MY FOODIE BOX

ANNUAL REPORT
30 JUNE 2022

ABN 62 622 021 265

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General information

My Foodie Box Limited is a listed public company limited by shares, incorporated and domiciled in Australia. The financial statements are presented in Australian dollars, which is My Foodie Box Limited's functional and presentation currency. Its registered office and principal place of business are:

Registered office	**Principal place of business**
Level 11, 12-14 The Esplanade Perth WA 6000 Ph: +61 8 6363 9222	9 Foundry Street Maylands WA 6051 Ph: +61 8 6363 9222

A description of the nature of the Company'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 September 2022. The Directors have the power to amend and reissue the financial statements.

CORPORATE DIRECTORY
30 JUNE 2022

Directors	Bryan Hughes Mai (Parisrat) Hughes Guy Perkins (Appointed on 8 September 2021) Shane Wee (Appointed on 10 November 2021)
Company secretary	Kyla Garic
Registered office	Level 11, 12-14 The Esplanade Perth WA 6000 Ph: +61 8 6363 9222
Principal place of business	9 Foundry Street Maylands WA 6051 Ph: +61 8 6363 9222
Auditor	RSM Australia Partners Level 32, Exchange Tower 2 The Esplanade Perth WA 6000
Stock exchange listing	My Foodie Box Limited's shares are listed on the Australian Securities Exchange (ASX code: MBX)
Website	www.myfoodiebox.com.au
Corporate Governance Statement	www.myfoodiebox.com.au/investors/

DIRECTORS' REPORT
30 JUNE 2022

The Directors of My Foodie Box Limited (Company) present their report, together with the financial statements for the full year ended 30 June 2022.

Directors

The names of the Directors in office at any time during the full year and to the date of this report are:

Name	Position	Appointed
Bryan Hughes	Executive Chairman	2 October 2017
Mai (Parisrat) Hughes	Executive Director and CEO	2 October 2017
Guy Perkins	Non-Executive Director	8 September 2021
Shane Wee	Non-Executive Director	10 November 2021

Company Secretary

The following person held the position of Company Secretary during and to the date of this report:

Name	Position	Appointed
Kyla Garic	Company Secretary	8 September 2021

Principal Activity

The Company is a food technology and logistics business. The principal activity of the Company during the year was the development, preparation, and delivery of meal kits to Western Australian households, with a vision to use its existing technology platform to expand it services and product offering to become a broader, national, e-commerce business.

Dividends

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

Review of operations

The first six months since listing have been very exciting, full of challenges and educational. The Company ended the financial year, with an increase in active subscriber base by 56% (Dec21 to Jun22), During the period the Company trialled the Thermomix® Box to approximately 280 Perth-based Thermomix® consultant and their feedback is being incorporated into the final product (with launch scheduled for October 2022). Overall the Company increased local brand presence, and managed to maintain operations despite Covid entering Western Australia. The Company workforce was impacted by Covid but the Company maintained a consistent Contribution Margin despite the workforce and inflationary pressures.

The Company is developing the next version of the My Foodie Box (MBX) e-commerce platform (version 4) and an App, this new technology is anticipated to be launched by the end of the Calendar year. The new version 4 is essential to MBX's launch in Sydney and it is anticipated that conversion rates on version 4 will improve when compared to the current website. The new version 4 e-commerce platform will have increased functionality and provide a broader platform to allow the Company to partner with other organisations more effectively. It will be able to further personalise our offering according to a specific customer profile, such as options for our customers to increase their protein portion size or upgrade their cut of meat etc. This will also provide the Company with an additional tool to manage inflationary cost pressures by giving customers the choice to pay a premium price for increased portion sizes.

The Company initiated a new Premium brand marketing strategy. The Premium Brand strategy reduced the discount structure and increased brand awareness spend. However, after execution it was evident the strategy did not align with our main goal of rapid new subscriber growth, which is significantly driven by discounts. The brand awareness spending undertaken has been beneficial from a brand power perspective and we do think the Premium Brand marketing strategy is a good one, but once we are at scale. Accordingly, in June we reverted to the discounting strategy in combination with some brand awareness spending. The new strategy included sending out a free box offer to people who had registered on our site but not purchased (cart abandonment customers). This new strategy saw a significant increase in new subscribers. The Company is continuing this combined strategy until we are at breakeven turnover, at which time we will reconsider the Premium Brand marketing strategy. At the end of the reporting period the Company had retained 41% of customers from the free box strategy.

Operating and financial review

The loss for the year amounted to $3,472,640 (30 June 2021: loss of $601,115) refer to the profit and loss for further information.

Significant changes in the state of affairs

In August 2021, the Company changed its name from My Foodie Box Pty Limited to My Foodie Box Limited.

In January 2022, My Foodie Box completed the Initial Public Offering (IPO) on the Australian Securities Exchange (ASX). The IPO was fully subscribed, raising $6 million of capital. The IPO provided the equity capital to further the growth of the business. The Company has used the cash and assets in a form readily convertible to cash that it had at the time of admission to the ASX in a way consistent with its business objectives up to 30 June 2022.

Matters subsequent to the end of the financial year

To the end of August 2022 we have grown by 97% since we listed in January to over 3,200 Active Subscribers. We expect this rate of growth to continue for the foreseeable future. We have nearly doubled in size in 8 months and given the continued growth we needed to seek additional warehouse space for storage. This was always expected. Although we could continue operations in our current premises with some minor adjustments, when we started looking for additional storage space it soon became obvious that keeping storage and production together in a new premises that was more tailored to our increased production requirements was a cheaper and better alternative. Accordingly, we have located a new premises we will move into this year and we may look to seek some additional funds in the short term to cover unbudgeted costs such as bonds. The new premises will ensure we can maintain operations efficiently to match the rate of growth that will see us reach breakeven early in the new year.

There are no other matters or circumstance that have arisen since 30 June 2022 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Likely developments and expected results of operations

The Company continues on track to meet growth targets set for this calendar year. Key developments include the launch of the Thermomix® Box in October 2022, expansion into Sydney this December through our Christmas Box and launch of the new version 4 e-commerce platform together with an App. To the end of August 2022 the Company has grown by 97% since listing in January to over 3,200 Active Subscribers. The Company anticipates rates of growth to continue for the foreseeable future.

We are not immune to market conditions that are currently depressing stocks globally, so we are concentrating heavily on those factors within our control. We believe growth and operational success are the solution and we look forward to demonstrating that over the balance of this year.

Having recently listed on the ASX, the Company is at the beginning of its journey towards achieving long-term shareholder value growth, most of which is likely to occur after the Company has executed its growth strategy and expanded into new markets (East Coast Expansion).

Environmental regulation

The Company aims to comply with the identified regulatory requirements in each jurisdiction in which it operates. There have been no known material breaches of the environmental regulations.

Information on Directors

Name:	Bryan Hughes
Title:	Executive Chairman
Qualifications:	BCom UWA, Chartered Accountant
Experience and expertise:	Mr Hughes is the Chairman of Pitcher Partners, Perth. Mr Hughes is a Chartered Accountant who specialises in corporate advisory, corporate finance and corporate turnarounds. Bryan has over 30 years' corporate experience and has facilitated and overseen many projects to significant financial success. Bryan has significant ASX experience and was a key player behind the listing of Western Areas and facilitated the restructure and recapitalisation of Sirius Resources Limited which was subsequently acquired by IGO Limited (ASX: IGO).
Other current directorships:	Moab Minerals Limited, Non Executive Chairman (ASX: MOM)
Former directorships (last 3 years):	Nil
Interests in shares:	30,305,799 Ordinary Shares
Interests in options:	3,800,000 Options

Name:	Mai Hughes
Title:	Executive Director and Chief Executive Officer
Qualifications:	BA English and German Literature and Foreign Civilization
Experience and expertise:	Ms Hughes has extensive experience in the hospitality and food sectors working for Fortune 500 companies. Ms Hughes' expertise in Management and Customer Service strategies were developed whilst working internationally in luxury hotels in Sales and Marketing. Ms Hughes grew up in the food industry. Her parents opened the first Thai restaurant in Paris in 1979, which the family is still operating today. Ms Hughes combined her professional experience in hospitality management with her passion for food to start her own foodtech company at the age of 28. Ms Hughes was featured in 66 minutes (French television newsmagazine) which covered her bold entrepreneurial journey. Ms Hughes speaks four languages fluently.
Other current directorships:	Nil
Former directorships (last 3 years):	Nil
Interests in shares:	30,305,799 Ordinary shares
Interests in options:	3,800,000 Options

Information on Directors (continued)

Name:	Guy Perkins
Title:	Independent Non-Executive Director
Qualifications:	BEng(Civil)
Experience and expertise:	Mr Perkins has over 25 years’ experience in the global Information Technologies (IT) industry including in several key management positions. Originally a Civil Engineer, Mr Perkins pivoted towards the IT Industry and developed significant extensive business know-how and IT industry knowledge. He has worked with global innovative leaders in IT companies such as ESRI (US), MapInfo (NYSE: PBI), ER Mapper (Australia), Hexagon, NearMap (ASX: NEA) and 1Spatial (AIM: SPA). He was the COO of NearMap in its formative years and later Co-Founder of Spookfish (ASX: SFI). He was also the Managing Director and CEO of Connexion Telematics (ASX: CXZ).
Other current directorships:	Schrole Group Limited, Non-Executive Director (ASX: SCL)
Former directorships (last 3 years):	Connexion Telematics, Managing Director and CEO (ASX: CXZ) resigned 24 June 2020
Interests in shares:	575,000 Ordinary shares
Interests in options:	2,500,000 Options

	Shane Wee
Title:	Independent Non-Executive Director
Qualifications:	-
Experience and expertise:	Shane has extensive ASX experience and has worked in the financial services industry for the past 28 years, holding multiple corporate and advisor roles with various ASX entities and building a solid network of contacts in Australia and South-East Asia. On 30 June 2021, he retired as a Founding Director of Alto Capital to pursue other opportunities and increase focus on his role as CEO of The Magic Coat for Kids, an organisation to empower children while also equipping them with powerful psychological tools to maintain strong mental health
Other current directorships:	DC Two Limited, Non-Executive Chairman (ASX: DC2)
Former directorships (last 3 years):	Nil
Interests in shares:	375,000 Ordinary shares
Interests in options:	2,500,000 Options

Company secretary

Name:	Kyla Garic
Qualifications:	B Com, MAcc, CA, FGIA, FGIS
Experience:	Ms Garic is a Chartered Accountant and Director of Onyx Corporate. Onyx Corporate provides financial reporting, accounting, company secretarial and other services primarily to ASX listed companies. Ms Garic acts as Company Secretary for a number of ASX listed companies.

Meetings of Directors

The number of formal meetings of Directors held during the year and the number of meetings attended by each Director was as follows:

		DIRECTORS’ MEETINGS	
		Number Eligible to Attend	Number Attended
Bryan Hughes	Appointed 02 October 2017	5	5
Mai Hughes	Appointed 02 October 2017	5	5
Guy Perkins	Appointed 08 September 2021	5	5
Shane Wee	Appointed 10 November 2021	5	4

The Directors believe the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of separate committees. Accordingly, all matters are considered by the full Board of Directors, in accordance with committee charters.

Remuneration report (audited)

This remuneration report for the year ended 30 June 2022 outlines the remuneration arrangements of the Company in accordance with the requirements of the *Corporations Act 2001* (Cth), as amended (**Act**) and its regulations. This information has been audited as required by section 308(3C) of the Act.

Key management personnel **(KMP)** have authority and responsibility for planning, directing and controlling the major activities of the Company. KMP comprise the Directors of the Company and the Chief Financial Officer **(CFO).**

The remuneration report is presented under the following headings:

- Executive Remuneration arrangements
- Non-executive Director fee arrangements
- Details of remuneration
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Executive remuneration arrangements

The compensation structures are designed to attract suitably qualified candidates, reward the achievement of strategic objectives, and achieve the broader outcome of creation of value for shareholders. Compensation packages may include a mix of fixed compensation, equity-based compensation, as well as employer contributions to superannuation funds. Shares, options and other equity instruments may only be issued subject to approval by shareholders in a general meeting.

At the date of this report, the Company has three executives appointed, the terms of their agreement with the Company is summarised in the following table.

