



Althea
Group
Holdings

Half-year Financial Report

2022

For the period ended - 31 December 2021

Althea Group Holdings Limited
and Controlled Entities

ABN 78 626 966 943

Lodged with the ASX under
Listing Rule 4.2A

Appendix 4D

1. COMPANY DETAILS

Name of entity: Althea Group Holdings Limited

ABN: 78 626 966 943

Reporting period: For the half-year ended 31 December 2021

Previous period: For the half-year ended 31 December 2020

2. RESULTS FOR ANNOUNCEMENT TO THE MARKET

				\$'000
Revenues from ordinary activities	up	84.0%	to	9,380
Loss from ordinary activities after tax attributable to the owners of Althea Group Holdings Limited	down	14.9%	to	(7,045)
Loss for the half-year attributable to the owners of Althea Group Holdings Limited	down	14.9%	to	(7,045)

Comments

The loss for the consolidated entity after providing for income tax amounted to \$7,045,000 (31 December 2020: \$8,274,000).

3. NET TANGIBLE ASSETS

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	8.76	8.68

4. LOSS OF CONTROL OVER ENTITIES

Not applicable.

5. DIVIDENDS

Current period

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

Previous period

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

6. DIVIDEND REINVESTMENT PLANS

Not applicable.

7. DETAILS OF ASSOCIATES AND JOINT VENTURE ENTITIES

Not applicable.

8. FOREIGN ENTITIES

Details of origin of accounting standards used in compiling the report:

International Financial Reporting Standards (IFRS).

9. AUDIT QUALIFICATION OR REVIEW

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report.

10. ATTACHMENTS

Details of attachments (if any):

The Interim Report of Althea Group Holdings Limited for the half-year ended 31 December 2021 is attached.

11. SIGNED



Signed

Andrew Newbold
Chairman

Date: 23 February 2022



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General information

The financial statements cover Althea Group Holdings Limited as a consolidated entity consisting of Althea Group Holdings Limited and the entities it controlled at the end of, or during, the half-year ('the Company', 'AGH', or 'the Group'). The financial statements are presented in Australian dollars, which is Althea Group Holdings Limited's functional and presentation currency.

Althea Group Holdings Limited is a listed public company limited by shares, incorporated and domiciled in Australia.

Its registered office and principal place of business is:

**Suite 2, Level 37, 360 Elizabeth Street,
Melbourne, VIC 3000**

A description of the nature of the consolidated entity'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 23 February 2022.

Corporate Directory

Directors

Andrew Newbold (Chairman and Independent Non-Executive Director)

Joshua Fegan (Chief Executive Officer and Managing Director)

Alan Boyd (Independent Non-Executive Director)

Penelope Dobson (Independent Non-Executive Director)

Company secretary

Robert Meissner

Registered office

Suite 2, Level 37
360 Elizabeth Street,
Melbourne, VIC 3000

Principal place of business

Suite 2, Level 37
360 Elizabeth Street,
Melbourne, VIC 3000

Share register

Computershare Investor Services Pty Ltd
Yarra Falls, 452 Johnston Street,
Abbotsford, VIC 3067
1300 787 272

Auditor

RSM Australia Partners
Level 21, 55 Collins Street,
Melbourne VIC 3000

Solicitor

DLA Piper Australia
80 Collins Street,
Melbourne VIC 3000

Stock exchange listing

Althea Group Holdings Limited shares are listed on the Australian Securities Exchange (ASX code: AGH)

Website

www.altheagroupholdings.com

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For persons
02

CEO letter

CEO letter

Dear Shareholder,

It is my pleasure to present to you the Althea Group Holdings Limited (AGH) interim report for the period ending 31 December 2021.



HALF-YEAR HIGHLIGHTS

ASX ANNOUNCEMENTS	Release date
Peak signs CAD\$1.25M contract with 48North Cannabis Corp	9 Jul 2021
Peak Signs With Canopy Growth Subsidiary and Trading Update	23 Aug 2021
AGH Successfully Raises \$10.64m To Fuel Growth & Expansion	25 Aug 2021
Peak Signs USD\$3.42m Agreement With The Boston Beer Company	1 Sept 2021

INTRODUCTION

Over the first half of FY22, AGH has been making decisive moves to ensure continued growth and innovation across the business. Among these, the company undertook a strategic brand redesign. Our aim is to ensure alignment with our tactical priorities as we continue to develop, and to ensure engagement and communication with our stakeholders progresses with us.

As the company continues to adapt to a world living with COVID-19, we are pleased

with our approach and our ability to execute our strategy across several key markets and product segments during this time. We have a strong focus on growing our brand awareness and global distribution, as well as an ongoing commitment to delivering premium quality, high demand, products and services.

AGH has employed disciplined cost evaluation measures to ensure our business units are scaled accordingly, operating efficiently and effectively. We are pleased to

report that these and other initiatives have helped to increase revenue by 84% during the reporting period, versus the previous corresponding period.

The first half of FY22 was exciting for the cannabis industry, with widespread legalisation reforms, relaxing of regulations, R&D innovation, and considerable demand across all areas of the global supply chain. The German government announcing its plans for the legalisation of recreational cannabis, and in Australia, the Therapeutic Goods Administration improving patient access to medicinal cannabis, were amongst the highlights.

