

One Click Group Limited

Appendix 4E

Preliminary final report

Name of entity: One Click Group Limited
ABN: 52 616 062 072
Reporting period: Year ended 31 December 2022
Previous period: Year ended 31 December 2021

Results for announcement to the market

					\$000
Revenues from ordinary activities	up	31.3%	to		1,620
Loss from ordinary activities after tax attributable to the owners of One Click Group Limited	up	293.1%	to		(6,907)
Loss for the year attributable to the owners of One Click Group Limited	up	293.1%	to		(6,907)

Dividends

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

Comments

The operating loss for the Company after providing for income tax amounted to \$6,907,854 (31 December 2021: loss of \$1,757,436).

During the year the Company incurred non-cash expenses of \$2,874,318 relating to the acquisition of Mobile Business Devices Pty Ltd know as "One Click Life". Under the provisions of AASB 2 share-based payment the transaction was treated as a reverse acquisition – refer to Note 2 of the attached financial report. Accordingly, the consolidated financial statements have been prepared as if One Click Life has acquired UUV Aquabotix Ltd (renamed to "One Click Group Limited"), not vice versa as represented by the legal position.

Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security (cents)	0.36	(0.43)

Control gained over entity

On 15 September 2022, under the reverse acquisition accounting method as set out in Note 2 to the attached financial statements, the Company completed the acquisition of 100% of the issued capital of UUV Aquabotix Limited. The Company was renamed One Click Group Limited and relisted on ASX on 27 September 2022 under the ASX code 1CG.

One Click Group Limited

Appendix 4E

Preliminary final report

Attachments

Additional Appendix 4E disclosure requirements can be found in the directors' report and the 31 December 2022 financial statements and accompanying notes.

This report is based on the financial statements which have been audited by RSM Australia Partners.

Signed



Mark Waller
Managing Director
24 February 2023

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ONE CLICK GROUP LIMITED

ACN 616 062 072

ANNUAL REPORT - 31 DECEMBER 2022

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CORPORATE DIRECTORY

DIRECTORS	Russell Baskerville (Non-Executive Chairman) Mark Waller (Managing Director) Winton Willesee (Non-Executive Director) Nathan Kerr (Executive Director)
JOINT COMPANY SECRETARIES	Emily Spano Erlyn Dawson
REGISTERED OFFICE	Suite 5 CPC, 145 Stirling Highway NEDLANDS WA 6009 Telephone: (08) 9389 3160 Website: https://oneclickgroup.com.au/ Email: hello@oneclicklife.com.au
PRINCIPAL PLACE OF BUSINESS	57 Forrest Street Subiaco WA 6008
AUDITORS	RSM Australia Partners Level 32 Exchange Tower 2 The Esplanade PERTH WA 6000
SOLICITORS	Steinepreis Paganin Level 4, 16 Milligan Steet Perth WA 6000
SHARE REGISTRY	Computershare Investor Services Pty Limited Level 11,172 St Georges Terrace PERTH WA 6000 Telephone: (08) 6188 0800
HOME EXCHANGE	Australian Securities Exchange Ltd Exchange Plaza Level 40, Central Park 152-158 St Georges Terrace PERTH WA 6000 ASX Code: 1CG and ICGOA

DIRECTORS' REPORT

The Directors present their report together with the financial report of One Click Group Limited and its controlled entities (**Group**) for the financial year ended 31 December 2022 and the Auditor's Report thereon.

BOARD OF DIRECTORS

The names and details of the Directors in office during the financial period and until the date of this report are set out below.

- Russell Baskerville Non-Executive Chairman (appointed 15 September 2022)
- Mark Waller Managing Director (appointed 15 September 2022)
- Winton Willesee Non-Executive Director
- Nathan Kerr Executive Director (appointed 15 September 2022)
- Erlyn Dawson Non-Executive Director (resigned 15 September 2022)
- James Bahen Non-Executive Director (resigned 15 September 2022)

PRINCIPAL ACTIVITIES

The principal activities of the Group during the financial year were providing online taxation preparation (and other life administration) software and services in Australia.

DIVIDENDS PAID OR RECOMMENDED

The Directors of the Company do not recommend the payment of a dividend in respect of the current financial year ended 31 December 2022 (2021: Nil).

OPERATING RESULTS

The consolidated Group's net loss after providing for income tax for the year ended 31 December 2022 amounted to \$6,907,854 (31 December 2021: \$1,757,436).

REVIEW OF OPERATIONS

Acquisition of One Click Life and Reinstatement to Trading

The Company commenced the period as UUV Aquabotix Ltd which, having ceased its US based prior business, was seeking out and assessing prospective new opportunities. In line with ASX policy, the Company's securities were suspended from trading following the cessation of operations, and remained suspended pending the Company recommencing operations.

On 3 May 2022, the Company announced that it had entered into a conditional share purchase agreement to acquire 100% of the issued share capital of Mobile Business Devices Pty Ltd ("MBD"), the operator of the One Click Life business ("Acquisition"). Conditions to the Acquisition included undertaking a consolidation of the Company's issued capital, recompliance with Chapters 1 and 2 of the ASX Listing Rules (including raising a minimum of \$4.5 million under a public offer), a number of Board changes, and a change of name to 'One Click Group Limited'. The Notice of Meeting released by the Company on 8 June 2022 contains full details. The Acquisition was approved by Shareholders on 11 July 2022.

DIRECTORS' REPORT

The Acquisition was completed on 15 September 2022 and, following completion of a successful capital raising of \$5.5 million, the Company's securities were reinstated to trading on 27 September 2022, trading as One Click Group Limited (ASX:1CG).

Following completion of the Acquisition, One Click Group Limited commenced operation of the One Click Life business. One Click Life is a fast-growing Western Australian based financial technology platform positioned to disrupt and capitalise on the increasing market demand for online self-directed financial and life admin services. The Company's primary product and revenue stream at the moment is online tax.

The One Click Life platform currently contains a number of other products for users, with online wills and private health insurance already available and a number of new products to come in the future. The One Click Life platform aims to be the one stop shop for everyday Australians who want to manage their financial life admin across, tax, wills, insurance, mortgages, investing and more.

Following completion of the Acquisition, MBD has moved its financial year to align with the Company, making the coming 2023 calendar year the Company's first full financial year operating the One Click Life business.

One Click Life – Review of Operations

During the 2022 calendar year MBD added over 25,000 new registered users to its One Click Life fintech platform. This took the total number of registered users on the platform to over 65,000. Growing the number of registered users is an important goal for the Company as it commences rolling out new products on the platform, expanding its opportunity to generate revenue from the registered user base.

The One Click Life platform contained multiple revenue generating products during the 2022 calendar year, being:

- Tax - allowing users to lodge a simple and fast tax return off their mobile phone/device directly with the Australian Tax office.
- Wills - an online Will completion and storage product.
- Private Health Insurance – enabling users to submit a form to obtain a quote for private health insurance from AIA.
- Loan pack - a precursor to the platform's lending product, this allows for compilation of all tax related documents required to obtain finance including tax returns, notice of assessment and ATO liabilities.

The Tax product was still the dominant product on the One Click Life platform, and generated all the customer acquisition during the year.

Since listing the Company has been working on expanding the revenue generating products on the platform, with the key focus being on building a digital mortgage product. This will allow users to apply for a mortgage through the One Click Life platform, with One Click Life then acting as a mortgage broker to finalise the lending requirement.

Financial Position

For the period 1 January 2022 to 31 December 2022, MBD's revenue was \$1.6 million (2021: \$1.2 million). Desired revenue growth was unfortunately hindered by delays in completing the ASX listing and accessing capital raising funds, which did not occur until after the majority of the tax season (which represents the Company's biggest opportunity for both registered user and revenue growth due to the cyclical nature of tax return demand) had passed. Had MBD been able to access the funds earlier and fully capitalise on the July to September demand for online tax return lodgement, it is expected that marketing spend would have been higher, which has historically led to increased user acquisition and revenue.

All one-off accounting entries relating to the Acquisition, expensing of Performance Rights and ASX listing are reflected in the 2022 financial statements, amounting to \$2.9 million, and have contributed to create an accounting loss of \$6.9 million (2021: \$1.8 million).

DIRECTORS' REPORT

MBD used \$2.5 million of cash in operating activities in the 2022 financial year, up from \$1.3 million in the 2021 financial year, however generated revenues of \$1.6 million. As a Company in its growth phase, the Company's operations are currently loss making as it deploys capital to marketing and development and seeks to grow its user base and expand its product offering. The Company is striving towards its operations being profitable in future financial periods without the need to raise more capital, however, as with any entity, there is always a risk that this may not occur. Cash on hand as at 31 December 2022 was \$2.8 million.

In compliance with ASX Listing Rule 4.10.19, the Company confirms that, for the period between reinstatement to quotation and 31 December 2022, the Company used the cash (and assets readily convertible to cash) that it had at the time of reinstatement, in a way consistent with its business objectives.

Corporate

As part of the Acquisition, the Company was able to expand the talent on the Board with Mr Winton Willesee agreeing to remain on the Board as Non-Executive Director, Mr Russell Baskerville joining the Board as Non-Executive Chair, Mr Mark Waller joining the Board as Managing Director, and Mr Nathan Kerr joining the Board as an Executive Director. In conjunction with these appointments, Mr James Bahen and Mrs Eryln Dawson resigned from their positions as Non-Executive Directors of the Company.

Business Strategies and Prospects for Future Financial Years

Looking ahead to 2023, the Company is focused on continuing to grow and develop the One Click Life platform, as well as commencing commercialisation of the One Click Verify Platform.

