORIZON 2

**Launch wellness offering for Chinese and Australian market**

2

- Launch Eridani range
- Build our branded wellness portfolio
- Roll out Juice Lab wellness offering
- Develop 3 year product pipeline – selected categories
- Structure business and capabilities to best serve Chinese and other export markets

## HORIZON 1

**Profitably grow base juice business**

1

- Grow Original Juice Co Brand franchise in extending offer and availability
- Secure supply of fruit at competitive prices
- Build our capabilities
- Ongoing performance improvements to deliver year on year cost savings
- Launch better-for-you juices





# 2022 Overview

| | |
|---|---|
| **GROSS SALES** | Gross sales from the juice business up 9% to $44.2 million in FY22 |
| **RAW MATERIAL PRICES** | Orange supply contracted at a secured rate per tonne |
| **EBITDA & STATUTORY LOSS** | EBITDA of $0.7m |
| **OPERATIONAL EFFICIENCY PROGRAM** | Confirmed initiatives with operating costs remaining at 7% of gross revenue |
| **RANGE EXTENSIONS** | Launched Juice Lab Carbonated Wellness Drinks, Juice Lab Plant Based Protein Smoothies and increased Juice Lab Wellness Shots distrubution |
| **SALES GROWTH** | Extended Juice Lab range and Original Black Label range |
| **BALANCE SHEET** | Secured NAB $6.5m equipment finance loan and $1.0m trade finance, repaid $1.3m of the equipment finance loan and $1.3m to finalise Original Juice Company transaction |
| **CASHFLOW** | Operating activities generating positive cash flow Q3 and Q4 of FY22 |
| **GOVERNANCE** | Appointed 2 new independent directors to the board |
| **MANAGEMENT** | Increased internal capabilities by securing new CFO and leadership team |

# Chairman’s Report

“Our focus in FY2022 was to grow sales, capability and brand whilst also improving margin, cashflow and profitability.”

**Norman Li**
Chairman

Dear fellow shareholders, I am pleased to report on the progress the Company has made during the year, particularly given the challenges that we and our industry have continued to face due to the COVID-19 pandemic.

The business began the year with the appointment of Steven Cail as our new Chief Executive Officer, and some changes to our board including the appointment of two new independent directors. During the year, we have also made key senior management appointments to further strengthen our team and build capability.

Our focus in FY2022 was to grow sales, capability and brand whilst also improving margin, cashflow and profitability. We have largely achieved this, and the business is now well positioned for further growth and profitability. The team lead by Steve is making great progress, and we expect to see further improvement in FY 2023.

.

The growth in our core Juice business is pleasing. Growth in top line sales and margins is critical to improving the profitability and cashflow of the business. The Original Juice Company brand, an Australian household favourite for more than 30 years, and our fast-growing Juice Lab ‘wellness’ brand, both continue to outperform the market and increase market share. The growth in our brands has been underpinned by our expertise in new product development, and the strong relationships we have with our retail customers.

Our cleanroom is fully operational, and we have begun export sales of our Eridani health and beauty supplement range. As international markets recover and reopen after COVID, we look forward to finally begin realising the potential of this new opportunity for us.

Until very recently, our fresh chilled juice range had a shelf life of around 50 to 60 days. This limited some of our market opportunities. However, in the second half of FY2022, our New Product Development team, with the use of Extended Shelf Life technology, have been able to develop freshly squeezed juice lines



“The growth in our brands has been underpinned by our expertise in new product development, and the strong relationships we have with our retail customers.”

with a shelf life of 12 months. These new lines of freshly squeezed juices with extended shelf life, place the business in a very competitive position to enter export markets with confidence. In FY2023, a strong focus will be placed on executing our strategy of delivering freshly squeezed, high quality premium Australian juice to the rest of the world.

As we look to FY2023 and beyond, a focus on a circular economy becomes a key initiative for the business. In particular, we aim to grow value from by-products, reduce waste, and support community partners such as local industry groups and universities in exploring opportunities such as fibre. We have already begun this journey with the production of essential oils for use in personal care products and industrial goods. This is an area of opportunity for us.

On behalf of the Board, I would like to thank our team for their dedication and resilience through this challenging period, and for consistently keeping our products on customer shelves throughout the COVID pandemic.

Finally, I would like to thank all of our shareholders for the continued support, and we look forward to updating you on our continued progress during FY2023 and beyond.

**Norman Li**
Chairman

# CEO's Report

"The business now has the platform in place to grow as our sales are now stable and repeatable, our EBITDA remains positive due to the key fundamental changes implemented."

**Steven Cail**
CEO

It has been an absolute privilege to lead The Food Revolution Group over the past 12 months. Our business, like many others in the industry and across Australia, has faced many disruptions and challenges, whether it be the effects of the COVID pandemic, or other significant events such as one-off weather impacts and export difficulties due to international tensions. I am very proud of the entire team and their ability to work in an agile manner to navigate through these challenges, whilst delivering positive changes to the core foundations of the business.

I noted at the start of FY2022 that we needed to address the core business, improve profitability, and build a foundation to give FOD the ability to grow. We have delivered on these strategic initiatives. Our balance sheet is a lot stronger and, from a profitability perspective, we increased our juice business sales by 9% to $44.2m and generated stronger margins via strategic cost out and stronger sales mix across all brands. This is all driven by key initiatives such as the successful transition to our new procurement model to improve margins, further streamlining of our operations, increasing internal capability, and changing our sales strategy to maximise our partnerships and implement multiple new profitable products across our brands.

Crucially, the business now has the platform in place to grow as our sales are now stable and repeatable, our EBITDA remains positive due to the key fundamental changes implemented, which is pleasing once we take into account non-recurring items in FY2021 such as JobKeeper, Sanitiser sales and rental income.

**Health and Wellbeing**

The health, safety and wellbeing of our team members is vitally important to how we operate as a business. With a very strong focus on processes and safety standards, I am very pleased to announce that the business recorded zero lost time injuries during FY2022. Continuously improving workplace health and safety will remain a core focus of ours so that our employees can return home safely every day.

The COVID pandemic has continued to present extreme challenges to our workforce and operations. I am extremely thankful that our team were able to work through these difficulties on a day-to-day basis, dealing with COVID-related absenteeism and working split shifts to minimise impacts on production. Whilst these difficult conditions led to increased labour costs and shortages of casual labour in operations, we were able to ensure production continuity and deliver procurement savings to help offset these cost increases. These labour disruptions have also caused supply chain difficulties with our retail partners in both



"Our balance sheet is a lot stronger and, from a profitability perspective, we increased our juice business sales by 9% to $44.2m and generated stronger margins via strategic cost out and stronger sales mix across all brands."

warehouse and instore fulfillment. However, through our strong retail partner relationships, we have been able to work together in resolving these matters, and to ensure our stock remains on the shelf and available for our consumers.

**People & Culture Focused Business**

The business is focused on driving a positive and engaging culture. We made significant investment in our people to ensure we are well placed to grow beyond our current base. This investment is in the form of key appointments across the business to add further talent and leadership, along with key spend investing in the support of our people. Key appointments to the leadership team included a new CFO and, for the first time, a Director of People and Culture. Other key investments include Human Resource Information Systems, external whistle blower services and business wide communication platforms, ensuring all the business stakeholders remain engaged and always informed of business direction.

I am also very pleased with the increased level of community engagement that the business has developed over FY2022. This has included working with local universities to develop internship opportunities for students and partnering with local businesses and industry groups.

**Trade and new channels to market**

I am very encouraged with the success of our internal product development and our ability to provide innovative Australian 'better-for-you' and first-to-market wellness beverages. The significant growth in our Juice Lab Wellness brand over the past 12 months has been very encouraging, in particular the sales growth of our Wellness shots. Today, the Juice Lab brand holds 54% market share of the new and growing juice shots segment with sales of $4.7m in the year. We are expecting further strong growth in our Juice Lab Wellness brand over the next 12 months, with retail partners already committed to extending national ranging of the juice shots and expanding the range with the addition of the new 'Calm' Wellness Shot.

The success and growth in both of our key brands Original Juice Company and Juice Lab, has solidified our position as the third largest supplier to the supermarkets in the chilled drinks category.

**Operations**

In March 2021, the business introduced Mex software to help improve manufacturing and operational efficiency through the reduction of downtime. This preventative maintenance planning tool has proven to be a key driver in reducing machine downtime and improving wastage and case fill rates. Operating costs for FY2022 have remained at a similar level to FY2021, being 7% as a percentage of gross revenue which in the current cost climate is a strong outcome.

As mentioned earlier, our focus on investment in core blends and recipes, as well as strong commercial positions in the procurement of raw materials has meant that our cost of sales has decreased to 55% of gross revenue compared to 60% in FY2021. We have achieved this

whilst still maintaining the high quality and flavour profile of our juices, and still ensuring that our OJC blends are 100% 'Not From Concentrate', in contrast to some of our key competitors in the fresh juice category who rely on concentrates, often imported.

With current high fuel prices and challenges in sourcing freight carriers, our aim of reducing freight and distribution costs has been extremely difficult. Unfortunately, we had to revert our focus from driving down cost to simply ensuring we keep up supply.

A strategic imperative of the business in FY2023 is to procure as close to 100% as possible of our raw materials from the local Australian market. Australia is at the heart of our vision. We want to support local Australian growers and the increasing proportion of Australian shoppers who want to buy locally sourced and produced products.

Our focus on domestic self-reliance provides many opportunities for the business. This strategy minimises the need for just-in-case stock management and allows for just-in-time ordering. In turn, this reduces the level of inventory coverage and working capital required.

Unlike some of our competitors, we process all raw materials within our facilities. This gives us access to multiple by-products such as peel which can be converted into essential oils, pectin fibre which is a key ingredient in jams and jellies, and bio-actives for use in health products. We are working to better exploit these opportunities and increase value addition from by-products.

A critical component of FY2023 is also the investment in modernisation of operations, driving efficiency with improved automation and innovation. This investment will allow the business to meet growing global demand for 'Not From Concentrate' through extended shelf life technology.

**Costs & Margins**

Our investment in core blends and recipes, and strategic sourcing of raw materials, has delivered significant cost savings and will enable further margin improvement in FY2023.

In FY2022, operating cashflow was a major focus and the business has made great inroads in improving the previous cash outflow position, ending the second half of FY2022 with positive operating cash inflow. Whilst the operating cashflow has improved, we remain very aware that there is still further work required to strengthen profits and I believe this will be delivered with stronger commercial positions through procurement and partnerships.

**Health of the Balance Sheet**

The Balance Sheet health has continued to improve in FY2022. Total lending with our NAB financing facility reduced from $6.4m to $5.2m with principal payments over the year. The business also finalised a $1.3m payment to Heinz and has made significant progress in the reduction of its payables.

**Sustainable and Profitable Growth for the future**

The stabilisation of FOD's base business now creates a great platform for further growth in FY23. The business has invested in talent to ensure the business can meet its growth targets whilst maintaining best in class controls. Expectations are to expand our drinks range distribution, both here domestically and into targeted international markets. As international borders re-open, we also turn our focus to accelerating our export wellness range of premium powders and gels. Our state of the art cleanroom is complete and ready to support our wellness export growth strategy.

**Earnings performance review FY2022**

In FY2022 the Group generated reported earnings before interest, tax, depreciation, and amortisation (EBITDA) of $0.73 million, which was a decrease on the comparative period of $1.83 million. Whilst a decrease on the prior comparative period, this is a pleasing result for the business as the profitability of the core juice associated business increased, and the prior year result included non-recurring sanitiser sales (gross margin of $0.6m), JobKeeper ($0.5m) and rental income ($0.8m).



Revenue increased from $42m in FY2021 to $44.3m in FY2022 (FY2021 includes $1.4m of sanitiser sales). Additionally, a more profitable sales mix and an increase in margin against the comparative period has delivered stronger gross margin in FY2022. The key drivers of stronger gross margin included the successful launch of Juice Lab wellness shots and Carbonated Wellness Drinks. Juice Lab wellness shots have continued to outperform competitors with 54% market share in the newly created wellness shots segment. The FOD beverage business and Original Juice Co ranges are exceeding the chilled juice and drink category growth versus last year and operating as the third biggest chilled juice and drinks provider in the supermarket retail space.

The new product development of our Juice Lab range is building further support, as consumers look for better-for-you alternatives that are free of artificial sweeteners or preservatives.

The first half has seen the business make good progress in strengthening the foundations necessary for stronger long-term shareholder value and progress on key metrics. The business is also focused on maximising and extracting the full value of the product life cycle and reducing operational waste to landfill.

**Operating Results**

- Revenue
  - Gross sales for the Group were $44,292,271 and net revenues after trading terms, volume rebates and other claims (trading terms) were $35,383,282. The juice related gross sales are up 8.9% on the PCP. Trading terms generally apply in respect of sales of product into the grocery channel.

- *Cashflow*
  - Operational cash outflow for the period of $582,017, an improvement on prior comparative period with cash outflows of $2,156,306.
  - $2.0m operating cash investment into inventory holdings to lock in beneficial fruit pricing from strong market supply and providing flexibility to meet new blends and recipes for out of season raw materials.
  - Cash of $0.91 million on hand as at 30 June 2022.

- Gross profit and EBITDA
  - The gross profit grew from $9.7m to $11.4m which equates to 32.2% of net sales.
  - The loss before tax was $2,827,353 for the full year.
  - The combination of improving sales volumes, prices and efficiencies delivered an EBITDA of $0.73 million for FY2022.

- *EBITDA calculation*

| | |
|---|---|
| **Loss before tax** | **(2,827,353)** |
| Add: depreciation and amortisation | 2,751,748 |
| Add: finance costs | 809,241 |
| **EBITDA** | **733,636** |

**Steven Cail**
CEO




# Contents



The financial report is presented in Australian dollars.

# CORPORATE DIRECTORY



## Corporate directory

| | |
|---|---|
| *Directors* | |
| Norman Li | Chairman |
| Jacqueline Phillips | Non-executive director |
| David Marchant | Non-executive director |
| Minna (Norman) Rong | Non-executive director |
| Rocky Zhou | Non-executive director |
| *Postal Address* | *ASX Code:* |
| 20 Heaths Court, Mill Park, VIC 3082 | FOD |
| *Share Registry* | *Auditors* |
| Advanced Share Registry | Hall Chadwick<br>Level 40, 2 Park Street, Sydney, NSW 2000 |
| *Australian Securities* | |
| Exchange Centre<br>20 Bridge Street, Sydney, NSW 2000 | |
| *Web Address/Corporate Governance Statement* | |
| www.thefoodrevolutiongroup.com.au | |

# OPERATING AND FINANCIAL REVIEW




## Financial report for the year ended 30 June 2022

**Principal Activities**
The principal activities of the consolidated group (**Group**) during the financial year were:

- the manufacture of a range of functional juices, fibres, infused fruits and fruit waters for sale as branded products and/or ingredients;
- the provision of co-packing services to third parties; and
- the research and development of various innovative food related technologies to develop new functional food products and ingredients.

