

Opyl

Annual Report 2023

ASX:OPL  
[www.opyl.ai](http://www.opyl.ai)



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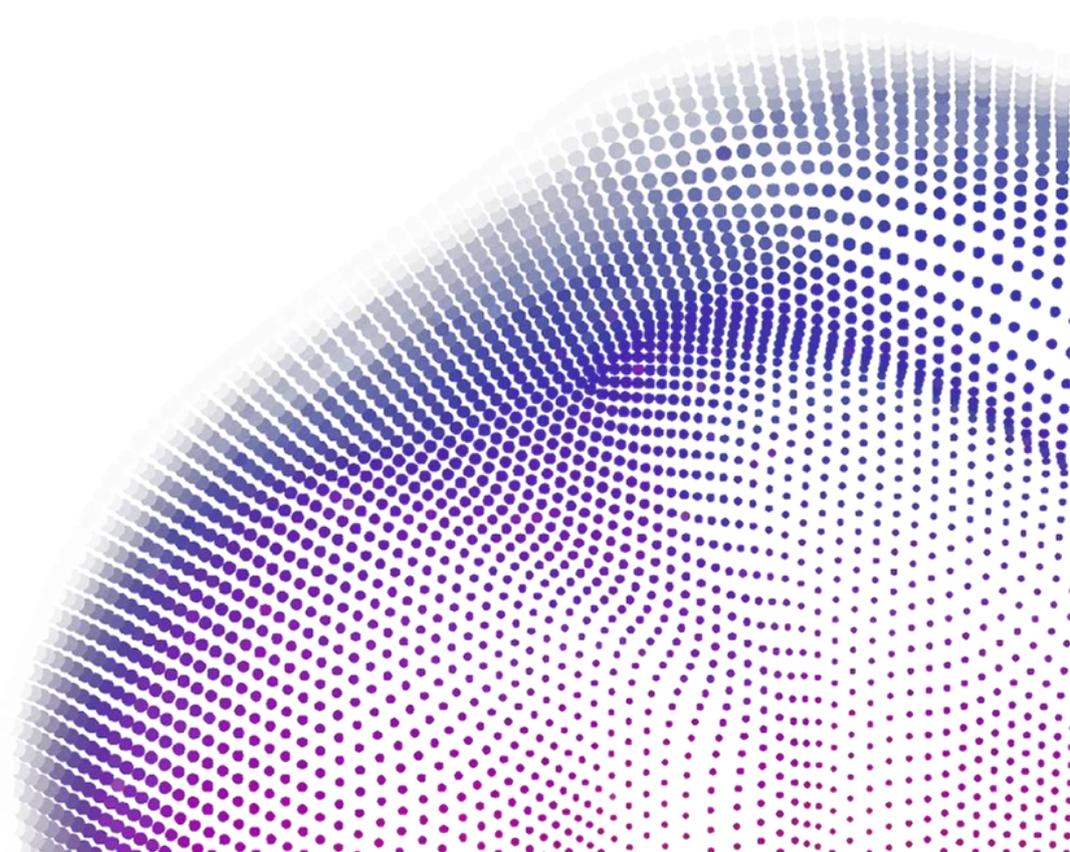
## About Opyl

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Opyl is a new generation AI company that applies market-leading technologies to more efficiently procure and match highly targeted patients to clinical trials, predict trial success outcomes and design smarter trials with a high probability of success.

Currently two of the largest problems leading to clinical trial failures are related to poor patient recruitment and poor protocol design - leading to billions of dollars invested into unsuccessful trials each year. Opyl's AI-assisted solutions address these two key challenges via its Opin platform – clinical trial recruitment, and TrialKey platform – predictive analytics and trial design insights.

This suite of technologies gives Opyl customers a significant competitive edge in trial recruitment, trial design and trial investment.





## Chairman's Letter

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Dear Shareholders,

It is my pleasure to present Opyl's FY2023 Annual Report as your newly appointed Executive Chairman.

I am honoured to have taken up this exciting role, allowing me to work with a group of ambitious and inspiring professionals committed to developing world-leading technologies to drive change in the digital health and life science sectors.

The last 12 months have seen significant progress in our core market position but have not been without challenge. Following an extensive internal review, validated by positive external feedback, we refocused growth initiatives to our two key platform technology solutions – Opin and TrialKey. This required us to move away from bespoke project, low margin revenues from our social media insights offering. Pleasingly, we now have a strong foundation across both digital assets, providing a unique and defensible platform for long-term growth and recurring revenues.

In FY2022, we announced the successful launch of Opin and, in FY2023, significantly advanced the platform's technology. While Opin revenue remained minimal, the FY2023 period reflected a range of important learnings spanning go-to-market strategy, product positioning and demand-driven technology development – all geared towards establishing the long-term foundations for scalable and recurring revenues. In the period, we broadened Opin's feature-set and focused on building relationships with significant members of the clinical trial services community, expanding our network of patients, sites, CROs and sponsors. Our shift in approach focuses on engaging with potential customers seeking to adopt Opin's solutions across a broad portfolio of clinical trials rather than one-off, just in time recruitment projects. Validated by market feedback, we are more confident than ever that Opin can significantly disrupt the clinical trial recruitment market, improve recruitment rates, cost efficiencies, and reduce timelines.

Excitingly, we also made considerable progress in the development of our new AI-driven predictive analytics and insights platform, TrialKey, having successfully achieved minimum viable product status. Our technology can now predict the success of a particular trial's stage with approximately 89% recall accuracy. We expanded our underlying training dataset to over 40,000 clinical trials and made further UX / UI enhancements to ready the platform for commercial launch.

The addressable market opportunity for TrialKey is exciting and significant given the amount of investment into unsuccessful clinical trials globally, as well as industry-wide sub-optimal trial design driving high failure rates. Early feedback from market participants and subject matter experts has been overwhelmingly positive, validating the platform's value, defining initial use cases and informing future development opportunities. We are excited to formally commercialise this platform and add another long-term recurring revenue stream to the business.



In addition to our Opin and TrialKey developments in the period, we made a number of corporate and leadership changes to realign resources to better support and drive growth. This led to the appointment of clinical trial industry leader, Dr Hugo Stephenson, tasked with leading and scaling Opin's presence in Australia and New Zealand as a priority. Hugo brings a wealth of experience and decades of relevant networks to Opin and Opyl more broadly.

Michelle Gallaher transitioned into the position of General Manager of TrialKey, where she is now leading commercialisation of the platform. I thank Michelle for her service as CEO over the past 5 years, where her contributions were critical to the development of Opyl and its two core platforms as they stand today.

Also during the year, we successfully completed two capital raisings with substantial support from our existing shareholders as well as bringing onboard substantial new, strategic investors. We consider this a key endorsement of our strategy and a vote of confidence in our ability to grow and scale.

On behalf of the Board, I would like to extend my sincere thanks to shareholders, customers and our fantastic team for their ongoing support. Opyl is now approaching an inflection point and given the strength and progress of our solutions, we are heavily focused on driving revenue, consolidating our market position in Australia and New Zealand and otherwise establishing ourselves as a global disruptor in the market for clinical trials.

Sincerely,

A handwritten signature in blue ink, appearing to read "Mark Ziirsen".

Mark Ziirsen  
Executive Chairman

**Opyl Limited**

**ABN 71 063 144 865**

**Annual Report - 30 June 2023**

**Opyl Limited**  
**Directors' report**  
**30 June 2023**

**Corporate Directory**

|   |   |
|---|---|
| Directors   | Julian Chick - Non-Executive Director (Resigned on 13 February 2023)<br>Mark Ziirsen - Chair and Non-Executive Director<br>Megan Robertson - Non-Executive Director<br>Damon Rasheed - Executive Director |
| Company Secretary                                 | David Lilja   |
| Notice of annual general meeting                  | The details of the annual general meeting of Opyl Limited are:<br>to be determined  |
| Registered office and principal place of business | 105 Wellington Street<br>St Kilda, VIC 3182, Australia  |
| Share register                                    | Automic Pty Ltd<br>Level 5, 126 Phillip Street<br>Sydney NSW 2000, Australia<br>Telephone: +1300 288 664 (within Australia); +61 2 9698 5414 (outside Australia)<br>Email: hello@automic.com.au           |
| Auditor   | William Buck<br>Level 20, 181 William Street<br>Melbourne VIC 3000, Australia   |
| Solicitor   | Cornwalls<br>Level 4, 300 Collins Street<br>Melbourne VIC 3000, Australia<br><br>Montgomery Pacific LLP<br>150 Spear Street, Suite 800<br>San Francisco, CA 94105, USA                                    |
| Bankers   | Westpac Banking Corporation<br>Level 13 109, St Georges Terrace<br>Perth WA 6000, Australia<br><br>First Republic Bank<br>44, Montgomery Street<br>San Francisco, CA 94104, USA                           |
| Stock exchange listing                            | Opyl Limited shares are listed on the Australian Securities Exchange (ASX code: OPL)  |
| Website   | <a href="http://www.opyl.ai">www.opyl.ai</a>  |
| Corporate Governance Statement                    | <a href="http://www.opyl.ai/investors">www.opyl.ai/investors</a>  |

**Opyl Limited**  
**Directors' report**  
**30 June 2023**

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Opyl Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2023.

**Directors**

The following persons were directors of the company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Julian Chick - Non-Executive Director (resigned on 13 February 2023)  
Mark Ziirsen - Chair and Executive Director  
Megan Robertson - Non-Executive Director  
Damon Rasheed - Executive Director

**Principal activities**

The principal activities of the company during the course of the financial year were predominantly the continued development of its digital tools that improve the healthcare experience for patients, deliver deep market insights from social media data and improve the efficiency and value of clinical research process.

**Dividends**

There were no dividends paid, recommended or declared during the current or previous financial year.

### **Review of operations**

The loss for the consolidated entity after providing for income tax amounted to \$1,726,335 for the year (2022: \$2,085,550). As at 30 June 2023, Opyl had a cash position of \$452,877 (2022: 786,334), accounts and other receivables of \$185,500 that will be collected in July 2023, and external borrowings of \$300,000 (2022: nil).

During the period, the company has continued to focus on executing on its strategy to expand and develop Opin, its clinical trial recruitment service, with significant advances being made on key priorities to expand its sales pipeline, secure MSAs and contracts, and grow market share in Australia and New Zealand. Despite the strong progress being made, the focus on MSAs with their longer and more complex sales cycles has presented a short-term challenge to the timing of realising sales contracts.

In the second half, the company also focused on investing in R&D to advance the development of TrialKey, Opyl's clinical trial predictive analytics technology, to minimal viable product (MVP) stage as well as progressing commercialisation of the platform.

### *Operational progress*

The operational loss for the period of \$1,726,335 was \$359,215 (17%) lower compared to the prior period, with the improvement a result of:

- Government incentives of \$606,963 that were \$245,267 (68%) higher than the prior period.
- Excluding the beneficial effect of the government incentives, the underlying operating loss of \$2,333,298 was \$113,689 (5%) lower than the prior period, driven by factors outlined below.
- Revenue from customers of \$617,907 was \$284,506 (32%) lower than the period, reflecting the strategy shift away from social media insight projects, down \$374,398 (100%), to clinical recruitment, up strongly by \$101,116 (40%). Retainer client revenues of \$259,509 continued to remain consistent.
- Total operating expenses of \$2,951,205 were \$398,165 (12%) lower than the prior period, fully offsetting the lower revenues, as a result of cost containment initiatives. The favourable variance was driven by reduced R&D costs of \$314,587 (56%) following the completion of Opin 2.0 in the prior period, consulting costs down by \$78,318 (48%), corporate compliance and management costs down by \$52,561 (66%), being partially offset by mildly higher administration costs up by \$26,704 (3%) and employee benefits up to \$25,663 (2%).

During the period, the Group completed two successful capital raisings that raised approximately \$1.2 million (after costs), helping to strengthen the balance sheet and provide vital funds to support the company's development.

Opin, the company's clinical trial recruitment service, implemented a number of advances to its platform and ecosystem during the period including:

- Entering a strategic partnership with Consentia, an online platform providing video-based electronic clinical trial consent (e-consent).
- Launching a new personalised research screening service.
- Achieved interim Health Insurance Portability and Accountability Act (HIPAA) compliance.
- Achieved compliance certification for security measures and requirements for Amazon Web Services (AWS).
- Optimised with ChatGPT integration to support a more accessible user experience, and to create content to drive Search Engine Optimisation.

Opin also achieved significant commercial developments during the period, most notably securing MSAs with leading global pharmaceutical companies GlaxoSmithKline (GSK) and Bristol Myers Squibb (BMS).

During the second half, important progress was made in the development and commercialisation of TrialKey, the company's clinical trial predictive analytics technology platform that included:

- Successfully advanced the development and commercialisation of our novel, groundbreaking machine learning platform that uses AI to de-risk and improve clinical trial design.
- Completed development below budget and ahead of time following broad consultation with subject matter experts that confirmed the novelty, accuracy and sensitivity of the platform and its potential to improve the efficiency, effectiveness and ultimate probability of success of clinical trials.
- Progressed commercialisation plans with identification of preferred initial target markets, primary customers and potential product solutions.