Executive	Remuneration Summary
Mr Bryan Hughes	Mr Hughes is engaged with the Company through a Consultancy Services Agreement, the terms of which are as follows: • Salary of A$70,000 (of which an amount of $A42,000 is for services related specifically to his role as a member of the Board) plus statutory superannuation per annum. • Non-cash benefit - 1,900,000 Class A Options (each exercisable at $0.20 on or before the date which is 3 years from the date the Company is admitted to the Official List of the ASX). Class A Options vest if the Company's audited revenue (excluding one-off or extraordinary items, or revenue derived from any business acquisitions) for any financial year (ending 30 June) is at least $25 million; and - 1,900,000 Class B Options (each exercisable at $0.30 on or before the date which is 5 years from the date the Company is admitted to the Official List of the ASX). Class B Options vest if the Company's audited revenue (excluding one-off or extraordinary items, or revenue derived from any business acquisitions) for any financial year (ending 30 June) is at least $50 million. • Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with the Company's reimbursement policies. • The agreement commenced on 1 July 2021 and may be terminated by either party with 6 months' notice. It may be terminated immediately with justifiable cause.

Remuneration report (audited) (continued)

Executive remuneration arrangements (continued)

Executive	Remuneration Summary
Ms Mai Hughes	Ms Hughes is engaged with the Company through a Consultancy Service Agreement, the terms of which are as follows: • Salary of A$230,000 (of which an amount of $A42,000 is for services related specifically to her role as a member of the Board) plus statutory superannuation per annum. • Non-cash benefit - 1,900,000 Class A Options (each exercisable at $0.20 on or before the date which is 3 years from the date the Company is admitted to the Official List of the ASX). Class A Options vest if the Company's audited revenue (excluding one-off or extraordinary items, or revenue derived from any business acquisitions) for any financial year (ending 30 June) is at least $25 million; and - 1,900,000 Class B Options (each exercisable at $0.30 on or before the date which is 5 years from the date the Company is admitted to the Official List of the ASX). Class B Options vest if the Company's audited revenue (excluding one-off or extraordinary items, or revenue derived from any business acquisitions) for any financial year (ending 30 June) is at least $50 million. • Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with the Company's reimbursement policies. • The agreement commenced on 1 July 2021 and may be terminated by either party with 6 months' notice. It may be terminated immediately with justifiable cause.
Mr Luke Gundry	Mr Gundry is engaged with the Company through an Employment Agreement, the terms of which are as follows: • Salary of A$165,000 plus statutory superannuation per annum. • Reimbursement of reasonable business expenses incurred in the ordinary course of the business in accordance with the Company's reimbursement policies. The agreement commenced on 1 November 2021 and may be terminated by either party with 2 weeks written notice. It may be terminated immediately with justifiable cause.

Employee Share Option Plan

The Company has established and maintains the My Foodie Box Limited Employee Securities Incentive Plan **(Plan)** to provide ongoing incentives to Eligible Participants of the Company. Eligible Participants means a person that:

- is an 'eligible participant' (as that term is defined in ASIC Class order 14/1000) in relation to the Company or an Associated Body Corporate; and/or
- has been determined by the Board to be eligible to participate in the plan from time to time.

The purpose of the Plan is to assist in the reward and motivation of Eligible Participants and link the reward of Eligible Participants to shareholder value creation and it is designed to align the interest of Eligible Participants more closely to the interests of shareholders by providing an opportunity for Eligible Participants to receive an equity interest in the Company in the form of securities. There were no Options issued to key management personnel or their related parties under the Plan during the 2022 financial year (2021: Nil Options).

Remuneration report (audited) (continued)

Non-executive Director fee arrangements

The Board policy is to remunerate non-executive Directors at a level to comparable companies for time, commitment, and responsibilities. Directors' fees cover all main Board activities, and non-executive Directors may receive additional remuneration for other services (including being a member of any separate Board committee) provided to the Company. The Board has not established retirement or redundancy schemes in relation to non-executive Directors.

All non-executive Directors enter into a service agreement with the Company in the form of a Letter of Appointment. The letter summarises the board policies and terms, including remuneration, relevant to the office of Director.

The maximum aggregate amount of fees that can be paid to non-executive Directors is presently limited to an aggregate of $500,000 per annum and any change is subject to approval by shareholders at the General Meeting.

Fees for non-executive Directors are not linked to the performance of the Company, however, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company. Non-executive Directors may also receive equity-based compensation in the form of shares or options.

Total fees for the non-executive Directors for the financial year were $174,651 (2021: Nil).

Details of remuneration

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

The key management personnel of the Company consisted of the Directors of the Company:

- Bryan Hughes – Executive Chairman
- Mai Hughes – Executive Director and Chief Executive Officer
- Guy Perkins – Non-Executive Director
- Shane Wee – Non-Executive Director

And the following persons:

- Luke Gundry – CFO

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments		
2022	Cash salary and fees $	Cash bonus $	Non-monetary $	Super-annuation $	Long service leave $	Equity-settled shares $	Equity-settled options $	Total $
Non-Executive Directors:								
Guy Perkins	19,923	-	-	1,992	-	-	65,410	87,325
Shane Wee	19,923	-	-	1,992	-	-	65,410	87,325
Executive Directors:								
Bryan Hughes	70,000	-	-	7,000	-	-	33,040	110,040
Mai Hughes	230,000	-	-	23,000	-	-	33,040	286,040
Other Key Management Personnel:								
Luke Gundry	105,491	-	-	10,090	-	-	17,535	133,116
	445,337	**-**	**-**	**44,075**	**-**	**-**	**214,434**	**703,846**

No payments were made to Directors and Key Management Personnel in the year ended 30 June 2021.

Remuneration report (audited) (continued)

Details of remuneration (continued)

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

Name	Fixed remuneration 2022	Fixed remuneration 2021	At risk - STI 2022	At risk - STI 2021	At risk - LTI 2022	At risk - LTI 2021
Non-Executive Directors:						
Guy Perkins	25%	-	-	-	75%	-
Shane Wee	25%	-	-	-	75%	-
Executive Directors:						
Bryan Hughes	70%	-	-	-	30%	-
Mai Hughes	88%	-	-	-	12%	-
Other Key Management Personnel:						
Luke Gundry	87%	-	-	-	13%	-

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 2022 (2021: Nil).

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:

Option Class	Number Granted	Grant date	Vesting and exercisable date	Expiry date	Exercise price	Total value at grant date
Class A Director's Option	3,800,000	15/11/2021	07/01/2025	07/01/2025	20c	$402,420
Class B Director's Option	3,800,000	15/11/2021	07/01/2027	07/01/2027	30c	$435,860
Class C Director's Option	2,000,000	11/11/2021	07/01/2023	07/01/2025	20c	$198,800
Class D Director's Option	2,000,000	11/11/2021	07/01/2025	07/01/2027	30c	$219,600
Class A Per. Man.	300,000	24/12/2021	07/01/2023	07/01/2025	20c	$29,280
Class B Per. Man.	300,000	24/12/2021	07/01/2024	07/01/2026	25c	$30,810
Class C Per. Man.	300,000	24/12/2021	07/01/2025	07/01/2027	30c	$32,460

Options granted carry no dividend or voting rights. All options were granted over unissued fully paid ordinary shares in the Company.

Class A Director's Options

Per the terms of the service agreement and the Replacement Prospectus dated 30 November 2021. The terms and conditions of the Class A Director Options are, Class A Options (each exercisable at $0.20 on or before the date which is 3 years from the date the Company is admitted to the Official List of the ASX). Class A Options Vest if the Company's audited revenue (excluding one-off or extraordinary items, or revenue derived from any business acquisitions) for any financial year (ending 30 June) is at least $25 million.

Class B Director's Options

Per the terms of the service agreement and the Replacement Prospectus dated 30 November 2021. The terms and conditions of the Class B Director Options are, Class B Options (each exercisable at $0.30 on or before the date which is 5 years from the date the Company is admitted to the Official List of the ASX). Class B Options Vest if the Company's audited revenue (excluding one-off or extraordinary items, or revenue derived from any business acquisitions) for any financial year (ending 30 June) is at least $50 million.

Remuneration report (audited) (continued)

Share-based compensation (continued)

Class C Director's Options
Per the terms of the non-Executive Letters of Appointment and the Replacement Prospectus dated 30 November 2021.
The terms and conditions of the Class C Director Options are, Class C Options (each exercisable at $0.20 on or before the date which is 3 years from the date the Company is admitted to the Official List of the ASX). Class C Options Vest if the Director remains in service for a period of 12 months from listing.

Class D Director's Options
Per the terms of the non-Executive Letters of Appointment and the Replacement Prospectus dated 30 November 2021.
The terms and conditions of the Class D Director Options are, Class D Options (each exercisable at $0.30 on or before the date which is 5 years from the date the Company is admitted to the Official List of the ASX). Class D Options Vest if the Company's audited revenue (excluding one-off or extraordinary items, or revenue derived from any business acquisitions) a 12-month period is at least $25 million at any time in the 3 years following the Company's listing on the ASX.

Class A Performance Management Options
Per the terms in the Replacement Prospectus dated 30 November 2021.
The terms and conditions of the Class A Performance Management Options (Per Man A) are, Per Man A Options (each exercisable at $0.20 on or before the date which is 3 years from the date the Company is admitted to the Official List of the ASX). Per Man A Options Vest if the Employee remains in service for a period of 12 months from listing and the Company attaining at least 4,000 Active subscribers within the same 12 month period.

Class B Performance Management Options
Per the terms in the Replacement Prospectus dated 30 November 2021.
The terms and conditions of the Class B Performance Management Options (Per Man B) are, Per Man B Options (each exercisable at $0.25 on or before the date which is 4 years from the date the Company is admitted to the Official List of the ASX). Per Man B Options Vest if the Employee remains in service for a period of 2 years from listing and the Company attaining at least 10,000 Active subscribers within the same 2 year period.

Class C Performance Management Options
Per the terms in the Replacement Prospectus dated 30 November 2021.
The terms and conditions of the Class C Performance Management Options (Per Man C) are, Per Man C Options (each exercisable at $0.30 on or before the date which is 5 years from the date the Company is admitted to the Official List of the ASX). Per Man B Options Vest if the Employee remains in service for a period of 3 years from listing and the Company attaining at least 20,000 Active subscribers within the same 3 year period.

Values of options over ordinary shares granted, exercised and lapsed for Directors and other key management personnel as part of compensation during the year ended 30 June 2022 are set out below:

Name	Value of options granted during the year $	Value of options exercised during the year $	Value of options lapsed during the year $	Remuneration consisting of options for the year %
Bryan Hughes	$419,140	-	-	30%
Mai Hughes	$419,140	-	-	12%
Shane Wee	$209,200	-	-	75%
Guy Perkins	$209,200	-	-	75%
Luke Gundry	$92,550	-	-	13%

Remuneration report (audited) (continued)

Additional information

The earnings of the Company for the five years to 30 June 2022 are summarised below:

	2022 $	2021 $	2020 $	2019 $	2018 $
Sales revenue	5,268,673	3,553,800	1,343,155	245,928	-
EBITDA	(3,184,319)	(337,661)	(235,049)	(250,909)	-
EBIT	(3,358,386)	(473,740)	(272,490)	(295,726)	-
Profit after income tax	(3,472,640)	(601,115)	(357,701)	(349,058)	-

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

	2022	2021	2020	2019	2018
Share price at financial year end ($)	0.096	(i)	(i)	(i)	(i)
Total dividends declared (cents per share)	-	-	-	-	-
Basic earnings per share (cents per share)	-	-	-	-	-

(i) The Company commenced trading on the Australian Securities Exchange on 7 January 2022.

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 the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
Ordinary shares					
Bryan Hughes	30,000,000*	-	305,799	-	30,305,799
Mai Hughes	30,000,000*	-	305,799	-	30,305,799
Shane Wee	-	-	575,000	-	575,000
Guy Perkins	-	-	375,000	-	375,000
Luke Gundry	-	-	200,000	-	200,000

* Balance at the start of the year reflects the impact of share split of 1 to 300,000 shares on 15 August 2021 without consideration.

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 the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
Options over ordinary shares					
Bryan Hughes	-	3,800,000	-	-	3,800,000
Mai Hughes	-	3,800,000	-	-	3,800,000
Shane Wee	-	2,000,000	-	-	2,000,000
Guy Perkins	-	2,000,000	-	-	2,000,000
Luke Gundry	-	900,000	-	-	900,000
	-	13,500,000	-	-	13,500,000

Remuneration report (audited) (continued)

Additional disclosures relating to key management personnel (continued)

Consultancy Agreements with Executive Directors
On 15 November 2021, the Company entered into a consultancy agreement with Bryan Hughes pursuant to which it agreed to engage Mr. Hughes to provide consultancy services and act as an Executive Director (B Hughes Consultancy Agreement). As at 30 June 2022 there was a balance owing in trade & other payables totaling $6,417.