The Group's operations were conducted in Australia.

***Significant Changes to Activities***
There were no significant changes in the nature of the Group's principal activities during the financial year.

**Operating Results**
***Revenue***
Gross sales for the Group were $44,292,271 and net revenues after trading terms, volume rebates and other claims (**trading terms**) were $35,383,282. The juice related sales of $44.2m are up 9% on FY2021 juice sales of $40.6m. Trading terms generally apply in respect of sales of product into the grocery channel.

***Gross Profit***
Gross profit margin for the year was 32% compared to the prior year of 28%.

The improvement in gross profit margin in FY2022 was largely due to changes in product mix, strategic procurement of raw materials and key operational changes driving efficiency.

*Expenses*
Expenses as % of Net Revenue increased to 31% in FY2022 compared to 24% in FY2021 due primarily to an increase in employment costs. Employment costs increases were driven predominantly by non-recurring restructuring costs, unforeseen split shifts and absenteeism due to COVID-19, and FY2021 reflecting a lower cost base due to Job-keeper receipts.

| | 2022 | 2021 |
|---|---|---|
| | $ | $ |
| Employment costs | 5,625,322 | 3,527,078 |
| Administrative costs | 1,350,860 | 1,128,378 |
| Operating costs | 3,113,201 | 2,966,168 |
| Marketing costs | 740,683 | 632,386 |
| **Total** | **10,830,066** | **8,254,010** |
| % Net Revenue | **31%** | **24%** |

| | 2022 | 2021 |
|---|---|---|
| | $ | $ |
| **Statutory loss after tax** | (2,827,353) | (2,166,780) |
| Income tax expense | - | 105,630 |
| Depreciation, amortisation and write-offs | 2,751,748 | 2,723,238 |
| Interest | 809,241 | 1,173,252 |
| **EBITDA** | **733,636** | **1,835,340** |





*Cash flow*
Cash balances at year end decreased to $909,969, from prior year balance of $4,410,639. This decrease in cash reserves is primarily due to working capital requirements and repayment of debt.

*Debt*
On 12 July 2021, the Group secured a financing facility with National Australia Bank (NAB) to replace the outstanding Greensill loan, which includes:

- $6.5m equipment finance loan at an improved fixed 4.2% interest rate over all of the company's assets and will be over a 5-year term. This loan replaced the previous Greensill facility on 30 July 2021.
- $1.0m invoice finance facility at 6.22% interest secured over all of the company's assets and reviewed annually on an ongoing basis. This facility is to be used for working capital.

Borrowings have decreased by $1.2m from $6.4m to $5.2m due to repayment of debt facilities during the year.

*Financial Position*
The net assets of the consolidated Group have decreased by $2,739,703 to $12,719,739 as of June 2022.

The directors believe the Group is in a stable financial position to expand and grow its current operations.

*Significant Changes in State of Affairs*
The following significant changes in the state of affairs of the parent entity occurred during the financial year:

- On 12 July 2021 Steven Cail was appointed CEO following the resignation of Tony Rowlinson.
- On 12 July 2021 Jacqueline Phillips was appointed Non-Executive Director.
- On 6 September 2021 Matthew Bailey resigned as Non-Executive Director.
- On 6 September 2021 David Marchant was appointed Non-Executive Director.
- On 17 January 2022 Ashley Bottrell was appointed CFO.

*Events after the Reporting Period*
There are no events that have occurred after the balance date that would have an effect on the group's financial statements other than those that are already reflected in the financial statements.

**Future Developments, Prospects and Business Strategies**
In delivering FOD Vision:

"To be a leading provider of beverages, nutraceuticals, functional foods and wellness supplements, that improve the quality of consumers lives in the use of all-natural ingredients"

*The ambition in Australia is to establish FOD as a leading juice supplier and lead functional/wellness beverages and supplements. The Company is planning to rollout wellness ranges into China and other export markets.*

***Key strategic pillars to deliver future profitable growth:***

*Improve the foundations:*

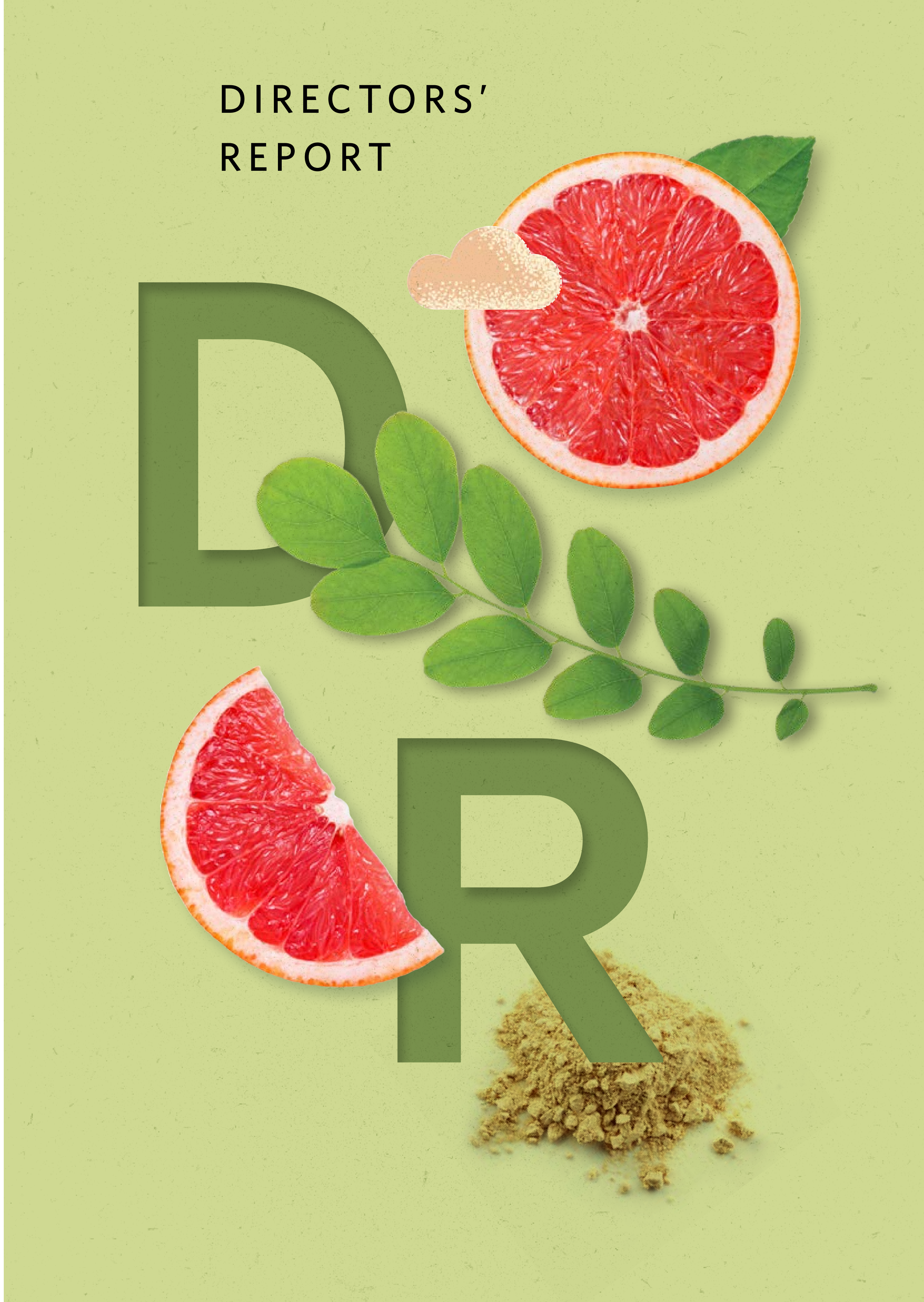
- Balance Sheet
- Cash improvements
- Governance
- Capability and brand

*Profitability and growth:*

- Original Black Label core range growth
- Juice Lab brand growth
- Maximise margins via procurement changes and asset utilisation
- Domestic channel growth
- Export opportunities

**Environmental Issues**
The Consolidated Group's operations are not subject to significant environmental regulations under the laws of the Commonwealth and state.





Your directors present their report on the consolidated entity (referred to herein as the Group) consisting of The Food Revolution Group Limited and its controlled entities for the financial year ended 30 June 2022. The information in the preceding operating and financial review forms part of this directors' report for the financial year ended 30 June 2022 and is to be read in conjunction with the following information:

**General Information**

*Directors*

The following persons were directors of The Food Revolution Group Limited during or since the end of the financial year up to the date of this report:

| | | |
|---|---|---|
| Tao (Norman) Li | – | Non-Executive Chairman |
| Jacqueline Phillips | – | Non-Executive Director, appointed 12 July 2021 |
| David Marchant | – | Non-Executive Director, appointed 6 September 2021 |
| Minna (Norman) Rong | – | Non-Executive Director |
| Rocky Zhou | – | Non-Executive Director |
| Tony Rowlinson | – | CEO and Managing Director, resigned 12 July 2021 |
| Matthew Bailey | – | Non-Executive Director, resigned 6 September 2021 |

Particulars of each current director's experience and qualifications are set out in the following section of this report.

**Dividends Paid or Recommended**

No dividends were paid or declared during the financial year.

**Indemnifying Officers or Auditor**

During the financial year, the Group paid premiums based on normal commercial terms and conditions to insure all directors and officers of the Group against the costs and expenses in defending claims brought against the individual while performing services for the Group. The premium paid has not been disclosed as it is subject to the confidentiality provisions of the insurance policy.

The Company has in place Deeds of Indemnity, Insurance and Access with each of its current Directors and such other officers that the Directors determine are entitled to receive the benefit of an indemnity.

No indemnity is provided to the auditor.

**Proceedings on Behalf of Company**

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

The company was not a party to any such proceedings during the year.





**Non-audit Services**

The Board of Directors are satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- All non-audit services are reviewed and approved by the board prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and

- The nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

There were no non-audit services provided during the year ended 30 June 2022 by Hall Chadwick.

**Auditor's Independence Declaration**

The lead auditor's independence declaration for the year ended 30 June 2022 has been received and can be found on page 37 of the financial report.

**Options**

During the year the following options were issued:

| Grant Date | Date of Expiry | Exercise Price | No. |
|---|---|---|---|
| 11/11/2021 | 30/06/2025 | $0.037 | 30,000,000 |
| 16/05/2022 | 30/06/2025 | $0.037 | 10,000,000 |

All options issued during the year were to employees under the Company's Employee Share Option Plan. For details of options issued, refer to the remuneration report.

There were no options exercised during the year.

Option holders do not have any rights to participate in any issues of shares or other interests of the company or any other entity.

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

**Information Relating to Current Directors and Company Officers**

| | | |
|---|---|---|
| **Norman Li** | – | **Non-Executive Chairman** |
| Experience | – | Board member since 1 November 2018 |
| Interest in Shares and Options | – | 197,036,036 ordinary shares (directly and indirectly held) in The Food Revolution Group Limited |
| Special Responsibilities | – | Strategic direction regarding Chinese market and operational leadership |
| Directorships held in other listed entities during the three years prior to the current year | – | None |
| **Jacqueline Phillips** | – | **Non-Executive Director** |
| Experience | – | Board Member since 12 July 2021 |
| Interest in Shares and Options | – | 477,512 ordinary shares |
| Special Responsibilities | – | None |
| Directorships held in other listed entities during the three years prior to the current year | – | None |
| **David Marchant** | – | **Non-Executive Director** |
| Experience | – | Board Member since 6 September 2021 |
| Interest in Shares and Options | – | Nil |
| Special Responsibilities | – | None |
| Directorships held in other listed entities during the three years prior to the current year | – | None |
| **Minna (Norman) Rong** | – | **Non-Executive Director** |
| Experience | – | Board member since 11 February 2016 |
| Interest in Shares and Options | – | Nil |
| Special Responsibilities | – | China market growth |
| Directorships held in other listed entities during the three years prior to the current year | – | None |
| **Rocky Zhou** | – | **Non-Executive Director** |
| Experience | – | Board Member since 24 September 2020 |
| Interest in Shares and Options | – | Nil |
| Special Responsibilities | – | None |
| Directorships held in other listed entities during the three years prior to the current year | – | None |





| | | |
|---|---|---|
| **Tony Rowlinson** | – | **Chief Executive Officer and Managing Director, resigned 12 July 2021** |
| Experience | – | Board Member since 27 August 2020, resigned 12 July 2021 |
| Interest in Shares and Options | – | 20,000,000 options in The Food Revolution Group Limited |
| Special Responsibilities | – | None |
| Directorships held in other listed entities during the three years prior to the current year | – | None |
| **Matthew Bailey** | – | **Non- Executive Director** |
| Experience | – | Board member since 11 February 2016, resigned 6 September 2021 |
| Interest in Shares and Options | – | 51,047,143 ordinary shares (directly and indirectly held) in The Food Revolution Group Limited |
| Special Responsibilities | – | None |
| Directorships held in other listed entities during the three years prior to the current year | – | None |
| **Steven Cail** | – | **Chief Executive Officer** |
| Experience | – | CEO since 12 July 2021 |
| Interest in Shares and Options | – | 20,000,000 options in The Food Revolution Group Limited |
| Special Responsibilities | – | None |
| Directorships held in other listed entities during the three years prior to the current year | – | None |
| **Ashley Bottrell** | – | **Chief Financial Officer** |
| Experience | – | CFO since 17 January 2022 |
| Interest in Shares and Options | – | 1,977,796 ordinary shares and 10,000,000 options in The Food Revolution Group Limited |
| Special Responsibilities | – | None |
| Directorships held in other listed entities during the three years prior to the current year | – | None |
| **Daniela Stojanoska** | – | **Financial Controller and Company Secretary** |
| Experience | – | Company Secretary since 21 October 2019 |
| Interest in Shares and Options | – | Nil |
| Special Responsibilities | – | Financial Controller |

**Meetings of Directors**

During the financial year, 11 meetings of directors were held. Attendances by each director during the year were as follows:

| | Number eligible to attend | Number attended |
|---|---|---|
| Norman Li | 11 | 11 |
| Matthey Bailey(3) | 2 | 2 |
| Norman Rong | 11 | 11 |
| Tony Rowlinson(4) | - | - |
| Rocky Zhou | 11 | 11 |
| Jacqueline Phillips(1) | 11 | 10 |
| David Marchant(2) | 9 | 9 |

**Notes:**

1. Appointed 12 July 2021
2. Appointed 6 September 2021
3. Resigned 6 September 2021
4. Resigned 12 July 2021

During the financial year, the Board established 3 new committees, being the Audit & Risk Committee, the Nominations & Remuneration Committee and the Export and Marketing Committee.



# REMUNERATION REPORT

**Remuneration Policy**
The remuneration policy of The Food Revolution Group Limited (**FOD or the Company**) has been designed to align key management personnel (**KMP**) objectives with shareholder and business objectives by providing a mix of fixed remuneration, short-term incentives and long-term incentives.