**Opyl Limited**  
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In June, following the completion of a board-led strategic review, Dr. Hugo Stephenson joined the company to lead Opin. In this role, Dr. Stephenson will focus on accelerating recruitment for ANZ-based clinical trials and health programs; streamlining Opin's business model to align with ANZ client needs; unlocking new business opportunities in patient community growth and management; broadening Asia-Pacific partnerships with research sites, healthcare institutions, and advocacy groups; and cultivating global growth opportunities.

On 3 January 2023, 9,666,667 shares were issued at a price of \$ 0.03, totalling a value of \$290,000.

On 13 February 2023, a Rights offering led to the issuance of 11,858,945 shares at a price of \$0.03 per share, generating a total value of \$355,768.

On 4 April 2023, the company raised a further \$124,622 (before costs) via the issue of all 4,154,059 shortfall shares at an issue price of \$0.03 per share under the shortfall facility of the rights issue, which closed on 13 February 2023.

In June 2023, the company completed a placement of 7,250,000 fully paid ordinary shares (Placement) at a price of \$0.03 per share to raise \$217,500 before costs.

Full details of movements in share capital for the year are detailed in note 13 to the financial statements.

*Business risks*

- **Operating losses:** the consolidated entity is not currently profitable and will continue to incur operating losses until such time as its revenues grow to a level sufficient to offset its growing expenditures. There can be no assurance that expected revenue growth will be achieved, or even if it is, that it will result in the group being profitable. Consideration needs to be given to the considerable risks and challenges that are encountered by early-stage medical technology companies in their early commercialisation.
- **Adequacy of funding:** the consolidated entity is not yet in a position to generate sufficient positive operating cash flow, and nor does it have sufficient capital to fully fund the development and commercialisation of its businesses. Accordingly, in the near term, the group is reliant on securing equity, debt, or other funding (e.g. licensing) within acceptable timelines, or of a sufficient amount and on terms acceptable to it. However, there can be no assurances given that future funding will be available as and when required or on terms that are acceptable.
- **Government R&D funding and incentives:** R&D and other incentives are a critical source of funding for the consolidated entity. No assurance can be given that future funding will continue to be available from the R&D tax incentive program or that the group will continue to access it. Losing access to R&D refunds would adversely impact the group's financial performance, delay or stop the development of the group's technology platforms and business expansion, and likely require the raising of additional capital.

*Share-based payments*

During the year, the consolidated entity granted options over ordinary shares in the company to certain key management personnel of the consolidated entity and other employees. The options are issued for nil consideration and are granted in accordance with performance guidelines established by the Nomination and Remuneration Committee. Details for the options granted are as follows:

On 26 July 2022, 580,000 options were granted to employees at an exercise price of \$0.10 totalling a "fair" value of \$24,834 which was determined using a Black-Scholes model.

On 10 December 2022, 1,400,000 options (Incentive Options) were granted to key management personnel at exercise prices of \$0.10, \$0.15, and \$0.20 totalling a "fair" value of \$35,880 which was determined using a Black-Scholes model.

Further details of the options granted are set out on accompanying note 26 of the Annual report.

*Board and leadership changes*

Dr Julian Chick resigned from the Board of Directors on 13 February 2023.

Mr Mark Ziirsen replaced Dr Julian Chick as Chair on 30 August 2022 as part of a planned transition. Mr Ziirsen has also stepped in as Interim Executive Chair from 1 February 2023.

There were no other changes to the board or leadership team during the period.

**Opyl Limited**  
**Directors' report**  
**30 June 2023**

**Significant changes in the state of affairs**

There were no significant changes to the consolidated entity's state of affairs during the financial year.

**Matters subsequent to the end of the financial year**

As announced on 7 July 2023, the company issued 7,250,000 fully paid ordinary shares via a placement at a price of \$0.03 per share raising \$217,500. \$187,500 of the proceeds were received prior to 30 June 2023 with the balance of \$30,000 received on 3 July 2023.

As announced on 5 July 2023, Opyl made changes to its CEO and senior leadership with Dr Hugo Stephenson joining to lead Opin, Michelle Gallaher moving to General Manager of TrialKey, and Mark Ziirsen continuing as the interim Executive Chairman. These changes follow the Board-led strategic review focused on identifying pathways for accelerating the growth of Opin and developing ways to commercialise TrialKey. The changes were effective from 1 June 2023.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

**Likely developments and expected results of operations**

Likely developments in the operations of Opyl Limited and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to Opyl Limited.

**Environmental regulation**

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

**Opyl Limited**  
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**30 June 2023**

**Information on directors**

Name: Dr Julian Chick (Resigned from the Board of Directors on 13 February 2023)  
Title:  
Experience and expertise: Julian is an executive with more than 25 years of experience in the biotechnology and medical technology industry as well as five years in investment banking.  
  
Leading public and private companies, Julian's previous roles include investment adviser, healthcare analyst for private equity investors, portfolio manager, investment banker and venture capitalist.  
  
Julian has advanced a number of technologies from discovery through to market as well as leading numerous capital raisings, M&A transactions, company restructuring, business development and licensing transactions.  
  
Other current directorships: N/A  
Former directorships (last 3 years): N/A  
Interests in shares: 942,996 ordinary shares  
Interests in options: 1,029,998

Name: Mark Ziirsen  
Title: Executive Chair  
Experience and expertise: Mark is an experienced ASX listed, non-executive director, and CFO. He served as non-executive director and chair of Respiro Limited, an eHealth SaaS company supporting respiratory health management, and as non-executive director and chair of the Audit and Risk Committee of Orcoda Limited, a SaaS-based technology company. His executive career includes senior finance leadership roles with major ASX listed companies including Cochlear Limited, Aristocrat Leisure Limited, Coca-Cola Amatil Limited and Goldman Fielder Limited.  
  
He commenced his career with EY in business advisory, tax and management consulting. Most recently, he was CFO and company secretary for Nasdaq-listed Cenntro Electric Group. Prior to that he was CFO of ASX listed Wiseway Group Limited and global Medtech company Anteris Technologies Limited and before that, Director of Finance and IT for Asia Pacific at hearing implant maker Cochlear Limited.  
  
Mark's qualifications include a Bachelor of Commerce, CPA designation, and an MBA majoring in international business. He is also a member of the Australian Institute of Company Directors.  
  
Other current directorships: N/A  
Former directorships (last 3 years): N/A  
Special responsibilities: Chair - Nomination and Remuneration Committee  
Interests in shares: 84,375 ordinary shares  
Interests in options: 1,100,000

**Opyl Limited**  
**Directors' report**  
**30 June 2023**

Name: Dr Megan Robertson  
Title: Non-Executive Director  
Experience and expertise: Megan is an alumna of the University of Melbourne where she completed a Bachelor of Medicine, Bachelor of Surgery (MBBS). She is the current Group Chief Research Officer at St Vincent's Health Australia and Director of Research at St Vincent's Hospital, Melbourne. She also works as a Senior Intensive Care Consultant at Epworth Healthcare (Richmond and Freemasons). She is on the boards of the Digital Health CRC, FearLess (PTSD-ANZ), Queen's College (University of Melbourne) and the Tuckwell Scholarship Selection Panel at ANU. She also works with national bodies including the Australian Commission on Safety and Quality in Healthcare, AusBiotech and the National Health and Medical Research Council. Previously, she held positions as the Director of Professional Affairs, CICM, as the Executive Director of Research at Epworth HealthCare and as the Co-Director of the Intensive Care Unit at Epworth Freemasons.

She has successfully led major initiatives in the St Vincent's Research Directorate including the establishment of the St Vincent's Research Valet Service, development of the Victorian Clinical Trial Gateway portal, Clinical Trials Business Development model, facilitated research activities of the research Governance Unit, and built linkages between clinicians/researchers and industry, as well as linkages between clinicians/researchers and community.

Megan is a fellow of the Royal Australian College of Physicians (FRACP), the Australian and New Zealand College of Anaesthetists (FANZCA) and the College of Intensive Care Medicine (FCICM).

Other current directorships: N/A  
Former directorships (last 3 years): N/A  
Special responsibilities: Chair - Audit and Risk Committee  
Interests in shares: 46,901 ordinary shares  
Interests in options: 600,000

Name: Damon Rasheed  
Title: Executive Director  
Experience and expertise: Damon has more than 20 years' experience in the tech sector, including founding several successful start-ups. He is the founder of Rate Detective Group, one of Australia's largest financial comparison websites. He is also the co-founder of Advantage Data, a leading machine learning and AI consultancy business. His most recent venture is Aurum Data which has built a propriety AI model to value data and discover commercialisation strategies for data sets. He has sat on the boards of several private technology companies both in Australia and overseas.

Damon's former roles include CEO of iBus Media Limited, one of the world's largest online media companies and as an economist assessing mergers at the Australian Competition and Consumer Commission (ACCC).

Damon holds a Masters Degree in Commerce (Hons) and a Degree in Economics (Hons) majoring in statistics.

Other current directorships: N/A  
Former directorships (last 3 years): N/A  
Interests in shares: 328,334 ordinary shares  
Interests in options: 1,029,998

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

**Opyl Limited**  
**Directors' report**  
**30 June 2023**

**Company secretary**

David Lilja

David Lilja is a qualified accountant and experienced company secretary with over 20 years' within the professional services industry working across a wide range of industries. David will supply his services through his firm, DLK Advisory, which provides a breadth of support to its clients including outsourced CFO and company secretarial services.

**Meetings of directors**

The number of meetings of the company's board of directors ('the Board') held during the year ended 30 June 2023, and the number of meetings attended by each director were:

|                 | Full Board |      | Nomination and Remuneration Committee |      | Audit and Risk Committee |      |
|-----------------|------------|------|---------------------------------------|------|--------------------------|------|
|                 | Attended   | Held | Attended                              | Held | Attended                 | Held |
| Julian Chick*   | 5          | 7    | 1                                     | 1    | 1                        | 1    |
| Mark Ziirsen    | 11         | 11   | 1                                     | 1    | 2                        | 2    |
| Megan Robertson | 10         | 11   | 1                                     | 1    | 2                        | 2    |
| Damon Rasheed   | 11         | 11   | -                                     | -    | 1                        | 1    |

\* Julian Chick resigned effective 13 February 2023.

Held: represents the number of meetings held during the time the director held office.

There were 11 meetings of directors held during the year ended 30 June 2023

**Remuneration report (audited)**

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

**Principles used to determine the nature and amount of remuneration**

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders and it is considered to conform to the market best practice for the delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- Competitiveness and reasonableness
- Acceptability to shareholders
- Performance linkage / alignment of executive compensation
- Transparency
- Capital management

The company has structured an executive remuneration framework that is market competitive and complimentary to the reward strategy of the organisation.

Alignment to shareholders' and program participants' interests:

- Focuses on sustained growth in shareholder wealth
- Attracts and retains high calibre executives
- Rewards capability and experience
- Provides a clear structure for earning rewards

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

*Non-executive directors remuneration*

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time receive advice from independent remuneration consultants to ensure non-executive director's fees and payments are appropriate and in line with the market.

ASX listing rules require the aggregate non-executive director's remuneration be determined periodically by a general meeting. The most recent determinations was at the Annual General Meeting held on 27 November 2015, where the shareholders approved a maximum annual aggregate remuneration of \$300,000.

*Executive remuneration*

The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the consolidated entity, and comparable market remunerations.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPIs') being achieved. KPIs include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives over a period of three years based on long-term incentive measures. These include increase in shareholders' value relative to the entire market and the increase compared to the consolidated entity's direct competitors. The Nomination and Remuneration Committee reviewed the long-term equity-linked performance incentives specifically for executives during the year ended 30 June 2023.

*Voting and comments made at the Company's 2022 Annual General Meeting ('AGM')*

At the 2022 AGM, more than 91% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2023. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

**Opyl Limited**  
**Directors' report**  
**30 June 2023**

***Details of remuneration***

*Amounts of remuneration*

Details of the remuneration of key management personnel of the Group are set out in the following tables.

The key management personnel of the company consisted of the following directors and other personnel of the company:

- Julian Chick - Chair - Non-Executive Director - Resigned 13 February 2023
- Mark Ziirsen - Chair and Executive Director
- Megan Robertson - Non-Executive Director
- Damon Rasheed - Executive Director
- Michelle Gallaher - Chief Executive Officer

|  | Short-term benefits  |            | Post-employment benefits | Short-term benefits non-monetary | Long-term benefits     | Share-based payments  | Total          |
|--|----------------------|------------|--------------------------|----------------------------------|------------------------|-----------------------|----------------|
|  | Cash salary and fees | Cash Bonus | Super-annuation          | and Annual leave                 | and Long service leave | Equity-settled option |                |
| <b>30 June 2023</b>                    | \$                   | \$         | \$                       | \$                               | \$                     | \$                    | \$             |
| <i>Non-executive directors:</i>        |                      |            |                          |                                  |                        |                       |                |
| Julian Chick*                          | 24,881               | -          | 2,613                    | -                                | -                      | 2,662                 | 30,156         |
| Megan Robertson                        | 40,000               | -          | 4,200                    | -                                | -                      | 2,662                 | 46,862         |
| <i>Executive Directors:</i>            |                      |            |                          |                                  |                        |                       |                |
| Damon Rasheed                          | 40,000               | -          | 4,200                    | -                                | -                      | 2,662                 | 46,862         |
| Mark Ziirsen                           | 85,000               | -          | 8,925                    | -                                | -                      | 5,561                 | 99,486         |
| <i>Other Key Management Personnel:</i> |                      |            |                          |                                  |                        |                       |                |
| Michelle Gallaher**                    | 231,050              | -          | 24,260                   | (5,065)                          | 13,493                 | -                     | 263,738        |
|  | <u>420,931</u>       | <u>-</u>   | <u>44,198</u>            | <u>(5,065)</u>                   | <u>13,493</u>          | <u>13,547</u>         | <u>487,104</u> |

\* Julian Chick resigned effective 13 February 2023.