One Click Life

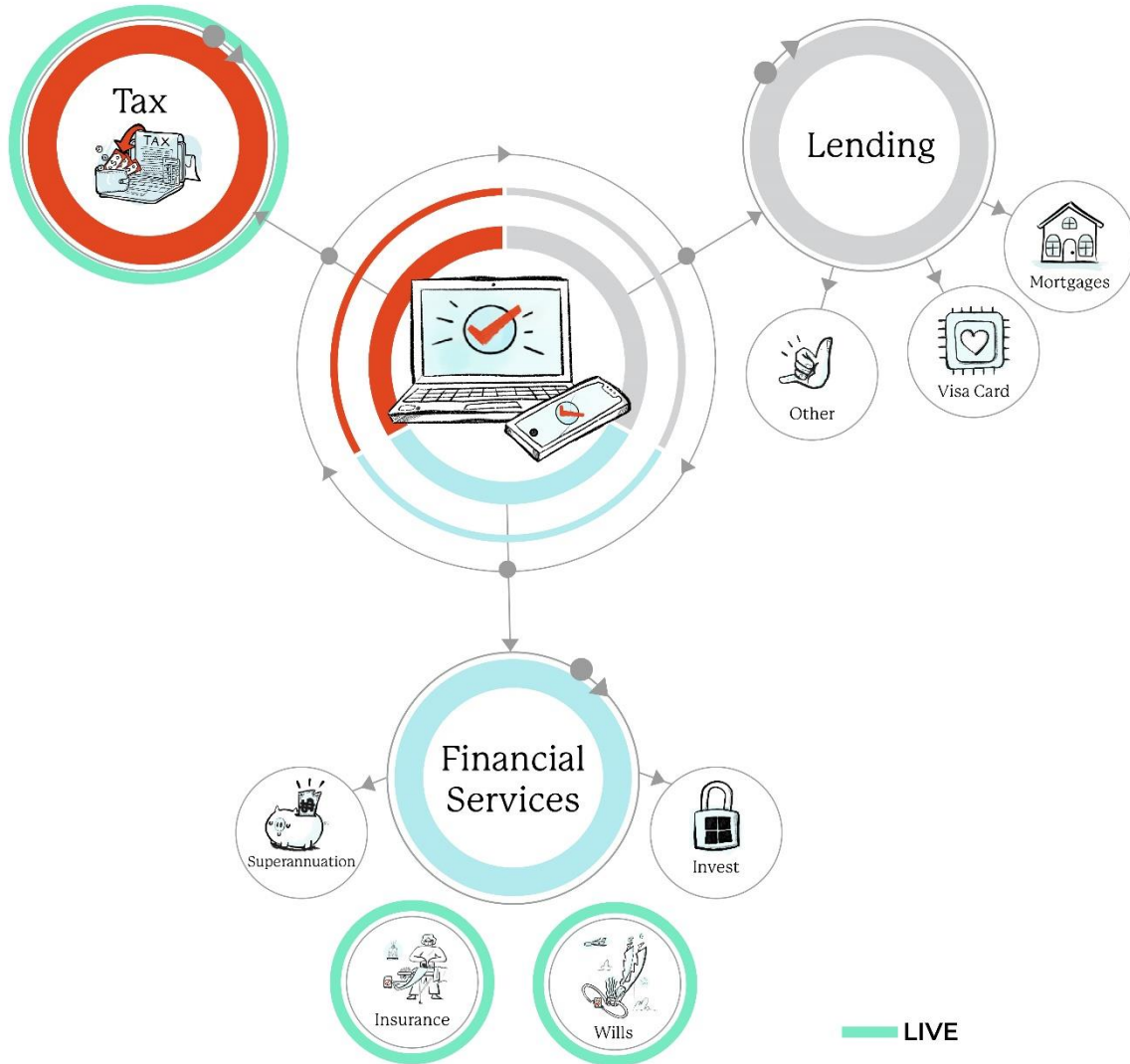
One Click Life derives its revenue from customers using the products and services available on its One Click Life Platform. A user is acquired once and marketing efforts then assist in the user commencing to use the products and services available on the platform. As customers continue to use products available on the platform, the lifetime value of that customer increases. There are over 65,000 users on the One Click Life Platform at 31 December 2022. This presents a large opportunity to market complementary products and services at a low cost, while focusing marketing spend on acquiring more users on its platform.

A strong focus of the Company is to continue to improve the user experience on the One Click Life platform and the Tax product. This is a new user's first interaction with the platform, and the onboarding and completion of a tax return process needs to be as succinct as possible to ensure a positive customer experience. From an initial positive experience, there is a stronger likelihood of the customer then interacting with another product on the platform. This focus is a key mitigation strategy against the risk to the Company of loss of customer relationships (as detailed in the Company's prospectus dated 15 July 2022 ("Prospectus")). The better a customer's experience on the platform and with our tax product, the more likely they will continue to use the product and use other products available on the platform.

There are currently four revenue generating products on the One Click Life platform (as noted above), with the core competency currently being simple, online, Tax returns. The Company's second core competency, Lending, will go live in 2023 and is expected to contribute revenue in the 2023 financial year. The focus of the Lending competency will initially be providing a digital mortgage application experience and acting as a mortgage broker for the lending transaction. This will only be marketed to existing users initially, presenting a very low cost of converting revenue from our existing 65,000 users that have registered up to 31 December 2022. As contemplated in the Prospectus, a third core competency, Financial Services, will commence being planned and built in 2023, providing the user base the ability to self-manage their wealth through robo-advice and investment products and services. This competency will house the superannuation and investment products contemplated in the Prospectus. The Company intends to generate revenue from the products and services within this competency by charging a fee on assets under management, and potentially a small subscription fee for robo-advice products.

One Click LIFE

Financial Products *MADE SIMPLE*



The Company will continue to market the One Click Life platform throughout the year with the aim to grow registered user numbers. The Company has a mature marketing function and anticipates to grow more than the prior year with the benefit of the capital raised in 2022 to power the user acquisition strategies.

As the Company's main source of user growth, an increase in the cost or decrease in the effectiveness of direct marketing remains a risk to the Company's growth objectives. The Company mitigates this risk by ongoing analysis of marketing effectiveness to identify any decrease in results and facilitate early assessment of any need to pivot marketing strategy, and constantly monitoring the digital marketing landscape for anticipated cost changes. MBD spent an additional 4% on marketing activities in 2022 (\$1.34 million) than it did in 2021 (\$1.29 million). The Company intends to increase its marketing spend in 2023.

More information about the One Click Life platform and products can be found at www.oneclicklife.com.au.

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DIRECTORS' REPORT

One Click Verify

In response to the regulatory requirement for the One Click Life platform to identify its tax customers, during its development phase, One Click Life established a digital identity verification product within the One Click Life platform. Upon developing a very succinct customer onboarding process, MBD decided to replicate this part of the One Click Life onboarding experience into its own platform, One Click Verify, capable of being commercialised.

One Click Verify makes it easy for businesses to verify their customers' identity, without the risks associated with retention and transmission of identity documents and details. The identity platform has been developed for the financial services industry, allowing for compliance with Know Your Customer (KYC) and Anti Money Laundering (AML) regulations, and has an integration with Iress to allow for seamless movement of customer details into One Click Verify.

In testing the platform, a small number of financial advice businesses commenced using the platform, and following positive feedback from users, the Company commenced the commercialisation phase for the platform. This year the Company will continue to further develop the One Click Verify platform and continue to work on opportunities to commercialise the platform. The Company expects to see a growing number of financial advice and similar businesses using the platform.

For more information on the One Click Verify platform: <https://oneclickverify.com.au/>

The Company would like to thank all the shareholders who have supported the Company through commercialising its One Click Life platform and the ASX listing. The Board looks forward to continuing to keep you updated regularly with news in the year ahead.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

Other than detailed in the review of operations, there were no other significant changes in the state of affairs of the Company during the financial year.

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

No matter or circumstances have arisen since 31 December 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

AGM

The Company will hold its next Annual General Meeting ('AGM') on 28 April 2023.

In accordance with ASX Listing Rule 3.13.1, the closing date for the receipt of nominations from persons wishing to be considered for election as a director of the Company is 15 March 2023.

Any nominations must be received in writing no later than 5.00pm (WST) on 15 March 2023 at the Company's registered office.

ENVIRONMENTAL REGULATION

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

DIRECTORS' REPORT

BOARD OF DIRECTORS

Russell Baskerville – Non-Executive Chairman (Appointed 15 September 2022)

Experience and Expertise

Russell has over twenty years of experience as a corporate leader in technology, consulting, IT and corporate transactions. Mr Baskerville was a founder, the Managing Director and CEO of Empired Limited and over 15 years built the company into one of the largest and most respected digital services firms across Australia and New Zealand.

From a small office in Perth, Western Australia, Mr Baskerville guided the company through an IPO on the ASX, led multiple public capital raisings, negotiated and integrated multiple acquisitions and was a key leader in strategies to secure multiple \$100m plus corporate and government contracts. Over this period, the company developed operations across 3 countries, employing over 1,200 full time staff with FY22 run-rate revenue of approximately \$240m per annum delivering technology services to some of the largest corporate and government organisations in the world. In late 2021, Empired Limited undertook a scheme of arrangement to effect a public takeover for nearly \$250m by Capgemini, the second largest consulting company in the world.

Mr Baskerville brings extensive experience in leadership, technology / digital business models, entrepreneurial growth strategies, corporate transactions and corporate governance.

Other Current Directorships

Non-Executive Chairman of Elmore Ltd (ASX:ELE)

Former Directorships in last 3 years

Managing Director of Empired Limited (ASX:EPD delisted 17 November 2021)

Special Responsibilities

Non-Executive Chairman (appointed 15 September 2022)

Interests in Shares and Options

22,052,605 Ordinary Shares (escrowed)
1,500,000 Class A Performance Rights (escrowed)
1,500,000 Class B Performance Rights (escrowed)

Mark Waller – Managing Director (Appointed 15 September 2022)

Experience and Expertise

Mark's experience is largely in the technology and financial services sectors. He has experience in listing a company, M&A and capital raisings. He has a degree in Commerce majoring in Law and Accounting and is a CPA. Mark's core skill is in strategy setting and driving businesses towards achieving that strategy. Mark worked for a small firm in public practice before moving to Ernst & Young in 2002. Mark then moved overseas establishing his own business in the construction industry which he ran for eighteen months before selling the business and moving back to Perth.

From 2005 to 2016, Mark was the Chief Financial Officer and Company Secretary of listed company Empired Ltd (ASX:EPD). Major achievements at Empired included growing the business from 20 to nearly 1,000 people and expanding from WA to every state in Australia as well as Singapore, New Zealand and North America, growing revenue from \$2m to \$160m (while maintaining an average 10% profit margin throughout such growth) and listing the company on ASX in 2007. The company was recently acquired for \$233m.

In 2017, Mark and his business partner started Forrest Private Wealth via the acquisition of three businesses. Forrest Private Wealth is a growing wealth management business with over \$150m in funds under management and over 500 clients Australia wide.

DIRECTORS' REPORT

Other Current Directorships	None
Former Directorships in last 3 years	None
Special Responsibilities	Managing Director (appointed 15 September 2022)
Interests in Shares and Options	39,231,976 Ordinary Shares (escrowed) 9,000,000 Class A Performance Rights (escrowed) 9,000,000 Class B Performance Rights (escrowed)

Winton Willesee – Non-Executive Director

Experience and Expertise Mr Willesee is an experienced company director and secretary with over 20 years' experience in various roles within the Australian capital markets.