The Board's policy for determining the nature and amount of remuneration for KMP of the consolidated Group is as follows:

- The remuneration policy is to be developed by the Board after professional advice is sought from independent external consultants.
- All KMP receive a base salary or services fee (which is based on factors such as length of service and experience), superannuation, and become eligible EIS participants (subject to Board invitation).
- Other performance incentives (such as bonuses) are generally only paid once predetermined key performance indicators (KPIs) have been met.
- Incentives in the form of options are intended to align the interests of KMP and the Company with those of the shareholders.
- The remuneration committee reviews KMP packages by reference to the consolidated Group's performance, executive performance and comparable information from industry sectors.

The performance of KMP is measured against criteria agreed annually with each executive and is based predominantly on the performance of the Group versus budget together with individual performance. All bonuses and incentives are linked to predetermined performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance/results leading to long-term growth in shareholder wealth.

KMP receive the minimum superannuation guarantee contribution based on the super guarantee rate for the relevant year.

All remuneration paid to KMP is valued at the cost to the company and expensed.

The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders at the annual general meeting.

Options granted under the EIS do not carry dividend or voting rights. The board is responsible for determining any conditions attaching to the options (including issue price, exercise price, vesting conditions, and conditions of exercise).





**Engagement of Remuneration Consultants**
The board did not engage any remuneration consultants during the financial year, however did acquire market research to assist in decisions made regarding remuneration. The board will consider the appropriateness of appointing a remuneration consultant during FY2022 to review the elements of KMP remuneration and to provide appropriate recommendations.

**Performance-based Remuneration**
KPIs are set annually, with a certain level of consultation with KMP. The measures are specifically tailored to the area each individual is involved in and has a level of control over. The KPIs target areas the Board believes hold greater potential for Group expansion and profit, covering financial and non-financial as well as short and long-term goals. The level set for each KPI is based on budgeted figures for the Group and, in some instances, relevant industry standards.

Performance in relation to the KPIs is assessed annually, with any KPI related bonuses being awarded based on achievement of the relevant KPIs (see below for further information regarding cash bonuses).

**Relationship between Remuneration Policy and Company Performance**
The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. Two methods have been applied to achieve this aim, the first being a performance-based bonus based on KPIs, and the second being the establishment of an EIS (under which KMP are eligible participants, subject to Board invitation) to encourage the alignment of personal and shareholder interests.

The Board is of the opinion that the above remuneration policy will enhance company performance going forward.

**Performance Conditions Linked to Remuneration**
The Group seeks to emphasise reward incentives for results and continued commitment to the Group through the provision of cash bonus reward schemes, in particular the incorporation of incentive payments based on the achievement of Group budgets. The Group does not currently have any cash bonus rewards schemes tied to the company's share price, preferring at this stage to align such cash bonus rewards to operational performance.

The objective of the reward schemes is to both reinforce the short and long-term goals of the Group and provide a common interest between management and shareholders.

The satisfaction of the KPIs is based on a review of the audited financial statements of the Group.

**Employment Details of Members of Key Management Personnel**

The following table provides employment details of persons who were, during the financial year, members of KMP of the consolidated Group. The table also illustrates the proportion of remuneration that was performance and non-performance based, having regard to the existing performance shares issued to KMP together with the current shareholdings of KMP (see notes 1 to 5 below for further detail).

| Group KMP | Position Held as at 30 June 2022 and any Change during the Year | Contract Details (Duration and Termination) | Proportions of Elements of Remuneration Related to Performance (Other than Options Issued) | | Proportions of Elements of Remuneration Not Related to Performance |
|---|---|---|---|---|---|
| | | | Non-salary Cash-based Incentives | Shares/ Units | Fixed Salary/ Fees |
| | | | % | % | % |
| Norman Li | Chairman since Nov 01, 2018 | Appointment deed | - | - | 100 |
| Jacqueline Phillips | Non-Executive Director | Appointment deed | - | - | 100 |
| David Marchant | Non-Executive Director | Appointment deed | - | - | 100 |
| Tony Rowlinson | CEO and Managing Director (1) | Employment contract | - | - | 100 |
| Matthew Bailey | Non-Executive Director (2) | Appointment deed | - | - | 100 |
| Norman Rong | Non-Executive Director | Appointment deed | - | - | 100 |
| Rocky Zou | Non-Executive Director | Appointment deed | - | - | 100 |
| Joe Zhou | Finance Director (3) | Employment contract | - | - | 100 |
| Steven Cail | CEO (4) | Employment contract | - | - | 100 |
| Ashley Bottrell | CFO (5) | Employment contract | - | - | 100 |



REMUNERATION REPORT

**Notes:**

1. Mr. Rowlinson resigned as Managing Director and CEO on 12 July 2021.
2. Mr. Bailey represents Food Innovators Pty. Ltd. (FI), a substantial shareholder of FOD. As representative of one of the Company's largest shareholders, the Board believes Mr. Bailey has adequate performance incentives by virtue of FI's shareholding.
3. Mr. Zhou resigned as Finance Director on 15 October 2021.
4. Mr. Cail was appointed CEO of the company on 12 July 2021. The employment contract is for an unspecified term and can be terminated by either party with 6 months' notice within the first 6 months of employment. After the first 6 months of employment, the Company may terminate the employment agreements by giving 6 months' notice and Mr. Cail may terminate the agreement by giving 3 months' notice.
5. Mr. Bottrell was appointed CFO on 17 January 2022. His employment contract is for an unspecified term. After the first 6 months of employment it can be terminated by either party with 3 months' notice.

The employment terms and conditions of all KMP are formalised in contracts of employment, director appointment deeds or services contracts (as the case may be).

Terms of employment generally requires that KMP's are provided with minimum of 1 months' notice (and up to 6 months' notice) prior to termination of such person's contract. KMP's who are directors cannot be terminated by the company, other than in accordance with the Corporations Act 2001 (Cth).

### Remuneration Expense Details for the Year Ended 30 June 2022

The following table of benefits and payments represents the components of the current year and comparative year remuneration expenses for each member of KMP of the consolidated Group.

Such amounts have been calculated in accordance with Australian Accounting Standards.

### Table of Benefits and Payments for the Year Ended 30 June 2022

| | | Short-term Benefits Profit | | | | Post-employment Benefits | | Long-term Benefits | | Equity-settled Share-based Payments | | Cash-settled Share-based Payments | Termination Benefits | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Salary, Fees and Leave | Profit Share and Bonuses | Non-monetary | Other | Super-annuation | Other | Incentive Plans | LSL | Shares/ Units | Options/ Rights | | | |
| | | $ | $ | $ | $ | $ | $ | $ | $ | $ | $ | $ | $ | $ |
| ***Group KMP*** | | | | | | | | | | | | | | |
| Tony Rowlinson | 2021 | 363,000 | - | - | 32,407 | 34,485 | - | - | - | - | 274,473 | - | - | 704,365 |
| | 2022 | 7,287 | - | - | - | 729 | - | - | - | - | - | - | 315,349 | 323,365 |
| Matthew Bailey | 2021 | 27,500 | - | - | - | - | - | - | - | - | - | - | - | 27,500 |
| | 2022 | 6,250 | - | - | - | - | - | - | - | - | - | - | - | 6,250 |
| Norman Rong | 2021 | 6,000 | - | - | - | - | - | - | - | - | - | - | - | 6,000 |
| | 2022 | 22,909 | - | - | - | 1,091 | - | - | - | - | - | - | - | 24,000 |
| Joe Zhou | 2021 | 182,648 | - | - | - | 17,352 | - | - | - | - | - | - | - | 200,000 |
| | 2022 | 53,146 | - | - | - | 5,315 | - | - | - | - | - | - | 80,518 | 138,979 |
| Norman Li | 2021 | 13,200 | - | - | - | - | - | - | - | - | - | - | - | 13,200 |
| | 2022 | 45,818 | - | - | - | 2,182 | - | - | - | - | - | - | - | 48,000 |
| Rocky Zhou | 2021 | 6,000 | - | - | - | - | - | - | - | - | - | - | - | 6,000 |
| | 2022 | 22,909 | - | - | - | 1,091 | - | - | - | - | - | - | - | 24,000 |
| Steven Cail | 2021 | 68,653 | - | - | - | 6,522 | - | - | - | - | - | - | - | 75,175 |
| | 2022 | 333,637 | - | - | - | 27,500 | - | - | - | - | 57,717 | - | - | 418,854 |
| Jacqueline Phillips | 2021 | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | 2022 | 31,364 | - | - | - | 1,636 | - | - | - | - | - | - | - | 33,000 |
| David Marchant | 2021 | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | 2022 | 26,809 | - | - | - | 2,681 | - | - | - | - | - | - | - | 29,490 |
| Ashley Bottrell | 2021 | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | 2022 | 100,971 | - | - | - | 10,097 | - | - | - | - | 17,816 | - | - | 128,884 |
| ***Total KMP*** | **2021** | **667,001** | **-** | **-** | **32,407** | **58,359** | **-** | **-** | **-** | **-** | **274,473** | **-** | **-** | **1,032,240** |
| | **2022** | **651,100** | **-** | **-** | **-** | **52,322** | **-** | **-** | **-** | **-** | **75,533** | **-** | **395,867** | **1,174,822** |

### Securities Received that Are Not Performance-related

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





### KMP Shareholdings – Ordinary shares

The number of ordinary shares in FOD held by each KMP of the Group during the financial year is as follows:

| | Balance at Beginning of Year | Issued during the Year | Released from Escrow during the Year | Other Changes during the Year | Balance at End of Year |
|---|---|---|---|---|---|
| Matthew Bailey[1] | 51,047,143 | - | - | - | 51,047,143 |
| Norman Rong | - | - | - | - | - |
| Norman Li[1] | 197,036,036 | - | - | - | 197,036,036 |
| Tony Rowlinson | 500,000 | - | - | (500,000) | - |
| Rocky Zhou | - | - | - | - | - |
| Joe Zhou | - | - | - | - | - |
| Steven Cail | - | - | - | - | - |
| Jac Phillips | - | - | - | 477,512 | 477,512 |
| David Marchant | - | - | - | - | - |
| Ashley Bottrell | - | - | - | 1,977,716 | 1,977,716 |
| | 248,583,179 | - | - | 1,955,228 | 250,538,407 |

The number of options in FOD held by each KMP of the Group during the financial year is as follows:

| | Balance at Beginning of Year | Issued during the Year | Lapsed during the Year | Other Changes during the Year | Balance at End of Year |
|---|---|---|---|---|---|
| Matthew Bailey | - | - | - | - | - |
| Norman Rong | - | - | - | - | - |
| Norman Li | - | - | - | - | - |
| Tony Rowlinson | 40,000,000 | - | (20,000,000) | - | 20,000,000 |
| Rocky Zhou | - | - | - | - | - |
| Joe Zhou | - | - | - | - | - |
| Steven Cail | - | 20,000,000 | - | - | 20,000,000 |
| Jac Phillips | - | - | - | - | - |
| David Marchant | - | - | - | - | - |
| Ashley Bottrell | - | 10,000,000 | - | - | 10,000,000 |
| | 40,000,000 | 30,000,000 | (20,000,000) | - | 50,000,000 |

**Note:**

1. Includes shares held by related parties of Mr Li and Mr Bailey

**Other Equity-related KMP Transactions**
There have been no other transactions involving equity instruments apart from those described in the tables above relating to options, rights and shareholdings.

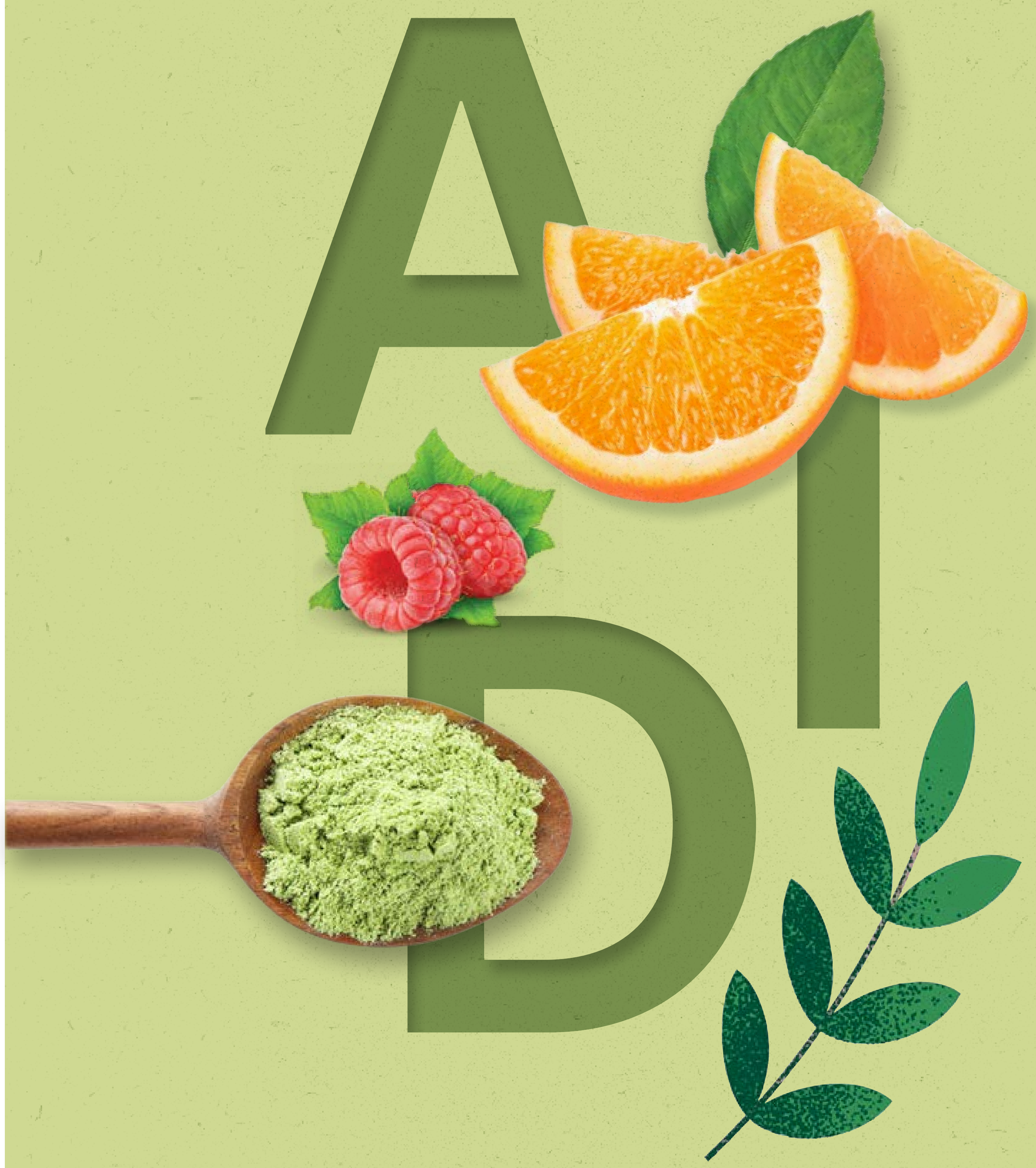
**Other Transactions with KMP and/or their Related Parties**
Please refer to Note 23: Related Party Transactions for details regarding other transactions conducted between the Group and KMP or their related parties.