\*\*Negative amount represents amount above annual leave accrued for the year. Remuneration received for the period 1 June 2023 to 30 June 2023 did not relate to responsibilities as a KMP person given her new role as General manager Trial Key.

**Opyl Limited**  
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|  | Short-term benefits  |                | Post-employment benefits | Short-term benefits non-monetary | Long-term benefits and Long service leave | Share-based payments  | Total          |
|--|----------------------|----------------|--------------------------|----------------------------------|---|-----------------------|----------------|
|  | Cash salary and fees | Cash Bonus     | Super-annuation          | and Annual leave                 | leave                                     | Equity-settled option |                |
| <b>30 June 2022</b>                    | \$                   | \$             | \$                       | \$                               | \$  | \$                    | \$             |
| <i>Non-executive directors:</i>        |                      |                |                          |                                  |   |                       |                |
| Julian Chick*                          | 40,000               | -              | 4,000                    | -                                | -   | 9,662                 | 53,662         |
| Mark Ziirsen                           | 40,000               | -              | 4,000                    | -                                | -   | 9,662                 | 53,662         |
| Megan Robertson                        | 40,000               | -              | 4,000                    | -                                | -   | 9,662                 | 53,662         |
| <i>Executive Directors:</i>            |                      |                |                          |                                  |   |                       |                |
| Damon Rasheed                          | 40,000               | -              | 4,000                    | -                                | -   | 9,662                 | 53,662         |
| <i>Other Key Management Personnel:</i> |                      |                |                          |                                  |   |                       |                |
| Michelle Gallaher**                    | 230,831              | 119,884        | 23,199                   | 16,370                           | 3,010                                     | 108,976               | 502,270        |
|  | <u>390,831</u>       | <u>119,884</u> | <u>39,199</u>            | <u>16,370</u>                    | <u>3,010</u>                              | <u>147,624</u>        | <u>716,918</u> |

The proportion of remuneration linked to performance and the fixed proportion are as follows:

| Name                                   | Fixed remuneration |              | At risk - LTI |              |
|--|--------------------|--------------|---------------|--------------|
|  | 30 June 2023       | 30 June 2022 | 30 June 2023  | 30 June 2022 |
| <i>Non-Executive Directors:</i>        |                    |              |               |              |
| Julian Chick*                          | 91%                | 82%          | 9%            | 18%          |
| Mark Ziirsen                           | 94%                | 82%          | 6%            | 18%          |
| Megan Robertson                        | 94%                | 82%          | 6%            | 18%          |
| <i>Executive Directors:</i>            |                    |              |               |              |
| Damon Rasheed                          | 94%                | 82%          | 6%            | 18%          |
| <i>Other Key Management Personnel:</i> |                    |              |               |              |
| Michelle Gallaher                      | 95%                | 78%          | 5%            | 22%          |

\* Julian Chick resigned effective 13 February 2023.

\*\*The payment of a cash bonus to Michelle of \$120,000 inclusive of any superannuation guarantee in recognition of her performance during the financial year ended 30 June 2021 was paid pursuant to the release of the company 2021 Financial Results to the market .

**Service agreements**

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

|                      |  |
|----------------------|--|
| Name:                | Michelle Gallaher  |
| Title:               | Chief Executive Officer  |
| Agreement commenced: | 3 September 2021   |
| Term of agreement:   | (a) Remuneration: Fixed annual salary \$231,050 plus 10.5% employer superannuation contribution;   |
|                      | (b) Short-term incentives: the Board may, at its discretion, determine that Ms Gallaher may be eligible for short-term incentives in the form of a cash bonus; |

i) A bonus incentive of \$400,000 will be paid to the executive in the event of the Opyl share price trading at \$1 for 10 or more consecutive days within the first 24 months of executing the agreement so long as the Executive is employed at the company. The board has the option to pay the bonus in a combination of shares and cash to the value of \$400,000. The bonus is payable to the executive within 90 days if the bonus conditions being met or in the event of the business being acquired.

ii) The \$400,000 incentive bonus is paid to the executive in the event of a complete takeover of the company.

(c) Non-cash benefits: the Board may, at its discretion, determine that Ms Gallaher may participate in the company's share plan, subject to shareholder and regulatory approval;

(d) Termination: the company and Ms Gallaher may terminate the Executive Services Agreement without cause giving the other party six months' notice.

On 1 June 2023, stepped down from her role as CEO of Opyl and commenced a new role as General Manager TrialKey. The LTI for the \$400,000 bonus had no change following the change of role on 1 June 2023.

|                      |   |
|----------------------|---|
| Name:                | Damon Rashed  |
| Title:               | Executive Director  |
| Agreement commenced: | 20 September 2020   |
| Term of agreement:   | (a) Remuneration: Fixed annual salary \$40,000 plus statutory employer superannuation contribution; |

(b) Short-term incentives: No short-term incentives applicable.

All other Terms of Agreement are as set out in the "*Details of remuneration*" of this Directors' report.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

As at 30 June 2023, no other key management personnel have any service agreement with the consolidated entity.

### ***Share-based compensation***

#### *Issue of shares*

There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2023.

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**30 June 2023**

*Options*

The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

| Name            | Number of options granted | Grant date | Vesting date and exercisable date | Expiry date | Exercise price | Fair value per option at grant date |
|-----------------|---------------------------|------------|-----------------------------------|-------------|----------------|-------------------------------------|
| Julian Chick    | 100,000                   | 10/12/2022 | 10/12/2023                        | 10/12/2027  | \$0.100        | \$0.027                             |
|                 | 100,000                   | 10/12/2022 | 10/12/2024                        | 10/12/2027  | \$0.150        | \$0.025                             |
|                 | 100,000                   | 10/12/2022 | 10/12/2025                        | 10/12/2027  | \$0.200        | \$0.024                             |
|                 | -                         | -          | -                                 | -           | \$0.000        | \$0.000                             |
| Mark Ziirsen    | 300,000                   | 10/12/2022 | 10/12/2023                        | 10/12/2027  | \$0.100        | \$0.027                             |
|                 | 100,000                   | 10/12/2022 | 10/12/2024                        | 10/12/2027  | \$0.150        | \$0.025                             |
|                 | 100,000                   | 10/12/2022 | 10/12/2025                        | 10/12/2027  | \$0.200        | \$0.024                             |
|                 | -                         | -          | -                                 | -           | \$0.000        | \$0.000                             |
| Megan Robertson | 100,000                   | 10/12/2022 | 10/12/2023                        | 10/12/2027  | \$0.100        | \$0.027                             |
|                 | 100,000                   | 10/12/2022 | 10/12/2024                        | 10/12/2027  | \$0.150        | \$0.025                             |
|                 | 100,000                   | 10/12/2022 | 10/12/2025                        | 10/12/2027  | \$0.200        | \$0.024                             |
|                 | -                         | -          | -                                 | -           | \$0.000        | \$0.000                             |
| Damon Rasheed   | 100,000                   | 10/12/2022 | 10/12/2023                        | 10/12/2027  | \$0.100        | \$0.027                             |
|                 | 100,000                   | 10/12/2022 | 10/12/2024                        | 10/12/2027  | \$0.150        | \$0.025                             |
|                 | 100,000                   | 10/12/2022 | 10/12/2025                        | 10/12/2027  | \$0.200        | \$0.024                             |
|                 | -                         | -          | -                                 | -           | \$0.000        | \$0.000                             |

Options granted carry no dividend or voting rights.

*Performance Rights*

There were no performance rights issued to directors and other key management personnel as part of compensation during the year ended 30 June 2023.

**Additional information**

The earnings of the Group for the five years to 30 June 2023 are summarised below:

|                       | 2023        | 2022        | 2021        | 2020      | 2019        |
|-----------------------|-------------|-------------|-------------|-----------|-------------|
|                       | \$          | \$          | \$          | \$        | \$          |
| Sales revenue         | 617,907     | 902,413     | 767,719     | 620,783   | 927,041     |
| Loss after income tax | (1,726,335) | (2,085,550) | (1,143,432) | (934,904) | (3,105,138) |

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

|  | 2023    | 2022    | 2021    | 2020    | 2019    |
|--|---------|---------|---------|---------|---------|
| Share price at financial year end (\$)       | 0.022   | 0.047   | 0.180   | 0.087   | 0.001   |
| Basic earnings per share (cents per share)   | (2.156) | (3.835) | (2.831) | (6.785) | (0.180) |
| Diluted earnings per share (cents per share) | (2.156) | (3.835) | (2.831) | (6.785) | (0.180) |

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***Additional disclosures relating to key management personnel***

*Shareholding*

The number of shares in the company held during the financial year by each director and other members of key management personnel of the company, including their personally related parties, is set out below:

|                        | Balance at<br>the start of<br>the year | Additions      | Disposals/<br>other | Balance at<br>the end of<br>the year |
|------------------------|--|----------------|---------------------|--------------------------------------|
| <i>Ordinary shares</i> |  |                |                     |                                      |
| Julian Chick*          | 1,426,329                              | 116,667        | (600,000)           | 942,996                              |
| Mark Ziirsen           | 67,500                                 | 16,875         | -                   | 84,375                               |
| Megan Robertson        | 46,901                                 | -              | -                   | 46,901                               |
| Damon Rasheed          | 262,667                                | 65,667         | -                   | 328,334                              |
| Michelle Gallaher      | 215,776                                | -              | -                   | 215,776                              |
|                        | <u>2,019,173</u>                       | <u>199,209</u> | <u>(600,000)</u>    | <u>1,618,382</u>                     |

\*Resigned on 13 February 2023.

The additions of ordinary shares to key management personnel arose from the purchase of on-market shares at market value.

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*Option holding*

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the company, including their personally related parties, is set out below:

|                                     | Balance at<br>the start of<br>the year | Granted          | Expired/<br>forfeited/<br>other | Balance at<br>the end of<br>the year |
|-------------------------------------|--|------------------|---------------------------------|--------------------------------------|
| <i>Options over ordinary shares</i> |  |                  |                                 |                                      |
| Julian Chick*                       | 784,998                                | 300,000          | (55,000)                        | 1,029,998                            |
| Mark Ziirsen                        | 600,000                                | 500,000          | -                               | 1,100,000                            |
| Megan Robertson                     | 300,000                                | 300,000          | -                               | 600,000                              |
| Damon Rasheed                       | 729,998                                | 300,000          | -                               | 1,029,998                            |
| Michelle Gallaher                   | 1,590,000                              | -                | (90,000)                        | 1,500,000                            |
|                                     | <u>4,004,996</u>                       | <u>1,400,000</u> | <u>(145,000)</u>                | <u>5,259,996</u>                     |

|                                     | Vested<br>options | Unvested<br>options | Balance at<br>the end of<br>the year |
|-------------------------------------|-------------------|---------------------|--------------------------------------|
| <i>Options over ordinary shares</i> |                   |                     |                                      |
| Julian Chick*                       | 529,998           | 500,000             | 1,029,998                            |
| Mark Ziirsen                        | 400,000           | 700,000             | 1,100,000                            |
| Megan Robertson                     | 100,000           | 500,000             | 600,000                              |
| Damon Rasheed                       | 529,998           | 500,000             | 1,029,998                            |
| Michelle Gallaher                   | 500,000           | 1,000,000           | 1,500,000                            |
|                                     | <u>2,059,996</u>  | <u>3,200,000</u>    | <u>5,259,996</u>                     |

\* resigned 13 February 2023.

During the financial year ended 30 June 2023, the consolidated entity did not employ or use the services of remuneration consultants.

*Other transactions with key management personnel and their related parties*

During the financial year ended 30 June 2023, RDI Consulting Pty Ltd and Zappli Pty Ltd have been engaged to develop software for a machine learning/artificial intelligence algorithm that can predict the likelihood of clinical trial passing its primary objective. A total of \$343,864 has been incurred.

|                | <b>30 June 2023</b> |
|----------------|---------------------|
|                | <b>\$</b>           |
| RDI Consulting | 194,775             |
| Zappli Pty Ltd | 149,089             |
|                | <u>343,864</u>      |

As Damon Rasheed is a shareholder of RDI Consulting, as such RDI is considered a related party. RDI Consulting is a major shareholder of Zappli Pty Ltd, Zappli Pty is considered a related party.

**Performance rights over ordinary shares**

There were no other performance rights issued over ordinary shares during the financial year.