Mr Willesee has considerable experience with ASX listed and other companies over a broad range of industries having been involved with many successful ventures from early stage through to large capital development projects.

He has a core expertise in strategy, company development, corporate governance, company public listings, merger and acquisition transactions and corporate finance.

Mr Willesee holds a Master of Commerce, a Post-Graduate Diploma in Business (Economics and Finance), a Graduate Diploma in Applied Finance and Investment, a Graduate Diploma in Applied Corporate Governance, a Graduate Diploma in Education and a Bachelor of Business. He is a Fellow of the Financial Services Institute of Australasia, a Graduate of the Australian Institute of Company Directors, a Member of CPA Australia and a Fellow of the Governance Institute of Australia and the Institute of Chartered Secretaries and Administrators/Chartered Secretary.

Other Current Directorships	Non-Executive Chairman of New Zealand Coastal Seafoods Limited (ASX:NZS) Non-Executive Director of Hygrovest Ltd (ASX:HGV) Non-Executive Director of Nanollose Limited (ASX:NC6) Non-Executive Director of Neurotech International Limited (ASX:NTI)
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Former Directorships in last 3 years	Non-Executive Director of eSense Lab Ltd (ASX:ESE) (resigned 21 September 2021)
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Interests in Shares and Options	5,720,525 Ordinary Shares 2,245,384 Listed Options (\$0.02 options expiring 28 July 2023)
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DIRECTORS' REPORT

Nathan Kerr – Executive Director (Appointed 15 September 2022)

Experience and Expertise

As a national award-winning Business Development Manager, entrepreneur and finance professional, Nathan's difference comes from his desire to create fuss-free financial products and services for everyone. Nathan sits on a number of ATO national councils including the Practitioner Lodgement Services Working Group, the Tax Profession Digital Implementation Group and the Tax Practitioner Stewardship Group & BAS Agent Association Group.

After working in banking and finance for over 10 years, Nathan started up 'Just FSG' in 2012 to create a fuss-free accounting practice which provided quality service at an affordable price. He started the business under the Pop Up Tax Shop and Just FSG trading names from a small base in WA and grew it to a national presence lodging in excess of 15,000 individual tax returns a year and managing over 80 accountants. In December 2014, Nathan exited Just FSG and Pop Up Tax Shop to establish the OneClick brand. Nathan has worked with the ATO to create the ultimate fuss-free accounting solutions and has been granted 4 patents for straight through processing of tax returns. In October 2019, proof of concept was established with the successful lodgement of data between OneClick software and the

Other Current Directorships

Nil

Former Directorships in last 3 years

Nil

Interests in Shares and Options

25,065,931 Ordinary Shares (escrowed)
9,000,000 Class A Performance Rights (escrowed)
9,000,000 Class B Performance Rights (escrowed)

COMPANY SECRETARY

Erlyn Dawson – Joint Company Secretary

Experience and Expertise

Mrs Dawson is an experienced corporate professional with a broad range of corporate governance and capital markets experience, having been involved with several public company listings, merger and acquisition transactions and capital raisings for ASX-listed companies across a diverse range of industries.

Mrs Dawson began her career in corporate recovery and restructuring at Ferrier Hodgson and is now the Managing Director of corporate services firm, Azalea Consulting, which provides outsourced company secretarial, accounting and administration services to a portfolio of ASX-listed companies.

Mrs Dawson holds a Bachelor of Commerce (Accounting and Finance) and a Graduate Diploma in Applied Corporate Governance. She is a member of the Governance Institute of Australia/Chartered Secretary.

Emily Spano – Joint Company Secretary

Experience and Expertise

Miss Spano is an experienced corporate professional, with significant knowledge of corporate law, capital markets and corporate governance. Miss Spano has extensive experience as a corporate lawyer and a consultant advising ASX listed companies on a variety of transactions including capital raisings, mergers and acquisitions, ASX listings and ASX compliance. Miss Spano holds a Bachelor of Law and a Bachelor of Commerce (Finance) and is a Graduate of the Australian Institute of Company Directors.

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DIRECTORS' REPORT

DIRECTORS' MEETINGS

Attendances by each Director during the year were as follows:

Director	Number Eligible to Attend	Number Attended
Russell Baskerville	1	1
Mark Waller	1	1
Winton Willesee	2	2
Nathan Kerr	1	1
Erlyn Dawson	1	1
James Bahen	1	1

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

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DIRECTORS' REPORT

REMUNERATION REPORT (AUDITED)

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

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

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

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

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

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of executive compensation; and
- transparency.

The Board, fulfilling the role of the Nomination and Remuneration Committee, is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the Group depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Company.

DIRECTORS' REPORT

The reward framework is designed to align executive reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- having value creation and capital growth in advance of economic profit as a core component of plan design;
- focusing on sustained growth in shareholder wealth, consisting of growth in share price and eventually dividends, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value; and
- attracting and retaining high calibre executives.

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience;
- reflecting competitive reward for contribution to growth in shareholder wealth; and
- providing a clear structure for earning rewards.

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

Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed from time to time by the Board fulfilling its role as the Nomination and Remuneration Committee. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not entitled to vote on the determination of his own remuneration. Given the nature of the Company and the more hands-on role the non-executive directors' play in the operations of the Company non-executive directors may receive share options or other incentives.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting, with any increase to the aggregate remuneration to be subject to shareholder approval.

Executive directors' remuneration

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

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits;
- short-term performance incentives;

DIRECTORS' REPORT

- share-based payments; and
- other remuneration such as superannuation and long service leave

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

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed regularly by the Board fulfilling the role of Nomination and Remuneration Committee based on the overall performance of the Company and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other benefits where it does not create any additional costs to the Company and provides additional value to the executive.

The short-term incentives ('STI') program has yet to be finalised. Once adopted it will be designed to align the targets of Company with the performance hurdles of executives. STI payments will be granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved.

The long-term incentives ('LTI') include equity-based payments. Equity securities are awarded to executives with vesting conditions and expiry dates aligned to the Company's business plans and targets. The details of the current vesting conditions and targets are as follows and further detailed in the section on service agreements found below.

There are currently no outstanding unissued Options or Performance Rights.

Options

There are no unvested options currently on issue as at the date of this report and no options to Directors were issued during the year.

Performance Rights

Pursuant to Shareholder approval at the Company's General Meeting held on 11 July 2022 the Company issued on 15 September 2022 the following Class A and Class B Performance Rights to Directors:

Mr Russell Baskerville – Class A 1,500,000 and Class B 1,500,000

Mr Mark Waller – Class A 9,000,000 and Class B 9,000,000

Mr Nathan Kerr – Class A 9,000,000 and Class B 9,000,000

The Performance Rights, at the election of the holder, vest and convert into one share in the event that the Milestones below are achieved or a takeover event occurs.

DIRECTORS' REPORT

Milestones:

- A. The Class A Performance Rights vest upon One Click Life achieving a minimum of \$3 million in revenue for the financial year ending 30 June 2023; and
- B. The Class B Performance Rights vest upon One Click Life achieving a minimum of \$6.0 million in revenue for the financial year ending 30 June 2024.

Group performance and link to remuneration

Remuneration for certain individuals is directly linked to the performance of the Group. Each key management personnel held equity securities designed to incentivise them to drive the Group's performance in line with its business plans.

A portion of any cash bonus that may be paid to executives will be directly linked to the achievement of goals designed to align with the Group's performance.

Details of remuneration

Details of the remuneration of key management personnel of the Group during the year ended 31 December 2022 are set out in the following tables.

The key management personnel of the Group consisted of the following directors of One Click Group Limited:

Directors

Russell Baskerville	Non-Executive Chairman (appointed 15 September 2022)
Mark Waller	Managing Director (appointed 15 September 2022)
Winton Willesee	Non-Executive Director
Nathan Kerr	Executive Director (appointed 15 September 2022)
Erlyn Dawson	Non-Executive Director (resigned 15 September 2022)
James Bahen	Non-Executive Director (resigned 15 September 2022)

DIRECTORS' REPORT

Key Management Personnel Compensation

The compensation of the Group's Key Management Personnel is disclosed below:

2022 Key Management Person	Short term benefits				Share based payments		Total (\$)	Performance related
	Salary (\$)	Bonus (\$)	Superannuation (\$)	Annual leave (\$)	Shares (\$)	Equity-settled Performance Rights (\$)		
DIRECTORS								
Russell Baskerville ¹	20,611	-	-	-	-	60,000	80,611	74%
Mark Waller ²	53,846	-	5,654	4,624	-	360,000	424,124	85%
Winton Willesee	60,750	-	-	-	-	-	60,750	-
Nathan Kerr ³	54,423	-	5,714	4,624	-	360,000	424,761	85%
Erlyn Dawson *	25,500	-	-	-	-	-	25,500	-
James Bahen *	25,500	-	-	-	-	-	25,500	-
TOTAL	240,630	-	11,368	9,248	-	780,000	1,041,246	

* Resigned 15 September 2022

¹ Russell Baskerville was appointed Non-Executive Chairman on 15 September 2022

² Mark Waller was appointed Managing Director on 15 September 2022

³ Nathan Kerr was appointed Executive Director on 15 September 2022

DIRECTORS' REPORT

2021 Key Management Person	Short term benefits				Share based payments		Total (\$)	Performance related
	Salary (\$)	Bonus (\$)	Superannuation (\$)	Annual leave (\$)	Shares (\$)	Equity-settled Performance Rights (\$)		
DIRECTORS								
Winton Willesee	66,000	-	-	-	-	-	66,000	-
Erlyn Dawson	36,000	-	-	-	-	-	36,000	-
James Bahen	36,000	-	-	-	-	-	36,000	-
TOTAL	138,000	-	-	-	-	-	138,000	

Service Agreements

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

Name: Mark Waller
 Title: Managing Director
 Agreement commenced: 27 September 2022 the date upon which the Company was re-admitted to the official list of the ASX
 Term of agreement: No fixed term
 Notice period: 6 months
 Details: The remuneration of Mr Mark Waller is \$200,000 per year plus statutory superannuation.

Name: Nathan Kerr
 Title: Executive Director
 Agreement commenced: 27 September 2022 the date upon which the Company was re-admitted to the official list of the ASX
 Term of agreement: No fixed term
 Notice period: 6 months
 Details: The remuneration of Mr Nathan Kerr is \$200,000 per year plus statutory superannuation.