Performance wise, the first half of FY22 has seen both the pharmaceutical and recreational divisions of AGH experience strong growth and market expansion, with record receipts from customers recorded for both the month and quarter ending December 31, 2021.

CONSOLIDATED GROUP

The first half of FY22 was AGH's best result to date, with \$9.4 million in revenue reported.

Further highlights from the half-year include:

- Group revenue increased by \$4.3 million, or 84%, from the previous corresponding period.
- Cash receipts from customers totalled \$9.9 million, representing an increase of \$3.9 million, or 67%, from the previous corresponding period.

- Net cash outflows from operating activities remained in line with the previous corresponding period as our Canadian manufacturing operations scaled to meet increasing demand.
- Strong closing cash position at 31 December 2021 of \$9.9 million.
- AGH successfully completed a \$10.64 million (before costs) capital raising to support strategic growth initiatives and continued global expansion.

PHARMACEUTICAL CANNABIS DIVISION – ALTHEA

Althea recorded its best half-year ever with \$5.97 million in revenue reported for the period ending 31 December 2021.

Further highlights from the half-year include:

Australia

- \$5 million in revenue - an increase of 21% from the previous corresponding period. This was achieved despite strict and prolonged COVID-19 lockdowns across most states and territories in Australia during the reporting period.
- A record \$958,000 in revenue for the month of December 2021, as the business rebounded following the easing of various COVID-19 restrictions.
- Cash receipts of \$4.5 million - an increase of 13% from the previous corresponding period.
- Gross margins remained healthy at 55%, and the company expects to see further

improvement as economies of scale are realized.

- EBITDA of \$1.2 million was achieved as at 31 December 2021, an increase of \$1.6 million compared to the previous corresponding period.

United Kingdom

- \$975,000 in revenue - an increase of 108% from the previous corresponding period.
- A record \$224,000 in revenue for the month of December 2021.
- Cash receipts of \$1 million - an increase of 203% from the previous corresponding period.
- Q2-FY22 (October through December 2021) resulted in the UK operations achieving an EBITDA positive result.

Althea continued to cement itself as one of the industry's leading brands of cannabis-based medicines during the first half of FY22. Althea's progress is underpinned by our two-pronged strategy comprised of our in-field sales team and Althea Concierge™, our Software as a Medical Device (included on the Australian Register of Therapeutic Goods), which greatly streamlines the medicinal cannabis prescription process for Healthcare Professionals ('HCPs').

While many of the interactions between our in-field sales team and HCPs were disrupted due to ongoing COVID-19 restrictions and the subsequent vaccination rollout, conditions were more conducive to business in the months of November and December. Unsurprisingly, these were consecutive record months for Althea.

Despite the significant challenges brought about by COVID-19, we were still able to finish CY21 with approximately 28,000 patients across all territories. The number of HCPs prescribing our medicinal cannabis products also increased, rising to approximately 1,300.

Subsequent to the half-year ending, the company announced that global pharmaceutical company Dr. Reddy's Laboratories Ltd. (NYSE:RDY, Mkt Cap USD\$9.3bn) has entered into a definitive agreement to acquire Germany-based specialist medicinal cannabis pharmaceutical wholesaler Nimbus Health GmbH.

Nimbus Health is Althea's product sales and distribution partner in Germany (refer to ASX announcement 01 May 2020). Althea's existing agreement with Nimbus Health will remain on foot, under which Althea receives payment for products supplied to Nimbus Health, along with 50% of the net profit on sales. The acquisition will see Dr Reddy's much larger resource base utilised to further the German market opportunity for Althea's range of industry-leading cannabis-based medicines.

RECREATIONAL CANNABIS DIVISION – PEAK PROCESSING SOLUTIONS ('PEAK')

AGH's Canadian subsidiary continued to make significant progress in its first fully operational half-year, with Peak reporting \$3.6 million in revenue from customers for the period ending 31 December 2021.

Further highlights from the half-year include:

- \$3.6 million in revenue - an increase of 1,754% from the previous corresponding period.
- Q2-FY22 (October through December 2021) revenue increased 60% from the prior quarter.
- Cash receipts of \$4.3 million - an increase of 1,278% from the previous corresponding period.
- Peak became EBITDA positive as of October 2021, with an overall increase in EBITDA of \$1 million compared to the previous corresponding reporting period.

Peak continues to work hard as it strives to become the leading manufacturer of adult-use cannabis products in Canada. The business has made great strides since obtaining its Standard Processing Licence from Health Canada in September 2020, and we look forward to continuing to build on this momentum as the year progresses.

During the half-year Peak executed commercial agreements with several key customers.

In July 2021, Peak executed a manufacturing agreement with Delshen Therapeutics Corp., a wholly owned subsidiary of 48North Cannabis Corp. (CVE: NRTH). Peak will supply four products for 48North's market leading cannabis wellness brand, Latitude. Minimum order quantities in the first year of the agreement are valued at approx. CAD\$1.25 million.

In August 2021, Peak executed a manufacturing agreement with Supreme Cannabis Ltd, a subsidiary of Canopy Growth Corporation, the world's largest cannabis company by market capitalisation. Minimum order quantities over the initial one-year term of the agreement are valued at approximately CAD\$600,000.