**This concludes the remuneration report, which has been audited.**

**Shares under option and performance rights**

Unissued ordinary shares of Opyl Limited under option at the date of this report are as follows:

*Shares under option*

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| Grant date | Expiry date | Exercise price | Number under option |
|------------|-------------|----------------|---------------------|
| 15/12/2016 | 05/12/2026  | \$1.200        | 42,480              |
| 06/02/2017 | 06/02/2027  | \$0.800        | 6,000               |
| 20/03/2017 | 20/03/2027  | \$2.500        | 14,916              |
| 01/04/2017 | 01/04/2027  | \$0.600        | 60,000              |
| 24/07/2018 | 24/07/2023  | \$0.100        | 250,000             |
| 15/10/2018 | 18/09/2023  | \$0.400        | 3,000               |
| 08/02/2019 | 08/02/2024  | \$0.500        | 109,998             |
| 21/03/2019 | 21/03/2024  | \$0.500        | 109,998             |
| 13/05/2019 | 13/05/2024  | \$0.500        | 109,998             |
| 27/11/2019 | 27/11/2024  | \$0.300        | 20,000              |
| 27/11/2019 | 27/11/2024  | \$0.300        | 20,000              |
| 27/11/2019 | 27/11/2024  | \$0.300        | 20,000              |
| 10/12/2019 | 29/01/2024  | \$0.800        | 2,335,000           |
| 07/11/2020 | 07/11/2025  | \$0.300        | 400,000             |
| 07/11/2020 | 07/11/2025  | \$0.500        | 400,000             |
| 07/11/2020 | 07/11/2025  | \$0.750        | 400,000             |
| 26/07/2021 | 26/07/2024  | \$0.250        | 90,000              |
| 10/09/2021 | 10/06/2027  | \$0.300        | 500,000             |
| 10/09/2021 | 10/09/2028  | \$0.500        | 500,000             |
| 10/09/2021 | 10/09/2029  | \$0.750        | 500,000             |
| 10/12/2021 | 10/12/2026  | \$0.300        | 400,000             |
| 10/12/2021 | 10/12/2026  | \$0.500        | 400,000             |
| 10/12/2021 | 10/12/2026  | \$0.750        | 400,000             |
| 26/07/2022 | 26/07/2025  | \$0.043        | 580,000             |
| 10/12/2022 | 10/12/2027  | \$0.027        | 600,000             |
| 10/12/2022 | 10/12/2027  | \$0.025        | 400,000             |
| 10/12/2022 | 10/12/2027  | \$0.024        | 400,000             |
| 03/01/2023 | 30/12/2026  | \$0.022        | 666,663             |
|            |             |                | 9,738,053           |

*Performance rights*

| Grant date | Expiry date | Exercise price | Number under performance rights |
|------------|-------------|----------------|---------------------------------|
| 10/09/2021 | 10/09/2024  | N/A            | 500,000                         |
| 10/09/2021 | 10/09/2024  | N/A            | 333,333                         |
| 10/09/2021 | 10/09/2024  | N/A            | 250,000                         |
|            |             |                | 1,083,333                       |

**Shares issued on the exercise of options**

There were no ordinary shares of Opyl Limited issued on the exercise of options during the year ended 30 June 2023 and up to the date of this report.

**Indemnity and insurance of officers**

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

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**Indemnity and insurance of auditor**

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

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

**Proceedings on behalf of the company**

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

**Non-audit services**

There were no non-audit services provided during the financial year by the auditor.

**Officers of the company who are former partners of William Buck**

There are no officers of the company who are former partners of William Buck.

**Auditor**

William Buck continues in office in accordance with section 327 of the Corporations Act 2001.

**Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

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

On behalf of the directors



---

Mark Ziirsen  
Director

30 August 2023

## AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF OPYL LIMITED

I declare that, to the best of my knowledge and belief during the year ended 30 June 2023 there have been:

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



**William Buck Audit (Vic) Pty Ltd**  
ABN 59 116 151 136



**R. P. Burt**  
Director  
Melbourne, 30 August 2023

**Opyl Limited**  
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**General information**

The financial statements cover Opyl Limited as a consolidated entity. The financial statements are presented in Australian dollars, which is Opyl Limited's functional and presentation currency.

Opyl Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

105 Wellington Street  
St Kilda, VIC 3182, Australia

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 August 2023. The directors have the power to amend and reissue the financial statements.

**Opyl Limited**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the year ended 30 June 2023**

|  | Note | 30 June 2023<br>\$ | 30 June 2022<br>\$ |
|--|------|--------------------|--------------------|
| Revenue from contracts with customers  | 4    | 617,907            | 902,413            |
| Other income   | 5    | 606,963            | 361,437            |
| <b>Expenses</b>  |      |                    |                    |
| Employee benefits expense  | 6    | (1,548,268)        | (1,522,605)        |
| Depreciation and amortisation expense  |      | (26,056)           | (25,778)           |
| Corporate compliance and management  |      | (26,912)           | (79,473)           |
| Finance costs  | 6    | (2,101)            | (2,059)            |
| Occupancy costs  |      | (55,266)           | (60,682)           |
| Administration   |      | (957,878)          | (931,174)          |
| Consultancy costs  |      | (85,336)           | (163,654)          |
| Research & development costs   |      | (249,388)          | (563,975)          |
| <b>Loss before income tax expense</b>  |      | (1,726,335)        | (2,085,550)        |
| Income tax expense   |      | -                  | -                  |
| <b>Loss after income tax expense for the year attributable to the owners of Opyl Limited</b> |      | (1,726,335)        | (2,085,550)        |
| Other comprehensive income for the year, net of tax  |      | -                  | -                  |
| <b>Total comprehensive loss for the year attributable to the owners of Opyl Limited</b>      |      | <u>(1,726,335)</u> | <u>(2,085,550)</u> |
|  |      | <b>Cents</b>       | <b>Cents</b>       |
| Basic earnings per share   | 25   | (2.156)            | (3.835)            |
| Diluted earnings per share   | 25   | (2.156)            | (3.835)            |

*The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes*

**Opyl Limited**  
**Consolidated statement of financial position**  
**As at 30 June 2023**

|                                  | Note | 30 June 2023<br>\$ | 30 June 2022<br>\$ |
|----------------------------------|------|--------------------|--------------------|
| <b>Assets</b>                    |      |                    |                    |
| <b>Current assets</b>            |      |                    |                    |
| Cash and cash equivalents        | 7    | 452,877            | 786,334            |
| Trade and other receivables      | 8    | 219,136            | 123,858            |
| Prepayments and other deposits   |      | -                  | 7,621              |
| Total current assets             |      | <u>672,013</u>     | <u>917,813</u>     |
| <b>Non-current assets</b>        |      |                    |                    |
| Property, plant and equipment    |      | 14,347             | 20,766             |
| Capitalised software development |      | 23,222             | 40,638             |
| Total non-current assets         |      | <u>37,569</u>      | <u>61,404</u>      |
| <b>Total assets</b>              |      | <u>709,582</u>     | <u>979,217</u>     |
| <b>Liabilities</b>               |      |                    |                    |
| <b>Current liabilities</b>       |      |                    |                    |
| Trade and other payables         | 9    | 614,552            | 430,850            |
| Borrowings                       | 10   | 300,000            | -                  |
| Employee benefits                | 11   | 155,002            | 114,674            |
| Contract liabilities             | 12   | 30,476             | 131,863            |
| Total current liabilities        |      | <u>1,100,030</u>   | <u>677,387</u>     |
| <b>Non-current liabilities</b>   |      |                    |                    |
| Employee benefits                | 11   | 13,138             | 34,822             |
| Total non-current liabilities    |      | <u>13,138</u>      | <u>34,822</u>      |
| <b>Total liabilities</b>         |      | <u>1,113,168</u>   | <u>712,209</u>     |
| <b>Net assets/(liabilities)</b>  |      | <u>(403,586)</u>   | <u>267,008</u>     |
| <b>Equity</b>                    |      |                    |                    |
| Issued capital                   | 13   | 19,918,235         | 19,271,401         |
| Reserves                         | 14   | 643,767            | 366,683            |
| Accumulated losses               |      | (20,965,588)       | (19,371,076)       |
| <b>Total equity/(deficiency)</b> |      | <u>(403,586)</u>   | <u>267,008</u>     |

*The above consolidated statement of financial position should be read in conjunction with the accompanying notes*

**Opyl Limited**  
**Consolidated statement of changes in equity**  
**For the year ended 30 June 2023**

|   | <b>Issued<br/>capital<br/>\$</b> | <b>Reserves<br/>\$</b> | <b>Accumulated<br/>losses<br/>\$</b> | <b>Total equity<br/>\$</b>                       |
|---|----------------------------------|------------------------|--------------------------------------|--|
| Balance at 1 July 2021  | 19,271,401                       | 327,560                | (17,411,342)                         | 2,187,619  |
| Loss after income tax expense for the year                        | -                                | -                      | (2,085,550)                          | (2,085,550)                                      |
| Other comprehensive income for the year, net of tax               | -                                | -                      | -                                    | -  |
| Total comprehensive loss for the year                             | -                                | -                      | (2,085,550)                          | (2,085,550)                                      |
| <i>Transactions with owners in their capacity as owners:</i>      |                                  |                        |                                      |  |
| Option expense  | -                                | 164,939                | -                                    | 164,939  |
| Lapse of expired options  | -                                | (125,816)              | 125,816                              | -  |
| Balance at 30 June 2022   | <u>19,271,401</u>                | <u>366,683</u>         | <u>(19,371,076)</u>                  | <u>267,008</u>                                   |
|   | <b>Issued<br/>capital<br/>\$</b> | <b>Reserves<br/>\$</b> | <b>Accumulated<br/>losses<br/>\$</b> | <b>Total<br/>deficiency in<br/>equity<br/>\$</b> |
| Balance at 1 July 2022  | 19,271,401                       | 366,683                | (19,371,076)                         | 267,008  |
| Loss after income tax expense for the year                        | -                                | -                      | (1,726,335)                          | (1,726,335)                                      |
| Other comprehensive income for the year, net of tax               | -                                | -                      | -                                    | -  |
| Total comprehensive loss for the year                             | -                                | -                      | (1,726,335)                          | (1,726,335)                                      |
| <i>Transactions with owners in their capacity as owners:</i>      |                                  |                        |                                      |  |
| Proceeds for share capital issued during the year                 | 770,391                          | -                      | -                                    | 770,391  |
| Proceeds for share capital issued after report date (see note 14) | -                                | 217,500                | -                                    | 217,500  |
| Cost of capital raise   | (123,557)                        | -                      | -                                    | (123,557)  |
| Lapse of expired options  | -                                | (131,823)              | 131,823                              | -  |
| Option expense  | -                                | 191,407                | -                                    | 191,407  |
| Balance at 30 June 2023   | <u>19,918,235</u>                | <u>643,767</u>         | <u>(20,965,588)</u>                  | <u>(403,586)</u>                                 |

*The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes*

**Opyl Limited**  
**Consolidated statement of cash flows**  
**For the year ended 30 June 2023**

|  | Note | 30 June 2023<br>\$    | 30 June 2022<br>\$    |
|--|------|-----------------------|-----------------------|
| <b>Cash flows from operating activities</b>                      |      |                       |                       |
| Receipts from customers  |      | 601,242               | 997,871               |
| Government grants and incentives                                 |      | 606,677               | 361,437               |
| Payments to suppliers and employees                              |      | (2,572,518)           | (2,860,185)           |
| Interest received  |      | 287                   | -                     |
|  |      | <u>(1,364,312)</u>    | <u>(1,500,877)</u>    |
| Income taxes paid  |      | -                     | (18,735)              |
| Net cash used in operating activities                            | 24   | <u>(1,364,312)</u>    | <u>(1,519,612)</u>    |
| <b>Cash flows from investing activities</b>                      |      |                       |                       |
| Payments for property, plant and equipment                       |      | <u>(2,221)</u>        | <u>(10,394)</u>       |
| Net cash used in investing activities                            |      | <u>(2,221)</u>        | <u>(10,394)</u>       |
| <b>Cash flows from financing activities</b>                      |      |                       |                       |
| Proceeds from issue of shares                                    | 13   | 957,891               | -                     |
| Share issue transaction costs                                    |      | (74,815)              | -                     |
| Proceeds from borrowings   | 10   | <u>150,000</u>        | <u>-</u>              |
| Net cash from financing activities                               |      | <u>1,033,076</u>      | <u>-</u>              |
| Net decrease in cash and cash equivalents                        |      | (333,457)             | (1,530,006)           |
| Cash and cash equivalents at the beginning of the financial year | 7    | <u>786,334</u>        | <u>2,316,340</u>      |
| Cash and cash equivalents at the end of the financial year       | 7    | <u><u>452,877</u></u> | <u><u>786,334</u></u> |

*The above consolidated statement of cash flows should be read in conjunction with the accompanying notes*

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 1. Significant accounting policies**

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

**New or amended Accounting Standards and Interpretations adopted**

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

**Basis of preparation**

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB')

*Historical cost convention*

The financial statements have been prepared under the historical cost convention.

*Critical accounting estimates*

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

**Going concern**

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

The consolidated entity has incurred a net loss after tax of \$1,726,335 and net cash outflows from operations of \$1,364,312 for the year ended 30 June 2023, and had working capital deficits of \$428,017 at 30 June 2023. The cash balance at 30 June 2023 was \$452,877 and in addition, other receivables of \$180,000 were held, representing committed funds from the June capital raise, that were collected in early July. There were \$300,000 borrowings as at 30 June 2023.