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

DIRECTORS' REPORT

Share-based compensation

During the year Performance Rights were granted to the Group's Directors and employees. The assessed fair value of these Performance Rights was determined using the following inputs:

Input	Class A	Class B	Total
Number of performance rights	30,000,000	30,000,000	60,000,000
Fair value	\$0.02	\$0.02	
Grant date	15/09/2022	15/09/2022	
Vesting date	30/06/2023	30/06/2024	
Expiry date	15/09/2027	15/09/2027	
Expensed in the financial year ended 31 December 2022	\$600,000	\$600,000	\$1,200,000

The Class A Performance Rights vest upon One Click Life achieving a minimum of \$3 million in revenue for the financial year ending 30 June 2023; and

The Class B Performance Rights vest upon One Click Life achieving a minimum of \$6.0 million in revenue for the financial year ending 30 June 2024.

Additional disclosures relating to key management personnel

Shareholdings:

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

DIRECTORS' REPORT

Name	Balance at the date of acquisition	Other ¹	Disposed	Balance on resignation	Balance at the end of the year
Directors					
Russell Baskerville **	-	22,052,605	-	-	22,052,605
Mark Waller**	-	39,231,976	-	-	39,231,976
Winton Willesee	5,720,525	-	-	-	5,720,525
Nathan Kerr **	-	25,065,931	-	-	25,065,931
Erlyn Dawson *	250,000	-	-	(250,000)	-
James Bahen *	-	-	-	-	-
Total	5,970,525	86,350,512	-	(250,000)	92,071,037

¹ Issued pursuant to the acquisition of Mobile Business Devices Pty Ltd on 15 September 2022

* Resigned 15 September 2022

** Appointed 15 September 2022

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DIRECTORS' REPORT

Effect of the acquisition of Mobile Business Devices Pty Ltd

Name	Balance at the start of the year	Option conversion	Share consolidation (1:20)	Balance at the date of acquisition
Directors				
Winton Willesee	84,723,000	29,687,500	(108,689,975)	5,720,525
Erlyn Dawson *	5,000,000	-	(4,750,000)	250,000
James Bahen *	-	-	-	-
Total	89,723,000	29,687,500	(113,439,975)	5,970,525

* Resigned 15 September 2022

Option holdings

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 Group, including their personally related parties, is set out below:

Name	Balance at the date of acquisition	Balance upon resignation	Balance at the end of the year
Russell Baskerville **	-	-	-
Mark Waller **	-	-	-
Winton Willesee	2,245,384	-	2,245,384
Nathan Kerr **	-	-	-
Erlyn Dawson *	166,667	(166,667)	-
James Bahen *	-	-	-
Total	2,412,051	(166,667)	2,245,384

DIRECTORS' REPORT

* Resigned 15 September 2022

** Appointed 15 September 2022

Effect of the acquisition of Mobile Business Devices Pty Ltd

Name	Balance at the start of the year	Option conversion	Share consolidation (1:20)	Balance at the date of acquisition
Directors				
Winton Willesee	74,595,166	(29,687,500)	(42,662,282)	2,245,384
Erlyn Dawson	3,333,334	-	(3,166,667)	166,667
James Bahen	-	-	-	-
Total	77,928,500	(29,687,500)	(45,828,949)	2,412,051

Performance Rights holdings

The number of performance rights in the Group 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:

Name	Balance at the start of the year	Other ¹	Balance at the end of the year	Vested
Russell Baskerville **	-	3,000,000	3,000,000	-
Mark Waller **	-	18,000,000	18,000,000	-
Winton Willesee	-	-	-	-
Nathan Kerr **	-	18,000,000	18,000,000	-
Erlyn Dawson *	-	-	-	-

DIRECTORS' REPORT

Name	Balance at the start of the year	Other ¹	Balance at the end of the year	Vested
James Bahen *	-	-	-	-
Total	-	39,000,000	39,000,000	-

¹Issued pursuant to the acquisition of Mobile Business Devices Pty Ltd on 15 September 2022

* Resigned 15 September 2022

**Appointed 15 September 2022

Other transactions with key management personnel and their related parties during the financial year at disclosed in Note 27.

Additional information - performance of the Company and shareholder returns

The performance of the Company is summarised below.

Name	2018	2019	2020	2021	2022
Sales revenue	154,494	322,166	457,767	1,233,640	1,620,121
EBITDA	(4,803,011)	(2,329,871)	(1,333,812)	(1,373,271)	(6,212,400)
Loss after income tax	(4,833,146)	(2,409,264)	(1,347,290)	(1,757,436)	(6,907,854)
Basic loss per share (cents)	(3.35)	(0.75)	(0.001)	(1.17)	(1.78)
Share price as at 31 December (cents)	5.00	0.4	0.1	0.2	0.011
Dividends proposed or paid in the year	Nil	Nil	Nil	Nil	Nil

DIRECTORS' REPORT

Voting and comments made at the Group's 2022 Annual General Meeting

The Company received a 84.99% “yes” votes on its remuneration report for the 2021 financial year (2020: 99.13% yes). The Group did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

This is the end of the Audited Remuneration Report.

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SHARES

As at the date of this report, there are 685,903,321 fully paid ordinary shares on issue.

Options on issue

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

Unlisted Option Class	Grant date	Expiry date	Exercise price	Number of options
Class AD	12 and 18 December 2019	24 December 2023	\$0.10	1,637,500
Class AE	12 and 18 December 2019	24 December 2023	\$0.20	300,000
Class AF	12 and 18 December 2019	24 December 2023	\$0.30	325,000
Class AG	12 and 18 December 2019	24 December 2023	\$0.40	325,000
Class 1CGUOPAH	15 September 2022	15 September 2025	\$0.030	25,000,000
Class 1CGOESC24	15 September 2022	15 September 2025	\$0.025	1,800,000
Class 1CGOESC12	15 September 2022	15 September 2025	\$0.025	10,700,000
				40,087,500

Listed Option Class	Grant date	Expiry date	Exercise price	Number of options
1CGOA	28 July 2020 to 4 June 2021	28 July 2023	\$0.02	58,229,694

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.

Performance Rights on issue

Class	Grant date	Expiry date	Number of rights
Class A	15 September 2022	15 September 2027	30,000,000
Class B	15 September 2022	15 September 2027	30,000,000
			60,000,000

Indemnity and insurance of officers

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

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

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.

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.

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 22 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 22 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.

Corporate Governance

The Company's 2022 Corporate Governance Statement is contained in the 'Corporate Governance' section of the Company's website at <https://oneclickgroup.com.au/corporate-governance/>.

Auditor

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

AUDITOR'S INDEPENDENCE DECLARATION

The Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* for the year ended 31 December 2022 has been received and can be found on page 28.

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

Signed on behalf of the Board of Directors.



Mark Waller
Managing Director
Dated at Perth, Western Australia

24 February 2023

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RSM Australia Partners

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F +61 (0) 8 9261 9111

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of One Click Group Limited for the year ended 31 December 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 AUSTRALIA PARTNERS

TUTU PHONG
Partner

Perth, WA
Dated: 24 February 2023

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RSM Australia Partners is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Australia Partners ABN 36 965 185 036

Liability limited by a scheme approved under Professional Standards Legislation

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CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	CONSOLIDATED	
		31 December 2022	30 December 2021
		\$	\$
CONTINUING OPERATIONS			
Revenue from contracts with customers	4	1,620,121	1,233,640
Other income	5	2,971	54,289
Finance income		6,961	11
Employee expenses	6	(752,401)	(426,449)
Amortisation and depreciation expense	13	(601,830)	(454,881)
Selling and distribution expenses		(294,279)	(193,497)
Advertising and marketing expenses		(1,340,551)	(1,289,142)
Provision For doubtful debts	11	(429,669)	(40,576)
General and administrative expenses		(944,273)	(711,536)
Finance costs		(100,586)	(91,760)
Listing expense	2	(2,874,318)	-
Share based payments	7	(1,200,000)	-
LOSS BEFORE INCOME TAX		(6,907,854)	(1,919,901)
Income tax benefit	8	-	162,465
LOSS AFTER INCOME TAX		(6,907,854)	(1,757,436)
Items that may be reclassified subsequently to profit or loss:			
Other comprehensive income/(loss)		-	-
Total comprehensive loss for the period		(6,907,854)	(1,757,436)
Earnings per share			
Basic loss per share (cents per share)	24	(1.78)	(1.17)
Diluted Loss per share	24	(1.78)	(1.17)

The Consolidated Statement of Profit or Loss and Other Comprehensive Income are to be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

	Notes	CONSOLIDATED	
		31 December 2022	31 December 2021
		\$	\$
CURRENT ASSETS			
Cash and cash equivalents	10	2,786,490	33,924
Trade and other receivables	11	543,931	745,354
Other current assets	12	121,990	-
TOTAL CURRENT ASSETS		3,452,411	779,278
NON-CURRENT ASSETS			
Intangible assets	13	730,248	1,168,067
TOTAL NON-CURRENT ASSETS		730,248	1,168,067
TOTAL ASSETS		4,182,659	1,947,345
CURRENT LIABILITIES			
Trade and other payables	14	626,436	824,340
Employee benefits	15	141,488	71,122
TOTAL CURRENT LIABILITIES		767,924	895,462
NON-CURRENT LIABILITIES			
Financial liabilities	16	234,040	397,500
TOTAL NON-CURRENT LIABILITIES		234,040	397,500
TOTAL LIABILITIES		1,001,964	1,292,962
NET ASSETS		3,180,695	654,383
EQUITY			
Contributed equity	17	11,898,499	3,940,987
Reserves	18	1,476,654	-
Accumulated losses		(10,194,458)	(3,286,604)
TOTAL EQUITY		3,180,695	654,383

The Consolidated Statement of Financial Position is to be read in conjunction with the accompanying notes.