In September 2021, Peak executed a binding USD\$3.4 million product development agreement and exclusive 5-year supply and manufacturing agreement with a newly formed subsidiary of The Boston Beer Company (NYSE:SAM) ('BBC'), to launch a new range of non-alcoholic cannabis-infused beverages in Canada.

Under the supply and manufacturing agreement with BBC, Peak is the exclusive manufacturer of all cannabis beverages produced or sold in Canada under BBC branding, and Peak has secured a right of first refusal to act as BBC's exclusive provider to commercialise any of its intellectual property in connection with the development or manufacture of cannabis products outside of Canada, including but not limited to the USA.

Peak's coherent strategy and unique service offerings are now yielding positive financial results, and with several pending new initiatives and agreements, we are in a prime position to achieve our goals and objectives.

AGH BRANDING PROJECT

Coinciding with the early success witnessed in both the Althea and Peak businesses, AGH has undertaken a project to create better awareness of the publicly listed entity's corporate identity.

The AGH corporate branding will be supported by the launch of a new corporate website in February 2022. We trust this platform, in conjunction with other investor relations activities, will provide AGH shareholders and investors with a more detailed overview of the company's overarching strategy and accomplishments.

CONCLUSION

As we look to the second half of the financial year, our board and management team will continue to work diligently to identify new opportunities, bolster our established business units and revenue streams, seeking maximum value for our shareholders. We remain focused on executing our corporate strategies and reaching our full potential.

Yours sincerely,



Joshua Fegan

Althea Group Holdings Ltd CEO

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Directors' report

Directors' report

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Althea Group Holdings Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ending 31 December 2021.

DIRECTORS

The following persons were Directors of Althea Group Holdings Limited during the financial half-year and up to the date of this report, unless otherwise stated:

- ▲ Andrew Newbold
- ▲ Joshua Fegan
- ▲ Alan Boyd
- ▲ Penelope Dobson

PRINCIPAL ACTIVITIES

The principal activities of the company during the period were the manufacturing, sales and distribution of cannabis-based medicines and recreational cannabis products. The parent entity services these sectors via two distinct business units.

Althea, the company's pharmaceutical business, offers a comprehensive range of cannabis-based medicines which are made available to patients via prescription.

Peak, the parent entity's recreational cannabis business, produces legal cannabis products purchased by adult consumers in retail stores.

DIVIDENDS

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

REVIEW OF OPERATIONS

During the period Althea Group Holdings Limited generated revenue of \$9.3 million. The consolidated entity's loss for the period amounted to \$7,045,000 (31 December 2020: \$8,274,000).

Key achievements by the consolidated entity during the period are as follows:

- In excess of 28,000 patients have now been prescribed the consolidated entity's medicinal cannabis products globally (an increase of 8,750 from 30 June 2021).
- Significant year on year sales growth with the consolidated entity's revenue exceeding \$9.3 million, an increase of 84% compared to the previous corresponding period.
- Canadian subsidiary, Peak, achieved revenue of \$3.6 million, an increase of 1,754% from the previous corresponding period.

- Successfully raised \$10.64 million of capital, closing the half-year with a strong cash position of \$9.9 million as at 31 December 2021.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

There were no significant changes in the state of affairs of the consolidated entity during the financial half-year.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL HALF-YEAR

The impact of the COVID-19 pandemic is ongoing and it is not practicable to estimate the potential impact, positive or negative, after the reporting date. The situation continues to develop and is dependent on measures imposed by the Australian Government and other countries, such as rate of vaccinations, maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

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

ROUNDING OF AMOUNTS

The company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

AUDITOR'S INDEPENDENCE DECLARATION

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

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

On behalf of the Directors



Andrew Newbold
Chairman

23 February 2022



Auditor's independence declaration

RSM Australia Partners

Level 21, 55 Collins Street Melbourne VIC 3000
PO Box 248 Collins Street West VIC 8007

T +61 (0) 3 9286 8000

F +61 (0) 3 9286 8199

www.rsm.com.au

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the financial report of Althea Group Holdings Limited for the half year ended 31 December 2021, 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 review; and
- (ii) any applicable code of professional conduct in relation to the review.



RSM AUSTRALIA PARTNERS



B Y CHAN
Partner

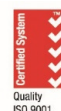
Dated: 23 February 2022
Melbourne, Victoria

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RSM Australia Partners ABN 36 965 185 036

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Interim financial report

Consolidated statement of profit or loss and other comprehensive income

		Consolidated	
		31 December 2021 \$'000	31 December 2020 \$'000
REVENUE	Note		
Revenue from continuing activities	3	9,380	5,098
Cost of goods sold	4	(4,776)	(2,327)
Gross profit		4,604	2,771
Interest income		4	7
EXPENSES			
Employee benefits expense	4	(6,334)	(6,126)
Depreciation and amortisation expense	4	(1,318)	(825)
General and administrative expenses	4	(1,409)	(614)
Distribution expenses		(912)	(563)
Marketing expenses		(673)	(585)
Professional services	4	(1,034)	(726)
Finance costs	4	(147)	(84)
Foreign exchange gain/ (loss)	4	174	(1,529)
Total expenses		(11,653)	(11,052)
Loss before income tax expense		(7,045)	(8,274)
Income tax expense		-	-
Loss after income tax expense for the half-year attributable to the owners of Althea Group Holdings Limited		(7,045)	(8,274)
OTHER COMPREHENSIVE INCOME/ (LOSS)			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		(121)	767
Other comprehensive income/ (loss) for the half-year, net of tax		(121)	767
Total comprehensive loss for the half-year attributable to the owners of Althea Group Holdings Limited		(7,166)	(7,507)
		Cents	Cents
Basic loss per share	14	(2.40)	(3.50)
Diluted loss per share		(2.40)	(3.50)