On 15 November 2021, the Company entered into a consultancy agreement with Mai Hughes pursuant to which it agreed to engage Ms. Hughes to provide consultancy services and act as an Executive Director (M Hughes Consultancy Agreement). As at 30 June 2022 there was a balance owing in trade & other payables totaling $21,083.

Share Buy-back (Refer to Note 11)
On 19 November 2021, the Company entered into a share buy-back agreement with a shareholder (Seller) for 6,700,000 shares. The buy-back amount is at 25% of the volume weighted average price of the shares over the five days preceding the share buy-back on which shareholder approval is given. These shares will be bought back by the Company if the Company fails to meet the Performance Milestone, which is achieving audited revenue that is equal to or exceeds $7,000,000 in either the financial year ending 30 June 2022 or the financial year ending 30 June 2023. For the purposes of this Performance Milestone, audited revenue refers to revenue as independently audited by the Company's auditors excluding revenue derived from (1) one-off or extraordinary items; (2) government grants, allowances rebates or handouts; or (3) revenue or profit that has been "manufactured" to achieve the performance milestone. Bryan Hughes and Mai Hughes are the shareholders of the Seller and are also related parties of the Company by virtue of being Directors, meaning the Buy-Back Agreement represents a related party arrangement.

Convertible Loan Agreements
The Company notes that Directors, Shane Wee and Guy Perkins, entered into Loan Agreements with the Company pursuant to which each Director agreed to subscribe for $25,000 worth of Convertible Notes. These Loan Agreements constitute related party agreements by virtue of Shane Wee and Guy Perkins being Directors of the Company. Refer to Note 21 Other Liabilities, for details on the facility.

Long term loan
A related party of a Director provided initial funding of up to $600,000 including accrued interest, in order to assist in the establishment of the Company's operations. Interest of 9% per annum is payable on this loan which is due for repayment within 50 months from the initial utilisation date (July 2023). As at 30 June 2022, $87,230 (2021: $507,722) was due and payable under this agreement, inclusive of accrued interest. The amount is included within trade and other payables as at 30 June 2022. All transactions were made on normal commercial terms and conditions and at market rates.

This concludes the remuneration report, which has been audited.

Shares under option
Unissued ordinary shares of My Foodie Box Ltd under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
11/11/2021	7/01/2025	20c	2,000,000
11/11/2021	7/01/2027	30c	2,000,000
15/11/2021	7/01/2025	20c	3,800,000
15/11/2021	7/01/2027	30c	3,800,000
24/12/2021	7/01/2025	20c	1,200,000
24/12/2021	7/01/2026	25c	1,200,000
24/12/2021	7/01/2027	30c	1,200,000
31/12/2021	30/12/2025	30c	17,999,980

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

Shares issued on the exercise of options
No ordinary shares of My Foodie Box Ltd were issued during the year ended 30 June 2022 and up to the date of this report on the exercise of options granted.

Indemnity and insurance of officers
The Company has entered into a deed of indemnity, insurance and access with each of its Directors. Under these deeds, the Company will agree to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company will also be required to maintain insurance policies for the benefit of the relevant officer and allow the officers to inspect board papers in certain circumstances.

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
Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 28 to the financial statements.

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services as disclosed in note 28 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:
- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

Officers of the Company who are former partners of RSM Australia Partners
There are no officers of the Company who are former partners of RSM Australia Partners.

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.

Auditor
RSM Australia Partners continues in office in accordance with section 327 of the Corporations Act 2001.

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

____
Mai Hughes
Executive Director and Chief Executive Officer

30 September 2022
Perth

RSM Australia Partners

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of My Foodie Box Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

(ii) Any applicable code of professional conduct in relation to the audit.

RSM

RSM AUSTRALIA PARTNERS

Perth, WA
Dated: 30 September 2022

TUTU PHONG
Partner

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

	Note	2022 $	2021 $
Revenue			
Revenue from contracts with customers	4	5,268,673	3,553,800
Other revenue	4	-	13,872
Other income	4	17,238	71,721
Net gain on fair value adjustment of financial asset	11	103,000	-
		5,388,911	3,639,393
Expenses			
Materials and consumables used	5	(2,743,600)	(1,700,116)
Transport expense		(162,043)	(173,690)
Depreciation and amortisation expense	5	(174,228)	(136,079)
Employee benefits expense	5	(3,242,015)	(1,221,467)
Technology expense		(113,356)	(67,363)
Occupancy expense		(62,899)	(52,624)
Marketing expense		(1,035,215)	(232,765)
Finance costs	5	(114,254)	(127,375)
Warehouse contractors		(20,979)	(109,542)
Listing and share registry expense		(209,411)	-
Share based payment expense	5	(267,037)	-
Other expenses		(716,514)	(419,487)
		(8,861,551)	(4,240,508)
Loss before income tax expense		(3,472,640)	(601,115)
Income tax expense	6	-	-
Loss after income tax expense for the year		(3,472,640)	(601,115)
Other comprehensive loss		-	-
Total comprehensive loss for the year		(3,472,640)	(601,115)
		Cents	**Cents**
Loss per share			
Basic loss per share	7	(7.17)	(2.00)
Diluted loss per share	7	(7.17)	(2.00)

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

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2022

	Note	2022 $	2021 $
Assets			
Current assets			
Cash and cash equivalents	8	2,295,813	100
Trade and other receivables	9	122,120	21,269
Inventories	10	114,394	-
Financial assets at fair value through profit or loss	11	103,000	-
Other assets	12	105,320	-
Total current assets		2,740,647	21,369
Non-current assets			
Trade and other receivables	9	-	24,214
Plant and equipment	13	345,204	264,136
Right-of-use assets	14	376,516	480,933
Intangible assets	15	160,516	28,723
Other assets	12	17,419	17,419
Total non-current assets		899,655	815,425
Total assets		3,640,302	836,794
Liabilities			
Current liabilities			
Trade and other payables	16	1,303,694	475,570
Contract liabilities	17	109,525	-
Borrowings	18	10,224	213,672
Lease liabilities	19	117,416	113,775
Employee benefits liabilities	20	75,610	54,685
Other current liabilities	21	-	375,000
Total current liabilities		1,616,469	1,232,702
Non-current liabilities			
Payables	16	-	507,722
Borrowings	18	31,452	37,715
Lease liabilities	19	306,041	400,569
Provisions	22	50,000	50,000
Total non-current liabilities		387,493	996,006
Total liabilities		2,003,962	2,228,708
Net assets/(liabilities)		1,636,340	(1,391,914)
Equity			
Issued capital	23	5,883,557	100
Reserve	24	617,437	-
Accumulated losses		(4,864,654)	(1,392,014)
Total equity/(deficit)		1,636,340	(1,391,914)

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

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

MY FOODIE BOX

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	Issued capital $	Reserve $	Accumulated losses $	Total equity $
Balance at 1 July 2020	100	-	(790,899)	(790,799)
Loss after income tax expense for the year	-	-	(601,115)	(601,115)
Total comprehensive loss for the year	-	-	(601,115)	(601,115)
Balance as at 30 June 2021	100	-	(1,392,014)	(1,391,914)

	Issued capital $	Reserve $	Accumulated losses $	Total equity $
Balance at 1 July 2021	100	-	(1,392,014)	(1,391,914)
Loss after income tax expense for the year	-	-	(3,472,640)	(3,472,640)
Total comprehensive loss for the year	-	-	(3,472,640)	(3,472,640)
Transactions with owners in their capacity as owners:				
Issue of shares	6,658,000	-	-	6,658,000
Capital raising costs	(424,143)	-	-	(424,143)
Share based payments	(350,400)	617,437	-	267,037
Balance as at 30 June 2022	5,883,557	617,437	(4,864,654)	1,636,340

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

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2022

	Notes	2022 $	2021 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		5,481,634	3,567,284
Payments to suppliers and employees (inclusive of GST)		(7,952,586)	(3,722,217)
		(2,470,952)	(154,933)
Other revenue		12,091	72,051
Interest and other finance costs paid		(114,254)	(153,317)
Net cash used in operating activities	33	(2,573,115)	(236,199)
Cash flows from investing activities			
Payments for property, plant and equipment and intangible assets		(252,211)	(205,339)
Net cash used in investing activities		(252,211)	(205,339)
Cash flows from financing activities			
Proceeds from issue of shares		6,000,000	-
Proceeds received from convertible notes issued		283,000	375,000
Proceeds from borrowings		318,000	200,000
Share issue transaction costs		(424,143)	-
Repayment of borrowings		(949,614)	(156,080)
Repayment of lease liabilities		(103,436)	(952)
Net cash from financing activities		5,123,807	417,968
Net increase/(decrease) in cash and cash equivalents		2,298,481	(23,570)
Cash and cash equivalents at the beginning of the financial year		(2,668)	20,902
Cash and cash equivalents at the end of the financial year	8	2,295,813	(2,668)

The above statement of cash flow should be read in conjunction with the accompanying notes

Note 1. Significant accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted
The Company 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, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

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

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

As disclosed in the financial statements, the Company incurred a loss of $3,472,640 and had net cash outflows from operating activities and investing activities of $2,573,115 and $252,211 respectively.

The Directors believe that it is reasonable foreseeable that the Company will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of the cash flow forecast prepared by management, considering the following factors:

- an increase in customer subscriptions on the back of the historical increased subscriptions since the listing in January 2022;
- expected launch of the Thermomix box in October 2022;
- the partnership with Wide Open Agriculture announced on the 7 September 2022 and see both companies develop an exclusive range of ready to eat product lines and expand into the Eastern States; and exit from certain marketing contracts which a cash savings of approximately $300,000.

Should there be a need for additional funds, the Directors are confident the Company will be successful in sourcing further capital from the issue of additional equity securities to fund the ongoing operations of the Company.

Note 1. Significant accounting policies (continued)

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

Revenue recognition
The Company recognises revenue as follows:

Revenue from contracts with customers involving sale of goods
The Company derives revenue from the sale of meal kits and other household staple grocery items to its customers. Revenue is recognised when goods are transferred to customers which depicts the transfer to the customer of the goods promised and is measured at an amount that reflects the consideration received and to which the Company expects to be entitled in exchange for the goods delivered.

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

Government grants
Government grants are recognised when there is reasonable certainty that the grant will be received and all grant conditions are met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating. Grants relating to depreciable assets are credited to deferred income and are recognised in profit or loss over the period and in the proportions in which depreciation expense on those assets is recognised.

Government grants include amounts received or receivable under the Federal Government's Cash Flow Boost Scheme, which provides a temporary subsidy to eligible businesses significantly affected by coronavirus (Covid-19).

Income tax
Current income tax expense or revenue is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by 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 applicable tax rates when the assets are expected to be recovered or liabilities are settled. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill.

Deferred income tax is also not recognised if it arises from the initial recognition of an asset or liability in a transaction.

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.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognized directly in equity.

Note 1. Significant accounting policies (continued)

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 Company'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.

A liability is classified as current when: it is either expected to be settled in the Company'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 include cash on hand and at banks, and short-term deposits with an original maturity of three months or less held at call with financial institutions, and bank overdrafts. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

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.

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

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance.

Inventories
Inventories are measured at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Derivative financial instruments
Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Investments and other financial assets
Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, it's carrying value is written off.

Financial assets at fair value through profit or loss
Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

Note 1. Significant accounting policies (continued)

Investments and other financial assets (continued)
Impairment of financial assets
The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Plant and equipment
Plant and equipment
Plant and equipment is measured at cost, less accumulated depreciation and any accumulated impairment losses. Costs include expenditures that are directly attributable to the acquisition of plant and equipment items.

Depreciation
The depreciable amount of all plant and equipment is depreciated over their estimated useful lives commencing from the time the asset is held available for use, consistent with the estimated consumption of the economic benefits embodied in the asset.

Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

Class of fixed asset	**Useful lives**	**Depreciation basis**
Warehouse equipment	4-20 years	Diminishing value
Commercial kitchen	5-15 years	Diminishing value
Improvements	40 years	Straight line
Motor vehicles	12 years	Diminishing value
Office equipment	5-10 years	Diminishing value
Computer equipment	2-4 years	Diminishing value
Cool rooms and refrigeration units	5 years	Diminishing value

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Company. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Note 1. Significant accounting policies (continued)

Right-of-use assets
A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the Company expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The Company has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Intangible assets
Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually.