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Contributed Equity (\$)	Accumulated Losses (\$)	Option Reserve (\$)	Share-based Payment Reserve (\$)	Total (\$)
FINANCIAL YEAR ENDED 31 DECEMBER 2022					
Balance at 1 January 2022	3,940,987	(3,286,604)	-	-	654,383
(Loss) for the year	-	(6,907,854)	-	-	(6,907,854)
Transactions with equity holders in their capacity as equity holders					
Issue of share capital (net of costs)	7,957,512	-	-	-	7,957,512
Issue of options to Lead Manager	-	-	276,654	-	276,654
Share based payments (Note 7)	-	-	-	1,200,000	1,200,000
Balance at 31 December 2022	11,898,499	(10,194,458)	276,654	1,200,000	3,180,695

The Consolidated Statement of Changes in Equity is to be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2021

	Contributed Equity (\$)	Accumulated Losses (\$)	Option Reserve (\$)	Share-based Payment Reserve (\$)	Total (\$)
FINANCIAL YEAR ENDED 31 DECEMBER 2021					
Balance at 1 January 2021	2,484,319	(1,529,168)	-	-	955,151
(Loss) for the year	-	(1,757,436)	-	-	(1,757,436)
	2,484,319	(3,286,604)	-	-	(802,285)
Transactions with equity holders in their capacity as equity holders					
Issue of share capital (net of costs)	1,456,668	-	-	-	1,456,668
Balance at 31 December 2021	3,940,987	(3,286,604)	-	-	654,383

The Consolidated Statement of Changes in Equity is to be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	CONSOLIDATED	
		31 December 2022 (\$)	31 December 2021 (\$)
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		1,362,988	736,433
Other receipts		-	54,289
Payments to suppliers and employees		(3,796,998)	(1,971,758)
Interest received		6,962	11
Interest paid		(100,586)	(91,760)
NET CASH USED IN OPERATING ACTIVITIES	19	(2,527,634)	(1,272,785)
CASH FLOWS FROM INVESTING ACTIVITIES			
Government grant receipts		347,671	191,455
Cash obtained on acquisition of subsidiary	2	37,254	-
Payments for intangible assets		(581,360)	(599,326)
Payments for plant and equipment		(12,486)	-
NET CASH USED IN INVESTING ACTIVITIES		(208,921)	(407,871)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issuance of shares		6,000,000	1,356,668
Proceeds from borrowings		-	331,845
Payment of share issue transaction costs		(183,903)	-
Repayment of borrowings		(326,976)	-
NET CASH PROVIDED BY FINANCING ACTIVITIES		5,489,121	1,688,513
Net increase in cash held		2,752,566	7,857
Cash and cash equivalents at beginning of financial year		33,924	26,067
Cash and cash equivalents at end of financial year	10	2,786,490	33,924

The Consolidated Statement of Cash Flows is to be read in conjunction with the accompanying notes.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

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

(a) General Information

One Click Group Limited (Company) or (Entity) is a public Company limited by shares, incorporated and domiciled in Australia. The Consolidated Financial Report of the Company as at and for the year ended 31 December 2022 comprises the Company and its subsidiaries (together referred to as the 'Consolidated Entity' or 'Group').

One Click Group Limited is a taxation preparation software and service provider in Australia as well as providing will and general insurance services.

(b) Basis of Preparation

The financial report is a general-purpose financial report which has been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. One Click Group Limited is a for profit entity for the purpose of preparing the Financial Statements.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied.

(i) Compliance with IFRS

The Financial Statements of the Group also comply with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standard Board (IASB).

The Financial Statements were approved by the Board of Directors on 15 February 2023.

(ii) Historical cost convention

The financial report has been prepared on an accrual basis and is based on historical costs *modified* by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied. All amounts are presented in Australian dollars.

(iii) Comparative

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year. The acquisition of Mobile Business Devices Pty Ltd during the year has been accounted for using the principles of AASB 2 Share-based Payment for reverse acquisitions and as such the comparative figures are that of Mobile Business Devices Pty Ltd.

Refer to Note 1 (e) and Note 2 for further details.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(c) Going Concern

The Directors are satisfied that the going concern assumption has been appropriately applied in preparing the financial statements and the historical financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

(d) Impact of the adoption of new Accounting Standards

The Group 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.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of the Financial Statements requires Management to make judgments, estimates and assumptions that affect the reported amounts in the Financial Statements. Management continually evaluates its judgments and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgments and estimates on historical experience and on other various factors it believes to be reasonable under the circumstances, the result of which form the basis of the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognised in the Financial Statements are outlined below:

(i) *Share based payments.*

The Group measures the cost of equity settled transactions with employees by reference to the fair value of equity instruments at the date at which they are granted. The fair value is determined using an appropriate valuation model, inputs used in valuing share-based payments, including options, are estimates.

(ii) *Amortisation of intangible assets*

Costs incurred in developing products or systems and costs incurred in acquiring software and licenses that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised to software and systems. Costs capitalised include external direct costs of materials and services and employee costs. Assets in the course of construction include only those costs directly attributable to the development phase and are only recognised following completion of technical feasibility and where the Group has an intention and ability to use the asset.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(e) Reverse acquisition accounting

On 15 September 2022, the Company issued 265,000,000 new Shares (on a post 1 to 20 consolidation basis) as consideration for the acquisition of 100% of the issued capital of Mobile Business Devices Pty Ltd (known as "One Click Life") and the Company relisted on ASX on 27th September 2022.

The acquisition did not meet the definition of a business combination in accordance with AASB 3 Business Combinations. Instead, the acquisition has been treated as a group recapitalisation, using the principles of reverse acquisition accounting in AASB 3 Business Combinations, given the substance of the transaction is that One Click Life has effectively been recapitalised. Accordingly, the consolidated financial statements have been prepared as if One Click Life has acquired UUV Aquabotix Ltd (renamed to "One Click Group Limited"), not vice versa as represented by the legal position. The recapitalisation is measured at fair value of the equity instruments that would have been given by One Click Life to have exactly the same percentage holding in the new structure at the date of the transaction.

The impact of the group restructure on each of the primary statements is as follows:

Statement of profit or loss and other comprehensive income

The 31 December 2022 statement of profit or loss and other comprehensive income comprises 12 months of One Click Life and One Click Group Limited (formerly UUV Aquabotix Ltd) for the period from 15 September 2022 to 31 December 2022.

The 31 December 2021 statement of profit or loss and other comprehensive income comprises twelve months of One Click Life.

Statement of financial position

The statement of financial position as at 31 December 2022 represents both One Click Group Limited and One Click Life.

The comparative statement of financial position as at 31 December 2021 represents One Click Life.

Statement of changes in equity

The 31 December 2022 statement of changes in equity comprises One Click Life's equity balance at 1 January 2022, its loss for the year and transactions with equity holders for the 12 months. It also comprises One Click Group Limited transactions with equity holders for the period from 15 September to 31 December 2022 and the equity balances of One Click Group Limited and One Click Life as at 31 December 2022.

The 31 December 2021 comparative statement of changes in equity comprises 12 months of One Click Life.

Statement of cashflows

The 31 December 2022 statement of cash flows comprise 12 months of One Click Life and One Click Group Limited for the period from 15 September to 31 December 2022.

The 31 December 2021 statement of cash flows comprises 12 months of One Click Life.

Parent Entity Information

In accordance with the Corporation Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity disclosed in Note 28.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Transactions within the Group

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated for the period 15 September to 31 December 2022. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

(f) Revenue recognition

Revenue from contact with customer

Revenue rises mainly from service contracts. To determine whether to recognise revenue, the Group follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

The Group often enters into transactions involving the Group's products and services. In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when the Group satisfies performance obligations by transferring the promised goods or services to its customers. The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable in its statement of financial position, depending on whether something other than a period of time is required before the consideration is due.

Services revenue

Revenue from the provision of services is recognised when the service has been provided. Each service is deemed a separate performance obligation. The transaction price is allocated to each obligation based on contract prices. Revenue from services is predominantly recognised on the basis of the value of the work completed at a point in time.

Transaction price and contract modifications

The transaction price is the amount of consideration to which the company expects to be entitled to under the customer contract and which is used to value total revenue and is allocated to each performance obligation. The determination of this amount includes "fixed remuneration", (for example lump sum, schedule of rates or pricing for services) and "variable consideration".

The main variable consideration elements are claims (contract modifications) and consideration for optional works and provisional sums each of which needs to be assessed. Contract modifications are changes to the contract approved by the parties to the contract.

The right to the consideration to be provided from contractually generating an enforceable right once the enforceable right has been identified. The Group applies the guidance given in AASB 15 in relation to variable consideration. This requires assessment that is highly probable that there will not be a significant reversal of revenue in the future.

The measurement of additional consideration arising from claims is subject to a high level of uncertainty, both in terms of the amount that customers will pay and the collection times, which usually depend on the outcome of negotiations between the parties or decisions taken by judicial/arbitration bodies. The Group considers all relevant aspects in circumstances such as the contract terms, business in negotiating practices of the sector, the Group's

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

historical experiences with similar contracts and consideration of those factors that affect the variable consideration that are out of control of the Group or other supporting evidence when making the above decision.

Loss making contracts.

A provision is made for the difference between expected cost of fulfilling a contract and expected on and portion of the transaction price whether forecast costs are greater than forecast revenue. The provision is recognised in full in a period in which the loss-making contract is identified under AASB 137 *Provisions, Contingent Liabilities and Contingent Assets*.

Under AASB 137, the assessment of whether a provision needs to be recognised takes place at the contract level and there are no segmentation criteria to apply. As a result, there are some instances where loss provisions recognised in the past have not been recognised under AASB 15 because the contract as a whole is profitable.

In addition, when two or more contracts entered into at or near the same time are required to be combined for accounting purposes, AASB 15 requires the Group to perform the assessment of whether the contract is onerous at the level of the combined contracts. The Group also notes that the amount of loss accrued in respect of a loss contract under AASB 111 takes into account an appropriate allocation of construction overheads. This contrasts with AASB 137 where loss accruals may be lower as they are based on the identification of 'unavoidable costs'.

(g) Interest and dividend income

Interest income and expenses are reported on an accrual basis using the effective interest method. Dividend income, other than those from investments in associates, are recognised at the time the right to receive payment is established.

(h) Government grant

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Government assistance which does not have conditions attached specifically relating to the operating activities of the Group is recognised in accordance with the accounting policies above.

(i) Intangible assets, research and development

Internally generated software

Internally developed software is capitalised at cost less accumulated amortisation. Amortisation is calculated using the straight-line basis over the asset's useful economic life which is generally four to seven years. Their useful lives and potential impairment are reviewed at the end of each financial year.

Software under development

Costs incurred in developing products or systems and costs incurred in acquiring software and licenses that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised to software and systems. Costs capitalised include external direct costs of materials and services and employee costs. Assets in the course of construction include only those costs directly attributable to the development phase and are only recognised following completion of technical feasibility and where the Group has an intention and ability to use the asset.

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Impairment testing of intangible assets.

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

(j) Financial instruments

(i) Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

(ii) Classification and initial measurement

Financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets are classified into the following categories:

- amortised cost
- fair value through profit or loss (FVTPL)
- fair value through other comprehensive income (FVOCI)

In the periods presented, the Group does not have any financial assets categorized as FVOCI.