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

Consolidated statement of financial position

		Consolidated	
		31 December 2021 \$'000	30 June 2021 \$'000
ASSETS	Note		
Current assets			
Cash and cash equivalents		9,874	6,388
Trade and other receivables	5	2,187	2,683
Inventories	6	4,894	5,213
Other		1,609	600
Total current assets		18,564	14,884
Non-current assets			
Other financial assets		348	349
Property, plant and equipment	7	14,538	14,949
Right-of-use assets		4,257	3,794
Intangibles	8	19,731	19,936
Total non-current assets		38,874	39,028
Total assets		57,438	53,912
LIABILITIES			
Current liabilities			
Trade and other payables		4,623	5,308
Lease liabilities		167	54
Provisions		457	634
Other		513	762
Total current liabilities		5,760	6,758
Non-current liabilities			
Lease liabilities		4,444	3,995
Provisions		59	38
Other		335	425
Total non-current liabilities		4,838	4,458
Total liabilities		10,598	11,216
Net assets		46,840	42,696
EQUITY			
Issued capital	9	81,567	68,046
Reserves	10	9,301	14,770
Accumulated losses		(44,028)	(40,120)
Total equity		46,840	42,696

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

Consolidated statement of changes in equity

CONSOLIDATED	Issued capital \$'000	Share based payment reserve \$'000	Foreign currency translation reserve \$'000	Deferred consideration reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2021	68,046	3,630	274	10,866	(40,120)	42,696
Loss after income tax expense for the half-year	-	-	-	-	(7,045)	(7,045)
Other comprehensive loss for the half-year, net of tax	-	-	(121)	-	-	(121)
Total comprehensive loss for the half-year	-	-	(121)	-	(7,045)	(7,166)
Transactions with owners in their capacity as owners:						
Share-based payments expensed during the period	-	902	-	-	-	902
Share-based payments reclassified during the period	-	269	-	-	-	269
Performance rights exercised during the period	277	(277)	-	-	-	-
Performance rights forfeited on termination	-	(60)	-	-	60	-
Contributions of equity, net of transaction costs (note 9)	9,592	547	-	-	-	10,139
Exchangeable shares converted to ordinary capital, as a result of performance conditions being met	3,652	-	-	(3,652)	-	-
Exchangeable shares issued on acquisition not met and transferred to retained earnings (note 10)	-	-	-	(3,075)	3,075	-
Balance at 31 December 2021	81,567	5,011	153	4,139	(44,030)	46,840

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

Consolidated statement of changes in equity (continued)

CONSOLIDATED	Issued capital \$'000	Share based payment reserve \$'000	Foreign currency translation reserve \$'000	Deferred consideration reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2020	54,403	1,348	446	15,239	(25,314)	46,122
Loss after income tax expense for the half-year	-	-	-	-	(8,274)	(8,274)
Other comprehensive income for the half-year, net of tax	-	-	767	-	-	767
Total comprehensive income/ (loss) for the half- year	-	-	767	-	(8,274)	(7,507)
Transactions with owners in their capacity as owners:						
Contributions of equity, net of transaction costs	5,621	-	-	-	-	5,621
Share-based payments expensed during the period	-	1,321	-	-	-	1,321
Exchangeable shares issued on acquisition	4,374	-	-	(4,374)	-	-
Balance at 31 December 2020	64,398	2,669	1,213	10,865	(33,588)	45,557

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

Consolidated statement of cash flows

		Consolidated	
		31 December 2021 \$'000	31 December 2020 \$'000
CASH FLOWS FROM OPERATING ACTIVITIES	Note		
Receipts from customers (inclusive of GST)		9,825	5,899
Payments to suppliers and employees (inclusive of GST)		(15,242)	(11,378)
Interest received		4	5
Interest paid		(136)	(7)
Net cash used in operating activities	13	(5,549)	(5,481)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for property, plant and equipment		(443)	(1,249)
Payments for intangibles		(122)	(194)
Net cash used in investing activities		(565)	(1,443)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares, net of transaction costs	9	10,034	5,621
Repayment of borrowings		(227)	21
Repayment of lease liabilities		(86)	(86)
Payment of bank guarantee		-	(71)
Net cash from financing activities		9,721	5,485
Net increase/(decrease) in cash and cash equivalents		3,607	(1,439)
Cash and cash equivalents at the beginning of the financial half-year		6,388	10,143
Effects of exchange rate changes on cash and cash equivalents		(121)	(60)
Cash and cash equivalents at the end of the financial half-year		9,874	8,644

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

Notes to the consolidated financial statements

Note 1. Significant accounting policies

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

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

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

Comparative balances have been re-classified to conform with the presentation of the Group's 30 June 2021 Annual Report, which is reflective of the business operations for the current period.