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 1. Significant accounting policies (continued)**

These conditions give rise to a material uncertainty that casts significant doubt upon the consolidated entity's ability to continue as a going concern and the company may be unable to realise its asset and discharge its liabilities in the normal course of business.

The directors believe that the consolidated entity will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of a range of factors including, but not limited to, the following:

- The company's reasonable expectation that, based on its past track record and completion of its R&D claim for the year ended 30 June 2023, it will receive a refund of approximately \$500,000 early in the coming financial year;
- Lenders providing the bridging loan of \$300,000 have confirmed their intent to elect to convert the loans to equity;
- Improving the performance of Opin, the global clinical trial recruitment platform and service; since the completion of the board-led strategic review in June and the appointment of Dr Hugo Stephenson to lead the Opin business to focus on accelerating recruitment for ANZ based clinical trials and health programmes and streamlining Opin's business model to better align with ANZ client needs;
- Unlocking new market opportunities for Opin in patient community growth and management, as well as cultivating global growth opportunities;
- Broadening Asia Pacific partnerships and alliances with research sites, healthcare institutions and advocacy groups;
- Unlocking new revenue from commercialisation of Opyl's other technologies such as the Trial Key platform;
- Accessing government grants and incentives available to technology innovation companies like Opyl, beyond the R&D tax concession;
- Consistent year-on-year retainer client revenues;
- Accessing government grants and incentives available to technology innovation companies like Opyl, beyond the R&D tax concession;
- The cash flow forecasts model that incorporates some but not all of the above factors, thus providing some upside sensitivity;
- Monitoring, management and containment of discretionary costs, particularly for non-core parts of the business and streamlining operations; and
- The Directors further believe that, as has been demonstrated by its successful past track record, the consolidated entity has the capacity to raise additional capital or debt finance should it be required in the future.

Should the consolidated entity be unable to implement the above strategies or source alternative funding, it may be necessary to realise some or all assets and discharge liabilities at amounts different from those stated in the financial statements.

No adjustments have been made to the recoverability and classification of assets and the amount and classification of liabilities that might be necessary should the consolidated entity be unable to continue as a going concern and meet its debts as and when they fall due.

**Parent entity information**

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 21.

The parent entity disclosure related to the legal parent entity, Opyl Limited.

**Principles of consolidation**

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Opyl Limited ('company' or 'parent entity') as at 30 June 2023 and the results of all subsidiaries for the year then ended. Opyl Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvements with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

**Note 1. Significant accounting policies (continued)**

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisitions of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

**Foreign currency translation**

The financial statements are presented in Australian dollars, which is Opyl Limited's functional and presentation currency.

*Foreign currency transactions*

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

*Foreign operations*

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

**Revenue recognition**

*Revenue from contracts with customers*

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

*Rendering of services*

The consolidated entity primarily generates revenue from sale of its annual subscription services, which enable its customer to access an online platform that allows them to search and source user generated content. The consolidated entity also sells advertising and content services that are sold in a one-off basis rather than a subscription model.

The consolidated entity recognises subscription revenue over the subscription period (generally 1 year) on a straight-line basis. For contracts where the consolidated entity is able to provide advertising services for a specific contract period, advertising revenue is recognised ratably over the advertising term.

**Note 1. Significant accounting policies (continued)**

In relation to the revenue streams of the consolidated entity, the main revenue streams are recognised as follows:

**SaaS revenue** - This refers to SaaS platform that customers pay for in order to be compliant in how they market to consumers, gather data and respect consumer privacy. Revenue from the sale of annual subscription services, which enable customers to access an online platform that allows them to search and source user generated content, is recognised over the subscription period (generally 1 year) on a straight line basis. The performance obligation is satisfied over time. As at 30 June 2023, there is no deferred SaaS revenue as the consolidated group does not have any outstanding performance obligations.

**Retainer revenue** - For retainer contracts, revenue from its social media marketing agency arm is recognised when the performance obligations are satisfied at a point in time.

**Project revenue** - Project revenue is from ad-hoc projects. For project contracts, revenue is recognised when the performance obligations are satisfied over time.

*Interest*

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

*Other revenue*

Other revenue is recognised when it is received or when the right to receive payment is established.

**Contract liabilities**

Contract liabilities represent the consolidated entity's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the consolidated entity recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the consolidated entity has transferred the goods or services to the customer.

**Government grants**

Government grants are recognised in the profit or loss on a systematic basis over the periods in which the Consolidated entity recognises, as expenses, the related costs for which the grants are intended to compensate.

**Income tax**

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

**Current and non-current classification**

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

**Note 1. Significant accounting policies (continued)**

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

**Cash and cash equivalents**

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

**Trade and other receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

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

**Capitalised software development costs**

As the consolidated entity recognises software development costs, these costs are capitalised and recognised as an asset when certain conditions are met. This means that expenditure arising during the development phase is only capitalised if the project is assessed to be technically and commercially feasible, we are able to use or sell the asset and we have sufficient resources and intent to complete the development. Internally generated intangible assets have a finite life and are amortised on a straight-line basis over their useful lives, usually 3 years. Amortisation of internally generated intangible assets commences when the assets are ready for use.

**Trade and other payables**

Trade and other payables present liabilities for goods and services provided to the consolidated entity prior to year end that are unpaid and arise when the consolidated entity becomes obliged to make future payments in respect of the purchase of those goods and services. The amounts are unsecured and are usually paid within 30 days of recognition. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

**Borrowings**

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

**Note 1. Significant accounting policies (continued)**

**Employee benefits**

*Short-term employee benefits*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

*Other long-term employee benefits*

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

*Defined contribution superannuation expense*

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

*Share-based payments*

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

**Fair value measurement**

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

**Note 1. Significant accounting policies (continued)**

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

**Issued capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**Earnings per share**

*Basic earnings per share*

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

*Diluted earnings per share*

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

**Goods and Services Tax ('GST') and other similar taxes**

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

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 tax authority is included in other receivables or other 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 tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

**Note 2. Critical accounting judgements, estimates and assumptions**

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

*Share-based payment transactions*

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using the Binomial model, Black-Scholes model, Monte Carlo model, and Geometric Brownian model. The valuation models take into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

*Non-recognition of deferred tax assets*

We apply management judgement to recognise a deferred tax asset and review its carrying amount at each reporting date. The carrying amount is only recognised to the extent that it is probable that sufficient taxable profit will be available in the future to utilise this benefit. Any amount unrecognised could be subsequently recognised if it has become probable that future taxable profit will allow us to benefit from this deferred tax asset.

*Non-recognition of research and development tax offset receivable*

For financial reporting purposes, the R&D tax offset is analogised as other income see note 5. A credit will be recognised within other income when the entity satisfies the criteria to receive the credit. The criteria is usually satisfied post reporting date upon lodgment of the Consolidated group's income tax return and as such management has opted to treat R&D tax refunds on a cash basis and recorded in the year they are received.

*Accrual of research and development grant credits*

The company is entitled to claim grant credits from the Australian Government in recompense for its research and development program expenditure. The program is overseen by AusIndustry, which is entitled to audit and/or review claims lodged for the past 4 years. In the event of a negative finding from such an audit or review AusIndustry has the right to rescind and claw back those prior claims, potentially with penalties. Such a finding may only occur in the event that those expenditures do not appropriately qualify for the grant program. In their estimation, considering also the independent external expertise they have contracted to draft and claim such expenditures, the directors of the company consider that such a negative review has a remote likelihood of occurring.

**Note 3. Operating segments**

*Identification of reportable operating segments*

Management has determined the operating segments based on the reports reviewed by the Board of Directors. During the year, the Group continued to operate in one geographical segment, Australia.

**Note 4. Revenue from contracts with customers**

|                                       | <b>30 June 2023</b> | <b>30 June 2022</b> |
|---------------------------------------|---------------------|---------------------|
|                                       | \$                  | \$                  |
| Retainer revenue                      | 259,509             | 253,380             |
| Project revenue                       | 354,098             | 627,380             |
| Other                                 | 4,300               | 21,653              |
|                                       | <hr/>               | <hr/>               |
| Revenue from contracts with customers | <u>617,907</u>      | <u>902,413</u>      |

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 4. Revenue from contracts with customers (continued)**

*Disaggregation of revenue*

The disaggregation of revenue from contracts with customers is as follows:

|   | <b>30 June 2023</b> | <b>30 June 2022</b> |
|---|---------------------|---------------------|
|   | \$                  | \$                  |
| <i>Timing of revenue recognition</i>    |                     |                     |
| Services transferred at a point in time | 259,509             | 253,380             |
| Services transferred over time          | 358,398             | 649,033             |
|   | <u>617,907</u>      | <u>902,413</u>      |

**Major customer revenue contribution**

|  | <b>30 June 2023</b> | <b>30 June 2022</b> |
|--|---------------------|---------------------|
|  | \$                  | \$                  |
| <b>Customers contributing more than 10% of revenue</b> |                     |                     |
| Monash University                                      | 136,059             | -                   |
| Aspiring Trial Study Group                             | 101,622             | 105,000             |
| Bristol-Myer Squibb Australia Pty Ltd                  | 83,750              | -                   |
| 360biolabs   | 68,750              | -                   |
| BioCurate. Pty ltd                                     | 59,000              | -                   |
| Edwards Lifesciences                                   | -                   | 278,470             |
| UCB Australia  | -                   | 94,864              |
|  | <u>449,181</u>      | <u>478,334</u>      |
| Revenue amount   |                     |                     |
|  | %                   | %                   |

*Percentage of total revenue*

|                                       |     |     |
|---------------------------------------|-----|-----|
| Monash University                     | 22% | -   |
| Aspiring Trial Study Group            | 16% | 12% |
| Bristol-Myer Squibb Australia Pty Ltd | 14% | -   |
| 360biolabs                            | 11% | -   |
| BioCurate. Pty ltd                    | 10% | -   |
| Edwards Lifesciences                  | -   | 31% |
| UCB Australia                         | -   | 11% |

**Note 5. Other income**

|                   | <b>30 June 2023</b> | <b>30 June 2022</b> |
|-------------------|---------------------|---------------------|
|                   | \$                  | \$                  |
| Interest income   | 286                 | -                   |
| R&D tax refund    | 570,077             | 361,437             |
| Government Grants | 36,600              | -                   |
|                   | <u>606,963</u>      | <u>361,437</u>      |
| Other income      |                     |                     |

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 6. Expenses**

|  | <b>30 June 2023</b> | <b>30 June 2022</b> |
|--|---------------------|---------------------|
|  | \$                  | \$                  |
| Loss before income tax includes the following specific expenses: |                     |                     |
| <i>Finance costs</i>   |                     |                     |
| Interest and finance charges paid/payable                        | <u>2,101</u>        | <u>2,059</u>        |
| <i>Share issue to key management personnel &amp; employees</i>   |                     |                     |
| Share based payments   | <u>176,454</u>      | <u>164,939</u>      |
| <i>Superannuation expense</i>                                    |                     |                     |
| Defined contribution superannuation expense                      | <u>140,055</u>      | <u>107,933</u>      |

**Note 7. Cash and cash equivalents**

|                       | <b>30 June 2023</b>   | <b>30 June 2022</b>   |
|-----------------------|-----------------------|-----------------------|
|                       | \$                    | \$                    |
| <i>Current assets</i> |                       |                       |
| Cash on hand          | 12                    | 12                    |
| Cash at bank          | <u>452,865</u>        | <u>786,322</u>        |
|                       | <u><u>452,877</u></u> | <u><u>786,334</u></u> |

**Note 8. Trade and other receivables**

|                       | <b>30 June 2023</b>   | <b>30 June 2022</b>   |
|-----------------------|-----------------------|-----------------------|
|                       | \$                    | \$                    |
| <i>Current assets</i> |                       |                       |
| Trade receivables     | 5,500                 | 89,801                |
| Other receivables     | <u>213,636</u>        | <u>34,057</u>         |
|                       | <u><u>219,136</u></u> | <u><u>123,858</u></u> |

*Allowance for expected credit losses*

The company has recognised no loss (2022: Nil) in profit or loss in respect of the expected credit losses for the year ended 30 June 2023.

Management believes that the amounts that are past due by more than 30 days are still collectable in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customer's credit scores if they are available.

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

|                               | <b>30 June 2023</b> | <b>30 June 2022</b>  |
|-------------------------------|---------------------|----------------------|
|                               | \$                  | \$                   |
| Neither past due nor impaired | <u><u>5,500</u></u> | <u><u>89,801</u></u> |

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 9. Trade and other payables**

|                             | <b>30 June 2023</b> | <b>30 June 2022</b> |
|-----------------------------|---------------------|---------------------|
|                             | \$                  | \$                  |
| <i>Current liabilities</i>  |                     |                     |
| Trade payables              | 194,067             | 174,911             |
| Other payables and accruals | 420,485             | 255,939             |
|                             | <u>614,552</u>      | <u>430,850</u>      |

Refer to note 16 for further information on financial instruments.