IT software development costs
Costs incurred in developing IT software are initially recognised as an asset and are subsequently amortised over their estimated useful lives commencing from the time the asset is available for use. The amortisation method applied to an intangible asset is consistent with the estimated consumption of economic benefits of the asset. Subsequent to initial recognition, IT software development costs recognised as an intangible asset are measured at cost, less accumulated amortisation and any accumulated impairment losses.

Intangible assets are amortised over a useful life of 5 years on a straight line basis. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset.

Impairment of non-financial assets
An impairment loss is recognised when the carrying amount of an asset or cash generating unit exceeds the asset's or cash generating unit's recoverable amount. The recoverable amount of an asset or cash generating unit is defined as the higher of its fair value less costs to sell and value in use (where 'value in use' is determined as the present value of the future cash flows expected to be derived from an asset or cash-generating unit).

Impairment losses in respect of individual assets are recognised immediately in profit or loss unless the asset is measured at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and is recognised in other comprehensive income to the extent that it does not exceed the amount in the revaluation surplus for the same asset. Impairment losses in respect of cash generating units are allocated first against the carrying amount of any goodwill attributed to the cash generating unit with any remaining impairment loss allocated on a pro rata basis to the other assets comprising the relevant cash generating unit.

A reversal of an impairment loss for an asset measured at cost is recognised in profit or loss. A reversal of an impairment loss for an asset measured at a revalued amount is treated as a revaluation increase and is recognised in other comprehensive income, except to the extent that an impairment loss on the same asset was previously recognised in profit or loss, in which case a reversal of that impairment loss is also recognised in profit or loss.

Trade and other payables
These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

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

Note 1. Significant accounting policies (continued)

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.

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.

Lease liabilities
A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Finance costs
Finance costs attributable to qualifying assets are capitalised as part of the asset. All other finance costs are expensed in the period in which they are incurred.

Provisions
Provisions are recognised when the Company has a present (legal or constructive) obligation as a result of a past event, it is probable the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation. If the time value of money is material, provisions are discounted using a current pre-tax rate specific to the liability. The increase in the provision resulting from the passage of time is recognised as a finance cost.

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 Financial 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 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.

Note 1. Significant accounting policies (continued)

Employee benefits (continued)

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided by the Company.

Equity-settled transactions are awards of shares, or options over shares, that are provided by the Company in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

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 Company 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.

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- during the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- from the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

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 Company or recipient, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Company or recipient 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.

Note 1. Significant accounting policies (continued)

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.

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.

Dividends
Dividends are recognised when declared during the financial year.

Earnings per share
Basic earnings per share
Basic earnings per share is calculated by dividing the profit attributable to the owners of My Foodie Box Ltd, 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 1. Significant accounting policies (continued)

New Accounting Standards and Interpretations not yet mandatory or early adopted
Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Company for the financial reporting period ended 30 June 2022. The Company has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

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 payments
The Company initially measures the cost of equity-settled transactions 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 an appropriate valuation model taking into account the terms and conditions upon which the instruments were granted. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them, as well as an assessment of the probability of achieving non-market based vesting conditions. The probability of achieving non-market based vesting conditions of performance rights is assessed at each reporting period. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 24.

Share buy-back
The Company has a share buy-back agreement with a selected shareholder to acquire shares at 25% of the volume weighted average price of the shares over the five days preceding the share buy-back. The buy-back is dependent of the Company achieving audited revenue that is equal to or exceeds $7,000,000 in either the financial year ending 30 June 2022 or the financial year ending 30 June 2023. The probability of achieving audited revenue of $7,000,000 in the financial year ending 30 June 2023 is assessed at each reporting period. The information on the share buy-back are disclosed in Note 11.

Note 3. Operating segment
The financial statements have been prepared under one operating segment. The Company is a food technology business focused on preparing and delivering meal kits to customers in Western Australia, with intentions to expand both its offerings and its markets.

Note 4. Revenue

	2022 $	2021 $
Revenue from contracts with customers		
Sale of goods in Australia – at a point-in-time recognition	5,268,673	3,553,800
	5,268,673	**3,553,800**
Other revenue		
Other revenue	-	13,872
	-	13,872
Other income		
Other income	17,238	71,721
	17,238	71,721

Note 5. Expenses

	2022 $	2021 $
Loss before income tax from continuing operations includes the following specific expenses:		
Materials and consumables used		
Materials and consumables used	2,743,600	1,700,116
Depreciation and amortisation		
Deprecation of plant and equipment and amortisation of intangible assets	55,852	51,716
Amortisation of right-of-use assets	118,376	84,363
Total depreciation and amortisation	174,228	136,079
Finance costs		
Interest and finance charges on borrowings	66,958	92,077
Interest and finance charges on lease liabilities	47,296	35,298
Total finance costs	114,254	127,375
Employee benefits expense		
Wages & salaries	2,739,729	1,077,640
Superannuation expense	270,860	99,976
Payroll tax	149,176	-
Other employee benefits expense	82,250	43,851
Total employee benefits expense	3,242,015	1,221,467
Share-based payments expense		
Share-based payments expense	267,037	-

Note 6. Income tax

	2022 $	2021 $
(a) Income tax expense		
Current tax	-	-
Deferred tax	-	-
	-	-
(b) Prima facie tax payable		
The prima facie tax payable on loss before income tax is reconciled to the income tax expense as follows:		
Prima facie income tax payable on loss before income tax at 25% (2021: 26%)	(868,160)	(156,290)
Add/(less) tax effect of;		
- Deferred tax position not recognised	825,493	163,651
- Other non-allowable items	42,667	680
- Over provision for income tax in prior year	-	10,679
- Non-assessable government grants received	-	(18,720)
Income tax expense	-	-
(c) Current tax liability		
Current tax relates to the following:		
Current tax liabilities / (assets)	-	-
	-	-
(d) Deferred tax		
Deferred tax relates to the following:		
Deferred tax assets balance comprises:		
Plant and equipment under lease	105,864	146,729
Accruals	105,138	75,109
Provisions - annual & long service leave	18,903	14,218
Business related costs	42,632	4,886
Inventory	-	11,837
Provision for make good	12,500	13,000
Offset against deferred tax assets/ deferred tax assets not recognised	(1,282,639)	(496,125)
Tax losses	997,602	230,346
	-	-
Deferred tax liabilities balance comprises:		
Prepayments	(53,181)	-
Plant and equipment under lease	(86,004)	-
Offset against deferred tax assets	(139,185)	-
Net deferred tax	-	-
(e) Deferred income tax expense included in income tax expense comprises:		
Decrease / (increase) in deferred tax assets	(786,514)	-
(Decrease) / increase in deferred tax liabilities	139,185	-
Revaluation of deferred tax balances	13,940	-
Deferred tax assets not recognised	633,389	-
	-	-
(f) Deferred tax assets not brought to account		
Temporary differences	145,852	265,779
Operating tax losses	997,602	230,346
	1,143,454	496,125

Note 7. Loss per share

	2022 $	2021 $
Loss per share (EPS)		
(a) Loss used in calculation of basic EPS and diluted EPS	(3,472,640)	(601,115)
(b) Weighted average number of ordinary shares outstanding during the year used in calculation of basic and diluted loss per share	48,449,310	30,000,000
Basic loss per share (cents)	(7.17)	(2.00)
Diluted loss per share (cents)	(7.17)	(2.00)

Note 8. Cash and cash equivalents

	2022 $	2021 $
Cash on hand	100	100
Cash at bank	2,295,713	-
	2,295,813	100

Reconciliation to cash and cash equivalents at the end of the financial year
The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	2,295,813	100
Bank overdraft (Note 18)	-	(2,768)
Balance as per statement of cash flows	2,295,813	(2,668)

Note 9. Receivables

	2022 $	2021 $
Current		
Other receivables		
- Other receivables	2,141	(2,554)
- GST Input Credits	119,979	23,823
	122,120	21,269
Non-Current		
Loan to Directors	-	24,214

There is currently no provision for expected credit losses recognised in relation to the above amounts.

Loan to Directors
The amount owing at 30 June 2021 by the Directors of the Company is interest free and repayable on demand.

Note 10. Inventories

	2022 $	2021 $
Raw materials, at cost	114,394	-
	114,394	-

Note 11. Financial assets at fair value through profit or loss

	2022 $	2021 $
Derivative financial instrument - designated at fair value through profit or loss	103,000	-

Reconciliation
Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

	2022 $	2021 $
Opening fair value	-	-
Additions	-*	-
Net gain on recognition fair value adjustment of financial asset	103,000	-
Closing fair value	103,000	-

*On 19 November 2021, the Company entered into a share buy-back agreement with a shareholder for 6,700,000 shares. These shares will be bought back by the Company if the Company fails to meet the performance milestone, which is achieving audited revenue that is equal to or exceeds $7,000,000 in either the financial year ended 30 June 2022 or the financial year ending 30 June 2023. For the purposes of this performance milestone, audited revenue refers to revenue as independently audited by the Company's auditor excluding revenue derived from (1) one-off or extraordinary items; (2) government grants, allowances rebates or handouts; or (3) revenue or profit that has been "manufactured" to achieve the performance milestone. The shares will be bought back at 25% of the volume weighted average price of the Company's shares over the five days preceding on the date on which shareholder approval is given.

Note 12. Other Assets

	2022 $	2021 $
CURRENT		
Prepayments	105,320	-
NON-CURRENT		
Security deposits	17,419	17,419

Note 13. Plant and equipment

	2022 $	2021 $
Plant and equipment	-	-
Warehouse equipment	69,053	41,213
Accumulated depreciation	(20,582)	(16,420)
	48,471	24,793
Commercial kitchen	65,623	56,015
Accumulated depreciation	(26,666)	(20,977)
	38,957	35,038
Improvements at cost	46,260	46,260
Accumulated depreciation	(1,615)	(458)
	44,645	45,802
Motor vehicles at cost	74,276	61,785
Accumulated depreciation	(26,312)	(15,680)
	47,964	46,105
Office equipment at cost	65,794	44,684
Accumulated depreciation	(28,658)	(22.305)
	37,136	22,379
Computer equipment at cost	91,351	35,323
Accumulated depreciation	(41,867)	(29,461)
	49,484	5,862
Cool rooms and refrigeration units - at cost	90,828	90,828
Accumulated depreciation	(12,281)	(6,671)
	78,547	84,157
Total plant and equipment	345,204	264,136

Note 13. Plant and equipment (continued)

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

	2022 $	2021 $
Warehouse equipment		
Opening carrying amount	24,793	24,751
Additions	27,840	5,368
Depreciation expense	(4,162)	(5,326)
Closing carrying amount	48,471	24,793
Commercial kitchen		
Opening carrying amount	35,038	40,429
Additions	9,608	-
Depreciation expense	(5,689)	(5,391)
Closing carrying amount	38,957	35,038
Improvements at cost		
Opening carrying amount	45,802	-
Additions	-	46,260
Depreciation expense	(1,157)	(458)
Closing carrying amount	44,645	45,802
Motor vehicles at cost		
Opening carrying amount	46,105	12,760
Additions	12,751	43,612
Depreciation expense	(10,892)	(10,267)
Closing carrying amount	47,964	46,105
Office equipment at cost		
Opening carrying amount	22,379	16,053
Additions	21,110	12,615
Depreciation expense	(6,353)	(6,289)
Closing carrying amount	37,136	22,379
Computer equipment at cost		
Opening carrying amount	5,862	5,609
Additions	56,028	5,906
Depreciation expense	(12,406)	(5,653)
Closing carrying amount	49,484	5,862
Cool rooms and refrigeration units at cost		
Opening carrying amount	84,157	-
Additions	-	90,828
Depreciation expense	(5,610)	(6,671)
Closing carrying amount	78,547	84,157

Note 14. Right-of-use assets

	2022 $	2021 $
Land and buildings - right-of-use	579,255	565,296
Less: accumulated amortisation	(202,739)	(84,363)
	376,516	480,933

Reconciliations

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

	2022 $	2021 $
Land and buildings - right-of-use		
Opening carrying amount	480,933	-
Additions	13,959	565,296
Amortisation expense	(118,376)	(84,363)
Closing carrying amount	376,516	480,933

Lease assets relates to the Company's lease of premises for its principal place of business for a term of 5 years from October 2020. The Company also holds an option to further extend this lease term by a further 5 years. It is uncertain at this point in time whether this option will be utilised.