NEW OR AMENDED ACCOUNTING STANDARDS AND INTERPRETATIONS ADOPTED

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

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

GOING CONCERN

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

As disclosed in the interim consolidated financial statements, the consolidated entity incurred a loss of \$7,045,000 and had net cash outflows from operating activities of \$5,549,000 for the half-year ended 31 December 2021.

The Directors believe that it is reasonably foreseeable that the consolidated entity will

Note 1. Significant accounting policies (continued)

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 following factors:

- The consolidated entity has \$9.9 million in cash and cash equivalents as at 31 December 2021 to assist with ongoing working capital requirements.
- The consolidated entity recorded its best half-year to date for the period ending 31 December 2021 with \$9.8m in receipts from customers.
- The consolidated entity has the ability to reduce overhead and administrative expenditures if required.
- The consolidated entity has demonstrated the ability to raise further capital, if required, pursuant to ASX listing rule 7.1 and 7.1A.

Note 2. Operating segments

Identification of reportable operating segments

The consolidated entity is organised into four operating segments: Australia, United Kingdom, Canada and other. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews EBITDA (earnings before interest, tax, depreciation and amortisation). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

Intersegment transactions

Intersegment transactions were made at market rates and are eliminated on consolidation.

Intersegment receivables, payables and loans

Intersegment loans are initially recognised at the consideration received. Intersegment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates. Intersegment loans are eliminated on consolidation.

Major customers

During the half-year ended 31 December 2021 approximately 5% (2020: 3%) of the consolidated entity's external revenue was derived from sales to one customer.

Note 2. Operating segments (continued)

Operating segment information

CONSOLIDATED - 31 DECEMBER 2021	Australia \$'000	United Kingdom \$'000	Canada \$'000	Other* \$'000	Intersegment eliminations \$'000	Total \$'000
Revenue						
Sales to external customers	5,000	975	3,559	5	(358)	9,181
Other revenue	2	-	56	141	-	199
Interest revenue	-	-	4	120	(120)	4
Total revenue	5,002	975	3,619	266	(478)	9,384
EBITDA	1,226	(929)	(715)	(5,756)	590	(5,584)
Depreciation and amortisation	(52)	(87)	(768)	(411)	-	(1,318)
Interest revenue	-	-	4	120	(120)	4
Finance costs	(2)	(9)	(3)	(253)	120	(147)
Loss before income tax expense	1,172	(1,025)	(1,482)	(6,300)	590	(7,045)
Income tax expense						-
Loss after income tax expense						(7,045)
ASSETS						
Segment assets	-	2,796	38,542	70,586	(54,486)	57,438
Total assets						57,438
LIABILITIES						
Segment liabilities	-	12,824	39,630	7,849	(49,705)	10,598
Total liabilities						10,598

* Includes Global Corporate Services responsible for providing support to Strategic Business Units through expansion opportunities and investment in new product development.

Note 2. Operating segments (continued)

CONSOLIDATED - 31 DECEMBER 2020	Australia \$'000	United Kingdom \$'000	Canada \$'000	Other* \$'000	Intersegment eliminations \$'000	Total \$'000
Revenue						
Sales to external customers	4,136	469	192	102	(37)	4,862
Other revenue	-	-	76	160	-	236
Interest revenue	-	-	1	6	-	7
Total revenue	4,136	469	269	268	(37)	5,105
EBITDA	(394)	(1,222)	(1,702)	(4,182)	128	(7,372)
Depreciation and amortisation	(51)	(16)	(343)	(415)	-	(825)
Interest revenue	-	-	1	6	-	7
Finance costs	(3)	(1)	-	(80)	-	(84)
Loss before income tax expense	(448)	(1,239)	(2,044)	(4,671)	128	(8,274)
Income tax expense						-
Loss after income tax expense						(8,274)
ASSETS						
Segment assets	-	1,653	6,377	59,477	(13,595)	53,912
Total assets						53,912
LIABILITIES						
Segment liabilities	-	10,077	2,326	7,870	(9,057)	11,216
Total liabilities						11,216

* Includes Global Corporate Services responsible for providing support to Strategic Business Units through expansion opportunities and investment in new product development.

Note 3. Revenue

Disaggregation of revenue

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

	Consolidated	
	31 December 2021 \$'000	31 December 2020 \$'000
Sales Channels		
Goods sold directly to registered pharmacies and consumers	6,121	4,733
Goods sold through intermediaries	3,060	129
Other income	199	236
	9,380	5,098
Geographical regions		
Australia	5,148	4,398
United Kingdom	975	469
Canada	3,257	231
	9,380	5,098
Timing of revenue recognition		
Goods transferred at a point in time	9,303	5,001
Services transferred over time	77	97
	9,380	5,098