The classification is determined by both:

- the entity's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognized in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

(iii) Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

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Financial assets at fair value through profit or loss (FVTPL)

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

Impairment of financial assets

AASB 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaced IAS 39's 'incurred loss model'. Instruments within the scope of the new requirements included loans and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under AASB 15 and loan commitments and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the Group first identifying a credit loss event. Instead, the Group considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1') and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').
- 'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

(k) Trade and other receivables and contract assets

The Group makes use of a simplified approach in accounting for trade and other receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

(l) Trade and other payable

Trade and other payables, including accruals, are recorded when the Group is required to make future payments as a result of purchases of assets or services provided to the Group prior to the end of financial period. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised at cost.

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(m) Income tax

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

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

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

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

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.

(n) 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 consolidated entity'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 consolidated entity'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.

(o) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(p) 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.

(q) Dividends

Dividends are recognised when declared during the financial year and no longer at the discretion of the Company.

(r) Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of the Company, 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.

(s) Provisions

Provisions are recognised when the consolidated entity has a present (legal or constructive) obligation as a result of a past event, it is probable the consolidated entity 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.

(t) Employee benefits

Short-term employee benefits

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

Other long-term employee benefits

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(u) Goods and Services Tax

Revenues, expenses and assets are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flow on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authorities are classified as operating cash flows.

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

(v) Other income

Interest Income

Interest income is recognised using the effective interest method. The effective interest method uses the effective interest rate which is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset.

(w) Share based payments

Share-based payments which have been granted to employees and third parties comprise of share rights and share options.

Share rights

The value of share rights granted to key management personnel in a year is recognised as an employee benefit expense with a corresponding increase in equity (share-based payments reserve). In the year in which the share rights become vested, the value of share rights which have vested will be recognised in share capital reserve.

Upon issue of the related shares, the value in the share capital reserve is transferred to share capital. The basis for the value recognised for each share right is the price at the time when the terms of the grant are agreed between the Group and the counter party.

Share options

The fair value of options granted to employees (including Key Management Personnel) and third-party service providers is recognised as an employee benefit expense with a corresponding increase in equity (share-based payments reserve). The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradable nature of the option, 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.

The fair value of the options granted excludes the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

At each reporting date, the Entity revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised in each period takes into account the most recent estimate.

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.

(x) Finance costs

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

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. REVERSE ACQUISITION

On 15 September 2022, the Company issued 265,000,000 new Shares (on a post 1 for 20 consolidation basis) as consideration for the acquisition of 100% of the issued capital of Mobile Business Devices Pty Ltd (known as "One Click Life"), and the Company was reinstated to trading on ASX on 27th September 2022.

The acquisition did not meet the definition of a business combination in accordance with AASB 3 Business Combinations. Instead, the acquisition has been treated as a group recapitalisation, using the principles of reverse acquisition accounting in AASB 3 Business Combinations, given the substance of the transaction is that One Click Life has effectively been recapitalised. Accordingly, the consolidated financial statements have been prepared as if One Click Life has acquired UUV Aquabotix Ltd (renamed to "One Click Group Limited"), not vice versa as represented by the legal position. The recapitalisation is measured at fair value of the equity instruments that would have been given by One Click Life to have exactly the same percentage holding in the new structure at the date of the transaction.

As the activities of One Click Group Limited would not constitute a business based on the requirements of AASB 3, the transaction has been accounted for as a share-based payment under AASB 3. The excess of the deemed consideration over the fair value of One Click Group Limited, as calculated in accordance with the reverse acquisition accounting principles and with AASB , is considered to be a payment for a group restructure and has been expensed.

One Click Group Limited is the legal acquirer of One Click Life in this transaction and the consideration for the acquisition was 265,000,000 fully paid ordinary shares (on a post 1 for 20 consolidation basis) in One Click Group Limited in accordance with reverse acquisition accounting principles the consideration is deemed to have been incurred by One Click Life in the form of equity instruments issued to One Click Group Limited shareholders. The acquisition date fair value of this consideration has been determined with reference to the fair value of issued shares of One Click Group Limited immediately prior to the acquisition and has been determined to be \$2,418,066.

As One Click Group Limited is deemed to be the acquiree for accounting purposes, the carrying values of its assets and liabilities are required to be recorded at fair value for the purposes of acquisition. No adjustment were required to the historical values to effect this change.

Listing expense is calculated as the difference between the fair value of consideration transferred less the identified fair value of the net assets of the legal parent, being One Click Group Limited (formerly UUV Aquabotix Ltd).

Details of the transaction are as follows:

	FAIR VALUE
	\$
Fair value of consideration transferred	2,418,066
Fair value of assets and liabilities held at acquisition date:	
Cash and cash equivalents	37,254
Prepayments	8,108
Trade payables	(351,611)
Borrowings	(150,000)
Identifiable assets and liabilities assumed	(456,249)
Listing expense	2,874,318

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. SEGMENT INFORMATION

Primary Reporting Format – Business Segments

The Group has one geographical location which is Australia. The Group operates a financial technology platform to handle financial administration tasks such as lodging tax returns, wills and private health insurance.

Identification of reportable operating segments

The operating segment identified is based on the internal reports that are reviewed and used by the 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 at least a quarterly basis.

4. REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue represents the value of professional services provided by the Group measured on a point in time basis.

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Revenue from professional services	1,620,121	1,233,640
	1,620,121	1,233,640
Revenue recognised at a point in time	1,620,121	1,233,640
Revenue recognised over time	-	-
	1,620,121	1,233,640

No single customer contributed 10% or more to the Group's external revenue during the year ended 31 December 2022 and 31 December 2021.

5. OTHER INCOME

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Cashflow boost grant	-	14,689
Jobkeeper grant	-	39,600
Sundry income	2,971	-
	2,971	54,289

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. EMPLOYEE EXPENSES

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Wages and salaries	1,120,009	592,152
Superannuation	114,859	60,996
Annual leave	33,156	15,951
Long service leave	37,210	14,838
Super guarantee charges	3,528	3,326
Capitalised as intangible asset	(556,361)	(260,814)
Total employee expenses	752,401	426,449

7. SHARE BASED PAYMENTS EXPENSE

The primary purpose of share-based payments is to remunerate Directors, other Key Management Personnel and Service providers for the services rendered to the Group.

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Performance rights issued to Directors and employees	1,200,000	-
	1,200,000	-

The share-based payments expense for the year ended 31 December 2022 represents the expense for the financial year of the Performance Rights granted to the Group's Directors and management. The assessed fair value of these Performance Rights was determined using the following inputs:

Input	Class A	Class B	Total
Number of performance rights	30,000,000	30,000,000	60,000,000
Fair value	\$0.02	\$0.02	
Grant date	15/09/2022	15/09/2022	
Vesting date	30/06/2023	30/06/2024	
Expiry date	15/09/2027	15/09/2027	
Expensed in the financial year ended 31 December 2022	\$600,000	\$600,000	\$1,200,000

The Class A Performance Rights vest upon One Click Life achieving a minimum of \$3 million in revenue for the financial year ending 30 June 2023; and

The Class B Performance Rights vest upon One Click Life achieving a minimum of \$6.0 million in revenue for the financial year ending 30 June 2024.

Detailed remuneration disclosures for Directors for the year to 31 December 2022 are provided in the Remuneration Report on pages 13 to 24.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. INCOME TAX

The current applicable income tax rates are 25% on the net income of One Click Group Limited and wholly owned subsidiary Mobile Business Devices Pty Ltd.

A deferred taxation asset and deferred taxation liability arising on temporary differences and unused tax losses has not been recognised in these financial statements.

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
The numerical reconciliation between tax expense and the accounting loss before income tax multiplied by the Group's applicable income tax rate is as follows:		
Accounting (loss) before income tax	(6,907,854)	(1,919,901)
Income tax expense/(benefit) calculated at the Group's applicable tax rate	1,726,964	479,975
Tax effect of non-deductible expenses and non-assessable income (permanent differences)	(1,018,580)	-
Tax effect of the de-recognition of tax losses and timing differences	(708,384)	(317,510)
Income tax (expense)/benefit	-	162,465

Historical tax losses not brought to account are estimated at \$9,640,753 (2021: \$5,873,420).

The benefit of the estimated income tax losses of \$3,367,333 have not been brought to account as Deferred Tax Asset.

The benefit for tax losses will only be obtained if:

- the Group derives future assessable income of a nature and an amount sufficient to enable the benefit from the deductions for the losses to be realised;
- the Group continues to comply with the conditions for deductibility imposed by Law; and
- no changes in tax legislation adversely affect the ability of the Group to realise these benefits.

9. FINANCIAL RISK MANAGEMENT

i. Overview

The financial risks arising from the Group's operations comprise market, liquidity and credit risk. These risks arise in the normal course of business, and the Group manages its exposure to them in accordance with the Group's portfolio risk management strategy.

The objective of the strategy is to support the delivery of the Group's financial targets while protecting its future financial security and flexibility by taking advantage of the natural diversification provided by the scale, diversity and flexibility of the Group's operations and activities.

This note presents information about the Group's exposure to each of the above risks, their objectives, policies and processes for measuring risk and the management of capital.

The Group's Risk Management Framework is supported by the Board. The whole Board is responsible for approving and reviewing the Group's Risk Management Strategy and Policy. Management is responsible for monitoring appropriate processes for identifying, monitoring and managing significant business risks faced by the Group and considering the effectiveness of its internal control system.

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The Board has established an overall Risk Management Policy which sets out the Group's system of risk oversight, management of material business risks and internal control.

The Group holds the following financial instruments:

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Financial assets		
Cash and cash equivalents	2,786,490	33,924
Trade and other receivables	543,931	745,354
Financial Liabilities		
Trade and other payables	(626,436)	(824,340)

ii. Financial Risk Management Objectives

The overall financial Risk Management Strategy focuses on the unpredictability of the finance markets and seeks to minimise the potential adverse effects on financial performance and protect future financial security.

iii. Credit Risk

Credit risk is the risk of the financial loss to the Group if counterparty to a financial instrument fails to meet its contractual obligations and the risk arises principally from the Group's cash and cash equivalents, deposits with banks and financial institutions, and receivables.

Cash at bank is placed with reliable financial institutions. For banks and financial institutions, the Group banks only with financial institution with high quality standing or rating.