This directors' report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

Norman Li, Chairman
Dated: 31 August 2022



# AUDITOR'S INDEPENDENCE DECLARATION



HALL CHADWICK
Chartered Accountants & Business Advisors

THE FOOD REVOLUTION GROUP LIMITED
ABN 20 150 015 446
AND CONTROLLED ENTITIES

## AUDITOR'S INDEPENDENCE DECLARATION UNDER S 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF THE FOOD REVOLUTION GROUP LIMITED

In accordance with s 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of The Food Revolution Group Limited. As the lead audit partner for the audit of the financial report of The Food Revolution Group Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

i. the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

ii. any applicable code of professional conduct in relation to the audit.

Hall Chadwick (NSW)

HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000

STEWART THOMPSON
Partner
Dated: 31 August 2022



# STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2022

| | Note | Consolidated Group | |
|---|---|---|---|
| | | 2022 | 2021 |
| | | $ | $ |
| **Net Revenue** | 3 | **35,383,282** | **34,026,091** |
| Cost of sales | | (23,978,203) | (24,331,295) |
| **Gross profit** | | **11,405,079** | **9,694,796** |
| Other income | 3 | 308,413 | 806,754 |
| Employment costs | 4 | (5,625,322) | (3,527,078) |
| Administration expenses | | (1,350,860) | (1,128,378) |
| Marketing costs | | (740,683) | (632,386) |
| Operating costs | | (3,113,201) | (2,966,168) |
| Depreciation, amortisation and write-offs | 4 | (2,751,748) | (2,723,238) |
| Finance costs | 4 | (809,241) | (1,212,252) |
| ASX and ASIC related expenses | | (62,140) | (109,884) |
| Impairment of non-financial assets | 12 | - | (753,822) |
| Reversal of impairment on financial assets | 9 | - | 788,606 |
| Share-based payments | | (87,650) | (298,100) |
| **Loss before income tax** | | **(2,827,353)** | **(2,061,150)** |
| Income tax expense | 19 | - | (105,630) |
| **Loss for the year** | | **(2,827,353)** | **(2,166,780)** |
| | | | |
| **Other comprehensive income** | | | |
| **Items that will be reclassified subsequently to profit or loss when specific conditions are met:** | | | |
| Gain on revaluation of plant and equipment, net of tax | | - | 105,630 |
| **Other comprehensive income for the year** | | - | 105,630 |
| | | | |
| **Total comprehensive income for the year** | | **(2,827,353)** | **(2,061,150)** |
| | | | |
| **Basic and diluted earnings per share (cents)** | | | |
| - Basic and diluted (loss) earnings per share in cents | 7 | (0.30) | (0.27) |

The accompanying notes form part of these financial statements.



# STATEMENT OF FINANCIAL POSITION

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2022

| | Note | Consolidated Group 2022 $ | Consolidated Group 2021 $ |
|---|---|---|---|
| **ASSETS** | | | |
| **CURRENT ASSETS** | | | |
| Cash and cash equivalents | 8 | 909,969 | 4,410,639 |
| Trade and other receivables | 9 | 1,602,436 | 1,375,458 |
| Inventories | 10 | 3,718,362 | 2,856,564 |
| Other assets | 13 | 46,724 | 133,635 |
| **TOTAL CURRENT ASSETS** | | **6,277,491** | **8,776,296** |
| **NON-CURRENT ASSETS** | | | |
| Plant and equipment | 11 | 13,299,603 | 14,716,191 |
| Intangible assets | 12 | 6,681,537 | 6,303,115 |
| Right-of-use assets | 18 | 5,721,363 | 6,333,311 |
| Deferred tax assets | 19 | 3,111,293 | 3,458,275 |
| **TOTAL NON-CURRENT ASSETS** | | **28,813,796** | **30,810,892** |
| **TOTAL ASSETS** | | **35,091,287** | **39,587,188** |
| **LIABILITIES** | | | |
| CURRENT LIABILITIES | | | |
| Trade and other payables | 15 | 6,145,703 | 6,136,135 |
| Provisions | 16 | 474,070 | 447,092 |
| Borrowings | 17 | 1,094,995 | 6,400,447 |
| Lease liabilities | 18 | 433,838 | 380,587 |
| **TOTAL CURRENT LIABILITIES** | | **8,148,606** | **13,364,261** |
| **NON-CURRENT LIABILITIES** | | | |
| Provisions | 16 | 128,925 | 2,433 |
| Borrowings | 17 | 4,113,785 | - |
| Lease liabilities | 18 | 6,868,939 | 7,302,777 |
| Deferred tax liabilities | 19 | 3,111,293 | 3,458,275 |
| **TOTAL NON-CURRENT LIABILITIES** | | **14,222,942** | **10,763,485** |
| **TOTAL LIABILITIES** | | **22,371,548** | **24,127,746** |
| **NET ASSETS** | | **12,719,739** | **15,459,442** |
| **EQUITY** | | | |
| Issued capital | 20 | 53,713,952 | 53,438,952 |
| Options reserve | 26 | 1,067,446 | 1,254,796 |
| Revaluation reserve | 26 | 9,017,833 | 9,017,833 |
| Accumulated losses | | (51,079,492) | (48,252,139) |
| **TOTAL EQUITY** | | **12,719,739** | **15,459,442** |

The accompanying notes form part of these financial statements.



## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2022

| | Issued Capital (Ordinary Shares) $ | Accumulated Losses $ | Revaluation Reserve $ | Options Reserve $ | Total $ |
|---|---|---|---|---|---|
| **Balance at 1 July 2020** | 46,802,075 | (46,085,359) | 8,912,203 | 550,665 | 10,179,584 |
| **Comprehensive income** | | | | | |
| Loss for the year | - | (2,166,780) | - | - | (2,166,780) |
| Other comprehensive income for the year | - | - | 105,630 | - | 105,630 |
| **Total comprehensive income for the year** | - | (2,166,780) | 105,630 | - | (2,061,150) |
| **Transactions with owners, and other transfers** | | | | | |
| Issuance of shares | 7,042,908 | - | - | - | 7,042,908 |
| Transfer from options reserve on expiry of options | (406,031) | - | - | - | (406,031) |
| Share-based payments transaction | - | - | - | 704,131 | 704,131 |
| **Total transactions with owners, and other transfers** | **6,636,877** | **-** | **-** | **704,131** | **7,341,008** |
| **Balance at 30 June 2021** | **53,438,952** | **(48,252,139)** | **9,017,833** | **1,254,796** | **15,459,442** |
| **Comprehensive income** | | | | | |
| Loss for the year | - | (2,827,353) | - | - | (2,827,353) |
| Other comprehensive income for the year | - | - | - | - | - |
| **Total comprehensive income for the year** | **-** | **(2,827,353)** | **-** | **-** | **(2,827,353)** |
| **Transactions with owners, and other transfers** | | | | | |
| Share-based payment transactions (Note 20, 23) | 275,000 | - | - | (187,350) | 87,650 |
| **Total transactions with owners, and other transfers** | **275,000** | **-** | **-** | **(187,350)** | **87,650** |
| **Balance at 30 June 2022** | **53,713,952** | **(51,079,492)** | **9,017,833** | **1,067,446** | **12,719,739** |

The accompanying notes form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

## CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2022

| | Note | Consolidated Group | |
|---|---|---|---|
| | | **2022** | **2021** |
| | | **$** | **$** |
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | | |
| Receipts from customers | | 35,163,304 | 32,404,617 |
| Payments to suppliers and employees | | (35,482,258) | (34,015,294) |
| Interest received | | 1,413 | 1,266 |
| Finance costs | | (264,476) | (546,895) |
| Net cash (used in) operating activities | 8a | (582,017) | (2,156,306) |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | | |
| Payment for intangible assets | | (580,265) | (611,068) |
| Payment for plant and equipment | | (521,369) | (625,231) |
| Net cash (used in) investing activities | | (1,101,634) | (1,236,299) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | | |
| Proceeds from borrowings | | 6,500,000 | 15,147,603 |
| Repayment of borrowings | | (7,391,667) | (16,425,918) |
| Proceeds from issuance of shares, net of transaction costs | | - | 7,042,908 |
| Payment of lease liabilities | | (925,352) | (898,561) |
| Net cash provided by financing activities | | (1,817,019) | 4,866,032 |
| Net increase/(decrease) in cash held | | (3,500,670) | 1,473,427 |
| Cash and cash equivalents at beginning of financial year | | 4,410,639 | 2,937,212 |
| Cash and cash equivalents at end of financial year | 8 | 909,969 | 4,410,639 |

The accompanying notes form part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS



These consolidated financial statements and notes represent those of The Food Revolution Group Limited and Controlled Entities (the "consolidated group" or "group"). The separate financial statements of the parent entity, The Food Revolution Group Limited, have not been presented within this financial report as permitted by the Corporations Act 2001.

The financial statements were authorised for issue on 31 August 2022 by the directors of the Company.

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Preparation**

These general purpose financial statements have been prepared in accordance with the Corporations Act 2001, Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board. The Group is a for-profit entity for financial reporting purposes under Australian Accounting Standards.

Except for cash flow information, the financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

**Going concern**

The financial statements have been prepared on the going concern basis, which assumes the continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. During the year ended 30 June 2022, the Group incurred a loss after tax of $2,827,353, operating cash outflows of $582,017 and as of that date, the Group's current liabilities exceeded its current assets by $1,871,115. The cash outflows from operating activities included a one-off payment of $1.3m to settle an outstanding payable from previous periods associated with the Original Juice Company transaction.

The directors have prepared cash flow projections that support the ability of the Group to continue as a going concern. These cash flow projections assume:

- Realisation of the projected sales from new and existing products;
- Implementation of cost-saving initiatives and entering into repayment arrangements with creditors to preserve working capital;
- Continued support from the existing financier. The current NAB loan facility is subject to an annual review and the group's ability to service loan repayment obligations and meet its covenant as required by the financier;
- The ability of the group to raise additional funds in the form of debt or equity.

The directors are confident in the Group's ability to achieve the projected forecasts and have therefore concluded that it is appropriate to adopt the going concern basis in preparing the financial statements.

The directors are of the view that the Group will be able to pay its debts as and when they become due and payable from net cash from operating activities and from existing funds on hand.

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

In the event that the Group is unable to achieve the above, such circumstances would indicate that a material uncertainty exists that may cast significant doubt as to whether the Group will continue as a going concern and therefore may not be able to realise its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the financial report.

**a. Principles of Consolidation**

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent (The Food Revolution Group Limited) and all of the subsidiaries (including any structured entities). Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 14.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of the Group from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealised gains or losses on transactions between Group entities are fully eliminated on consolidation. Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group.

**Business combinations**

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is obtained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured in each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to business combinations, other than those associated with the issue of a financial instrument, are recognised as expenses in profit or loss when incurred.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

**Goodwill**

Goodwill is initially recorded at the amount by which the purchase price for a business combination exceeds the fair value attributed to the interest in the net fair value of identifiable assets, liabilities and contingent liabilities acquired at the date of acquisition. Goodwill is not amortised. Instead, goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses.





NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**b. Income Tax**

The income tax expense (income) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

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

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

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability. With respect to non-depreciable items of property, plant and equipment measured at fair value and items of investment property measured at fair value, the related deferred tax liability or deferred tax asset is measured on the basis that the carrying amount of the asset will be recovered entirely through sale.

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

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

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

The Food Revolution Group Limited (the 'head entity') and its wholly-owned Australian controlled entities have formed an income tax consolidated group under the tax consolidation regime. The head entity and the controlled entities in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the group allocation approach in determining the appropriate amount of taxes to allocate to member of the tax consolidated group.

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**c. Fair Value of Assets and Liabilities**

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable Accounting Standard.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly (ie unforced) transaction between independent, knowledgeable and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (ie the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (ie the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also takes into account a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

**d. 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 carried at their fair value (being the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's length transaction), based on periodic, but at least triennial, valuations by external independent valuers, less accumulated impairment losses and accumulated depreciation for plant and equipment.

Increases in the carrying amount arising on revaluation of plant and equipment are credited to a revaluation surplus in equity. Decreases that offset previous increases of the same asset are recognised against revaluation surplus directly in equity; all other decreases are recognised in profit or loss.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

**Office equipment**

Office equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of office equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a revalued asset. A formal assessment of recoverable amount is made when impairment indicators are present (refer to Note 1(h) for details of impairment).

The carrying amount of office equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The cost of fixed assets constructed within the consolidated group includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

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 group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised as expenses in profit or loss during the financial period in which they are incurred.

**Depreciation**

The depreciable amount of all fixed assets including buildings and capitalised lease assets, but excluding freehold land, is depreciated on a diminishing value basis over the asset's useful life to the consolidated Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

| Class of Fixed Asset | Depreciation Rate |
|---|---|
| Plant and equipment | 15 years (Straight line method) |
| Office equipment | 3 years (Straight line method) |

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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.

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are recognised in profit or loss in the period in which they arise. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

**e. Inventories**
Inventories are measured at the lower of cost and net realisable value. The cost of manufactured products includes direct materials, direct labour and an appropriate proportion of variable and fixed overheads. Overheads are applied on the basis of normal operating capacity. Costs are assigned on the basis of weighted average costs.

**f. Leases**
At inception of a contract, the group assesses if the contract contains or is a lease. If there is a lease present, a right-of-use asset and a corresponding lease liability are recognised by the group where the group is a lessee. However, all contracts that are classified as short-term leases (ie a lease with a remaining lease term of 12 months or less) and leases of low-value assets are recognised as an operating expenses on a straight-line basis over the term of the lease.

Initially the lease liability is measured at the present value of the lease payments still to be paid at the commencement date. The lease payments are discounted at the interest rate implicit in the lease. If this rate cannot be readily determined, the group uses the incremental borrowing rate.

Lease payments included in the measurement of the lease liability are as follows:

- fixed lease payments less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options;
- lease payments under extension options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, any lease payments made at or before the commencement date and any initial direct costs. The subsequent measurement of the right-of-use assets is at cost less accumulated depreciation and impairment losses.





**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Right-of-use assets are depreciated over the lease term or useful life of the underlying asset, whichever is the shortest.

Where a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the group anticipates to exercise a purchase option, the specific asset is depreciated over the useful life of the underlying asset.

**g. Financial Instruments**
***Initial recognition and measurement***
Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions to the instrument. For financial assets, this is the date that the Group commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments (except for trade receivables) are initially measured at fair value plus transaction costs, except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Trade receivables are initially measured at the transaction price if the trade receivables do not contain a significant financing component or if the practical expedient was applied as specified in AASB 15.63.