Note 4. Expenses

	Consolidated	
	31 December 2021 \$'000	31 December 2020 \$'000
LOSS BEFORE INCOME TAX INCLUDES THE FOLLOWING SPECIFIC EXPENSES:		
Cost of goods sold		
Cost of goods sold	4,555	2,213
Stock write-offs recorded during the period	221	114
Total cost of goods sold	4,776	2,327
Employee benefits expense		
Employee benefits expense	5,432	5,250
Shared based employee expense	902	876
Total employee benefits expense	6,334	6,126
Depreciation and amortisation		
Property, plant and equipment depreciation	831	675
Buildings right-of-use assets depreciation	171	145
Intangible assets amortisation	316	5
Total depreciation and amortisation	1,318	825
General and administrative expenses		
Insurance	280	218
Licenses and permits	67	59
Share registry and ASX compliance costs	91	108
Loss on disposal of property, plant and equipment	169	-
Other expenses	802	229
Total general and administrative expenses	1,409	614
Professional services expense		
Accounting and taxation services	116	87
Consulting services	539	627
Legal fees	275	12
Shared based professional services expense	104	-
Total professional services expense	1,034	726
Finance costs		
Interest and finance charges paid/payable on borrowings	36	7
Interest and finance charges paid/payable on lease liabilities	111	77
Total finance costs expensed	147	84
Net foreign exchange (gain)/ loss		
Unrealised foreign exchange (gain)/ loss	(192)	1,439
Realised foreign exchange loss	18	104
Total net foreign exchange (gain)/ loss	(174)	1,543

Note 5. Current assets - trade and other receivables

	Consolidated	
	31 December 2021 \$'000	30 June 2021 \$'000
Trade receivables	2,182	2,490
Less: Allowance for expected credit losses	(74)	(74)
	2,108	2,416
Other receivables	79	267
	2,187	2,683

Allowance for expected credit losses

The consolidated entity has recognised a loss of \$nil (period ended 30 June 2021: \$37,000) in profit or loss in respect of the expected credit losses for the period ended 31 December 2021.

Note 6. Current assets - inventories

	Consolidated	
	31 December 2021 \$'000	30 June 2021 \$'000
Raw materials - at cost	1,788	2,016
Work in progress - at cost	347	751
Finished goods - at cost	2,034	1,866
Less: Provision for impairment	-	(62)
	2,034	1,804
Packaging and supplies	725	642
	4,894	5,213

Note 7. Non-current assets - property, plant and equipment

	Consolidated	
	31 December 2021 \$'000	30 June 2021 \$'000
Land - at cost	611	605
Buildings - at cost	8,992	8,834
Less: Accumulated depreciation	(714)	(474)
	8,278	8,360
Asset under construction - at cost	1,723	1,818
Plant and equipment - at cost	3,956	3,723
Less: Accumulated depreciation	(890)	(492)
	3,066	3,231
Computer equipment - at cost	636	586
Less: Accumulated depreciation	(367)	(236)
	269	350
Office equipment - at cost	773	713
Less: Accumulated depreciation	(182)	(128)
	591	585
	14,538	14,949

Note 8. Non-current assets - intangibles

	Consolidated	
	31 December 2021 \$'000	30 June 2021 \$'000
Goodwill	17,737	17,737
Website - at cost	340	280
Less: Accumulated amortisation	(111)	(79)
	229	201
Patents and trademarks - at cost	97	91
Less: Accumulated amortisation	(13)	(9)
	84	82
Software - at cost	2,313	2,307
Less: Accumulated amortisation	(1,203)	(920)
	1,110	1,387
Intellectual Property - at cost	571	529
	19,731	19,936

Impairment testing

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

	Consolidated	
	31 December 2021 \$'000	30 June 2021 \$'000
2682130 Ontario Limited ("Peak Processing Solutions")	17,737	17,737

Note 8. Non-current assets - intangibles (continued)

The recoverable amount of the consolidated entity's goodwill has been determined by a value-in-use calculation using a discounted cash flow model, based on a 2 year projection period approved by management and extrapolated for a further 3 years using a steady rate, together with a terminal value.

Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive.

The following key assumptions were used in the discounted cash flow model for the Peak business:

- 30.5% pre-tax discount rate;
- Revenue growth of 25% in year 3 representing expected volume growth from contracts executed with customers as at 31 December 2021;
- Stabilisation of projected annual revenue growth rate with 10% after year 3 and 5% after year 4. Growth rates remain conservative and lower than the current industry levels;
- Gradual improvement in gross margins and EBITDA percentage of 19% in year 2 increasing to 25% per annum from year 3 onwards; and
- 2% terminal growth rate.

The discount rate of 30.5% pre-tax reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital adjusted for the Peak division, the risk free rate and the volatility of the share price relative to market movements.

Management believes projected revenue

growth rates to be justified based on the rapid growth expected over years 1-3 post licensing, with revenues stabilising after year 3 as the market contracts with increased competition. Management expect improvements in gross margins and EBITDA as production volumes increase and efficiencies are gained.

There were no other key assumptions for the Peak business.

Based on the above, the recoverable amount of the Peak business exceeded the carrying amount by CAD\$2,309,000.

Sensitivity

The Directors have made judgements and estimates in respect of impairment testing of goodwill. Should these judgements and estimates not occur the resulting goodwill carrying amount may decrease. The sensitivities are as follows:

- Forecasted cash flows would need to decrease by more than 15% for the Peak business before the goodwill would need to be impaired, with all other assumptions remaining constant.
- The discount rate would be required to increase by more than 1.4% for the Peak business before goodwill would need to be impaired, with all other assumptions remaining constant.

Management believes that other reasonable changes in the key assumptions on which the recoverable amount of the Peak business goodwill is based would not cause the cash-generating unit's carrying amount to exceed its recoverable amount.