**Note 10. Borrowings**

|                            | <b>30 June 2023</b> | <b>30 June 2022</b> |
|----------------------------|---------------------|---------------------|
|                            | \$                  | \$                  |
| <i>Current liabilities</i> |                     |                     |
| Short-term bridging loans  | 300,000             | -                   |
|                            | <u>300,000</u>      | <u>-</u>            |

Refer to note 16 for further information on financial instruments.

In June 2023, the company concurrently entered into short-term bridging loan agreements with a consortium of lenders as part of the company's capital raise exercise, which it will receive aggregate funding of \$300,000 secured against the Company's assets (Loans). The Loans require repayment on the earlier of:

- receipt by the Company of its 2023 R&D refund from the ATO; or
- 30 September 2023.

In lieu of cash interest payments, the bridging Loans are contained to the following terms subject to and conditional on shareholder approval at the Company's forthcoming AGM:

- 5,000,000 options with an exercise price of \$0.03 and a maturity date of three years from the date of issue are to be issued pro-rata to the Lenders in lieu of cash interest payments being paid on the Loans. Shareholder approval for the issue of options will be obtained at the Company's AGM; and
- One or more of the Lender(s) may elect to convert the principal amount of a Loan into shares at \$0.03 per share prior to 14 September 2023. If this election is made, shareholder approval for the conversion will be obtained at the Company's AGM.

\$150,000 of the loans proceeds was received by 30 June 2023, and the remaining balance fully received by 10 July 2023.

**Note 11. Employee benefits**

|                                | <b>30 June 2023</b> | <b>30 June 2022</b> |
|--------------------------------|---------------------|---------------------|
|                                | \$                  | \$                  |
| <i>Current liabilities</i>     |                     |                     |
| Annual leave                   | 112,245             | 114,674             |
| Long service leave             | 42,757              | -                   |
|                                | <u>155,002</u>      | <u>114,674</u>      |
| <i>Non-current liabilities</i> |                     |                     |
| Long service leave             | 13,138              | 34,822              |
|                                | <u>168,140</u>      | <u>149,496</u>      |

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 12. Contract liabilities**

|                            | <b>30 June 2023</b> | <b>30 June 2022</b> |
|----------------------------|---------------------|---------------------|
|                            | \$                  | \$                  |
| <i>Current liabilities</i> |                     |                     |
| Contract liabilities       | <u>30,476</u>       | <u>131,863</u>      |

*Unsatisfied performance obligations*

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was \$30,476 as at 30 June 2023 (30 June 2022: \$131,863) as is expected to be recognised as revenue in future periods as follows:

|                 | <b>30 June 2023</b> | <b>30 June 2022</b> |
|-----------------|---------------------|---------------------|
|                 | \$                  | \$                  |
| Within 6 months | 29,610              | 98,145              |
| 6 to 12 months  | 866                 | 33,718              |
| 12 to 18 months | -                   | -                   |
| 18 to 24 months | -                   | -                   |
|                 | <u>30,476</u>       | <u>131,863</u>      |

**Note 13. Issued capital**

|                              | <b>30 June 2023</b> | <b>30 June 2022</b> | <b>30 June 2023</b> | <b>30 June 2022</b> |
|------------------------------|---------------------|---------------------|---------------------|---------------------|
|                              | Shares              | Shares              | \$                  | \$                  |
| Ordinary shares - fully paid | <u>80,065,065</u>   | <u>54,385,385</u>   | <u>19,918,235</u>   | <u>19,271,401</u>   |

*Movements in ordinary share capital*

| <b>Details</b>                        | <b>Date</b>      | <b>Shares</b>     | <b>\$</b>         |
|---------------------------------------|------------------|-------------------|-------------------|
| Balance                               | 1 July 2021      | 54,385,385        | 19,271,401        |
| Balance                               | 30 June 2022     | 54,385,385        | 19,271,401        |
| Issue of shares - placement           | 3 January 2023   | 9,666,667         | 290,000           |
| Rights issue                          | 15 February 2023 | 11,858,954        | 355,768           |
| Issue of shares - shortfall placement | 04 April 2023    | 4,154,059         | 124,622           |
| Share issue cost                      |                  | -                 | (123,556)         |
| Balance                               | 30 June 2023     | <u>80,065,065</u> | <u>19,918,235</u> |

*Ordinary shares*

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

**Opyl Limited**  
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**Note 13. Issued capital (continued)**

On 3 January 2023, 9,666,667 shares were issued at a price of \$ 0.03, totalling a value of \$290,000 received.

On 13 February 2023, a Rights offering led to the issuance of 11,858,945 shares at a price of \$0.03 per share, generating a total value of \$355,768. The Company announced an invitation to shareholders to participate in the OPL non-renounceable pro-rata entitlement offer, allowing them to acquire 1 New Share for every 4 Shares held as of the record date on 30 December 2022, at an Issue price of \$0.03 per New Share. This offer concluded on February 13, 2023.

On 4 April 2023, the company raised a further \$124,622 (before costs) via the issue of all 4,154,059 shortfall shares at an issue price of \$0.03 per share under the shortfall facility of the rights issue, which closed on 13 February 2023.

In June 2023, the company completed a placement of 7,250,000 fully paid ordinary shares (Placement) at a price of \$0.03 per share to raise \$217,500 before costs. \$187,500 was received by 30 June 2023, and the remaining balance, \$30,000, was received on 3 July 2023. The shares were issued on July 7 2023.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

*Capital risk management*

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, issue new shares or sell assets to reduce debt.

Capital is regarded as total equity, as recognised in the financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

**Note 14. Reserves**

|                          | <b>30 June 2023</b> | <b>30 June 2022</b> |
|--------------------------|---------------------|---------------------|
|                          | \$                  | \$                  |
| Foreign currency reserve | (381,075)           | (381,075)           |
| Options reserve          | 807,342             | 747,758             |
| Capital reserve          | 217,500             | -                   |
|                          | <u>643,767</u>      | <u>366,683</u>      |

*Foreign currency reserve*

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

*Option reserve*

The reserve is used to recognise the value of equity benefits provided to employees, directors and other parties as part of their remuneration and compensation for services.

**Opyl Limited**  
**Notes to the consolidated financial statements**  
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**Note 14. Reserves (continued)**

*Capital reserve*

The reserve is used to recognise the value of funds received for shares not yet issued. In June 2023, the company completed a placement of 7,250,000 fully paid ordinary shares (Placement) at a price of \$0.03 per share to raise \$217,500 before costs. \$187,500 received by 30 June 2023, and the remaining balance, \$30,000, was received on 3 July 2023. The shares were issued in July 2023.

**Note 15. Dividends**

There were no dividends paid, recommended or declared during the current or previous financial year.

**Note 16. Financial instruments**

Financial instruments consist of cash and cash equivalents, receivables, and payables. Financial risk is measured at Board level and managed through cashflow forecasting techniques. The only material financial instrument risk exposures faced by the group are credit risk, market risk (namely interest rate risk), and liquidity risk.

**Market risk**

*Interest rate risk*

The consolidated entity's main interest rate risk arises from short-term borrowings. Borrowings obtained at variable rates expose the consolidated entity to interest rate risk. Borrowings obtained at fixed rates expose the consolidated entity to fair value risk. The policy is to maintain current borrowings at fixed rates, therefore not subject to any volatility in market interest rates.

**Credit risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The company has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The company obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for expected credit losses of those assets, as disclosed in the statement of financial position and notes to the financial statements. The company does not hold any collateral.

The consolidated entity deemed its credit risk to be minimal as its financial assets are mainly cash held at financial institutions.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

**Liquidity risk**

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

*Remaining contractual maturities*

All financial liabilities were payable within 60 days.

**Fair value of financial instruments**

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

**Note 17. Key management personnel disclosures**

*Directors*

The following persons were directors of Opyl Limited during the financial year:

Julian Chick - Resigned 13 February 2023

Mark Ziirsens

Megan Robertson

Damon Rasheed

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 17. Key management personnel disclosures (continued)**

*Other key management personnel*

The following person also had the authority and responsibility for planning, directing and controlling the major activities of the company, directly or indirectly, during the financial year:

Michelle Gallaher - Ceased CEO role on 1 June 2023

*Compensation*

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

|   | <b>30 June 2023</b> | <b>30 June 2022</b> |
|---|---------------------|---------------------|
|   | \$                  | \$                  |
| Short-term employee benefits                      | 415,866             | 527,085             |
| Post-employment benefits                          | 44,198              | 39,199              |
| Long-term benefits                                | 13,493              | 3,010               |
| Share-based payments including performance rights | 13,547              | 147,624             |
|   | <u>487,104</u>      | <u>716,918</u>      |

**Note 18. Remuneration of auditors**

During the financial year the following fees were paid or payable for services provided by William Buck, the auditor of the company.

|  | <b>30 June 2023</b> | <b>30 June 2022</b> |
|--|---------------------|---------------------|
|  | \$                  | \$                  |
| Audit services   |                     |                     |
| Audit or review of the financial statements - William Buck | <u>39,630</u>       | <u>27,200</u>       |

**Note 19. Contingent liabilities**

On 3 September 2021, the CEO of the Group signed an Executive Service Agreement with a bonus incentive condition. A bonus incentive of \$400,000 will be paid to the executive in the event of the Opyl share price trading \$1 for 10 or more consecutive days within the first 24 months of executing the agreement, so long as the Executive is employed at the company. The board has the option to pay the bonus in a combination of shares and cash to the value of \$400,000. The bonus is payable to the executive within 90 days if the bonus conditions being met or in the event of the business being acquired, or in the event of a complete takeover of the company. As at the reporting date of 30 June 2023, there is a very low probability that the market performance of the bonus incentive will be realised, as such the fair value of the bonus provision has not been included in the financial statements for the year ended 30 June 2023 (30 June 2022: \$Nil). The bonus conditions in place did not cease with the change of role and position for the former CEO.

The company had no other contingent liabilities as at 30 June 2023 (30 June 2022: \$Nil)

**Note 20. Related party transactions**

*Parent entity*

Opyl Limited is the parent entity.

*Key management personnel*

Disclosures relating to key management personnel are set out in note 17 and the remuneration report included in the directors' report.

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 20. Related party transactions (continued)**

*Transactions with related parties*

During the financial year ended 30 June 2023, RDI Consulting Pty Ltd, and Zappli Pty Ltd have been engaged to develop software for a machine learning/artificial intelligence algorithm which can predict the likelihood of clinical trial passing its primary objective. A total of \$343,864 has been incurred.

|                | <b>30 June 2023</b> | <b>30 June 2022</b> |
|----------------|---------------------|---------------------|
|                | <b>\$</b>           | <b>\$</b>           |
| RDI Consulting | 194,775             | 112,105             |
| Zappli Pty Ltd | 149,089             | 59,994              |

As Damon Rasheed is a shareholder of RDI Consulting, as such RDI is considered a related party. RDI Consulting is a major shareholder of Zappli Pty Ltd, Zappli Pty is considered a related party.

*Receivable from and payable to related parties*

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

*Loans to/from related parties*

There were no loans to or from related parties at the current reporting date and previous reporting date.

*Terms and conditions*

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

**Opyl Limited**  
**Notes to the consolidated financial statements**  
**30 June 2023**

**Note 21. Parent entity information**

Set out below is the supplementary information about the parent entity.

*Statement of profit or loss and other comprehensive income*

|                            | <b>30 June 2023</b> | <b>30 June 2022</b> |
|----------------------------|---------------------|---------------------|
|                            | \$                  | \$                  |
| Loss after income tax      | (1,075,033)         | (1,566,367)         |
| Total comprehensive income | <u>(1,075,033)</u>  | <u>(1,566,367)</u>  |

*Statement of financial position*

|                               | <b>30 June 2023</b> | <b>30 June 2022</b> |
|-------------------------------|---------------------|---------------------|
|                               | \$                  | \$                  |
| Total current assets          | 566,544             | 629,765             |
| Total non-current assets      | <u>23,222</u>       | <u>40,637</u>       |
| Total assets                  | <u>589,766</u>      | <u>670,402</u>      |
| Total current liabilities     | 775,214             | 335,101             |
| Total non-current liabilities | -                   | 16,240              |
| Total liabilities             | <u>775,214</u>      | <u>351,341</u>      |
| Equity                        |                     |                     |
| Issued capital                | 19,882,664          | 19,235,830          |
| Options reserve               | 807,342             | 747,617             |
| Accumulated losses            | <u>(22,046,965)</u> | <u>(21,103,614)</u> |
| Total equity/(deficiency)     | <u>(1,356,959)</u>  | <u>(1,120,167)</u>  |

*Guarantees entered into by the parent entity in relation to the debts of its subsidiaries*

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2023 and 30 June 2022.

*Contingent liabilities*

Except for as disclosed in note 19, there are no further contingent liabilities for the parent entity 30 June 2022 (nil).

*Capital commitments - Property, plant and equipment*

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2023 and 30 June 2022.

*Significant accounting policies*

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following.

- Investments in subsidiaries are accounted for at cost, less impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

**Note 22. Interest in subsidiaries**

(a) Ultimate parent

Opyl Limited is the ultimate parent entity and the parent entity of the consolidation entity from a legal perspective. For accounting purposes, Opyl Limited is the deemed ultimate parent of the consolidated entity in line with reverse acquisition accounting.