Note 15. Intangible Assets

	2022 $	2021 $
Website development	58,306	58,306
Less: accumulated amortisation	(39,166)	(29,583)
	19,140	28,723
Work-in-progress – Website development	141,376	-
	160,516	28,723

Reconciliations

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

	2022 $	2021 $
Sales, procurement and logistics platform		
Opening carrying amount	28,723	40,384
Amortisation expense	(9,583)	(11,661)
Closing carrying amount	19,140	28,723
Work-in-progress – Website development		
Opening carrying amount	-	-
Additions	141,376	-
Closing carrying amount	141,376	-
	160,516	28,723

Note 16. Trade and other payables

	2022 $	2021 $
CURRENT		
Trade creditors	609,128	202,529
Superannuation payable	87,358	37,265
PAYG withholding payable	186,786	71,900
Other payable	-	28,421
Sundry payable	-	(440)
Accrued expense	333,192	135,895
Loan from related party	87,230	-
	1,303,694	475,570
NON-CURRENT		
Unsecured liabilities		
Loan from related party	-	507,722

The loan from related party has been provided by a related entity of a Director. Interest of 9% per annum is payable on this loan which is due for repayment in July 2022.

Note 17. Contract liabilities

	2022 $	2021 $
Contract liabilities	109,525	-

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

	2022 $	2021 $
Opening balance	-	-
Payments received in advance	109,525	-
Closing balance	109,525	-

The contract liabilities are expected to be recognised as revenue during the month of July 2022.

Note 18. Borrowings

	2022 $	2021 $
CURRENT		
Unsecured liabilities		
Bank overdraft	-	2,768
Secured liabilities		
Secured loans	-	206,601
Hire purchase liability	10,224	4,303
	10,224	210,904
NON-CURRENT		
Secured liabilities		
Hire purchase liability	31,452	37,715
	41,676	**248,619**

Assets pledged as security

Plant and equipment received under finance arrangement from banking institutions are secured via a registered security interest prescribed under their relevant agreement. All other loan facilities are secured via a registered GSA over all other plant and equipment of the Company. In addition, a personal guarantee has been provided for amounts owing by one of the Directors. The interest rate on loan facilities provided to the Company range from 9-20% per annum.

Note 19. Lease Liabilities

	2022 $	2021 $
Lease liability		
CURRENT		
Leasehold premises	117,416	113,775
NON-CURRENT		
Leasehold premises	306,041	400,569
Total carrying amount of lease liabilities	423,457	514,344
Lease expense and cashflows		
Interest expense on lease liabilities	47,296	35,298
Expense relating to lease payments made for leases of 12-months or less (For which a lease asset and a lease liability has not been recognised)	-	29,077
Expense relating to lease payments made for leases of low value assets (for which a lease asset and a lease liability has not been recognised)	148,093	38,170
Amortisation expense on lease assets	118,376	84,363

Note 20. Employee benefits liabilities

	2022 $	2021 $
Annual leave provision	75,610	54,685

Note 21. Other current liabilities

	2022 $	2021 $
Convertible loan	-	375,000

The Company conducted a pre-IPO convertible note raising which raised $700,000 in total to raise funds for working capital and pay for expenses of the Offer. Under this raising, the Company entered into convertible loan agreements (Loan Agreements) with various lenders (the Lenders) pursuant to which the Lenders subscribed for convertible notes in the Company which upon the Company receiving conditional approval from ASX to list, convert into Shares (at a conversion price of $0.10 per Share), together with two (2) attaching options (Attaching Options) for every Share issued (Convertible Notes). The convertible notes were converted to shares on 31 December 2021.

The Company notes Loan Agreements were entered into with related parties. Refer to Note 30 for further information.

Note 22. Non-current liabilities - provisions

	2022 $	2021 $
Lease make good	50,000	50,000

Lease make good
The provision represents the present value of the estimated costs to make good the premises leased by the Company at the end of the respective lease terms.

Note 23. Equity - issued capital

	2022 Shares	2021 Shares	2022 $	2021 $
66,999,990 fully paid ordinary shares	66,999,990	100	5,883,557	100

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2020	100	1	100
Issue of shares		-		-
Share issue transaction costs, net of tax		-		-
Balance	30 June 2021	100	1	100
Share split (1 to 300,000)	15 August 2021	29,999,900	-	-
Shares issued under the Public Offer	31 December 2021	30,000,000	0.20	6,000,000
Shares issued on conversion of convertible notes	31 December 2021	6,999,990	-	658,000
Costs of capital raising		-		(774,543)
Balance	**30 June 2022**	**66,999,990**		**5,883,557**

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. 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.

Share buy-back
Refer to note 11 on the share buy-back.

Capital risk management
The Company'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 and to maintain an optimum capital structure to reduce the cost of capital.

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

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

Note 24. Equity - reserves

	2022 $	2021 $
a) Share Based Payment Reserve		
33,199,980 (30 June 2021: Nil) unquoted options	617,437	-

b) Movement in Share Based Payment Reserve

	Date	No.	Total $
Opening balance	**1 July 2021**	-	-
Issue of convertible loan note options, free attaching	31 December 2021	13,999,980	-
Lead Manager Options (Note 32b)	31 December 2021	4,000,000	350,400
Performance Management Options (Note 32a)	31 December 2021	4,500,000	119,363
Director Options (Note 32c)	31 December 2021	11,600,000	196,899
Cessation of Performance Management Options	30 May 2022	(900,000)	(49,225)
Closing balance	**30 June 2022**	**33,199,980**	**617,437**

Note 25. Dividends

There are no dividend proposed or paid for the financial year ended 30 June 2022 (2021: Nil).

Note 26. Financial instruments

Financial risk management objectives

The Company is exposed to the following financial risks in respect to the financial instruments that it held at the end of the reporting period:

(a) Interest rate risk
(b) Credit risk
(c) Liquidity risk
(d) Fair values compared with carrying amounts

The Board of Directors have overall responsibility for identifying and managing operational and financial risks.

Interest rate risk

The Company is exposed to interest rate risk in relation to its borrowings. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. The Company manages it interest rate risk through the use of fixed rate borrowings. Undertaking arrangements on fixed interest terms ensures the Company is not exposed to any unnecessary risk resulting from changes and fluctuations in prevailing market rates.

The following table outlines that Company's exposure to interest rate risk in relation to future cashflows and the effective weighted average interest rates on classes of financial assets and financial liabilities:

Financial instruments Interest bearing

Financial Instruments	Interest Bearing	Weighted average interest rate	
2021	$		
Bank overdraft	2,768	0.0%	
Bank & other loans	206,601	18.0%	Fixed
Lease liabilities	514,344	9.0%	Fixed
Related party payables	392,000	8.0%	Fixed
Hire purchase liability	42,018	10.4%	Fixed
Other payables	115,722	9.0%	Fixed
Convertible notes	375,000	0.0%	Fixed
	1,648,453		
2022			
Cash at bank	2,295,813	0.0%	
Hire purchase liability	41,676	9.9%	Fixed
Lease liabilities	423,457	9.0%	Fixed
Other payables	87,230	9.0%	Fixed
	2,848,176		

No other financial assets or financial liabilities are expected to be exposed to interest rate risk.

Sensitivity

There is no impact on the loss after tax as the Company's borrowings are obtained on fixed interest terms.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance sheet date of recognised financial assets is the carrying amount of those assets, net of any allowance for impairment of those assets, as disclosed in statement of financial position and notes to financial statements.

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

(i) Cash and cash equivalents

Credit risk for cash and cash equivalents is managed by holding all cash deposits with major Australian banks with a minimum credit rating of AA assigned by reputable credit rating agencies.

(ii) Other receivables

The Company's receivable balances relate to amounts owing from the Australian Taxation Office and from the Directors of the Company (refer to Note 9 for further information). The Company regularly monitors amounts receivable from related parties and their expected recoverable amounts. Given the nature of the amount receivable, the Company believes it will be recovered.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of loans and other available lines of credits. The Company manages its liquidity risk by monitoring forecast cash flows from operating and financing activities.

The following table outlines the Company's remaining contractual maturities for non-derivative financial instruments. The amounts presented in the table are the undiscounted contractual cash flows of the financial liabilities, allocated to time bands based on the earliest date on which the Company can be required to pay.

2022	< 6 months $	6-12 months $	1-5 years $	Total contractual cash flows $	Carrying Amount $
Payables	(1,303,694)	-	-	(1,303,694)	(1,303,694)
Borrowings	(8,558)	(8,558)	(30,804)	(47,920)	(41,676)
Lease Liabilities	(74,820)	(74,820)	(336,690)	(486,330)	(423,457)
	(1,387,072)	**(83,378)**	**(367,494)**	**(1,837,944)**	**(1,768,827)**

2021	< 6 months $	6-12 months $	1-5 years $	Total contractual cash flows $	Carrying Amount $
Payables	(475,570)	-	(507,722)	(886,887)	(886,887)
Borrowings	(154,371)	(86,045)	(39,286)	(279,702)	(251,387)
Convertible Loans	(375,000)	-	-	(375,000)	(375,000)
Lease Liabilities	(72,500)	(72,500)	(471,250)	(616,250)	(514,345)
	(1,077,441)	**(158,545)**	**(1,018,258)**	**(2,254,244)**	**(2,124,024)**

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Fair values compared with carrying amounts

The fair value of financial assets and financial liabilities approximates their carrying amounts as disclosed in statement of financial position and notes to financial statements.

Note 27. Fair value measurement

The following tables detail the Company's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
Level 3: Unobservable inputs for the asset or liability

30 Jun 2022	**Level 1 $**	**Level 2 $**	**Level 3 $**	**Total $**
Asset				
Financial asset at fair value through profit or loss	-	103,000	-	103,000
Total asset	-	103,000	-	103,000

30 June 2021	**Level 1 $**	**Level 2 $**	**Level 3 $**	**Total $**
Liabilities				
Convertible notes	-	-	375,000	375,000
Total liabilities	-	-	375,000	375,000

There were no transfers between levels during the financial year.

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

The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Derivative financial instruments have been valued using quoted market rates. This valuation technique maximises the use of observable market data where it is available and relies as little as possible on entity specific estimates.

Note 28. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by RSM, the auditor of the Company and its network firms:

	2022 $	**2021 $**
Audit and review services – RSM Australia Partners	58,000	37,500
Other services – RSM Australia Pty Ltd		
Investigating Accountant report	12,000	-
	70,000	37,500

Note 29. Commitments, Contingent Assets & liabilities

In August 2021, the Company received notice from the City of Bayswater of a breach in noise emission requirements at its principal place of business. The Company strongly refutes these claims and has engaged its own external acoustic consultant to assess calculated/measured noise levels in accordance with the Environmental Projection (Noise) Regulations 1997.

The status of the above is ongoing and the Company is confident a resolution will be reached with the City of Bayswater in due course. At this point in time, the Company and the City of Bayswater are in discussion to mitigate the situation. The City of Bayswater had made its decision to revoke the Environment Protection notice in good faith on the basis of the Company's continued cooperation and mitigating works performed.

Other than the above, there are no contingent liabilities or assets as at 30 June 2022 (30 June 2021: Nil).

There are no commitments as at 30 June 2022 (30 June 2021: Nil).

Note 30. Related party transactions

Consultancy Agreements with Executive Directors
On 15 November 2021, the Company entered into a consultancy agreement with Bryan Hughes pursuant to which it agreed to engage Mr. Hughes to provide consultancy services and act as an Executive Director (B Hughes Consultancy Agreement). As at 30 June 2022 there was a balance owing in trade & other payables totaling $6,417.

On 15 November 2021, the Company entered into a consultancy agreement with Mai Hughes pursuant to which it agreed to engage Ms. Hughes to provide consultancy services and act as an Executive Director (M Hughes Consultancy Agreement). As at 30 June 2022 there was a balance owing in trade & other payables totaling $21,083.

Share Buy-back (Refer to Note 11)
On 19 November 2021, the Company entered into a share buy-back agreement with a shareholder (Seller) for 6,700,000 shares. The buy-back amount is at 25% of the volume weighted average price of the shares over the five days preceding the share buy-back on which shareholder approval is given. These shares will be bought back by the Company if the Company fails to meet the Performance Milestone, which is achieving audited revenue that is equal to or exceeds $7,000,000 in either the financial year ending 30 June 2022 or the financial year ending 30 June 2023. For the purposes of this Performance Milestone, audited revenue refers to revenue as independently audited by the Company's auditors excluding revenue derived from (1) one-off or extraordinary items; (2) government grants, allowances rebates or handouts; or (3) revenue or profit that has been "manufactured" to achieve the performance milestone. Bryan Hughes and Mai Hughes are the shareholders of the Seller and are also related parties of the Company by virtue of being Directors, meaning the Buy-Back Agreement represents a related party arrangement.