Note 9. Equity - issued capital

	Consolidated			
	31 December 2021	30 June 2021	31 December 2021	30 June 2021
	Shares	Shares	\$'000	\$'000
Ordinary shares - fully paid	313,635,384	262,373,621	81,567	68,046

Movements in ordinary share capital

DETAILS	DATE	SHARES	ISSUE PRICE	\$'000
Balance	1 July 2021	262,373,621		68,046
Placement	31 August 2021	44,351,885	\$0.240	10,644
Capital raising costs	31 August 2021	-	\$0.000	(1,150)
External consultant share issue	15 November 2021	352,050	\$0.295	104
Exercised performance rights- Foundation	15 November 2021	573,248	\$0.262	150
Exercised performance rights- FY20 LTI	15 November 2021	67,064	\$0.675	45
Exercised performance rights- FY21 LTI	15 November 2021	87,564	\$0.225	20
Exercised performance rights- FY20 STI	15 November 2021	124,354	\$0.503	63
Exchangeable shares	19 November 2021	5,705,598	\$0.640	3,652
Capital raising costs	19 November 2021	-	\$0.000	(7)
Balance	31 December 2021	313,635,384		81,567

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

There is no current on-market share buy-back.

Note 10. Equity - reserves

	Consolidated	
	31 December 2021 \$'000	30 June 2021 \$'000
Foreign currency reserve	151	274
Share-based payment reserve	5,011	3,630
Deferred consideration reserve	4,139	10,866
	9,301	14,770

Foreign currency reserve

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

Share-based payments reserve

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

On the 20th January 2022, the company issued 2,278,000 shares to PAC Partners in accordance with the terms of a previously signed mandate relating to the capital raise on 31 August 2021. As such, the value of these shares has been accounted for in the share-based payment reserve at 31 December 2021.

Deferred consideration reserve

Deferred consideration reserve represents the fair value of contingent consideration that arose on acquisition of Peak. As part of the

consideration paid, 25,853,644 exchangeable shares were issued contingent on performance milestones being achieved. The fair value was determined with reference to the share price of Althea Group Holdings Ltd at the date of acquisition and corresponding earn-out probabilities. The exchangeable shares have an expiry 31 May 2023.

During the period:

- 5,707,598 exchangeable shares were converted to ordinary capital upon completion of the 12 month period following Peak successfully being granted their Canadian Cannabis Processor Licence, and;
- 5,705,871 exchangeable shares were transferred to retained earnings due to the earn-out conditions not being met. These exchangeable shares were contingent on the acquired entity achieving revenue of CAD\$7,000,000 and EBITDA of CAD\$2,000,000 during the 12 month period post licence date.

Note 11. Contingent liabilities

The consolidated entity has given bank guarantees as at 31 December 2021 of \$347,410 (30 June 2021: \$349,010) to various landlords for the operating and commercial leases of the consolidated entity's three

premises located in Melbourne, Australia and one premises in London, United Kingdom. Except for these, the consolidated entity currently has no contingent liabilities at the date of signing this report.

Note 12. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 1:

NAME	Principal place of business / Country of incorporation	Ownership interest	
		31 December 2021 %	30 June 2021 %
Althea Company Pty Ltd	Australia	100.00%	100.00%
Althea MMJ UK Ltd	United Kingdom	100.00%	100.00%
MMJ Clinic Group Ltd	United Kingdom	100.00%	100.00%
1214029 B.C. Ltd ¹	Canada	100.00%	100.00%
2613035 Ontario Limited ²	Canada	100.00%	100.00%
2682130 Ontario Limited ²	Canada	100.00%	100.00%

¹ 1214029 B.C. Ltd is an entity associated with acquisition of Peak Processing Solutions.

² Collectively known as Peak Processing Solutions.

Note 13. Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated	
	31 December 2021 \$'000	31 December 2020 \$'000
Loss after income tax expense for the half-year	(7,045)	(8,274)
Adjustments for:		
Depreciation and amortisation	1,318	825
Net loss on disposal of property, plant and equipment	170	-
Share-based payments	1,006	876
Foreign exchange differences	(132)	1,439
Interest paid on investing activities	25	77
Share-based payment re-classified during the year	269	445
Prepaid insurance classified as financing activities	546	-
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	497	(36)
Decrease/(increase) in inventories	319	(2,534)
Decrease/(increase) in prepayments	(1,009)	528
Increase/(decrease) in trade and other payables	(685)	769
Increase/(decrease) in employee benefits	(156)	136
Increase in other provisions	-	268
(Decrease) in other liabilities	(672)	-
Net cash used in operating activities	(5,549)	(5,481)

Note 14. Loss per share

	Consolidated	
	31 December 2021	31 December 2020
	\$'000	\$'000
Loss after income tax attributable to the owners of Althea Group Holdings Limited	(7,045)	(8,274)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	293,478,060	236,332,660
Weighted average number of ordinary shares used in calculating diluted earnings per share	293,478,060	236,332,660
	Cents	Cents
Basic loss per share	(2.40)	(3.50)
Diluted loss per share	(2.40)	(3.50)

12,622,259 (31 December 2020: 19,163,488) performance options, 2,675,000 (31 December 2020: 2,675,000) pre-IPO Consultant options and 13,313,698

exchangeable shares (31 December 2020: 19,019,569) have been excluded from the above calculations as their inclusion would be anti-dilutive.