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared risk characteristics and the days past due. Trade receivables are written off when there is no reasonable expectation of recovery. Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

The carrying amount of the Group's financial assets represents the maximum credit exposure. The Group's maximum exposure to credit risk at the reporting date was:

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Trade receivables		
<i>Counterparties without external credit rating, past due but not impaired</i>		
Existing customers (more than 6 months) with no defaults in the past	-	-
<i>Counterparties without external credit rating, past due and impaired</i>		
Gross value	691,601	452,238
Doubtful debt provision	(470,245)	(44,634)
Net value	221,356	407,604

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Other receivables		
R&D tax refund	209,012	126,847
Other receivables	35,000	148,500
GST receivable	78,563	62,403
Total trade and other receivables	543,931	745,354
Cash at bank and Commercial Bills		
Cash at bank – National Australia Bank	2,437,393	-
Term deposit – National Australia Bank	5,000	-
Cash at bank – Commonwealth Bank	344,097	33,924
	2,786,490	33,924

iv. Liquidity Risk

Liquidity risk arises from the financial liabilities of the Group and the Group's subsequent ability to meet their obligations to repay their financial liabilities as and when they fall due.

Ultimate responsibility for Liquidity Risk Management rests with the Board of Directors. The Board has determined an appropriate Liquidity Risk Management Framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and continuously monitoring budgeted and actual cash flows and matching the maturity profiles of financial assets, expenditure commitments and liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of the discounting is not significant.

Contractual maturities of financial liabilities	Less than 6 months (\$)	6 – 12 months (\$)	More than 12 months (\$)	Total (\$)	Carrying Amount (\$)
Group - at 31 December 2022					
Trade and other payables	626,436	-	-	626,436	626,436
Total	626,436	-	-	626,436	626,436
Group - at 31 December 2021					
Trade and other payables	824,340	-	-	824,340	824,340
Total	824,340	-	-	824,340	824,340

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

v. Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates may affect the Group's income or the value of its holdings of financial instruments. The objective of Market Risk Management is to manage and control market risk exposures within acceptable parameters, while optimising return.

vii. Interest Rate Risk

The Group's exposure to interest rates primarily relates to the Group's cash and cash equivalents. As the Group has no significant interest-bearing assets, its income and operating cash flows are substantially independent of changes in market interest rates. The Group has a low level of interest-bearing liabilities and as such does not actively manage exposure to interest rate risk

Profile

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments are:

Variable Rate Instruments

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Financial Assets	2,786,490	33,924
Financial Liabilities	(234,040)	(397,500)
	2,552,450	(363,576)

The Group's exposure to interest rate risk and effective weighted average interest rate by maturing periods is set out in tables below. All cash balances are subject to a floating interest rate.

31 December 2022

	Weighted Average Effective Interest Rate	Cash Available for use
Cash and cash equivalents	0.95%	2,786,490
Financial liabilities	8%	-

31 December 2021

	Weighted Average Effective Interest Rate	Cash Available for use
Cash and cash equivalents	0.1%	33,924
Financial liabilities	8%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Cash Flow Sensitivity Analysis for Variable Rate Instruments

Up to the end of the reporting period, the Group did not have any hedging policy with respect to interest rate risk as exposure to such risk was not deemed to be significant by the directors since these assets are of a short-term nature. Management considers the potential impact on profit or loss of a defined interest rate shift that is reasonably probable at the end of the reporting period to be immaterial.

10. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the Consolidated Statement of Cash Flows comprise the following Consolidated Statement of Financial Position amounts:

	CONSOLIDATED	
	30 December 2022 (\$)	31 December 2021 (\$)
Cash at Bank and on hand	2,781,490	33,924
Term Deposit	5,000	-
	2,786,490	33,924

The term deposit amount is used as security for credit cards. No amount of the Group's Cash at bank and on hand is restricted (31 December 2021: Nil). Refer to Note 9 Financial Risk Management for risk exposure analysis for Cash and cash equivalents.

11. TRADE AND OTHER RECEIVABLES

	CONSOLIDATED	
	30 December 2022 (\$)	31 December 2021 (\$)
Trade receivables	691,601	452,238
Allowance for credit losses ¹	(470,245)	(44,634)
R&D Tax Refund	209,012	126,847
GST Receivable	78,563	62,403
Other Receivable	35,000	148,500
	543,931	745,354

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¹ Allowance for credit losses

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	2022	2021	2022	2021	2022	2021
	%	%	\$	\$	\$	\$
Consolidated						
Not overdue	-	-	36,540	-	-	-
0 to 1 month overdue	60%	-	34,022	98,364	17,795	-
1 to 5 months overdue	60%	5-20%	259,228	270,298	126,820	36,276
Over 6 months overdue	90%	10%	361,811	83,576	325,630	8,358
			691,601	452,238	470,245	44,634

An expense of \$429,669 has been recognised during the financial period as an allowance for expected credit losses.

12. OTHER CURRENT ASSETS

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Prepayments	111,509	-
Work In Progress	10,481	-
	121,990	-

13. INTANGIBLE ASSETS

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
For the year ended 31 December 2022		
Cost		
Opening Balance 1 January 2022	2,541,392	2,258,693
Addition	581,362	637,146
Adjustment	-	(36,145)
R&D Refund	(429,835)	(318,302)
Balance at 31 December 2022	2,692,919	2,541,392
Depreciation and impairment		
Balance at 1 January 2022	(1,373,325)	(895,775)
Amortisation expense	(589,346)	(477,550)
Balance at 31 December 2022	(1,962,671)	(1,373,325)
Carrying amount 31 December 2022	730,248	1,168,067

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(A) Software assets

The Group developed the One Click Life Platform, which provides taxation preparation software and services in Australia. Costs capitalised include costs directly attributable to the development of the asset. The Platform delivered to market has begun generating revenues.

(B) Amortisation

Amortisation is charged to the Statement of Profit or Loss using the straight-line basis over the estimated useful life of the intangible asset. The estimated useful life of the software intangible assets has been determined to be 6 years.

The residual value, the useful life and the amortisation method applied to the intangible asset are reviewed at each financial year end and adjusted if required.

14. TRADE AND OTHER PAYABLES

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Trade payables	213,379	661,950
Accrued expenses	338,956	162,390
Other Payables	74,101	-
	626,436	824,340

15. PROVISION FOR EMPLOYEE BENEFITS

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Current		
Annual leave	76,853	43,697
Long service leave	64,635	27,425
Total employee benefits	141,488	71,122

The current provision for employee benefits includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire amount is presented as current, since the consolidated entity does not have an unconditional right to defer settlement. However, based on experience, the consolidated entity does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

16. FINANCIAL LIABILITIES

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Current		
Related party loans ¹	209,040	372,500
Convertible note ²	25,000	25,000
Total financial liabilities	234,040	397,500

¹ Loans from Directors as at 31 December 2022 are as follows:

Lender	Amount	Interest Rate	Interest for the period	Term
Mark Waller	174,050	8%	10,665	No fixed term
Nathan Kerr	34,990	8%	1,202	No fixed term
Total Related Party	209,040		11,867	

² Mobile Business Devices Pty Ltd has an outstanding convertible note of \$25,000 that was issued to Nathan Kerr. There is no interest rate and it is the intention of the Group and Mr Kerr that the loan will be repaid at face value.

17. CONTRIBUTED EQUITY

	2022 (Shares)	2021 (Shares)	2022 (\$)	2021 (\$)
Ordinary Shares	685,903,321	123,238,217	11,898,499	3,940,987
Total Share Capital	685,903,321	123,238,217	11,898,499	3,940,987

Movements of share capital during the year

Date	Details	No of shares	Issue price (\$)	\$
	Opening Balance at 1 January 2022	123,238,217		3,940,987
15/09/2022	Retrospective adjustment in accordance with the requirements of reverse acquisition accounting	(123,238,217)		-
15/09/2022	Recognition of shares in One Click Group Limited (formerly UUV Aquabotix Ltd) in accordance with the requirements of reverse acquisition accounting	120,903,321		-
15/09/2022	Shares issued for the acquisition of Mobile Business Devices Pty Ltd	265,000,000	-	2,418,070
15/09/2022	Shares issues pursuant to the public offer	275,000,000	\$0.02	5,500,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Date	Details	No of shares	Issue price (\$)	\$
15/09/2022	Issue of shares on conversion of convertible notes in vendor	25,000,000	\$0.02	500,000
15/09/2022	Capital raising costs			(460,558)
Closing Balance at 31 December 2022		685,903,321		11,898,499

The holder of Ordinary Shares is entitled to participate in dividends and the proceeds on winding up of the Group in proportion to the number of and amounts paid on the shares held. On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote. Ordinary Shares have no par value and the Group does not have a limited amount of authorised capital.

Movements of share capital during the previous year

Date	Details	No of shares	Issue price (\$)	\$
Opening Balance at 1 January 2021		35,248,190		2,489,659
12/03/2021	Issued ordinary shares	15,132,856	\$0.01	151,328
12/03/2021	Issued ordinary shares	22,857,171	\$0.035	800,000
30/11/2021	Issued ordinary shares	50,000,000	\$0.01	500,000
Closing Balance at 31 December 2021		123,238,217		3,940,987

Dividends

There were no dividends proposed or paid during the financial year.

18. RESERVES

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Opening balance	-	-
Options issued to Lead Manager in relation to the public offer	276,654	-
Share based payments (refer note 7)	1,200,000	-
Closing balance	1,476,654	-

(a) Share-based payments Reserve

The share-based payments reserve represents the value of share rights issued to key management personnel, and to vendors for services in relation to capital raisings. The share-based payments reserve is used to record the value of the share-based payments provided to employees, consultants and for options issued pursuant to any acquisition or in exchange for services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The Lead Manager options were valued using the Black Scholes valuation model using the following inputs:

Number of options granted	25,000,000
Grant date share price	\$0.02
Exercise price	\$0.03
Expected volatility	100%
Option life	3 Years
Dividend yield	nil
Interest rate	3.37%

19. CASH FLOW INFORMATION

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Reconciliation of cash flow from operating activities with the loss from continuing operations after income tax:		
Non-cash flows in profit from ordinary activities		
Net (Loss) after Income Tax	(6,907,852)	(1,919,901)
Non cash items		
Share based payments	1,200,000	-
Listing expense	2,874,318	-
Depreciation and amortisation as per profit and loss	601,830	454,881
Provision for doubtful debts	429,669	47,041
Provision of leaves	70,366	-
Changes in assets & liabilities		
(Decrease) in trade and other receivables	(260,105)	(497,207)
Increase/(Decrease) in trade and other payables	(535,860)	642,401
Cash flow used in Operating Activities	(2,527,634)	(1,272,785)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

20. INTERESTS IN OTHER ENTITIES

	Principal Place of business	Ownership Interest held by the Group	
Mobile Business Devices Pty Ltd	Australia	100%	-

21. MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

No matter or circumstances have arisen since 31 December 2022 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

22. REMUNERATION OF AUDITOR

During the year the following fees were paid or payable for services provided by the Auditor of the Entity and its related parties.