Convertible Loan Agreements
The Company notes that Directors, Shane Wee and Guy Perkins, entered into Loan Agreements with the Company pursuant to which each Director agreed to subscribe for $25,000 worth of Convertible Notes. These Loan Agreements constitute related party agreements by virtue of Shane Wee and Guy Perkins being Directors of the Company. Refer to Note 21 Other Liabilities, for details on the facility.

Long term loan
A related party of a Director provided initial funding of up to $600,000 including accrued interest, in order to assist in the establishment of the Company's operations. Interest of 9% per annum is payable on this loan which is due for repayment within 50 months from the initial utilisation date (July 2023). As at 30 June 2022, $87,230 (2021: $507,722) was due and payable under this agreement, inclusive of accrued interest. The amount is included within trade and other payables as at 30 June 2022. All transactions were made on normal commercial terms and conditions and at market rates.

Key Management Personnel disclosures
Compensation
The aggregate compensation made to Directors and other member of Key Management Personnel of the Company is set out below:

	2022 **$**	**2021** **$**
Short-term employee benefits	445,337	-
Post-employment benefits	44,075	-
Share-based payments	214,434	-
	703,846	**-**

Note 31. Events after the reporting period

To the end of August 2022 we have grown by 97% since we listed in January to over 3,200 Active Subscribers. We expect this rate of growth to continue for the foreseeable future. We have nearly doubled in size in 8 months and given the continued growth we needed to seek additional warehouse space for storage. This was always expected. Although we could continue operations in our current premises with some minor adjustments, when we started looking for additional storage space it soon became obvious that keeping storage and production together in a new premises that was more tailored to our increased production requirements was a cheaper and better alternative. Accordingly, we have located a new premises we will move into this year and we may look to seek some additional funds in the short term to cover unbudgeted costs such as bonds. The new premises will ensure we can maintain operations efficiently to match the rate of growth that will see us reach breakeven early in the new year.

There are no other matters or circumstance that have arisen since 30 June 2022 that has significantly affected, or may significantly affect the Company's operations, the results of those operations, or the Company's state of affairs in future financial years.

Note 32. Share-based payments

During the financial period, 34,099,980 options were issued. On 30 May 2022, 900,000 Performance Management options ceased with a resignation of personnel.

30 June 2022 Grant date	Expiry date	Exercise price	Note	Balance at the start of the year	Granted	Ceased	Balance at the end of the year
31/12/2021	30/12/2025	$0.30	(32b)	-	4,000,000	-	4,000,000
31/12/2021	30/12/2025	$0.30	(32d)	-	13,999,980	-	13,999,980
11/11/2021	07/01/2025	$0.20	(32c)	-	2,000,000	-	2,000,000
11/11/2021	07/01/2027	$0.30	(32c)	-	2,000,000	-	2,000,000
15/11/2021	07/01/2025	$0.20	(32c)	-	3,800,000	-	3,800,000
15/11/2021	07/01/2027	$0.30	(32c)	-	3,800,000	-	3,800,000
24/12/2021	07/07/2025	$0.20	(32a)	-	1,500,000	(300,000)	1,200,000
24/12/2021	07/01/2026	$0.25	(32a)	-	1,500,000	(300,000)	1,200,000
24/12/2021	07/01/2027	$0.30	(32a)	-	1,500,000	(300,000)	1,200,000
				-	**34,099,980**	**(900,000)**	**33,199,980**

a) Performance Management Options

The issue of 4,500,000 Performance Management Options to certain senior member of staff **(Senior Staff)** (or their respective nominees as follows):

- 1,500,000 Class A Performance Management Options, subject to vesting conditions and exercisable at $0.20 on or before 07 January 2025;
- 1,500,000 Class B Performance Management Options, subject to vesting conditions and exercisable at $0.25 on or before 07 January 2026; and
- 1,500,000 Class C Performance Management Options subject to vesting conditions and exercisable at $0.30 on or before 07 January 2027.

On 30 May 2022, 900,000 Performance Management options ceased with a resignation of personnel.

Note 32. Share-based payments (continued)

Class	Number of Performance management Options	Vesting and Expiry Deadline	Vesting Condition
A	1,500,000	07 January 2023	The relevant employee remaining in service for a period of twelve months from 07/01/2022. The Company should attain at least 4,000 Active Subscribers within the 12 months period from 07/01/2022.
B	1,500,000	07 January 2024	The relevant employee remaining in service for a period of 2 years from 07/01/2022. The Company should attain at least 10,000 Active Subscribers within the 2 years period from 07/01/2022.
C	1,500,000	07 January 2025	The relevant employee remaining in service for a period of 3 years from 07/01/2022. The Company should attain at least 20,000 Active Subscribers within the 3-year period from 07/01/2022.

b) Joint Lead Manager Options

The issue of 4,000,000 Options exercisable at $0.30 on or before 31 December 2025.
The options were issued to Joint Lead Managers as part consideration for Corporate Advisory and Lead Manager Services.

c) Director Options (Related Party)

The issue of 11,600,000 Director Options under four classes. Vesting of the Director Options is subject to achievement of vesting conditions as follows:

Class	Number of Director Options	Vesting and Expiry Deadline	Vesting Condition
A	3,800,000	07 January 2025	Audited revenue for any financial year is at least $25 million at any time in the three years from 07/01/2022
B	3,800,000	07 January 2027	Audited revenue for any financial year is at least $50 million at any time in the five years from 07/01/2022
C	2,000,000	07 January 2023	The relevant director remains in service for at least 12 months from 07/01/2022
D	2,000,000	07 January 2025	Audited revenue for any financial year is at least $25 million at any time in the three years from 07/01/2022

d) Convertible loan holders

At IPO, the convertible loans will convert into shares, together with 13,999,980 free attaching options exercisable at $0.30 per option, on or before 30 December 2025.

Note 32. Share-based payments (continued)

Fair Value
Option fair values were determined using the following option pricing models and inputs:

Options	Joint Lead Manager Options	Performance Management Options		
		Class (A)	Class (B)	Class (C)
Number of options	4,000,000	1,500,000	1,500,000	1,500,000
Grant Date	31/12/2021	24/12/2021	24/12/2021	24/12/2021
Vesting date	Immediately	7/01/2023	7/01/2024	7/01/2025
Expiry	30/12/2025	7/01/2025	7/01/2026	7/01/2027
Exercise price	$0.30	$0.20	$0.25	$0.30
Share price at grant date	$0.20	$0.20	$0.20	$0.20
Risk free rate	1.34%	0.91%	1.30%	1.30%
Volatility	80%	80%	80%	80%
Early Exercise Multiple	2.5x	2.5x	2.5x	2.5x
Valuation	$0.09	$0.10	$0.10	$0.11
Total Value over the vesting period	**$350,400**	**$146,400**	**$154,050**	**$162,300**
Expense this year	**$350,400**	**$43,572**	**$15,570**	**$10,995**

Options	Director Options			
	Class (A)	Class (B)	Class (C)	Class (D)
Number of options	3,800,000	3,800,000	2,000,000	2,000,000
Grant Date	15/11/2021	15/11/2021	11/11/2021	11/11/2021
Vesting date	7/01/2025	7/01/2027	7/01/2023	7/01/2025
Expiry	7/01/2025	7/01/2027	7/01/2025	7/01/2027
Exercise price	$0.20	$0.30	$0.20	$0.30
Share price at grant date	$0.20	$0.20	$0.20	$0.20
Risk free rate	0.97%	1.39%	1.00%	1.41%
Volatility	80%	80%	80%	80%
Early Exercise Multiple	2.5x	2.5x	2.5x	2.5x
Valuation	$0.11	$0.11	$0.10	$0.11
Total Value over the vesting period	**$402,420**	**$435,860**	**$198,800**	**$219,600**
Expense this year	**$39,752**	**$26,328**	**$108,822**	**$21,998**

Note 32. Share-based payments (continued)

Share Based Payments Expense Share based payment expense is comprised as follows:		**2022** **$**	**2021** **$**
Lead Manager Options exercisable at $0.30 expire 4 years from issue date (escrowed for 24 months)	32b	350,400	-
Class A Director's Options exercisable at $0.20 expire 3 years from issue date (Escrowed for 24 months)	32c	39,752	-
Class B Director's Options exercisable at $0.30 expire 5 years from issue date (Escrowed for 24 months)	32c	26,328	-
Class C Director's Options exercisable at $0.20 expire 3 years from issue date (Escrowed for 24 months)	32c	108,822	-
Class D Director's Options exercisable at $0.30 expire 5 years from issue date (Escrowed for 24 months)	32c	21,998	-
Class A Performance Management's Options exercisable at $0.20 expire 3 years from issue date (Escrowed for 12 months)	32a	43,572	-
Class B Performance Management's Options exercisable at $0.25 expire 4 years from issue date (Escrowed for 12 months)	32a	15,570	-
Class C Performance Management's Options exercisable at $0.30 expire 5 years from issue date (Escrowed for 12 months)	32a	10,995	-
Total share based payment expense		**617,437**	**-**

Profit & loss share based payment expense of $267,037 relates to Director and Performance management options above. Lead manager options expensed into statement of changes in equity as share issue costs.

Note 33. Reconciliation of loss after income tax to net cash used in operating activities

	2022 **$**	**2021** **$**
Loss before income tax expense	(3,472,640)	(601,115)
Adjustments for:		
Net gain on fair value adjustment of financial asset	(103,000)	-
Depreciation and amortisation	174,228	136,079
Interest expense	114,254	-
Share-based payment expenses	267,037	-
Changes in operating assets and liabilities		
Increase in trade and other receivables	(76,637)	(58)
Increase in inventories	(114,394)	-
Increase in other assets	(105,320)	(23,754)
Increase in trade and other payables	727,161	221,165
Increase in contract liabilities	109,525	-
Increase in employee benefits liabilities	20,925	31,484
Net cash generated from / (used in) operations	(2,458,861)	(236,199)
Interest paid	(114,254)	-
Net cash used in operating activities	(2,573,115)	(236,199)

DIRECTORS' DECLARATION

In the Director's opinion:

1. The financial statements and notes set out on pages 17 to 48 are in accordance with the *Corporations Act 2001*, including:

   a) complying with Australian Accounting Standards, Corporations Regulations 2001 and other mandatory professional reporting requirements,

   b) complying with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in Note 1 to the financial statements,

   c) giving a true and fair view, the Company's financial position as at 30 June 2022 and of its performance for the year ended on that date; and

2. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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. Signed for and on behalf of the Directors by:

Mai Hughes
Executive Director and Chief Executive Officer

30 September 2022
Perth

RSM Australia Partners

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF
MY FOODIE BOX LIMITED

Opinion

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

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

(i) Giving a true and fair view of the Company's financial position as at 30 June 2022 and of its financial performance for the year then ended; and

(ii) Complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

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

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

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

Key Audit Matters

Key audit matters are those 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.

Key Audit Matter	How our audit addressed this matter
Going concern Refer to Note 1 in the financial statements	
For the year ended 30 June 2022, the Company incurred a loss of $3,472,640 and had net cash outflows from operating activities and investing activities of $2,573,115 and $252,211 respectively. The directors' have prepared the financial report on a going concern basis based on a cash flow forecast which considers the factors disclosed in Note 1. We determined this assessment of going concern to be a key audit matter due to the significant judgements involved in preparing the cash flow forecast.	Our audit procedures included: • Assessing the appropriateness and mathematical accuracy of the cash flow forecast prepared by management; • Challenging the reasonableness of the key assumptions used in the cash flow forecast; • Critically assessing the directors' reasons of why they believe it is appropriate to prepare the financial report on a going concern basis; and • Assessing the adequacy of the going concern disclosures in the financial report.
Share based payments Refer to Note 32 in the financial statements	
During the year, the Company entered into a shared-based payments arrangement with its key management personnel, employees and advisors. Management has accounted for these instruments in accordance with AASB 2 Share-Based Payments. We considered this to be a key audit matter due to the significant judgements involved in assessing the fair value of the instruments issued during the year.	Our audit procedures included: • Obtaining an understanding of the terms and conditions of the instruments issued; • Evaluating the appropriateness of management's valuation methodology applied to determine the grant date fair value of the instruments issued; • Evaluating the key inputs used in the valuation models; • Recalculating the value of the share-based payments to be recognised in profit or loss and as share issue costs; and • Assessing the appropriateness of disclosures in the financial statements.

Other Information

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

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: https://www.auasb.gov.au/admin/file/content102/c3/ar2_2020.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

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

In our opinion, the Remuneration Report of My Foodie Box Limited, for the year ended 30 June 2022, complies with section 300A of the Corporations Act 2001.