Note 15. Share-based payments

A share option plan has been established by the consolidated entity and approved by shareholders at a general meeting, whereby the consolidated entity may, at the discretion of the Nomination and Remuneration Committee, grant options over ordinary shares in the company to certain key management personnel of the consolidated

entity. The options are issued for nil consideration and are granted in accordance with performance guidelines established by the Nomination and Remuneration Committee.

Options

Set out below are summaries of options granted to Pre-IPO Consultants.

31 December 2021

Grant date	Expiry date	Exercise price	Balance at the start of the half-year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the half-year
21/09/2018	21/09/2022	\$0.200	2,675,000	-	-	-	2,675,000
			2,675,000	-	-	-	2,675,000

Performance options

The terms and conditions of each grant of performance options over the ordinary shares are as follows:

Performance option class	Grant date	Vesting condition	Number
Class C ¹	01/07/2019	ATSR (CAGR) over relevant Measurement Period of \$1.296	421,183
Class E ¹	27/11/2019	ATSR (CAGR) over relevant Measurement Period of \$1.296	176,201
Class F ¹	06/05/2020	ATSR (CAGR) over relevant Measurement Period of \$0.443	4,750,000
Class G ¹	01/07/2020	ATSR (CAGR) over relevant Measurement Period of \$0.548	1,483,679
Class H ¹	26/11/2020	ATSR (CAGR) over relevant Measurement Period of \$0.548	390,625
Class I ²	01/12/2020	Minimum AUD\$30m in group revenue in any 12 month rolling period within the measurement period	5,100,000
Class J ¹	16/12/2021	ATSR (CAGR) over relevant Measurement Period of \$0.3355	300,571

¹The performance metric for vesting of these classes of performance rights is absolute total shareholder return (ATSR) on a compound annual growth rate (CAGR) basis tested over the Measurement Period. ATSR takes into account the difference in share price over the Measurement Period, as well as any dividends (assumed to be reinvested) and other capital adjustments.

² The performance metric for vesting of the above Class I performance rights is the achievement of a minimum \$30,000,000 in consolidated group revenue in any 12 month rolling period within the performance period.

Note 15. Share-based payments (continued)

Set out below are summaries of performance rights granted under the company's long term incentive performance rights plan:

31 December 2021							
Grant date	Expiry date	Exercise price	Balance at the start of the half-year	Granted	Exercised ¹	Expired/ forfeited/ other ²	Balance at the end of the half-year
01/07/2019	01/07/2034	\$0.000	511,267	-	(67,064)	(23,020)	421,183
27/11/2019	27/11/2034	\$0.000	176,201	-	-	-	176,201
06/05/2020	06/05/2035	\$0.000	5,750,000	-	(573,248)	(426,752)	4,750,000
01/07/2020	01/07/2035	\$0.000	1,919,617	-	(87,564)	(348,374)	1,483,679
26/11/2020	26/11/2035	\$0.000	390,625	-	-	-	390,625
01/12/2020	30/11/2022	\$0.000	5,100,000	-	-	-	5,100,000
16/12/2021	15/12/2036	\$0.000	-	300,571	-	-	300,571
			13,847,710	300,571	(727,876)	(798,146)	12,622,259

¹ Represent the number of employee performance rights exercised as ordinary shares as part of the company's share issue on 19 November 2021.

² 798,146 performance rights did not meet the required performance measurement hurdles for the rights to vest and/or be exercised.

For the performance rights grant, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Vesting Date	Share price at grant date	Share price hurdle for vesting	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
01/07/2019	30/06/2022	\$1.000	\$1.113	80.00%	-	0.99%	\$0.675
27/11/2019	30/06/2022	\$0.410	\$1.296	80.00%	-	0.65%	\$0.143
06/05/2020	30/06/2022	\$0.380	\$0.443	80.00%	-	0.23%	\$0.262
01/07/2020	30/06/2023	\$0.330	\$0.548	80.00%	-	0.26%	\$0.225
26/11/2020	30/06/2023	\$0.480	\$0.548	80.00%	-	0.07%	\$0.345
16/12/2021	30/06/2024	\$0.225	\$0.335	70.00%	-	1.00%	\$0.092

Note 16. Events after the reporting period

The impact of the COVID-19 pandemic is ongoing and it is practicable to estimate the potential impact, positive or negative, after the reporting date. The situation continues to develop and is dependent on measures imposed by the Australian Government and other countries, such as rate of vaccinations, maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be provided.

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

Directors' Declaration

In the Directors' opinion:

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

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

On behalf of the Directors



Andrew Newbold
Chairman

23 February 2022



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06

Independent auditor's review report

RSM Australia Partners

Level 21, 55 Collins Street Melbourne VIC 3000
PO Box 248 Collins Street West VIC 8007

T +61 (0) 3 9286 8000
F +61 (0) 3 9286 8199

www.rsm.com.au

INDEPENDENT AUDITOR'S REVIEW REPORT To the Members of Althea Group Holdings Limited

Conclusion

We have reviewed the accompanying half-year financial report of Althea Group Holdings Limited which comprises the statement of financial position as at 31 December 2021, the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

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

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

Basis for Conclusion

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

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

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Responsibility of the Directors' for the Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2021 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

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

RSM AUSTRALIA PARTNERS

A handwritten signature in blue ink, appearing to read "BY Chan".

B Y CHAN
Partner

Dated: 23 February 2022
Melbourne, Victoria

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