**Classification and subsequent measurement**
*Financial liabilities*
All financial liabilities are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest expense in profit or loss over the relevant period. The effective interest rate is the internal rate of return of the financial asset or liability. That is, it is the rate that exactly discounts the estimated future cash flows through the expected life of the instrument to the net carrying amount at initial recognition. A financial liability cannot be reclassified.

*Financial assets*
Financial assets are subsequently measured at:

- amortised cost;
- fair value through other comprehensive income; or
- fair value through profit or loss.

Measurement is on the basis of two primary criteria:

- the contractual cash flow characteristics of the financial asset; and
- the business model for managing the financial assets.

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A financial asset that meets the following conditions is subsequently measured at amortised cost:

- the financial asset is managed solely to collect contractual cash flows; and
- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates.

A financial asset that meets the following conditions is subsequently measured at fair value through other comprehensive income:

- the contractual terms within the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding on specified dates;
- the business model for managing the financial assets comprises both contractual cash flows collection and the selling of the financial asset.

By default, all other financial assets that do not meet the measurement conditions of amortised cost and fair value through other comprehensive income are subsequently measured at fair value through profit or loss.

The Group initially designates a financial instrument as measured at fair value through profit or loss if:

- it eliminates or significantly reduces a measurement or recognition inconsistency (often referred to as "accounting mismatch") that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases;
- it is in accordance with the documented risk management or investment strategy, and information about the groupings was documented appropriately, so that the performance of the financial liability that was part of a group of financial liabilities or financial assets can be managed and evaluated consistently on a fair value basis;
- it is a hybrid contract that contains an embedded derivative that significantly modifies the cash flows otherwise required by the contract.

The initial designation of the financial instruments to measure at fair value through profit or loss is a one- time option on initial classification and is irrevocable until the financial asset is derecognised.

**Derecognition**
Derecognition refers to the removal of a previously recognised financial asset or financial liability from the statement of financial position.

*Derecognition of financial liabilities*
A liability is derecognised when it is extinguished (ie when the obligation in the contract is discharged, cancelled or expires). An exchange of an existing financial liability for a new one with substantially modified terms, or a substantial modification to the terms of a financial liability is treated as an extinguishment of the existing liability and recognition of a new financial liability.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

*Derecognition of financial assets*
A financial asset is derecognised when the holder's contractual rights to its cash flows expires, or the asset is transferred in such a way that all the risks and rewards of ownership are substantially transferred.

All of the following criteria need to be satisfied for derecognition of financial asset:

- the right to receive cash flows from the asset has expired or been transferred;
- all risk and rewards of ownership of the asset have been substantially transferred; and
- the Group no longer controls the asset (ie the Group has no practical ability to make a unilateral decision to sell the asset to a third party).

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of a debt instrument classified as at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss.

**Impairment**
The Group recognises a loss allowance for expected credit losses on:

- financial assets that are measured at amortised cost or fair value through other comprehensive income;
- lease receivables;
- contract assets (eg amounts due from customers under construction contracts);
- loan commitments that are not measured at fair value through profit or loss; and
- financial guarantee contracts that are not measured at fair value through profit or loss.

Loss allowance is not recognised for:

- financial assets measured at fair value through profit or loss; or
- equity instruments measured at fair value through other comprehensive income.

Expected credit losses are the probability-weighted estimate of credit losses over the expected life of a financial instrument. A credit loss is the difference between all contractual cash flows that are due and all cash flows expected to be received, all discounted at the original effective interest rate of the financial instrument.

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Group uses the following approaches to impairment, as applicable under AASB 9: Financial Instruments:

- the general approach
- the simplified approach

*General approach*
Under the general approach, at each reporting period, the Group assesses whether the financial instruments are credit-impaired, and if:

- the credit risk of the financial instrument has increased significantly since initial recognition, the Group measures the loss allowance of the financial instruments at an amount equal to the lifetime expected credit losses; or
- there is no significant increase in credit risk since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

*Simplified approach*
The simplified approach does not require tracking of changes in credit risk at every reporting period, but instead requires the recognition of lifetime expected credit loss at all times. This approach is applicable to:

- trade receivables or contract assets that result from transactions within the scope of AASB 15: Revenue from Contracts with Customers and which do not contain a significant financing component; and
- lease receivables.

In measuring the expected credit loss, a provision matrix for trade receivables was used taking into consideration various data to get to an expected credit loss (ie diversity of customer base, appropriate groupings of historical loss experience, etc).

*Recognition of expected credit losses in financial statements*
At each reporting date, the Group recognises the movement in the loss allowance as an impairment gain or loss in the statement of profit or loss and other comprehensive income.

The carrying amount of financial assets measured at amortised cost includes the loss allowance relating to that asset.

Assets measured at fair value through other comprehensive income are recognised at fair value, with changes in fair value recognised in other comprehensive income. Amounts in relation to change in credit risk are transferred from other comprehensive income to profit or loss at every reporting period.

For financial assets that are unrecognised (eg loan commitments yet to be drawn, financial guarantees), a provision for loss allowance is created in the statement of financial position to recognise the loss allowance.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**h. Impairment of Assets**
At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or joint ventures deemed to be out of pre- acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs of disposal and value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss, unless the asset is carried at a revalued amount in accordance with another Standard (eg. in accordance with the revaluation model in AASB 116: Property, Plant and Equipment). Any impairment loss of a revalued asset is treated as a revaluation decrease in accordance with that other Standard.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Impairment testing is performed annually for goodwill, intangible assets with indefinite lives and intangible assets not yet available for use.

**i. Intangibles Other than Goodwill**
*Brand names*
Brand names have been recognised at cost and are treated as having an indefinite useful life. The brand names relate to established products with strong market penetration into Australian markets. The brand names operate in a stable industry with a strong positioning in the functional beverage market. The brand names are not amortised, instead brand names are tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses.

***Intellectual property***
Intellectual property is recognised at cost of acquisition when incurred. Intellectual property has a useful life of 20 years and is carried at cost less any accumulated amortisation and impairment losses. Intellectual property is amortised over the life of the patents they relate to.

***Product development costs***
Expenditure during the research phase of a project is recognised as an expense when incurred. Development costs are capitalised only when technical feasibility studies identify that the project is expected to deliver future economic benefits and these benefits can be measured reliably.

Capitalised development costs have a finite useful life and are amortised on a systematic basis based on the future economic benefits over the useful life of the project.

**j. Foreign Currency Transactions and Balances**
***Functional and presentation currency***
The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars, which is the parent entity's functional currency.

**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Transactions and balances***

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

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

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

**k. Employee Benefits**

***Short-term employee benefits***

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Group's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as part of current trade and other payables in the statement of financial position. The Group's obligations for employees' annual leave and long service leave entitlements are recognised as provisions in the statement of financial position.

***Other long-term employee benefits***

Provision is made for employees' long service leave and annual leave entitlements not expected to be settled wholly within 12 months after the end of the annual reporting period in which the employees render the related service. Other long-term employee benefits are measured at the present value of the expected future payments to be made to employees. Expected future payments incorporate anticipated future wage and salary levels, durations of service and employee departures and are discounted at rates determined by reference to market yields at the end of the reporting period on government bonds that have maturity dates that approximate the terms of the obligations. Any re-measurements for changes in assumptions of obligations for other long-term employee benefits are recognised in profit or loss in the periods in which the changes occur.

The Group's obligations for long-term employee benefits are presented as non-current provisions in its statement of financial position, except where the Group does not have an unconditional right to defer settlement for at least 12 months after the end of the reporting period, in which case the obligations are presented as current provisions.





**NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Equity-settled compensation***

The Group operates an employee share and option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

**l. Provisions**

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

**m. Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short- term highly liquid investments with original maturities of 3 months or less.

**n. Revenue and Other Income**

**Revenue recognition**

*Sale of branded products*

The Group manufactures a range of functional juices, fibres, infused fruits and fruit waters for sale as branded products to wholesalers and retailers. Revenue is recognised when control of the products has transferred to the customer. For such transactions, this is when the products are delivered to the customers. Discounts can be provided with the sale of these items, depending on the volume of aggregate sales made to certain eligible customers. Revenue from these sales is based on the price stipulated in the contract, net of the estimated discounts. The discounts are estimated using historical experience and applying the expected value method. Revenue is then only recognised to the extent that there is a high probability that a significant reversal of revenue will not occur.

Where there are expected discounts payable to customers for sales made until the end of the reporting period, a contract liability is recognised.

A receivable is recognised when the goods are delivered. The Group's right to consideration is deemed unconditional at this time, as only the passage of time is required before payment of that consideration is due. There is no significant financing component because sales (which include those with discounts) are made within a credit term of 30 to 60 days.

## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Co-packaging and logistic services*

The Group provides co-packaging and logistic services to customers and manages the internal supply chain in distributing manufactured products. In relation to the co-packaging and logistic transportation services to customers, revenue is recognised at the point of time when the service is provided. On average, the performance obligation service is provided within 30 to 60 days.

*Other income*

Interest revenue is recognised using the effective interest method. All revenue is stated net of the amount of goods and services tax.

**o. Trade and Other Receivables**

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for loss allowance. Refer to Note 1(g) for further discussion on the determination of impairment losses.

**p. Trade and Other Payables**

Trade and other payables represent the liabilities for goods and services received by the entity that remain unpaid at the end of the reporting period. The balance is recognised as a current liability with the amounts normally paid within 30 days of recognition of the liability.

**q. Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

**r. Government Grants**

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received, and all grant conditions will be met. Grants relating to expense items are recognised as income (or where there was increased expenditure as a result of the grant, are credited to the appropriate expense item) over the periods necessary to match the grant to the costs it is compensating. Grants relating to assets are credited to the assets at fair value.

**s. Comparative Figures**

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





## NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**t. Critical Accounting Estimates and Judgements**

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

**Key estimates**

*(i) Impairment – general*

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions. Refer to Note 12(a) for further details regarding management's impairment assessment.

**Key judgements**

*(i) Provision for loss allowance of receivables*

The provision for loss allowance of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by considering the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates. Refer to Note 9 for further details regarding management's loss allowance assessment.

*(ii) Recoverability of deferred tax assets*

Deferred tax assets are recognised for deductible temporary difference and unused tax losses as management considers that it is probable that future taxable profits will be available to utilise those temporary differences and unused tax losses. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits which may lead to impairment of the deferred tax asset.

*(iii) Valuation of plant and equipment*

Critical judgements are made by the Group in respect of the fair value of plant and equipment. The fair value of plant and equipment is reviewed by management with reference to market value as determined by an independent valuer who has recognised and appropriate professional qualifications and recent experience in the category of plant and equipment being valued. The market value is the amount in which an asset should exchange at the date of valuation between a willing buyer and willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The valuation also assumes the assets will be sold by way of a private treaty sale and remain in its current location after the sale.

## NOTE 2: PARENT INFORMATION

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Australian Accounting Standards.

| | 2022 | 2021 |
|---|---|---|
| | $ | $ |
| **Statement of Financial Position** | | |
| ASSETS | | |
| Current assets | 613,265 | 2,840,934 |
| Non-current assets | 40,028,788 | 38,943,126 |
| TOTAL ASSETS | 40,642,053 | 41,784,060 |
| LIABILITIES | | |
| Current liabilities | 6,487,937 | 8,166,123 |
| Non-current liabilities | - | - |
| TOTAL LIABILITIES | 6,487,937 | 8,166,123 |
| EQUITY | | |
| Issued capital | 53,713,952 | 53,438,952 |
| Accumulated losses | (20,627,282) | (21,075,811) |
| Option reserve | 1,067,446 | 1,254,796 |
| TOTAL EQUITY | 34,154,116 | 33,617,937 |
| **Statement of Profit or Loss and Other Comprehensive Income** | | |
| Total loss | 448,529 | (1,148,514) |
| Total comprehensive income | 448,529 | (1,148,514) |

**Guarantees**
The company has a bank guarantee of $590,589 (2021: $590,589) as security bond for the office lease.

**Contingent liabilities**
There are no contingent liabilities as at 30 June 2022 and 30 June 2021.

**Contractual capital commitments**
There are no contingent capital commitments as at 30 June 2022 and 30 June 2021.





## NOTE 3: REVENUE AND OTHER INCOME

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| **Gross sales** | 44,292,271 | 42,012,782 |
| - Less volume rebates and trading terms | (8,908,989) | (7,986,691) |
| **Revenue** | 35,383,282 | 34,026,091 |
| Other income: | | |
| - Rent income | 7,000 | 805,488 |
| - Interest income | 1,413 | 1,266 |
| - Debt forgiveness on Greensill loan | 300,000 | - |
| Total other income | 308,413 | 806,754 |
| Total revenue and other income | 35,691,695 | 34,832,845 |

## NOTE 4: EXPENSES

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| Loss before income tax includes the following specific expenses: | | |
| **a. Employment costs** | | |
| - wages and salaries | 4,714,038 | 2,909,902 |
| - other employee related expenses | 911,284 | 617,176 |
| | 5,625,322 | 3,527,078 |
| **b. Depreciation, amortisation and write-offs** | | |
| - depreciation and write-offs | 2,549,905 | 2,519,190 |
| - amortisation expenses | 201,843 | 204,048 |
| | 2,751,748 | 2,723,238 |
| **c. Finance costs** | | |
| - Interest expenses | 217,493 | 602,895 |
| - other finance charges | 46,983 | 39,000 |
| - Interest expense on lease liabilities | 544,765 | 570,357 |
| | 809,241 | 1,212,252 |

## NOTE 5: KEY MANAGEMENT PERSONNEL COMPENSATION

Refer to the remuneration report contained in the directors' report for details of the remuneration paid or payable to each member of the Group's key management personnel (KMP) for the year ended 30 June 2022.

The totals of remuneration paid to KMP of the company and the Group during the year are as follows:

| | 2022 | 2021 |
|---|---|---|
| | $ | $ |
| Short-term employee benefits | 651,100 | 699,408 |
| Post-employment benefits | 52,322 | 58,359 |
| Share-based payments | 75,533 | 274,473 |
| Other long-term benefits | 395,867 | - |
| Total KMP compensation | 1,174,822 | 1,032,240 |

**Short-term employee benefits**
These amounts include fees and benefits paid to the non-executive Chair and non-executive directors as well as all salary, paid leave benefits, fringe benefits and cash bonuses awarded to executive directors and other KMP.

**Post-employment benefits**
These amounts are the current-year's estimated costs of providing for the Group's superannuation contributions made during the year.

**Share-based payments**
These are options issued under the EIS to Key Management Personnel, both past and present.

**Other long-term benefits**
These amounts represent long service leave benefits accruing during the year, long-term disability benefits, deferred bonus payments, and restructuring payments.

Further information in relation to KMP remuneration can be found in the directors' report.