Responsibilities

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

RSM

RSM AUSTRALIA PARTNERS

TUTU PHONG
Partner

Perth, WA
Dated: 30 September 2022

ADDITIONAL SHAREHOLDER INFORMATION

The shareholder information set out below was applicable as at 28 September 2022.

CORPORATE GOVERNANCE STATEMENT

The Company's Corporate Governance Statement is contained in the Company's Annual Report 2022.

ORDINARY SHARE CAPITAL

66,999,990 fully paid ordinary shares are held by 384 holders.

VOTING RIGHTS

The voting rights of the ordinary shares are as follows:

Subject to any rights or restrictions for the time being attached to any shares or class of shares of the Company, each member of the Company is entitled to receive notice of, attend and vote at a general meeting. Resolutions of members will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. However, where a person present at a general meeting represents personally or by proxy, attorney or representation more than one member, on a show of hands the person is entitled to one vote only despite the number of members the person represents.

On a poll each eligible member has one vote for each fully paid share held.

There are no voting rights attached to any of the options that the Company currently has on issue. Upon exercise of these options, the shares issued will have the same voting rights as existing ordinary shares.

TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest holders of each class of listed securities are listed below:

Ordinary Fully Paid Shares

Name	No of Ordinary Shares Held	Percentage of Issued Shares
LITTLE ONEROA PTY LTD	30,000,000	44.78%
MAGNET INVESTMENTS PTY LTD	10,000,000	14.93%
ROMFAL SIFAT PTY LTD	1,475,000	2.20%
BNP PARIBAS NOMINEES PTY LTD BARCLAYS <DRP A/C>	1,309,403	1.95%
MR DOMINIC VIRGARA	1,250,001	1.87%
ILWELLA PTY LTD	1,101,665	1.64%
GODIN CORP PTY LTD	975,000	1.46%
ARKYN PTY LTD	750,000	1.12%
CONSPICUOUS CAPITAL PTY LTD	675,000	1.01%
JAF CAPITAL PTY LTD	646,665	0.97%
MR JOEL FISHLOCK	635,000	0.95%
MR GUY PERKINS	575,000	0.86%
AH SUPER PTY LTD <THE AH SUPER FUND NO 3 A/C>	500,000	0.75%
HGL INVESTMENTS PTY LTD	500,000	0.75%
BENEFICO PTY LTD	466,032	0.70%
JOMALCO PTY LTD	450,000	0.67%
JAYLEAF HOLDINGS PTY LTD <THE POLLOCK INVESTMENT A/C>	400,000	0.60%
MR SHANE HOEHOCK WEE <THE WEE FAMILY A/C>	375,000	0.56%
TELLARO PTY LTD	350,000	0.52%

ADDITIONAL SHAREHOLDER INFORMATION

Name	No of Ordinary Shares Held	Percentage of Issued Shares
MR CHRISTOPHER JOHN DANIELL	350,000	0.52%
AUSRICH RESOURCES PTY LTD	337,500	0.50%
ARMS CAPITAL PTY LTD	334,453	0.50%
Total Top 20	53,455,719	79.78%
Others	13,544,271	20,22%
Total Ordinary Shares on Issue	**66,999,990**	**100.00%**

SUBSTANTIAL HOLDERS

The Company has two substantial shareholders as at 28 September 2022.

Holder Name	Holding	% IC
Little Oneroa Pty Ltd	30,000,000	44.78%
Magnet Investments Pty Ltd	10,000,000	14.93%

DISTRIBUTION OF EQUITY SECURITIES

Ordinary Fully Paid Shares

Holding Ranges	Holders	Total Units	% Issued Share Capital
1 - 1,000	11	1,725	0.00%
1,001 - 5,000	62	202,638	0.30%
5,001 - 10,000	101	969,506	1.45%
10,001 - 100,000	143	5,409,423	8.07%
100,001 – and over	67	60,416,698	90.17%
Totals	**384**	**66,999,990**	**100.00%**

RESTRICTED SECURITIES

As at 28 September 2022, the following restricted securities are on issue:

1,833,330 Fully Paid Ordinary Shares escrowed 12 months from issue, releasing 07/01/2023 – 10 Holders

Holders with more than 20% - nil

31,666,665 Fully Paid Ordinary Shares escrowed 24 months from issue, releasing 07/01/2024 – 10 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Little Oneroa Pty Ltd	30,000,000	94.74%

UMARKETABLE PARCELS

There were 77 shareholders with less than marketable parcel totaling 228,401 shares based on the share price of $0.076 as at close of business on 28 September 2022.

ADDITIONAL SHAREHOLDER INFORMATION

UNQUOTED SECURITIES

As at 28 September 2022, the following unquoted securities are on issue:

900,000 Class A Performance Management Options expiring 07/01/2025 @ $0.20 – 3 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Luke Gundry	300,000	33.33%
Alain Trabelsi	300,000	33.33%
Yukiko Higashi	300,000	33.33%

900,000 Class B Performance Management Options expiring 07/01/2026 @ $0.25 – 3 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Luke Gundry	300,000	33.33%
Alain Trabelsi	300,000	33.33%
Yukiko Higashi	300,000	33.33%

900,000 Class C Performance Management Options expiring 07/01/2026 @ $0.30 – 4 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Luke Gundry	300,000	25.00%
Alain Trabelsi	300,000	25.00%
Yukiko Higashi	300,000	25.00%

3,800,000 Class A Director Options expiring 07/01/2025 @ $0.20, escrowed to 07/01/2024 – 2 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Ms Parisrat Rodthong	1,900,000	50.00%
Mr Bryan Kevin Hughes	1,900,000	50.00%

3,800,000 Class B Director Options expiring 07/01/2027 @ $0.30, escrowed to 07/01/2024 – 2 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Ms Parisrat Rodthong	1,900,000	50.00%
Mr Bryan Kevin Hughes	1,900,000	50.00%

2,000,000 Class C Director Options expiring 07/01/2025 @ $0.20, escrowed to 07/01/2024 – 2 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Mr Guy Perkins	1,000,000	50.00%
Mr Shane Hoehock Wee <The Wee Family A/C>,	1,000,000	50.00%

2,000,000 Class D Director Options expiring 07/01/2027 @ $0.30, escrowed to 07/01/2024 – 2 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Mr Guy Perkins	1,000,000	50.00%
Mr Shane Hoehock Wee <The Wee Family A/C>,	1,000,000	50.00%

4,000,000 Lead Manager Options expiring 07/01/2026 @ $0.30, escrowed to 07/01/2024 – 10 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Northpoint Australia Pty Ltd <W N & D Hazeldine F A/C>	1,333,335	33.33%

7,333,320 Convertible Loan Options expiring 07/01/2026 @ $0.30, escrowed to 07/01/2023 – 10 Holders

Holders with more than 20% - nil

6,666,660 Convertible Loan Options expiring 07/01/2026 @ $0.30, escrowed to 07/01/2024 – 10 Holders

Holders with more than 20%

Holder Name	Holding	% IC
Godin Corp Pty Ltd	1,500,000	22.50%
Romfal Sifat Pty Ltd	1,500,000	22.50%
Arkyn Pty Ltd	1,500,000	22.50%

ON-MARKET BUY BACK

There is currently no on-market buyback program.

ASX LISTING RULE 4.10.19

The Company has used its cash and assets in a form readily convertible to cash that it had at the time of listing on the ASX in January of 2022 in a way consistent with its business objectives.

CORPORATE GOVERNANCE STATEMENT

Introduction

My Foodie Box Limited **(Company)** has established a corporate governance framework, the key features of which are set out in this statement. In establishing its corporate governance framework, the Company refers to the recommended corporate governance practices for ASX listed entities set out in the ASX Corporate Governance Council Principles and Recommendations **(Principles and Recommendations).**

This Corporate Governance Statement discloses the extent to which the Company, for the period the Company was admitted to the official list on 7 January 2022 to 30 June 2022 **(Reporting Period)**, has followed the recommendations set by the ASX Corporate Governance Council in its publication Corporate Governance Principles and Recommendations – 4th Edition **(Recommendations)**. The Recommendations are not mandatory, however the Recommendations that will not be followed have been identified and reasons provided for not following them along with what (if any) alternative governance practices the Company intends to adopt in lieu of the recommendation.

The Company has adopted a Corporate Governance Plan which provides the written terms of reference for the Company's corporate governance duties.

Due to the current size and nature of the existing Board and the magnitude of the Company's operations, the Board does not consider that the Company will gain any benefit from individual Board committees and that its resources would be better utilised in other areas as the Board is of the strong view that at this stage the experience and skill set of the current Board is sufficient to perform these roles. Under the Company's Board Charter, the duties that would ordinarily be assigned to individual committees are currently carried out by the full Board under the written terms of reference for those committees.

The information in the statement is current at 30 September 2022 and was approved by a resolution of the Board on the 30 September 2022.

Corporate governance policies and procedures

The Company has adopted the following suite of corporate governance policies and procedures (together, the Corporate Governance Plan):

Corporate Governance

- Statement of Values
- Board Charter
- Corporate Code of Conduct
- Audit and Risk Committee Charter
- Remuneration Committee Charter
- Nomination Committee Charter
- Environmental social and governance committee Charter
- Performance Evaluation Policy
- Continuous Disclosure Policy
- Risk Management Policy
- Trading Policy
- Diversity Policy
- Whistleblower Protection Policy
    - Summary of protections under the Corporations Act
    - Summary of protections under the Taxation Administration Act
    - Designated Disclosure Officers – Key Contacts
- Anti-Bribery and Anti Corruption Policy
- Shareholder Communication Strategy
- Environmental, Social and Governance Policy
- Privacy Policy

The Company's Corporate Governance Plan is available on the Company's website at https://www.myfoodiebox.com.au/

Recommendations	Comply	Explanation
Principle 1: Lay solid foundations for management and oversight		
Recommendation 1.1 A listed entity should have and disclose a charter which: (a) sets out the respective roles and responsibilities of the board, the chair and management; and (b) includes a description of those matters expressly reserved to the board and those delegated to management.	Yes	The Company has established the respective roles and responsibilities of its Board, Chair and management, and those matters expressly reserved to the Board and those delegated to management, and has documented this in its Board Charter. The Board Charter further sets out Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy and is included within the Company Corporate Governance Plan, which is disclosed on the Company's website.
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.	Yes	(a) The Board undertakes appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) before appointing a person, these checks were undertaken for all Directors appointed. The checks undertaken are set out in the Nomination Committee Charter. In the event of an unsatisfactory check, a Director is required to submit their resignation. (b) Under the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Nomination Committee Charter outlines the requirement to have a written agreement with each Director and senior executive of the Company which sets out the terms of that Director's or senior executive's appointment. The Company has a written agreement with each of its Directors, and senior executives.
Recommendation 1.4 The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	Yes	The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
Recommendation 1.5 A listed entity should: (a) have a diversity policy which includes requirements for the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary or it; and (c) disclose as at the end of each reporting period: (i) the measurable objectives for achieving gender diversity set by the board in accordance with the entity's diversity policy and its progress towards achieving them; and	No	The Company has a Diversity Policy, which is disclosed on the Company's website, as part of the Corporate Governance Plan. However, the Diversity Policy does not include requirements for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them. The Board has not set measurable objectives for achieving gender diversity. Given the Company's stage of development and the number of employees, the Board considers it is not practical to set measurable objectives for achieving gender diversity at this time. The respective proportions of men and women on the Board, in senior executive positions and across the whole organisations are

<table>
<tr><th>Recommendations</th><th>Comply</th><th>Explanation</th></tr>
<tr><td>(ii) either:
(A) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation including how the entity has defined “senior executive” for these purposes); or
(B) if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in and published under the Workplace Gender Equality Act.</td><td></td><td>set out in the following table. Senior executives for these purposes means those person who report directly to the chief executive officer (or equivalent):

<table>
<tr><th></th><th>Male</th><th>Female</th><th>Total</th></tr>
<tr><td>Board of My Foodie Box Limited</td><td>3</td><td>1</td><td>4</td></tr>
<tr><td>Senior executives</td><td>1</td><td>1</td><td>2</td></tr>
<tr><td>Total</td><td>4</td><td>2</td><td>6</td></tr>
</table></td></tr>
<tr><td>Recommendation 1.6
A listed entity should:
(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and
(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</td><td>Yes</td><td>(a) The Company’s Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company’s Corporate Governance Plan which is available on the Company’s website.
(b) The Company’s Corporate Governance Plan requires the Board to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to undertake performance evaluations in respect of the Board, its committees (if any) and individual Directors in the 12 month period post admission to the ASX and for each financial year following admission in accordance with the above process.</td></tr>
<tr><td>Recommendation 1.7
A listed entity should:
(a) have and disclose a process evaluating the performance of its senior executives at least once every reporting period; and
(b) disclose for each reporting period, whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</td><td>Yes</td><td>(a) The Company’s Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Company’s senior executives on an annual basis. The Company’s Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company’s senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non-executive Director.
The applicable processes for these evaluations can be found in the Company’s Corporate Governance Plan, which is available on the Company’s website.
(b) The Company’s Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to undertake performance evaluations in respect of the Board and Senior Executives in the 12 month period post admission to the ASX and for each financial year following admission in accordance with the above process.</td></tr>
</table>

Recommendations	Comply	Explanation
Principle 2: Structure the board to be effective and add value		
Recommendation 2.1 The board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.	Yes	(a) The Company will not have a separate Nomination Committee. The Company's Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director. (b) The Company does not have a Nomination Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively: (i) devoting time at least annually to discuss Board succession matters and updating the Company's Board skills matrix; and (ii) all Board members being involved in the Company's nomination process to the maximum extent permitted under the Company's Articles and ASX Listing Rules. Details of Director attendance at meetings of the full Board, during the reporting period, is set out in the Directors' Report in the Annual Report.
Recommendation 2.2 A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.	Yes	Under the Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) will be required to prepare a Board skill matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction. The Board has identified the appropriate mix of skills and diversity required of its members to operate efficiently and effectively.