(b) Corporate structure

The legal corporate structure of the consolidated entity is set out below;

**Opyl Limited**  
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**Note 22. Interest in subsidiaries (continued)**

| Name   | Principal place of business /<br>Country of incorporation | Ownership of<br>interest<br>2023<br>% | Ownership of<br>interest<br>2022<br>% |
|--|---|---------------------------------------|---------------------------------------|
| Legal parent<br>Opyl Limited                           | Australia   | -                                     | -                                     |
| ShareRoot Inc  | United States of America                                  | 100.00%                               | 100.00%                               |
| ShareRoot (Australian Ops) Pty Ltd                     | Australia   | 100.00%                               | 100.00%                               |
| Opyl Services (Formerly The Social Science<br>Pty Ltd) | Australia   | 100.00%                               | 100.00%                               |
| Ludomade, Inc  | United States of America                                  | 100.00%                               | 100.00%                               |

**Note 23. Events after the reporting period**

As announced on 7 July 2023, the company issued 7,250,000 fully paid ordinary shares via a placement at a price of \$0.03 per share raising \$217,500. \$187,500 of the proceeds were received prior to 30 June 2023 with the balance of \$30,000 received on 3 July 2023.

As announced on 5 July 2023, Opyl made changes to its CEO and senior leadership with Dr Hugo Stephenson joining to lead Opin, Michelle Gallaher moving to General Manager of TrialKey, and Mark Ziirsen stepping in as the Executive Chairman. These changes follow the Board-led strategic review focused on identifying pathways for accelerating the growth of Opin and developing ways to commercialise TrialKey. The changes were effective from 1 June 2023.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

**Note 24. Reconciliation of loss after income tax to net cash used in operating activities**

|  | <b>30 June 2023</b> | <b>30 June 2022</b> |
|--|---------------------|---------------------|
|  | <b>\$</b>           | <b>\$</b>           |
| Loss after income tax expense for the year         | (1,726,335)         | (2,085,550)         |
| Adjustments for:                                   |                     |                     |
| Depreciation and amortisation                      | 26,056              | 25,778              |
| Share-based payments                               | 176,454             | 164,939             |
| Change in operating assets and liabilities:        |                     |                     |
| Decrease/(increase) in trade and other receivables | 84,722              | (25,413)            |
| Decrease in prepayments                            | 7,621               | 3,176               |
| Increase/(decrease) in deferred revenue            | (101,387)           | 131,863             |
| Increase/(decrease) in trade and other payables    | 168,557             | 265,595             |
| Net cash used in operating activities              | <u>(1,364,312)</u>  | <u>(1,519,612)</u>  |

**Opyl Limited**  
**Notes to the consolidated financial statements**  
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**Note 25. Earnings per share**

|   | <b>30 June 2023</b> | <b>30 June 2022</b> |
|---|---------------------|---------------------|
|   | <b>\$</b>           | <b>\$</b>           |
| Loss after income tax attributable to the owners of Opyl Limited                          | <u>(1,726,335)</u>  | <u>(2,085,550)</u>  |
|   | <b>Number</b>       | <b>Number</b>       |
| Weighted average number of ordinary shares used in calculating basic earnings per share   | <u>80,065,065</u>   | <u>54,385,385</u>   |
| Weighted average number of ordinary shares used in calculating diluted earnings per share | <u>80,065,065</u>   | <u>54,385,385</u>   |
|   | <b>Cents</b>        | <b>Cents</b>        |
| Basic earnings per share  | (2.156)             | (3.835)             |
| Diluted earnings per share  | (2.156)             | (3.835)             |

The amount of the dilution is the average market price of ordinary shares during the period minus the issue price. Therefore, to calculate diluted earnings per share, potential ordinary shares are treated as consisting of both the following:

- a contract to issue a certain number of the ordinary shares at their average market price during the period. Such ordinary shares are assumed to be fairly priced and to be neither dilutive nor antidilutive. They are ignored in the calculation of diluted earnings per share.
- a contract to issue the remaining ordinary shares for no consideration. Such ordinary shares generate no proceeds and have no effect on profit or loss attributable to ordinary shares outstanding. Therefore, such shares are dilutive and are added to the number of ordinary shares outstanding in the calculation of diluted earnings per share.

As the consolidated entity is in a loss position at the end of the financial year, the options and performance rights on issue are not considered to be dilutive.

**Note 26. Share based payments**

A share option plan has been established by the consolidated entity and approved by shareholders at a general meeting, whereby the consolidated entity may, at the discretion of the Board of Directors, grant options over ordinary shares in the company to certain personnel of the consolidated entity. Share options are issued at nil consideration.

In addition, options may also be issued to advisers of the company for example to assist with capital raising activities.

On 26 July 2022, 580,000 options were granted to employees at an exercise price of \$0.10 totalling a "fair" value of \$24,834 which was determined using a Black-Scholes model.

On 10 December 2022, 1,400,000 options (Incentive Options) were granted to key management personnel at exercise prices of \$0.10, \$0.15, and \$0.20 totalling a "fair" value of \$35,880 which was determined using a Black-Scholes model.

As announced on 3 January 2023, the company issued 9,666,667 fully paid ordinary shares via a placement at a price of \$0.03 per share. The company also issued on 3 January 2023 in consideration for the provision of services as part of the capital raise 666,663 broker option securities with an exercise price of \$0.06 totalling a "fair" value of \$14,952 as the cost of capital in equity to reflect the service cost. The value was determined using a Black-Scholes model.

Set out below are summaries of options granted under the plan:



**Opyl Limited**  
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**30 June 2023**

**Note 26. Share based payments (continued)**

| Grant date | Expiry date | 2023<br>Number   | 2022<br>Number   |
|------------|-------------|------------------|------------------|
| 15/12/2016 | 05/12/2026  | 42,480           | 42,480           |
| 06/02/2017 | 06/02/2027  | 6,000            | 6,000            |
| 20/03/2017 | 20/03/2027  | 14,916           | 14,916           |
| 01/04/2017 | 01/04/2027  | 60,000           | 60,000           |
| 10/11/2017 | 10/11/2022  | -                | 36,666           |
| 21/02/2018 | 20/02/2023  | -                | 30,000           |
| 06/03/2018 | 04/05/2023  | -                | 90,000           |
| 17/04/2018 | 17/04/2023  | -                | 40,000           |
| 04/05/2018 | 04/05/2023  | -                | 25,000           |
| 24/07/2018 | 24/07/2023  | 250,000          | 250,000          |
| 15/10/2018 | 18/09/2023  | 3,000            | 3,000            |
| 15/10/2018 | 09/06/2023  | -                | 3,000            |
| 15/10/2018 | 06/03/2023  | -                | 27,500           |
| 08/02/2019 | 08/02/2024  | 109,998          | 109,998          |
| 21/03/2019 | 21/03/2024  | 109,998          | 109,998          |
| 13/05/2019 | 13/05/2024  | 109,998          | 109,998          |
| 27/11/2019 | 27/11/2024  | 60,000           | 60,000           |
| 10/12/2019 | 29/01/2024  | 2,335,000        | 2,335,000        |
| 07/11/2020 | 07/11/2025  | 1,200,000        | 1,200,000        |
| 26/07/2021 | 26/07/2024  | 90,000           | 90,000           |
| 10/09/2021 | 10/09/2027  | 500,000          | 500,000          |
| 10/09/2021 | 10/09/2028  | 500,000          | 500,000          |
| 10/09/2021 | 10/09/2029  | 500,000          | 500,000          |
| 10/12/2021 | 10/12/2026  | 1,200,000        | 1,200,000        |
| 26/07/2022 | 26/07/2025  | 580,000          | -                |
| 10/12/2022 | 10/12/2027  | 600,000          | -                |
| 10/12/2022 | 10/12/2027  | 400,000          | -                |
| 10/12/2022 | 10/12/2027  | 400,000          | -                |
| 01/03/2023 | 30/12/2026  | 666,663          | -                |
|            |             | <u>9,738,053</u> | <u>7,343,556</u> |

The weighted average remaining contractual life of options outstanding at the end of the financial year was 2.97 years (30 June 2022: 3.31 years).

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date are as follows:

| Grant date | Expiry date | Share price<br>at grant date | Exercise<br>price | Expected<br>volatility | Dividend<br>yield | Risk-free<br>interest rate | Fair value<br>at grant date |
|------------|-------------|------------------------------|-------------------|------------------------|-------------------|----------------------------|-----------------------------|
| 26/07/2022 | 26/07/2025  | \$0.06                       | \$0.10            | 140.00%                | -                 | 0.20%                      | \$0.043                     |
| 10/12/2022 | 10/12/2027  | \$0.03                       | \$0.10            | 140.00%                | -                 | 0.20%                      | \$0.027                     |
| 10/12/2022 | 10/12/2027  | \$0.03                       | \$0.15            | 140.00%                | -                 | 0.20%                      | \$0.025                     |
| 10/12/2022 | 10/12/2027  | \$0.03                       | \$0.20            | 140.00%                | -                 | 0.20%                      | \$0.024                     |
| 03/01/2023 | 30/12/2026  | \$0.03                       | \$0.06            | 140.00%                | -                 | 0.20%                      | \$0.022                     |

**Note 26. Share based payments (continued)**

*Performance rights*

On 10 September 2021, 1,083,333 performance rights options were granted to the CEO of the Group totalling a fair value of \$109,075 to be recognised over the vesting period which was determined using a combination of the Monte Carlo and Geometric Brownian Motion models as follows:

- 500,000 Tranche A at an exercise price of \$0.50;
- 333,333 Tranche B at an exercise price of \$0.75; and
- 250,000 Tranche C at an exercise price of \$1.00.

Each Right will convert to one ordinary share in the Company during the performance period subject to the satisfaction of the following conditions respectively:

- For Tranche A: Market-based (Performance Hurdle 1) - OPL's 15-day Target Share Price of \$0.50 over a 3-year period;
- For Tranche B: Market-based (Performance Hurdle 2) - OPL's 15-day Target Share Price of \$0.75 over a 3-year period;
- For Tranche C: Market-based (Performance Hurdle 3) - OPL's 15-day Target Share Price of \$1.00 over a 3-year period; and
- Non-market based (continuous employment) - continuing employment of the employee during the vesting period.

For the 15-day share price hurdle, the future share price of OPL was projected using a Geometric Brownian Motion model over 759 steps, with the volatility of each step representing the daily volatility of the Company's share price over the last year from the valuation date.

- A Monte Carlo simulation of 250,000 simulations was conducted for the above Geometric Brownian Motion model to obtain a theoretical distribution for the 15-day share price and was used to determine the percentile rank. This ranking outcome was weighted by the vesting condition and applied to the average price of the Rights realised in each ranking outcome.

- The weighted value of each Right as mentioned above, was then aggregated to arrive at the expected value of the Right.

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

| Name              | Number of Performance rights granted | Grant date | Vesting date and exercisable date | Expiry date | Exercise price | Fair value per option at grant date |
|-------------------|--------------------------------------|------------|-----------------------------------|-------------|----------------|-------------------------------------|
| Michelle Gallaher | 500,000                              | 10/09/2021 | 10/09/2024                        | 10/09/2024  | N/A            | \$0.109                             |
|                   | 333,333                              | 10/09/2021 | 10/09/2024                        | 10/09/2024  | N/A            | \$0.098                             |
|                   | 250,000                              | 10/09/2021 | 10/09/2024                        | 10/09/2024  | N/A            | \$0.088                             |

**Opyl Limited**  
**Directors' declaration**  
**30 June 2023**

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Accounting Standards AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- The financial statements also comply with International Financial Reporting Standards as disclosed in note 1.
- the attached financial statements and notes give a true and fair view of the company's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



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Mark Ziirsen  
Director

30 August 2023

## Opyl Limited Independent auditor's report to members

### REPORT ON THE AUDIT OF THE FINANCIAL REPORT

#### Opinion

We have audited the financial report of Opyl Limited (the Company and its subsidiaries (the Group)), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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

- i. giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year ended on that date; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

#### Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We 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 (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 report, which indicates that the consolidated entity has a net loss after tax of \$1,726,335, a net current liability deficit of \$428,017 and net cash outflows from operations of \$1,364,312 for the year ended 30 June 2023. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1 indicate that a material uncertainty exists that may cast significant doubt on the consolidated entity'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 of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

| Appropriateness of revenue recognition   |   |
|--|---|
| Area of focus  | How our audit addressed it  |
| <p>Revenue from contracts with customers is disclosed in Note 4 and Note 12 of the financial statements.</p> <p>The group's revenue is generated through bespoke contracts with customers related mainly to project and retainer income.</p> <p>This area is a Key Audit Matter as each revenue stream requires a bespoke revenue recognition model which requires judgement by management in identifying performance obligations, the allocation of the transaction price and the satisfaction of performance obligations over time or at a point in time in accordance with AASB 15 <i>Revenue from Contracts with Customers</i> ('AASB 15').</p>  | <p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>— The evaluation of revenue recognition policies for all material sources of revenue to assess if revenue is recognised in accordance with AASB 15;</li> <li>— Performing test of detail through a sample of the revenue from customers recognised during the period through agreeing to contracts and customer pricing;</li> <li>— Examining a sample of contracts to assess the fulfilment of performance milestones relevant to material revenue contracts;</li> <li>— Performing revenue cut-off testing at the period end to assess if revenue is recorded in the correct period; and</li> <li>— In-addition, we also examined key disclosures relating to the recognition of revenue in the financial statements as disclosed in Note 4 and Note 12.</li> </ul>        |
| Share-based payment transactions   |   |
| Area of focus  | How our audit addressed it  |
| <p>During the year and as disclosed in note 26, the Group issued a number of equity settled share-based payments in the form of options to suppliers, employees and key management personnel. Some of these share-based payment arrangements have vesting terms connected with market performance conditions.</p> <p>This area is a key audit matter as valuation of these instruments in accordance with AASB 2 Share Based Payments is inherently complex and subject to significant management estimates and judgement in valuing the share-based payment instrument.</p> <p>A total of \$176,454 has been recognised as a share-based payment expense during the year as detailed in Note 6 and Note 26.</p> | <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>— Verifying the key terms of the equity settled share-based payments to letters of offer to the instrument holders and approved board minutes;</li> <li>— Assessing the appropriateness of the determination of the grant date;</li> <li>— Assessing the fair value of the share-based payments based on the Group's valuation by agreeing the inputs to underlying support, reviewing the assumptions used for reasonableness and evaluating the accuracy of calculations; and</li> <li>— Reviewing the attributes of the vesting conditions and ensuring that the expense is recorded over the appropriate vesting period.</li> </ul> <p>We also assessed the appropriateness of disclosures in Note 26 relating to these items in the financial report.</p> |

## Other Information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2023, but does not include the financial report and the auditor's report thereon.