## NOTE 6: AUDITOR'S REMUNERATION

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| Remuneration of the auditor for: | | |
| – audit and review of the financial statements | 76,500 | 73,000 |
| | 76,500 | 73,000 |



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

## NOTE 7: EARNINGS PER SHARE

| | | Consolidated Group | |
|---|---|---|---|
| | | 2022 | 2021 |
| | | $ | $ |
| | **Basic and diluted loss per share** | | |
| a. | Loss attributable to the ordinary equity holders of the Company | (2,827,353) | (2,166,780) |
| | | No. | No. |
| b. | Weighted average number of shares used as the denominator | | |
| | Weighted average number of ordinary shares outstanding during the year used in calculating basic and dilutive EPS | 946,761,854 | 810,021,849 |

| | 2022 | 2021 |
|---|---|---|
| **Earnings per share** | | |
| Earnings per share (cents) – basic and diluted | (0.30) | (0.27) |

## NOTE 8: CASH AND CASH EQUIVALENTS

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| Cash at bank and on hand | 909,969 | 4,410,639 |
| | 909,969 | 4,410,639 |

### a. Cash Flow Information

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| **Reconciliation of Cash Flow from Operations with Loss after Income Tax** | | |
| Loss after income tax | (2,827,353) | (2,166,780) |
| Non cash flows in loss for year: | | |
| Depreciation, amortisation and write-offs | 2,751,748 | 2,723,238 |
| Reversal of Impairment of financial assets | - | (788,606) |
| Impairment of non-financial assets | - | 753,822 |
| Share-based payments | 87,650 | 298,100 |
| Lease interest and loan establishment fees | 544,765 | 665,357 |
| Debt forgiveness on Greensill loan | (300,000) | - |
| Changes in operating assets and liabilities: | | |
| – Trade and other receivables | (226,978) | 587,809 |
| – Trade and other payables | 9,568 | (5,089,621) |
| – Inventories | (861,798) | 625,182 |
| – Other assets | 86,911 | (4,179) |
| – Provisions | 153,470 | 133,742 |
| – Deferred tax assets/liabilities | - | 105,630 |
| | (582,017) | (2,156,306) |





## NOTE 9: TRADE AND OTHER RECEIVABLES

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| CURRENT | | |
| Trade receivables | 1,602,436 | 1,375,458 |
| Less: provision for impairment | - | - |
| | 1,602,436 | 1,375,458 |

### a. Expected Credit Loss – Credit Impaired

The Group applies the simplified approach to providing for expected credit losses prescribed by AASB 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The loss allowance provision as at 30 June 2021 and 30 June 2022 is determined as follows. These expected credit losses also incorporate forward-looking information.

| | Current | >30 days past due | >60 days past due | >90 days past due | Total |
|---|---|---|---|---|---|
| **2021** | | | | | |
| Expected loss rate | 0.18% | 0.18% | 15.95% | 100% | |
| Trade receivables (gross) | 837,818 | 237,722 | 54,870 | 245,048 | 1,375,458 |
| Loss allowance provision* | - | - | - | - | - |
| Total | 837,818 | 237,722 | 54,870 | 245,048 | 1,375,458 |
| **2022** | | | | | |
| Expected loss rate | 0.18% | 0.18% | 15.95% | 100% | |
| Trade receivables (gross) | 1,038,558 | 165,028 | 128,978 | 269,872 | 1,602,436 |
| Loss allowance provision* | - | - | - | - | - |
| Total | 1,038,558 | 165,028 | 128,978 | 269,872 | 1,602,436 |

* The past due receivables owing by specific customers amounting to $268,872 (2021: $245,048) were subsequent received at the date of this report. The allowance for credit loss calculated on trade receivables that were grouped into similar credit characteristics was inconsequential and therefore no allowance for credit losses were recorded at 30 June 2022 and 30 June 2021.

## NOTE 9: TRADE AND OTHER RECEIVABLES

**b. Credit Risk**

The Group has a significant concentration of credit risk arising from its ordinary course of business due to its relatively small customer base. This is largely mitigated by the high credit quality of its customers.

The class of assets described as "trade and term receivables" is considered to be the main source of credit risk related to the Group.

The Group measures the loss allowance for trade receivables at an amount equal to lifetime expected credit loss. The expected credit losses on trade receivables is estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate and an assessment of both the current and forecast directions of conditions at the reporting date.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Group writes off a trade receivable when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery (eg when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the trade receivables are over one year past due, whichever occurs earlier).

**c. Collateral Pledged**

Security over all of the Group's current and future assets (including receivables) has been provided to National Australia Bank. Refer to Note 17(b) for further details.

**d. Movements in Provision of Impairment**

| | Consolidated Group | |
|---|---|---|
| | **2022** | **2021** |
| | **$** | **$** |
| At the beginning of the reporting period | - | 3,418,341 |
| Reversal of impairment losses | - | (788,606) |
| Write-offs | - | (2,629,735) |
| As at 30 June | - | - |





## NOTE 10: INVENTORIES

| | Consolidated Group | |
|---|---|---|
| | **2022** | **2021** |
| | **$** | **$** |
| CURRENT | | |
| At cost | | |
| Work in progress | 1,263,418 | 726,208 |
| Raw materials | 1,437,430 | 1,289,964 |
| Finished goods | 1,017,514 | 840,392 |
| | 3,718,362 | 2,856,564 |

## NOTE 11: PLANT AND EQUIPMENT

| | Consolidated Group | |
|---|---|---|
| | **2022** | **2021** |
| | **$** | **$** |
| Plant and equipment – at fair value | 21,534,917 | 21,021,343 |
| Less: accumulated depreciation | (8,304,816) | (6,370,266) |
| | 13,230,101 | 14,651,077 |
| | | |
| Office equipment – at cost | 335,163 | 327,368 |
| Less: accumulated depreciation | (265,661) | (262,254) |
| | 69,502 | 65,114 |
| | | |
| TOTAL PLANT AND EQUIPMENT | 13,299,603 | 14,716,191 |

## NOTE 11: PLANT AND EQUIPMENT

**a. Movements in Carrying Amounts**

Movements in the carrying amounts for each class of plant and equipment between the beginning and the end of the current financial year:

| | Plant and Equipment | Office Equipment | Total |
|---|---|---|---|
| | $ | $ | $ |
| Balance at 1 July 2020 | 16,161,844 | 68,705 | 16,230,549 |
| Additions | 392,647 | 237 | 392,884 |
| Depreciation expense | (1,903,414) | (3,828) | (1,907,242) |
| Balance at 30 June 2021 | 14,651,077 | 65,114 | 14,716,191 |
| Additions | 513,574 | 7,795 | 521,369 |
| Depreciation expense | (1,934,550) | (3,407) | (1,937,957) |
| Balance at 30 June 2022 | 13,230,101 | 69,502 | 13,299,603 |

**b. Impairment Disclosures**

On 28 April 2021, a valuation report on our plant and equipment was issued by a certified industry leading independent valuer. This independent valuation was used for both the bank facility purpose and as a reference for fair value.

Based on the valuation result and management's judgement, management believe the carrying amount of category "plant and equipment" as at the end of FY2021 and FY2022 reflected its fair value at that date and no revaluation is required.





## NOTE 12: INTANGIBLE ASSETS

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| Intellectual property – at cost | 294,324 | 278,059 |
| Less: Accumulated amortisation | (201,214) | (198,656) |
| | 93,110 | 79,403 |
| Product development costs – at cost | 1,821,231 | 2,969,075 |
| Less: Accumulated amortisation and impairment | (850,070) | (2,362,629) |
| | 971,161 | 606,446 |
| Brand names – at cost | 7,914,998 | 7,914,998 |
| Less: Accumulated impairment | (2,297,732) | (2,297,732) |
| | 5,617,266 | 5,617,266 |
| Other intangible assets | - | - |
| TOTAL INTANGIBLE ASSETS | 6,681,537 | 6,303,115 |

## NOTE 12: INTANGIBLE ASSETS

Reconciliations of the written down values at the beginning and end of the current and previous financial years are set out below:

| | Brands | Intellectual property | Product development costs | Other intangible assets | Total |
|---|---|---|---|---|---|
| **Consolidated Group:** | $ | $ | $ | $ | $ |
| **Balance at 1 July 2020** | 5,617,266 | 70,906 | 962,515 | 1,095 | 6,651,782 |
| Additions | - | 11,958 | 597,294 | - | 609,252 |
| Amortisation charge | - | (3,461) | (200,586) | - | (204,047) |
| Impairment charge | - | - | (752,777) | (1,095) | (753,872) |
| **Balance at 30 June 2021** | 5,617,266 | 79,403 | 606,446 | - | 6,303,115 |
| Additions | - | 16,265 | 564,000 | - | 580,265 |
| Amortisation charge | - | (2,558) | (199,285) | - | (201,843) |
| **Balance at 30 June 2022** | 5,617,266 | 93,110 | 971,161 | - | 6,681,537 |

**a. Impairment Disclosures**

The recoverable amounts of the consolidated entity's goodwill and brand have been determined by a value-in-use calculation using a discounted cash flow model, based on a 12-month projection period approved by management and extrapolated for a further 4 years by using the key assumptions of business revenue and cost growth rates of 19% per annum, a discount rate of 12% and a terminal value.

The value-in-use calculation is most sensitive to changes in the discount rate and revenue growth rates used to extrapolate cash flows beyond the forecast period. A rise in the discount rate to 16.5% in the value-in-use calculation would result in nil headroom for impairment. If the budgeted growth in revenue is less than 13.5% of management's estimate, the Group would have recognised an impairment against the carrying value of intangible assets.





## NOTE 13: OTHER ASSETS

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| Prepayments | 46,724 | 133,635 |
| | 46,724 | 133,635 |

## NOTE 14: INTERESTS IN SUBSIDIARIES

**a. Information about Principal Subsidiaries**

The subsidiaries listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. The proportion of ownership interests held equals the voting rights held by the Group. Each subsidiary's principal place of business is also its country of incorporation.

| Name of Subsidiary | Principal Place of Business | Ownership Interest Held by the Group | | Proportion of Non-controlling Interests | |
|---|---|---|---|---|---|
| | | 2022 | 2021 | 2022 | 2021 |
| | | % | % | % | % |
| LangTech International Pty Ltd | Australia | 100 | 100 | - | - |
| LangTech Citrus Pty Ltd | Australia | 100 | 100 | - | - |
| LangTech Bottling Pty Ltd | Australia | 100 | 100 | - | - |
| Thirsty Brothers Pty Ltd | Australia | 100 | 100 | - | - |
| New Age Beverages Pty Ltd | Australia | 100 | 100 | - | - |
| Allure Australia Pty Ltd | Australia | 100 | 100 | - | - |

**b. Significant Restrictions**

There are no significant restrictions over the Group's ability to access or use assets, and settle liabilities, of the Group other than those disclosed in Note 17(b).

## NOTE 15: TRADE AND OTHER PAYABLES

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| CURRENT | | |
| Trade payables | 5,034,242 | 4,320,119 |
| Other payables and accruals | 1,111,461 | 1,816,016 |
| TOTAL TRADE AND OTHER PAYABLES | 6,145,703 | 6,136,135 |

Trade payables are unsecured and are generally paid within 45 days (and up to 90 days) from date of invoice.

## NOTE 16: PROVISIONS

| | 2022 | 2021 |
|---|---|---|
| | $ | $ |
| CURRENT | | |
| Employee benefits | 474,070 | 447,092 |
| NON-CURRENT | | |
| Employee benefits | 128,925 | 2,433 |
| TOTAL PROVISIONS | 602,995 | 449,525 |

**Provision for Employee Benefits**

Provision for employee benefits represents amounts accrued for annual leave and long service leave.

The current portion for this provision includes the total amount accrued for annual leave entitlements, and the amounts accrued for long service leave entitlements that have vested due to employees having completed the required period of service. Based on past experience, the Group does not expect the full amount of annual leave balances classified as current liabilities to be settled within the next 12 months. However, these amounts must be classified as current liabilities since the Group does not have an unconditional right to defer the settlement of these amounts in the event employees wish to use their leave entitlement.

The non-current portion for this provision includes amounts accrued for long service leave entitlements that have not yet vested in relation to those employees who have not yet completed the required period of service.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

## NOTE 17: BORROWINGS

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| CURRENT | | |
| NAB loan – equipment finance loan (secured) | 1,094,995 | - |
| Greensill loan (secured) | - | 6,400,447 |
| | 1,094,995 | 6,400,447 |
| NON-CURRENT | | |
| NAB loan – equipment finance loan (secured) | 4,113,785 | - |
| | 4,113,785 | - |
| TOTAL BORROWINGS | 5,208,780 | 6,400,447 |

**a. Loan Facility**

The Greensill revolving facility has no maturity, bears an interest rate of 7.75% per annum with interest payable every four months.

On 12 July 2021, the Group secured a bank facility from NAB which replaced the Greensill facility. The NAB facility includes:

- a $6.5m equipment finance loan at an improved fixed 4.2% interest. The equipment finance loan is secured over all of the company's assets and will be over a 5-year term. This loan replaced the existing Greensill facility on 30 July 2021.
- a $1.0m invoice finance facility at 6.22% interest secured over all of the company's assets and reviewed by annually on an ongoing basis. This facility will be used for working capital.

**b. Collateral provided**

The company has entered into equipment finance loan and invoice finance facility NAB. The equipment finance loan is secured by plant and equipment as disclosed in Note 11 via a security interest over personal property. The invoice finance facility is secured by all of the present and future rights, property and undertaking of Thirsty Brothers Pty Ltd, The Food Revolution Group Limited and Langtech International Pty Ltd.