<table>
<tr><th>Recommendations</th><th>Comply</th><th>Explanation</th></tr>
<tr><td>Recommendation 2.3
A listed entity should disclose:

(a) the names of the directors considered by the board to be independent directors;

(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (4th Edition), but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and

(c) the length of service of each director</td><td>Yes</td><td>The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Board considered the independence of Directors with regards to factors set out in Box 2.3 of the ASX Principle and Recommendations. During the Reporting Period the Company had two independent directors, comprising Mr Guy Perkins and Mr Shane Wee.

Names of Directors during the Reporting Period and their length of service up to the date of this statement is noted below:

<table><tr><th>Name</th><th>Length of Service</th></tr><tr><td>Bryan Hughes
Executive Chairman</td><td>4 years and 9 months[1]</td></tr><tr><td>Parisrat “Mai” Hughes
CEO & Executive Director</td><td>4 years and 9 months[2]</td></tr><tr><td>Guy Perkins
Non-Executive Director</td><td>1 year and 21 days[3]</td></tr><tr><td>Shane Wee
Non-Executive Director</td><td>10 month and 21 days [4]</td></tr></table></td></tr>
<tr><td>Recommendation 2.4
A majority of the board of a listed entity should be independent directors.</td><td>No</td><td>The Company’s Board Charter requires that, where practical, the majority of the Board should be independent.

The Board currently comprises a total of four directors, of whom two are considered to be independent. As such, independent directors currently do not comprise the majority of the Board.

The Board recognises the importance of the appropriate balance between independent and non-independent representation on the Board. However, the Board does not currently consider an independent majority of the Board to be appropriate given:

a) the Company’s limited scale of activities, means the Company only needs, and can only commercially sustain, a small board of directors;
b) the Company considers at least two (2) directors need to be executive directors for the Company to be effectively managed;
c) the Company considers it necessary, given its small scale activities, to attract and retain suitable directors by offering directors an interest in the Company; and
d) the Company considers it appropriate to provide remuneration to its Directors in the form of securities in order to conserve its limited cash reserves

As the Company's operations progress, the Board will review the composition of the Board, including independence of its Directors.</td></tr>
</table>

[1] At the 30 09 2022
[2] At the 30 09 2022
[3] At the 30 09 2022
[4] At the 30 09 2022

Recommendations	Comply	Explanation
Recommendation 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director. The Chair of the Board is Mr Hughes. Mr Hughes is an Executive of the Company and is not considered to be an independent Director, he is not the CEO/Managing Director. The Board does not have an independent Chair because it was not feasible due to the Company's current size and Board structure.
Recommendation 2.6 A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.	Yes	In accordance with the Company's Board Charter, the Nominations Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible to help organise and facilitate inductions and professional development of directors including receiving briefings on material developments in laws, regulations and accounting standards relevant to the Company .
Principle 3: Instil a culture of acting lawfully, ethically and responsibly		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	The Company is committed to conducting all of its business activities fairly, honestly with a high level of integrity, and in compliance with all applicable laws, rules and regulations. The Board, management and employees are dedicated to high ethical standards and recognise and support the Company's commitment to compliance with these standards. The Company's statement of values (which forms part of the Corporate Governance Plan) is available on the Company's website.
Recommendation 3.2 A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the Board is informed of any material breaches of that code	Yes	The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees. The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website. Any material breaches of the Code of Conduct are expected to be reported to the Board.
Recommendation 3.3 A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the Board is informed of any material incidents reported under that policy.	Yes	The Company's Whistleblower Protection Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Whistleblower Protection Policy are to be reported to the Board or a committee of the Board.
Recommendation 3.4 A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or a committee of the Board is informed of any material incidents reported under that policy.	Yes	The Company's Anti-Bribery and Anti-Corruption Policy (which forms part of the Corporate Governance Plan) is available on the Company's website. Any material breaches of the Anti-Bribery and Anti-Corruption Policy are to be reported to the Board or a committee of the Board.

Recommendations	Comply	Explanation
Principle 4: Safeguard the integrity of corporate reports		
Recommendation 4.1 The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Yes	The Company does not have a separate Audit and Risk Committee. Given the current size and composition of the Board, the Board believes that there would be no efficiencies gained by establishing a separate Audit and Risk Committee. Accordingly, the Board performs the role of the Audit and Risk Committee. Although the Board does not have a separate Audit and Risk Committee, it had adopted an Audit and Risk Committee Charter, which is disclosed on the Company's website. Items usually required to be discussed by an Audit and Risk Committee will be marked as separate agenda items at Board meetings when required, and when the Board convenes to address matters as the Audit and Risk Committee it will carry out the functions which are delegated to it in the Company's Audit and Risk Committee Charter. The Board will deal with conflicts of interest that occur when it performs the functions of an Audit and Risk, Committee by ensuring that any Director with a conflicting interest is not party to the relevant discussions. The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor will be reviewed on an annual basis by the Board.
Recommendation 4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms. The Board receives signed declaration from the CFO and CEO in accordance with Recommendation 4.2 prior to the approval of the Company's financial statements.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	The Company is committed to providing clear, concise and accurate reports so investors can make informed decisions. Prior to lodgement with ASX quarterly cash flow reports are subject to robust preparation and review. A declaration is then provided by the CFO and CEO to the Board noting compliance with section 286 of the Corporations Act 2001, the appropriate accounting standards and with listing Rule 19.11A.

Recommendations	Comply	Explanation
Principle 5: Make timely and balanced disclosure		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under the Listing Rules 3.1.	Yes	The Company has adopted a Continuous Disclosure Policy which sets out the processes the Company follows to comply with its continuous disclosure obligations under the ASX Listing Rules and other relevant legislation. The Company's Continuous Disclosure Policy (which forms part of the Company's Corporate Governance Plan) is available on the Company's website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Under the Company's Continuous Disclosure Policy (which forms part of the Corporate Governance Plan), all members of the Board will receive material market announcements promptly after they have been made.
Recommendation 5.3 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	All substantive investor or analyst presentations will be released on the ASX Markets Announcement Platform ahead of such presentations.
Principle 6: Respect the rights of security holders		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.
Recommendation 6.2 A listed entity should have an investor relations program to facilitates effective two-way communication with investors.	Yes	The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	All substantive resolutions at securityholder meetings will be decided by a poll rather than a show of hands.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Shareholder Communication Strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted. Shareholders queries should be referred to the Company Secretary at first instance.

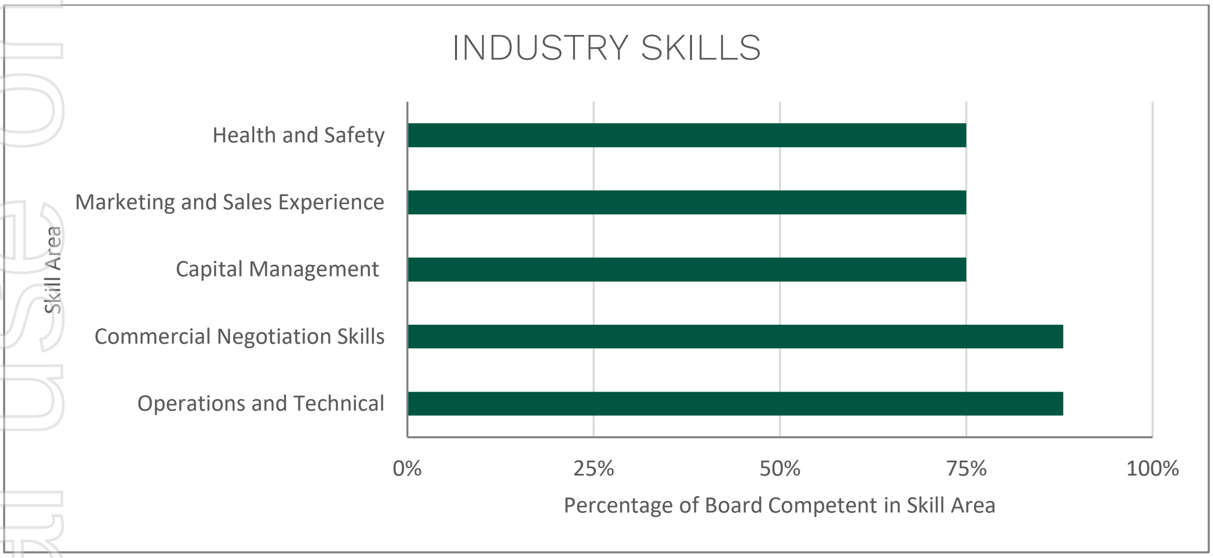
Recommendations	Comply	Explanation
Principle 7: Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.	Yes	The Company does not have a separate Risk Committee. Please refer to disclosure in relation to Recommendation 4.1 above.
Recommendation 7.2 The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound, and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose in relation to each reporting period, whether such a review has taken place.	Yes	The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Company's Corporate Governance Plan requires the Company to disclose at least annually whether such a review of the Company's risk management framework has taken place. The Company Board regularly consider Risk
Recommendation 7.3 A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	Yes	The Company does not have an internal audit function. The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor the need for an internal audit function. As set out in Recommendation 7.1, the Board is responsible for overseeing the Company's risk management framework . The Board will devote time formally at Board meetings and informally through regular communication to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures.

Recommendations	Comply	Explanation
Recommendation 7.4 A listed entity should disclose whether, it has material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Environmental, Social and Governance Committee (or, in its absence, the Board) set out in the Company's Corporate Governance Plan assists management determine whether the Company has any material exposure to environmental and social risks and, if it does, how it manages or intends to manage those risks. The Company is currently exposed to minimal environmental and social risks due to its present size and magnitude of operations.
Principle 8: Remunerate fairly and responsibly		
Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	Yes	The Company's Corporate Governance Plan contains a Remuneration Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom must be independent Directors, and which must be chaired by an independent Director. The Company does not have a Remuneration Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration Committee Charter including the following processes to set the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive: The Board devotes time at Board meetings to assess the level and composition of remuneration for Directors and senior executives as necessary when there are changes to Company, Director or executives' circumstances which indicate the level and/or composition of remuneration may require amendment to achieve consistency with the revised circumstance.
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	Yes	The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives. The information will be set out in the Company's Annual Report.
Recommendation 8.3 A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Yes	The Company has an equity-based remuneration scheme in place and it is disclosed on the Company website.

CORPORATE GOVERNANCE STATEMENT – APPENDIX 1
BOARD SKILLS MATRIX

The Board has identified that the appropriate mix of skills and diversity required of its members to operate effectively and efficiently is achieved by personnel having substantial skills and experience in the following Industry Skills: Health and Safety; Marketing and Sales Experience; Capital Management; Commercial Negotiation Skills; and Operations and Technical skills.

The skills and experience of the Board in each of these areas is summarised as follows:



In addition, directors of the Company are expected to be knowledgeable and experienced in the following areas: Information technology strategy and Governance; Risk and compliance oversight; Legal; Accounting and finance; Corporate governance; Commercial experience; Director duties and responsibilities; Strategic expertise; and Executive management.

The skills and experience of the Board in each of these areas is summarised as follows:

Gaps in the collective skills of the Board will be considered by the full Board in its capacity as the Nomination and Remuneration Committee.