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

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

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

## 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 has no realistic alternative but to do so.

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

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

A further description of our responsibilities for the audit of these financial statements is located at the Auditing and Assurance Standards Board website at:

[https://www.auasb.gov.au/admin/file/content102/c3/ar1\\_2020.pdf](https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf)

This description forms part of our independent auditor's report.

## Report on the Remuneration Report

### Opinion on the Remuneration Report

We have audited the Remuneration Report included the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Opyl Limited, for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

## Responsibilities

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



**William Buck Audit (Vic) Pty Ltd**

ABN 59 116 151 136



**R. P. Burt**

Director

Melbourne, 30 August 2023

**Opyl Limited**  
**Shareholder information**  
**30 June 2023**

The shareholder information set out below was applicable as at 30 June 2023.

**Distribution of equitable securities**

Analysis of number of equitable security holders by size of holding:

|                                       | Ordinary shares   |                          | Options over ordinary shares |                           |
|---------------------------------------|-------------------|--------------------------|------------------------------|---------------------------|
|                                       | Number of holders | % of total shares issued | Number of holders            | % of total options issued |
| 1 to 1,000                            | 88                | 0.03                     | -                            | -                         |
| 1,001 to 5,000                        | 167               | 0.71                     | 4                            | 0.18                      |
| 5,001 to 10,000                       | 138               | 1.39                     | 9                            | 0.66                      |
| 10,001 to 100,000                     | 256               | 11.52                    | 28                           | 15.69                     |
| 100,001 and over                      | 128               | 86.35                    | 17                           | 83.47                     |
|                                       | <u>777</u>        | <u>100.00</u>            | <u>58</u>                    | <u>100.00</u>             |
| Holding less than a marketable parcel | <u>499</u>        | <u>4.26</u>              | <u>23</u>                    | <u>2.67</u>               |

**Equity security holders**

*Twenty largest quoted equity security holders*

The names of the twenty largest security holders of quoted equity securities are listed below:

|  | Ordinary shares   |                          |
|--|-------------------|--------------------------|
|  | Number held       | % of total shares issued |
| SCINTILLA STRATEGIC INVESTMENTS LIMITED                        | 6,800,000         | 8.49                     |
| CERTANE CT PTY LTD (L39 CAPITAL A/C)                           | 5,833,333         | 7.29                     |
| IRWIN BIOTECH NOMINEES PTY LTD                                 | 4,394,968         | 5.49                     |
| GILSMITH SMSF PTY LTD (GILSMITH PTY LTD SF A/C)                | 2,994,105         | 3.74                     |
| JOEL WEBB  | 2,600,000         | 3.25                     |
| SOUTHAM INVESTMENTS 2003 PTY LTD (WARWICKSHIRE INVESTMENT A/C) | 2,373,965         | 2.97                     |
| DLK INVESTMENTS GROUP PTY LTD (THE DLK INVESTMENTS UNIT A/C)   | 2,166,700         | 2.71                     |
| HONGKONG FRANK PTY LTD (DAVIS SUPER FUND A/C)                  | 2,000,000         | 2.50                     |
| KYRIACO BARBER PTY LTD   | 1,821,780         | 2.28                     |
| DAVSAM PTY LTD (ROSEMAN RETIREMENT FUND A/C)                   | 1,666,667         | 2.08                     |
| RIP OPPORTUNITIES PTY LTD (PIR SUPER FUND A/C)                 | 1,250,000         | 1.56                     |
| REWOP PTY LTD (SCOTT POWER SUPER FUND A/C)                     | 1,050,837         | 1.31                     |
| DR JULIAN CHICK  | 942,996           | 1.18                     |
| ETHEREAL CONSULTING PTY LTD                                    | 833,300           | 1.04                     |
| MR FIRDAUS BASYROV   | 802,000           | 1.00                     |
| JEFMONT PTY LTD  | 800,000           | 1.00                     |
| MR TREVOR KJELL GIACOMETTI (LINLONG INVESTMENT A/C)            | 770,000           | 0.96                     |
| MR PAVEL MUZIKANT  | 750,000           | 0.94                     |
| MR DAVID FREDERICK OAKLEY (DFO INVESTMENT A/C)                 | 736,400           | 0.92                     |
| DR DEREK ANTHONY JELLINEK                                      | 683,153           | 0.85                     |
|  | <u>41,270,204</u> | <u>51.56</u>             |

**Opyl Limited**  
**Shareholder information**  
**30 June 2023**

*Twenty largest unquoted equity security holders*

The names of the twenty largest security holders of unquoted equity securities are listed below:

|   | <b>Options over ordinary shares</b> |                                  |
|---|-------------------------------------|----------------------------------|
|   | <b>Number held</b>                  | <b>% of total options issued</b> |
| MICHELLE GALLAHER   | 1,500,000                           | 15.40                            |
| MR MARK ZIIRSEN   | 1,100,000                           | 11.30                            |
| JULIAN CHICK  | 1,029,998                           | 10.58                            |
| DAMON RASHEED   | 1,029,998                           | 10.58                            |
| ANTANAS GUOGA   | 690,000                             | 7.09                             |
| CERTANE CT PTY LTD (L39 CAPITAL A/C)                      | 666,663                             | 6.85                             |
| MEGAN ROBERTSON   | 600,000                             | 6.16                             |
| MR MARAT BASYROV  | 429,998                             | 4.42                             |
| DDPEVCIC (WA) PTY LTD (DOMINIC FAMILY A/C)                | 233,333                             | 2.40                             |
| GE EQUITY INVESTMENTS PTY LTD                             | 166,667                             | 1.71                             |
| SCINTILLA STRATEGIC INVESTMENTS LIMITED                   | 166,667                             | 1.71                             |
| ANNA CHEN   | 130,000                             | 1.33                             |
| EMMA GALLAHER   | 130,000                             | 1.33                             |
| MELISSA ADAMSKI   | 130,000                             | 1.33                             |
| SANLAM PRIVATE WEALTH PTY LTD (WESTBOURNE LONG SHORT A/C) | 125,000                             | 1.28                             |
| MR MARK ANDREW TKOCZ                                      | 100,000                             | 1.03                             |
| YONG ZHANG  | 100,000                             | 1.03                             |
| MR BIN LIU  | 100,000                             | 1.03                             |
| HIRSCH FINANCIAL PTY LTD                                  | 100,000                             | 1.03                             |
| WALSH PRESTIGE PTY LTD (WALSH FAMILY A/C)                 | 100,000                             | 1.03                             |
|   | <hr/>                               |                                  |
|   | <b>8,628,324</b>                    | <b>88.62</b>                     |
|   | <hr/> <hr/>                         | <hr/> <hr/>                      |

*Unquoted equity securities*

There are no unquoted equity securities.

**Opyl Limited**  
**Shareholder information**  
**30 June 2023**

|  | Number<br>on issue | Number<br>of holders |
|--|--------------------|----------------------|
| UNL OPTIONS EXP 06/02/27 @ \$0.80        | 6,000              | 1                    |
| UNL OPTIONS EXP 20/03/27 @ \$2.50        | 14,916             | 3                    |
| UNL OPTIONS EXP 01/04/27 @ \$0.60        | 52,500             | 4                    |
| UNL OPTIONS EXP 26/01/28 @ \$0.60        | 7,500              | 1                    |
| UNL ESS OPT EXP 24/07/2023 @ \$1.00      | 250,000            | 1                    |
| UNL OPT EXP 18/09/2023 @ \$0.40          | 3,000              | 1                    |
| UNL OP EX 8/2/2024 @ \$0.50 VEST 11/2/20 | 36,666             | 1                    |
| UNL OP EX 8/2/2024 @ \$0.50 VEST 11/2/21 | 36,666             | 1                    |
| UNL OP EX 8/2/2024 @ \$0.50 VEST 11/2/22 | 36,666             | 1                    |
| UNL OP EX 21/3/24 @ \$0.50 VEST 21/3/20  | 36,666             | 1                    |
| UNL OP EX 21/3/24 @ \$0.50 VEST 21/3/21  | 36,666             | 1                    |
| UNL OP EX 21/3/24 @ \$0.50 VEST 21/3/22  | 36,666             | 1                    |
| UNL OP EXP 13/5/24 @ \$0.50 VEST 13/5/20 | 36,666             | 1                    |
| UNL OP EXP 13/5/24 @ \$0.50 VEST 13/5/21 | 36,666             | 1                    |
| UNL OP EXP 13/5/24 @ \$0.50 VEST 13/5/22 | 36,666             | 1                    |
| UNL OP EXP 10/12/24 @ \$0.30             | 60,000             | 3                    |
| UNL OPTIONS EXP 10YRS GRANT DAY @ \$1.20 | 42,480             | 4                    |
| UNL OP EXP 10/12/24 @ \$0.80             | 2,335,000          | 28                   |
| UNL OP EXP 10/12/25 @ \$0.30             | 400,000            | 4                    |
| UNL OP EXP 10/12/25 @ \$0.50             | 400,000            | 4                    |
| UNL OP EXP 10/12/25 @ \$0.75             | 400,000            | 4                    |
| UNL OPT @ \$0.25 EXP 26/07/2024          | 90,000             | 3                    |
| UNL OPT @ \$0.30 EXP 10/09/2027          | 500,000            | 1                    |
| UNL OPT @ \$0.50 EXP 10/09/2028          | 500,000            | 1                    |
| UNL OPT @ \$0.75 EXP 10/09/2029          | 500,000            | 1                    |
| UNL OP EXP 10/12/26 @ \$0.30             | 400,000            | 4                    |
| UNL OP EXP 10/12/26 @ \$0.50             | 400,000            | 4                    |
| UNL OP EXP 10/12/26 @ \$0.75             | 400,000            | 4                    |
| UNL OPT EXP 26/07/25 @ \$0.10            | 580,000            | 7                    |
| UNL OPT @ \$0.10 EXP 10/12/2027          | 600,000            | 4                    |
| UNL OPT @ \$0.15 EXP 10/12/2027          | 400,000            | 4                    |
| UNL OPT @ \$0.20 EXP 10/12/2027          | 400,000            | 4                    |
| UNL OPT @ \$0.06 EXP 30/12/2026          | 666,663            | 1                    |
|  | <u>9,738,053</u>   | <u>105</u>           |

**Substantial holders**

Substantial holders in the company are set out below:

|   | Number held | Ordinary shares<br>% of total<br>shares<br>issued |
|---|-------------|---|
| SCINTILLA STRATEGIC INVESTMENTS LIMITED         | 6,800,000   | 8.49  |
| CERTANE CT PTY LTD (L39 CAPITAL A/C)            | 5,833,333   | 7.29  |
| IRWIN BIOTECH NOMINEES PTY LTD                  | 4,394,968   | 5.49  |
| GILSMITH SMSF PTY LTD (GILSMITH PTY LTD SF A/C) | 2,994,105   | 3.74  |
| JOEL WEBB                                       | 2,600,000   | 3.25  |

**Opyl Limited**  
**Shareholder information**  
**30 June 2023**

|                   | <b>Options over ordinary shares</b> |                                  |
|-------------------|-------------------------------------|----------------------------------|
|                   | <b>Number held</b>                  | <b>% of total options issued</b> |
| MICHELLE GALLAHER | 1,500,000                           | 15.40                            |
| MR MARK ZIIRSEN   | 1,100,000                           | 11.30                            |
| DR JULIAN CHICK   | 1,029,998                           | 10.58                            |
| DAMON RASHEED     | 1,029,998                           | 10.58                            |
| MR ANTANAS GUOGA  | 690,000                             | 7.09                             |

**Voting rights**

The voting rights attached to ordinary shares are set out below:

*Ordinary shares*

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

*Options*

All quoted and unquoted options do not carry any voting rights