## NOTE 18: LEASES

**a. Right-of-use assets**

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| Leased building | 7,747,079 | 7,747,079 |
| Accumulated depreciation | (2,175,032) | (1,636,461) |
| | 5,572,047 | 6,110,618 |
| Leased equipment | 468,879 | 468,879 |
| Accumulated depreciation | (319,563) | (246,186) |
| | 149,316 | 222,693 |
| Total right-of-use assets | 5,721,363 | 6,333,311 |

**b. Lease liabilities**

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| Current | 433,838 | 380,587 |
| Non-current | 6,868,939 | 7,302,777 |
| Total lease liabilities | 7,302,777 | 7,683,364 |

**c. Movements in carrying amounts**

| | Leased building | Leased equipment | Total |
|---|---|---|---|
| | $ | $ | $ |
| Balance at 30 June 2020 | 6,626,455 | 318,804 | 6,945,259 |
| Depreciation expense | (515,837) | (96,111) | (611,948) |
| **Balance at 30 Jun 2021** | 6,110,618 | 222,693 | 6,333,311 |
| Additions | - | - | - |
| Depreciation expense | (538,571) | (73,377) | (611,948) |
| **Balance at 30 June 2022** | 5,572,047 | 149,316 | 5,721,363 |





## NOTE 18: LEASES

**d. AASB 16 related amounts recognised in the statement of profit and loss**

| | 2022 | 2021 |
|---|---|---|
| | $ | $ |
| Right-of-use assets depreciation | 611,948 | 611,948 |
| Lease interest expense | 544,765 | 570,357 |

## NOTE 19: TAX

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| **a. Components of income tax expense comprise in:** | | |
| Deferred tax expense | - | 105,630 |
| Total income tax expense | - | 105,630 |
| **b. The prima facie tax on loss from ordinary activities before income tax, is reconciled to income tax as follows:** | | |
| Loss before tax | (2,827,353) | (2,061,150) |
| Prima facie tax expense on loss from ordinary activities before income tax at 25% (2021: 26%) | (706,838) | (535,899) |
| Tax effect of: | | |
| – Non-allowable items | (156,890) | 80,717 |
| – Non-assessable items | - | (74,750) |
| – Previously unrecognised deferred tax | - | 105,630 |
| – Deferred tax assets not recognised | 863,728 | 431,606 |
| – Change of tax rate adjustment on deferred tax items - Write down to recoverable amounts | - | 98,326 |
| Prima facie tax expense on loss attributable to entity | - | 105,630 |

**NOTE 19: TAX**

**c. Deferred tax assets and liabilities**

| | Opening Balance | Recognised in profit or loss | Credited direct to equity | Closing Balance |
|---|---|---|---|---|
| | $ | $ | $ | $ |
| NON-CURRENT | | | | |
| **2022** | | | | |
| **Consolidated Group** | | | | |
| **Deferred tax liabilities** | | | | |
| Revaluation amount recognised in reserve, gross | 2,640,755 | - | - | 2,640,755 |
| Tangible assets depreciation including depreciation on revaluation | (765,808) | (193,995) | - | (959,803) |
| Right of use assets | 1,583,328 | (152,987) | - | 1,430,341 |
| | 3,458,275 | (346,982) | - | 3,111,293 |
| **Deferred tax assets** | | | | |
| Lease liabilities | 1,583,328 | (152,987) | - | 1,430,341 |
| Carried forward tax offsets | 1,706,374 | (25,422) | - | 1,680,952 |
| Unused tax losses | 168,573 | (168,573) | - | - |
| | 3,458,275 | (346,982) | - | 3,111,293 |





**NOTE 19: TAX**

| | Opening Balance | Recognised in profit or loss | Credited direct to equity | Closing Balance |
|---|---|---|---|---|
| | $ | $ | $ | $ |
| NON-CURRENT | | | | |
| **2021** | | | | |
| **Consolidated Group** | | | | |
| **Deferred tax liabilities** | | | | |
| Revaluation amount recognised in reserve, gross | 2,746,385 | - | (105,630) | 2,640,755 |
| Tangible assets depreciation including depreciation on revaluation | (546,442) | (219,366) | - | (765,808) |
| Right of use assets | 1,805,762 | (222,434) | - | 1,583,328 |
| | 4,005,705 | (441,800) | (105,630) | 3,458,275 |
| **Deferred tax assets** | | | | |
| Lease liabilities | 1,805,762 | (222,434) | - | 1,583,328 |
| Carried forward tax offsets | 1,706,374 | - | - | 1,706,374 |
| Tax losses | 493,569 | (324,996) | - | 168,573 |
| | 4,005,705 | (547,430) | - | 3,458,275 |

## NOTE 20: ISSUED CAPITAL

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| 946,761,854 (2021: 946,761,854) fully paid ordinary shares | 53,438,952 | 53,438,952 |

| | Consolidated Group | | | |
|---|---|---|---|---|
| | 2022 | 2021 | 2022 | 2021 |
| | No. | No. | $ | $ |
| **a. Ordinary Shares** | | | | |
| At the beginning of the reporting period: | 946,761,854 | 724,674,526 | 53,438,952 | 46,802,075 |
| - Issue of shares – 11 December 2021 | - | 68,701,179 | - | 2,436,671 |
| - Issue of shares – 5 January 2021 | - | 14,230,002 | - | 498,050 |
| - Issue of shares – 5 February 2021 | - | 45,584,717 | - | 1,595,465 |
| - Issue of shares – 2 March 2021 | - | 7,857,143 | 275,000 (1) | - |
| - Issue of shares – 6 April 2021 | - | 85,714,287 | - | 3,000,000 |
| - Less capital raising costs | - | - | - | (893,309) |
| At the end of the reporting period | 946,761,854 | 946,761,854 | 53,713,952 | 53,438,952 |

1 Represents the fair value of shares issued for marketing services provided. The shares were issued on 2 March 2021.

Ordinary shares participate in dividends and the proceeds on winding-up of the parent entity in proportion to the number of shares held.

At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called; otherwise each shareholder has one vote on a show of hands.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

## NOTE 20: ISSUED CAPITAL

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | No. | No. |
| **b. Performance Shares** | | |
| At the beginning of the reporting period | - | 190,000,000 |
| Issued during the year | - | - |
| Lapsed during the year (Performance Shares Class C) | - | (190,000,000) |
| At the end of the reporting period | - | - |

The 190,000,000 Performance Shares offered in the Share Subscription Deed to Careline lapsed on 25 November 2021 due to Careline not taking up the fifth and final Tranche.

**c. Options**

For information relating to The Food Revolution Group employee option plan, including details of options issued, exercised and lapsed during the financial year and the options outstanding at balance date, refer to Note 23.

## NOTE 20: ISSUED CAPITAL

**d. Capital Management**

Management controls the capital of the Group in order to maintain a sustainable debt to equity ratio, generate long-term shareholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital include ordinary share capital and financial liabilities, supported by financial assets.

The Group is not subject to any externally imposed capital requirements.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses include the management of debt levels, distributions to shareholders and share issues.

The gearing ratios for the years ended 30 June 2021 and 30 June 2022 are as follows:

| | Consolidated Group | |
|---|---|---|
| | **2022** | **2021** |
| | **$** | **$** |
| Total financial debt | 5,208,780 | 6,400,447 |
| Total lease liabilities | 7,302,777 | 7,683,364 |
| Less cash and cash equivalents | (909,969) | (4,410,639) |
| Net debt | 11,601,588 | 9,673,172 |
| Total equity | 12,719,739 | 15,459,442 |
| Total capital | 24,321,327 | 25,132,614 |
| | | |
| Gearing ratio net debt / (net debt + equity) | 48% | 38% |



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

## NOTE 21: CAPITAL COMMITMENTS

There are no capital commitments as at 30 June 2022 and 30 June 2021.

## NOTE 22: OPERATING SEGMENTS

**General Information**

**Identification of reportable segments**

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The Directors have considered the requirements of AASB 8 – Operating Segments and have concluded that at this time there are no separately identifiable reportable segments.

## NOTE 23: SHARE-BASED PAYMENTS

(i) In June 2020, 40 million options at an exercise price of $0.06 per share were granted to Chief Executive Officer Tony Rowlinson as a share-based payment. Of these 40 million options, 20 million were granted on the signing of his employment contract. The remaining interest in 20 million options was cancelled upon Mr. Rowlinson's resignation in July 2021, resulting in a reversal during FY 2022 of the $288,324 share-based payment provision established in FY 2021.

(ii) The Group established The Food Revolution Group Share Option Plan Scheme (approved by shareholders on 22 January 2021) (Plan) to provide incentives to the employees of the Company and to recognise their contribution to the Company's success. The Plan is limited to directors, senior-executives and full or part-time employees of the Company or a related body corporate of the Company. The Directors are considering adopting a plan on broadly similar terms for contractors.

Under the Plan, the Board may offer to eligible persons the opportunity to receive such number of Options in the Company as the Board may decide and on terms set out in the rules of the Plan. Options granted under the Plan will be offered to participants in the Plan on the basis of the Board's view of the contribution of the eligible person to the Company.

Options may be issued with performance conditions, as determined by the board, which are required to be met before the options vest (failing which the options lapse). Options may be issued for nil or nominal consideration, and with an expiry date and exercise price, as determined by the board.

As at 30 June 2022, 45,000,000 options have been issued under the Plan to various KMP and employees.

The total expense arising from the above share-based payment transactions recognised during the year was $100,974.

## NOTE 24: RELATED PARTY TRANSACTIONS

**a. The Group's main related parties are as follows:**

*(i) Entities exercising control over the Group:*

The ultimate parent entity that exercises control over the Group is The Food Revolution Group Limited, which is incorporated in Australia.

*(ii) Key management personnel:*

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity, are considered key management personnel.

For details of disclosures relating to key management personnel, refer to Note 5.

*(iii) Other related parties:*

Other related parties include entities controlled by the ultimate parent entity and entities over which key management personnel have joint control.

**b. Transactions with related parties:**

A number of key management personnel, or their related parties, hold position in other companies that result in them having control or significant influence over these companies.

A number of these companies transacted with the Group during the year. The terms and conditions of these transactions were no more favourable than those available, or which might reasonably be expected to be available, in similar transaction with non-key management personnel related companies on an arm's length basis.

In 2021, all sanitiser related transactions that occurred between The Food Revolution Group and its related party entities transpired in order for the Group to be able to successfully launch and sell its range of hand sanitisers. The COVID-19 pandemic presented an opportunity for FOD to enter into a new market, and therefore it was decided by the Directors of the Board to utilise Chairman, Norman Li's, already established Careline brand. The company has since ceased all selling of hand sanitiser products and does not plan to continue to sell such products in future.

The aggregate value of transactions and outstanding balances related to key management personnel and entities over which they have control or significant influence were as follows.





## NOTE 24: RELATED PARTY TRANSACTIONS

| | Consolidated Group | |
|---|---|---|
| | 2022 | 2021 |
| | $ | $ |
| Sales of sanitisers to One A Group Pty Ltd | - | 1,383,358 |
| Receivable at reporting date | - | - |
| Professional services and other related expenses rendered by One A Group Pty Ltd | - | 240,000 |
| Payable at reporting date | - | 40,000 |
| Professional services and other related expenses rendered by Healthy Generation Pty Ltd | 144,000 | 149,776 |
| Payable at reporting date | 84,000 | 26,210 |
| Share service recharge to Healthy Generation Pty Ltd | 60,000 | 60,000 |
| Receivable at reporting date | - | 10,000 |
| Sales of goods to Careline (Australia) Pty Ltd | - | 43,461 |
| Sales of goods to C-mart (Australia) Pty Ltd | 79,195 | - |
| Receivable at reporting date | 79,195 | - |

One A Group Pty Ltd and Healthy Generation Pty Ltd are entities related to Matthew Bailey. Careline (Australia) Pty Ltd and C-mart (Australia) Pty Ltd is an entity related to Norman Li.

All transactions and outstanding balances with these related parties are priced on an arm's length basis and are to be settled in cash within the standard credit terms. None of these balances is secured. No expense has been recognised in the current year or prior year for bad or doubt debts in respect of amounts owed by related parties. No guarantees have been given or received.

The amount owing from C-mart (Australia) Pty Ltd as at 30 June 2022 ($79,195) was received in full subsequent to year end.

## NOTE 25: FINANCIAL RISK MANAGEMENT

The Group's financial instruments consist mainly of deposits with banks, accounts receivable and payable and loans.

The totals for each category of financial instruments, measured in accordance with AASB 9: Financial Instruments as detailed in the accounting policies to these financial statements, is as follows:

| | Note | Consolidated Group | |
|---|---|---|---|
| | | 2022 | 2021 |
| | | $ | $ |
| **Financial assets** | | | |
| Financial assets at amortised cost: | | | |
| – Cash and cash equivalents | 8 | 909,969 | 4,410,639 |
| – Trade and other receivables | 9 | 1,602,436 | 1,375,458 |
| **Total financial assets** | | 2,512,405 | 5,786,097 |
| **Financial liabilities** | | | |
| Financial liabilities at amortised cost: | | | |
| – trade and other payables | 15 | 6,145,703 | 6,136,135 |
| – borrowings | 17 | 5,208,780 | 6,400,447 |
| – lease liabilities | 18 | 7,302,777 | 7,683,364 |
| **Total financial liabilities** | | 18,657,260 | 20,219,946 |

**Specific Financial Risk Exposures and Management**

The main risks the Group is exposed to through its financial instruments are credit risk and liquidity risk, and, to a lesser extent, market risk consisting of interest rate risk, foreign currency risk and other price risk (commodity risk). There have been no substantive changes in the types of risks the Group is exposed to, how these risks arise, or the Board's objectives, policies and processes for managing or measuring the risks from the previous period.

**a. Credit risk**

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

Credit risk is managed through the maintenance of procedures (such as the utilisation of systems for the approval, granting and renewal of credit limits, regular monitoring of exposures against such limits and monitoring of the financial stability of significant customers and counterparties), and ensuring to the extent possible that customers and counterparties to transactions are of sound credit worthiness. Such monitoring is used in assessing receivables for impairment. Credit terms are generally 30 days from the invoice date.



NOTES TO THE FINANCIAL STATEMENTS FOR THE
YEAR ENDED 30 JUNE 2022

NOTE 25: FINANCIAL RISK MANAGEMENT

Where the Group is unable to ascertain a satisfactory credit risk profile in relation to a customer or counterparty, the risk may be further managed through title retention clauses over goods or obtaining security by way of personal or commercial guarantees over assets of sufficient value which can be claimed against in the event of any default.

*Credit risk exposures*

The maximum exposure to credit risk by class of recognised financial assets at the end of the reporting period excluding the value of any collateral or other security held, is equivalent to the carrying amount and classification of those financial assets (net of any provisions) as presented in the statement of financial position.

The Group has significant concentrations of credit risk arising from its ordinary course of business due to its relatively small customer base. Details are provided in Note 9.

Trade and other receivables that are neither past due nor impaired are disclosed in Note 9.

**b. Liquidity risk**

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- preparing forward-looking cash flow analyses in relation to its operating, investing and financing activities;
- monitoring undrawn credit facilities;
- obtaining funding from a variety of sources;
- maintaining a reputable credit profile;
- managing credit risk related to financial assets;
- only investing surplus cash with major financial institutions; and
- comparing the maturity profile of financial liabilities with the realisation profile of financial assets.

The table below reflects an undiscounted contractual maturity analysis for financial liabilities.

Cash flows realised from financial assets reflect management's expectation as to the timing of realisation. Actual timing may therefore differ from that disclosed. The timing of cash flows presented in the table to settle financial liabilities reflects the earliest contractual settlement dates and does not reflect management's expectations that banking facilities will be rolled forward.

## NOTE 25: FINANCIAL RISK MANAGEMENT

*Financial liabilities and financial assets maturity analysis*

| | Within 1 Year | | 1 to 5 Years | | Over 5 Years | | Total | |
|---|---|---|---|---|---|---|---|---|
| | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| **Consolidated Group** | $ | $ | $ | $ | $ | $ | $ | $ |
| Borrowings | 1,094,995 | 6,400,447 | 4,113,785 | - | - | - | 5,208,780 | 6,400,447 |
| Lease liabilities | 433,838 | 380,587 | 2,155,314 | 2,285,205 | 4,713,625 | 5,017,572 | 7,302,777 | 7,683,364 |
| Trade and other payables | 6,145,703 | 6,136,135 | - | - | - | - | 6,145,703 | 6,136,135 |
| Total expected outflows | 7,674,536 | 12,917,169 | 6,269,099 | 2,285,205 | 4,713,625 | 5,017,572 | 18,657,260 | 20,219,946 |
| Cash and cash equivalents | 909,969 | 4,410,639 | - | - | - | - | 909,969 | 4,410,639 |
| Trade and other eceivables | 1,602,436 | 1,375,458 | - | - | - | - | 1,602,436 | 1,375,458 |
| Total anticipated inflows | 2,512,405 | 5,786,097 | - | - | - | - | 2,512,405 | 5,786,097 |
| Net (outflow)/ inflow on financial instruments | (5,162,131) | (7,131,072) | (6,269,099) | (2,285,205) | (4,713,625) | (5,017,572) | (16,144,855) | (14,433,849) |

### c. Market risk

*(i) Interest rate risk*

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

The financial instruments that primarily expose the Group to interest rate risk are cash, cash equivalents and borrowings.

The Group's current borrowings are at fixed rates of interest.

*(ii) Foreign exchange risk*

The Group has exposure to movements in foreign currency exchange rates through purchases of ingredients (where those ingredients are not available in Australia).

The Food Revolutions Group Limited's functional currency is Australian dollars.

The Group imports a small amount of ingredients to meet demand (where those ingredients are not available in Australia), and accordingly has exposure to foreign currencies of those suppliers.

Given the Group's small foreign currency exposure, the Group does not currently hedge.





NOTE 25: FINANCIAL RISK MANAGEMENT

Exposure to overseas debtors to foreign exchange risk is minimal as these transactions are primarily denominated in Australian dollars.

The Group has no open foreign exchange forward contracts at the end of the reporting period relating to highly probable forecast transactions and recognised financial assets and financial liabilities.

*(iii) Other price risk*

Other price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices largely due to demand and supply factors (other than those arising from interest rate risk or currency risk) for commodities.

The Group is exposed to commodity price risk through the purchase of fruit and other commodity ingredients, and the sale of commodity products (primarily concentrates). There were no hedges in place at the end of the reporting period.

### d. Fair Values

The carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements are considered to approximate their fair values.

## NOTE 26: RESERVES

**a. Revaluation reserve**
The revaluation reserve records revaluations of non-current assets. Under certain circumstances dividends can be declared from this reserve.

**b. Options reserve**
The option reserve records items recognised as expenses on valuation of employee share options.

| | Consolidated Group | |
|---|---|---|
| | **2022** | **2021** |
| | **$** | **$** |
| **Revaluation reserve** | | |
| Opening balance | 9,017,833 | 8,912,203 |
| Effect from change in tax rate | - | 105,630 |
| Closing balance | 9,017,833 | 9,017,833 |
| **Options reserve** | | |
| Opening balance | 1,254,796 | 550,665 |
| Capital raising costs | - | 406,031 |
| Share-based payments expense | 100,974 | 298,100 |
| Reversal of share-based payments expense | (288,324) | - |
| Closing balance | 1,067,446 | 1,254,796 |

## NOTE 27: CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Group has a bank guarantee of $590,589 (2021: $590,589) as security bond for the office lease.

At the date of this report, the Group is not aware of any reportable contingent liabilities as at 30 June 2022.





## NOTE 28: FAIR VALUE MEASUREMENTS

The Group subsequently measures some items of plant and equipment at fair value on a non-recurring basis.

**a. Valuation Techniques**
In the absence of an active market for an identical asset or liability, the Group selects and uses one or more valuation techniques to measure the fair value of the asset or liability. The Group selects a valuation technique that is appropriate in the circumstances and for which sufficient data is available to measure fair value. The availability of sufficient and relevant data primarily depends on the specific characteristics of the asset or liability being measured. The valuation techniques selected by the Group are consistent with one or more of the following valuation approaches:

- Market approach uses prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach converts estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach reflects the current replacement cost of an asset at its current service capacity.

Each valuation technique requires inputs that reflect the assumptions that buyers and sellers would use when pricing the asset or liability, including assumptions about risks. When selecting a valuation technique, the Group gives priority to those techniques that maximise the use of observable inputs and minimise the use of unobservable inputs. Inputs that are developed using market data (such as publicly available information on actual transactions) and reflect the assumptions that buyers and sellers would generally use when pricing the asset or liability are considered observable, whereas inputs for which market data is not available and therefore are developed using the best information available about such assumptions are considered unobservable.

## NOTE 28: FAIR VALUE MEASUREMENTS

**b. Fair Value Hierarchy**

| | Fair Value Measurements at 30 June 2022 Using: | | |
|---|---|---|---|
| | Quoted Prices in Active Markets for Identical Assets | Significant Observable Inputs Other than Level 1 Inputs | Significant Unobservable Inputs |
| | $ | $ | $ |
| | (Level 1) | (Level 2) | (Level 3) |
| Plant and equipment – at revalued amounts | - | - | 13,230,101 |
| **Total non-recurring fair value measurements** | - | - | 13,230,101 |

**c. Valuation Techniques Used to Determine Level 3 Fair Values**

The fair value of plant and equipment is based on their market value as determined by an independent valuer who has recognised and appropriate professional qualifications and recent experience in the category of plant and equipment being valued.

The market value is the amount in which an asset should exchange at the date of valuation between a willing buyer and willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The valuation also assumes the assets will be sold by way of a private treaty sale and remain in its current location after the sale.

**d. Reconciliation of Recurring Level 3 Fair Value Measurements**

| | Plant and Equipment 30 Jun 2022 |
|---|---|
| | $ |
| Balance at the beginning of the period | 14,651,077 |
| Additions | 513,574 |
| Depreciation expense | (1,934,550) |
| | 13,230,101 |





## NOTE 29: EVENTS AFTER THE REPORTING PERIOD

There are no other events that have occurred after the balance date that would have an effect on the Group's financial statements other than those that are already reflected in the financial statements.

## NOTE 30: COMPANY DETAILS

The registered office and principal place of business of the company is:

The Food Revolution Group Limited
20 Heaths Court
Mill Park VIC 3082

# DIRECTOR'S DECLARATION



In accordance with a resolution of the directors of The Food Revolution Group Limited, the directors of the company declare that:

1. the financial statements and notes, as set out on pages 39 to 93, are in accordance with the Corporations Act 2001 and:

    a. comply with Australian Accounting Standards, which, as stated in accounting policy Note 1 to the financial statements, constitutes compliance with International Financial Reporting Standards; and

    b. give a true and fair view of the financial position as at 30 June 2022 and of the performance for the year ended on that date of the consolidated Group;

2. in the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and

3. the directors have been given the declarations required by s 295A of the Corporations Act 2001 from the Chief Executive Officer and Chief Financial Officer.

Non-Executive Chairman
**Norman Li**

Dated this 31st day of August 2022

# INDEPENDENT AUDITOR'S REPORT


HALL CHADWICK
Chartered Accountants & Business Advisors

THE FOOD REVOLUTION GROUP LIMITED
ABN 20 150 015 446
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
THE FOOD REVOLUTION GROUP LIMITED

## Report on the Financial Report

### *Opinion*

We have audited the financial report of The Food Revolution Group Limited (the company) and its controlled entities (the group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and the directors' declaration.

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

a. giving a true and fair view of the group's financial position as at 30 June 2022 and of its financial performance for the year then 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 group 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 Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 to the financial statements which indicates that the group incurred a loss after tax of $2,827,353 during the year ended 30 June 2022 and as of that date, the group's current liabilities exceeded its current assets by $1,871,115. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt on the group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the year ended 30 June 2022. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit Matter | How Our Audit Addressed the Key Audit Matter |
|---|---|
| **Carrying value of non-current assets**<br>*Refer to Note 11 Plant and equipment, Note 12 Intangible assets and Note 1(t) Critical accounting estimates and judgements* | |
| A substantial amount of the group's non-current assets relates to intangible assets amounting to \$6,681,537 and plant and equipment amounting to \$13,299,603 that are subject to an impairment assessment in accordance with AASB 136 "Impairment of Assets".<br><br>The group's impairment assessment of non-current assets is considered a key audit matter as the value in use model used to assess the recoverable amount is based on a number of assumptions including the directors' assessment of the fair value of plant and equipment, cash flow projections, discount rates and terminal growth rates which are affected by future events and economic conditions. | Our procedures included, amongst others:<br>• We assessed management's determination of the group's cash-generating units ("CGUs");<br>• We involved Hall Chadwick's valuation experts to evaluate the methodologies used by the group and review the mathematical accuracy of the cash flow forecasts;<br>• We evaluated management's key assumptions used in the cash flow forecasts to determine the recoverability of assets and agreed relevant data to supporting documents;<br>• We evaluated the historical reliability of prior period cash flow forecasts including assessing this against the actual financial performance of the group;<br>• We performed sensitivity analysis around the key assumptions of growth rates and discount rate used in the cash flow forecasts and assessed the sensitivity and likelihood of a change of these assumptions that either individually and collectively would result in the intangible assets to be impaired or otherwise; and<br>• We reviewed management's assessment of the recoverability of plant and equipment;<br>• We assessed the adequacy of the group's disclosures in relation to the carrying value of intangible assets and plant and equipment. |

***Information Other than the Financial Report and Auditor's Report Thereon***

The directors are responsible for the other information. The other information comprises the information included in the group's annual report for the year ended 30 June 2022, but does not include the financial report and our auditor's report thereon. Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



***Responsibilities of the Directors for the Financial Report***

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

In preparing the financial report, the directors are responsible for assessing the ability of the group 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 group 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the 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 group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- 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 group'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 group 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 group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

HALL CHADWICK (NSW)

THE FOOD REVOLUTION GROUP LIMITED
ABN 20 150 015 446
AND CONTROLLED ENTITIES

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
THE FOOD REVOLUTION GROUP LIMITED

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**

We have audited the remuneration report included in the directors' report for the year ended 30 June 2022.

In our opinion, the remuneration report of The Food Revolution Group Limited for the year ended 30 June 2022 complies with s 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 s 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.

Hall Chadwick (NSW)

HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000

**STEWART THOMPSON**
Partner
Dated: 31 August 2022



# ASX ADDITIONAL INFORMATION

## ADDITIONAL INFORMATION FOR LISTED PUBLIC COMPANIES

The following information is current as at 25/09/2022:

**1. Shareholding**
**a. Distribution of Shareholders**

| Spread of Holdings | Number Of Holders | Number Of Units | % Of Total Issued Capital |
|---|---|---|---|
| 1 - 1,000 | 155 | 98,139 | 0.01% |
| 1,001 - 5,000 | 169 | 563,573 | 0.06% |
| 5,001 - 10,000 | 327 | 2,623,762 | 0.28% |
| 10,001 - 100,000 | 1,516 | 63,657,812 | 6.72% |
| 100,001 - 999,999,999 | 627 | 879,818,386 | 92.93% |
| **TOTAL** | **2,794** | **946,761,672** | **100%** |

b. The number of shareholdings less than marketable parcels is 2,794.

c. The names of the substantial shareholders listed in the holding company's register are:

| Shareholder | Number Ordinary | % of Voting Power |
|---|---|---|
| Y&L Family Investments Pty Ltd <Y&L Family A/C> | 93,703,704 | 9.89 |
| Batman Invest Pty Ltd <Batman Invest A/C> | 82,963,324 | 8.76 |
| Shenzhen Youngheng Biotechnology Co Limited | 55,000,000 | 5.81 |
| Pacific International Fund | 52,777,778 | 5.57 |
| Careline Australia Pty Ltd | 50,554,555 | 5.34 |





**d. Voting Rights**

| Rank | Name | Units | % of Units |
|---|---|---|---|
| 1 | Batman Invest Pty Ltd <Batman Invest A/C> | 82,963,324 | 8.76 |
| 2 | Y & L Family Investments Pty Ltd <Y & L Family A/C> | 78,888,889 | 8.33 |
| 3 | Shenzhen Youngheng Biotechnology Co Limited | 55,000,000 | 5.81 |
| 4 | Careline Australia Pty Ltd | 47,554,555 | 5.02 |
| 5 | Ella Australia Pty Ltd | 45,000,000 | 4.75 |
| 6 | **FOOD INNOVATORS (#1146840)** | **45,000,000** | **4.75** |
| - | Food Innovators Pty Ltd <Food Innovators Unit A/C> | 45,000,000 | 4.75 |
| 7 | Pacific International Fund Management Pty Ltd <The PI A/C> | 40,740,741 | 4.3 |
| 8 | **GROUP # 8348** | **32,696,462** | **3.45** |
| - | HSBC Custody Nominees (Australia) Limited | 32,696,462 | 3.45 |
| 9 | Investorlend Services Pty Ltd <Client Holding A/C> | 24,734,978 | 2.61 |
| 10 | Y & L Family Investments Pty Ltd <Y & L Super A/C> | 14,814,815 | 1.56 |
| 11 | Fanucci Pty Ltd <Fanucci A/C> | 14,069,018 | 1.49 |
| 12 | **GROUP # 37587** | **12,595,700** | **1.33** |
| - | Citicorp Nominees Pty Limited <DPSL A/C> | 344 | 0 |
| - | Citicorp Nominees Pty Limited | 12,595,356 | 1.33 |
| 13 | Pacific International Fund Management Pty Ltd <PI A/C> | 12,037,037 | 1.27 |
| 14 | BNP Paribas Nominees Pty Ltd ACF Clearstream | 11,002,624 | 1.16 |
| 15 | Investorlend Pty Ltd <Client Holding A/C> | 10,793,650 | 1.14 |
| 16 | Australian Executor Trustees Limited <No 1 Account> | 9,600,000 | 1.01 |
| 17 | Branding Rewards Pty Ltd | 9,260,262 | 0.98 |
| 18 | **GROUP # 59256** | **8,702,494** | **0.92** |
| - | BNP Paribas Nominees Pty Ltd <IB Au Noms Retailclient DRP> | 8,702,494 | 0.92 |
| 19 | Mr Anthony John Morgan | 7,300,000 | 0.77 |
| 20 | GKCT Pty Limited | 7,000,000 | 0.74 |
| **Totals: Top 20 holders of FOD ORDINARY FULLY PAID** | | **569,754,549** | **60.18** |
| **Total Remaining Holders Balance** | | **377,007,123** | **39.82** |
| **Total Holders Balance** | | **946,761,672** | **100** |

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

1. **Ordinary Shares**
   Each ordinary share is entitled to one vote when a poll is called.

2. The name of the company secretary is Daniela Stojanoska.

3. The address of the principal registered office in Australia is 20 Heaths Court, Mill Park, VIC 3082. Telephone +61 3 9982 1451.

4. Registers of securities are held at the following addresses:
   20 Heaths Court, Mill Park, Victoria 3082

5. **Stock Exchange Listing**
   Quotation has been granted for all the ordinary shares of the company on all Member Exchanges of the Australian Securities Exchange Limited.

6. **Unquoted Securities**
   Ordinary Shares:
   Nil

   Options:
   111,071,427


THE FOOD
REVOLUTION
GROUP