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Audit and Other Assurance Services		
RSM Australia Partners	49,595	-
Grant Thornton Audit Pty Ltd	-	59,275
Total remuneration for Audit and Other Assurance Services	49,595	59,275

23. COMMITMENTS

The Company has no commitments not recognised as liabilities as at 31 December 2022 (2021: \$nil).

24. LOSS PER SHARE

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Basic loss per share (cents per share)	(1.78)	(1.17)
(Loss) used in the calculation of Earnings (Loss) Per Share	(6,907,854)	(1,757,436)
Weighted average number of ordinary shares	387,662,069	150,725,664

Effect of dilutive securities: Share options are not considered dilutive as the conversion of options to ordinary shares will result in a decrease in the net loss per share.

25. CONTINGENT LIABILITIES

The Board is not aware of any circumstances or information, which leads them to believe there are any material contingent liabilities outstanding as at 31 December 2022.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

26. FAIR VALUES OF FINANCIAL ASSETS AND LIABILITIES

At 31 December 2022 and 31 December 2021, the carrying amounts of financial assets and financial liabilities classified with current assets and current liabilities respectively approximated their fair values due to the short-term maturities of these assets and liabilities. The fair values of non-current financial assets and non-current financial liabilities are not materially different from their carrying amounts.

27. RELATED PARTY DISCLOSURES

Parent Entity

The legal Parent Entity of the Group is One Click Group Limited (1CG). 1CG owns 100% of the issued ordinary shares of Mobile Business Devices Pty Ltd.

Wholly owned Group transactions

Loans made by One Click Group Limited to wholly owned subsidiary companies are contributed to meet required expenditure payable on demand and are not interest bearing.

Key Management Personnel

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Short-term employee benefits	261,246	-
Share-based payments	780,000	-
	1,041,246	-

Detailed remuneration disclosures for Directors and Executives for the year to 31 December 2022 are provided in the Remuneration Report on pages 13 to 24.

Transactions with key management personnel and their related parties

Payments to Azalea Accounting Services Pty Ltd and Azalea Corporate Services Pty Ltd (director related entities of Winton Willesee and Erlyn Dawson) of \$33,342 for corporate service fees including company secretarial services, accounting and financial reporting services and front and registered office services.

Payments to Forrest Private Wealth Pty Ltd (director related entity of Mark Waller) of \$56,418 (2021: \$38,449) for leased offices located at the principal place of business.

Current Payables

	CONSOLIDATED	
	31 December 2022 (\$)	31 December 2021 (\$)
Payable to Forrest Private Wealth Pty Ltd (director related entity of Mark Waller)	15,324	45,912
Total	15,324	45,912

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Loans from Directors as at 31 December 2022 are as follows:

Lender	Amount	Interest Rate	Interest for the period	Term
Mark Waller	174,050	8%	10,665	No fixed term
Nathan Kerr	34,990	8%	1,202	No fixed term
Total Related Party	209,040		11,867	

Mobile Business Devices Pty Ltd has an outstanding convertible note of \$25,000 which was issued to Nathan Kerr. There is no interest rate and it is the intention of the Group and Mr Kerr that the loan will be repaid at face value.

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

There were no further transactions with Directors or other Key Management Personnel, including their personally related parties, not disclosed the above.

28. PARENT ENTITY INFORMATION

The following information related to the Parent Entity, One Click Group Limited, as at 31 December 2022. The information presented here has been prepared using accounting policies as presented in Note 1.

	31 December 2022 (\$)	31 December 2021 (\$)
Current assets	5,064,710	408,897
Non-current assets	2,418,070	-
Total Assets	7,482,780	408,897
Current liabilities	84,457	81,184
Non-current liabilities	-	-
Total Liabilities	84,457	81,184
Net Assets	7,398,323	327,713
Loss for the year	(1,578,597)	(515,432)
Other comprehensive profit/(loss) for the year	-	-
Total Comprehensive Loss for the Year	(1,578,597)	(515,432)

Contingent Liabilities

The parent entity has no contingent liabilities as at 31 December 2022 and 31 December 2021.

Commitments

The parent entity has no commitments as at 31 December 2022 and 31 December 2021.

Significant Accounting Policies

The accounting policies of the parent entity are consistent with those of the consolidated entity as disclosed in Note 1.

DIRECTORS' DECLARATION

In the opinion of the Directors of One Click Group Limited (Group):

- (a) the Financial Statements, comprising the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of cash flows, consolidated statement of changes in equity, and Notes set out on pages 29 to 60, are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Group's financial position as at 31 December 2022 and of their performance, for the financial period ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and Corporations Regulations 2001; and other mandatory professional reporting requirements.
- (b) the Financial Report also complies with International Financial Reporting Standards as disclosed in Note 1; and
- (c) there are reasonable grounds to believe that the Group 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 the Directors.



Mark Waller
Managing Director

Dated at Perth, Western Australia, 24 February 2023

RSM Australia Partners

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ONE CLICK GROUP LIMITED**

Opinion

We have audited the financial report of One Click Group Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- (i) giving a true and fair view of the Group's financial position as at 31 December 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 Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (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.

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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
<p>Reverse Acquisition</p> <p>On 15 September 2022, the Company issued 265,000,000 new Shares (on a post 1 to 20 Subdivision basis) as consideration for the acquisition of 100% of the issued capital of Mobile Business Devices Pty Ltd.</p> <p>The acquisition did not meet the definition of a business combination in accordance with AASB 3 Business Combinations. Instead the acquisition has been treated as a group recapitalisation, using the principles of reverse acquisition accounting in AASB 3 Business Combinations.</p> <p>We identified the acquisition of Mobile Business Devices Pty Ltd as a key audit matter due to the technical complexity of the accounting treatment and the significant management judgment required in:</p> <ul style="list-style-type: none"> • determining the acquiring entity; • determining the fair value of consideration paid; and • whether the accounting acquiree meets the definition of a business under AASB 3 Business Combinations. 	<p>We performed the following audit procedures on the accounting for the reverse acquisition:</p> <ul style="list-style-type: none"> • Reviewing the acquisition agreement in order to obtain an understanding of the transaction and the related accounting considerations; • Critically evaluating management's determination that Mobile Business Devices Pty Ltd was the acquiring entity and that the acquired entity did not meet the definition of a business; • Evaluating the timing and appropriateness of the accounting treatment and the consideration of the acquisition based on the acquisition agreement; and • Assessing the compliance of the financial presentation and disclosures with the requirements of the Australian Accounting Standards.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 December 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.

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Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

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/auditors_responsibilities/ar2.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 within the directors' report for the year ended 31 December 2022.


In our opinion, the Remuneration Report of One Click Group Limited, for the year ended 31 December 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 AUSTRALIA PARTNERS



TUTU PHONG
Partner

Perth, WA
Dated: 24 February 2023

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ASX ADDITIONAL INFORMATION

The shareholder information set out below was applicable as at 1 February 2023.

1. Quotation

Listed securities in One Click Group Limited are quoted on the Australian Securities Exchange under ASX code 1CG (Fully Paid Ordinary Shares) and 1CGOA (Listed Options) and are not quoted on any other exchange.

2. Voting Rights

The voting rights attached to the Fully Paid Ordinary Shares of the Company are, at a meeting of members or classes of members:

- (a) each member entitled to vote may vote in person or by proxy, attorney or representative; and
- (b) on a show of hands, every person present, who is a member or a proxy, attorney or representative of a member has one vote (even though they may represent more than one member); and
- (c) on a poll, every person present who is a member or a proxy, attorney or representative of a member, has one vote for each Fully Paid Ordinary Share held by the member, or in respect of which she or he is appointed a proxy, attorney or representative.

There are no voting rights attached to any Options or Performance Rights on issue.

3. Distribution of Equity Securities:

i) Fully Paid Ordinary Shares

Shares Range	Holders	Units	%
1 - 1,000	179	78,619	9.30
1,001 - 5,000	149	466,030	7.69
5,001 - 10,000	228	1,882,055	11.79
10,001 - 100,000	897	38,377,228	46.55
100,001 and above	480	645,099,389	24.68
Total	1,933	685,903,321	100.00%

On 1 February 2023, there were 1,066 holders of unmarketable parcels of less than 38,462 Fully Paid Ordinary Shares (based on the last share price of \$0.013).

ii) 1CGOA Listed Options exercisable at \$0.02 on or before 28 July 2023

Shares Range	Holders	Units	%
1 - 1,000	17	6,484	0.01
1,001 - 5,000	26	79,556	0.14
5,001 - 10,000	20	152,384	0.26
10,001 - 100,000	105	4,056,316	6.97
100,001 and above	76	53,934,954	92.62
Total	244	58,229,694	100.00%

iii) **1CGUOPAD Unlisted Options exercisable at \$0.10 on or before 24 December 2023**

Shares Range	Holders	Units	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	2	137,500	8.40
100,001 and above	5	1,500,000 ¹	91.60
Total	7	1,637,500	100.00%

¹ Holders who hold more than 20% of securities are:

- a. Peter Richard James – 500,000 options; and
- b. Rondy Investments Pty Ltd <Clisdell Family No 1> – 350,000 options.

iv) **1CGUOPAE Unlisted Options exercisable at \$0.20 on or before 24 December 2023**

Shares Range	Holders	Units	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	-	-	-
100,001 and above	1	300,000 ¹	100.00
Total	1	300,000	100.00%

¹ Held by Whitney Gayle Million.

v) **1CGUOPAF Unlisted Options exercisable at \$0.03 on or before 24 December 2023**

Shares Range	Holders	Units	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	-	-	-
100,001 and above	1	325,000 ¹	100.00
Total	1	325,000	100.00%

¹ Held by Whitney Gayle Million.

vi) **1CGUOPAG Unlisted Options exercisable at \$0.40 on or before 24 December 2023**

Shares Range	Holders	Units	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	-	-	-

100,001 and above	1	325,000 ¹	100.00
Total	1	325,000	100.00%

¹ Held by Whitney Gayle Million.

vii) **1CGUOPAH Unlisted Options exercisable at \$0.03 on or before 23 September 2025**

Shares Range	Holders	Units	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	-	-	-
100,001 and above	1	25,000,000 ¹	100.00
Total	1	25,000,000	100.00%

¹ CG Nominees (Australia) Pty Ltd.

viii) **1CGOESC12 Unlisted Options exercisable at \$0.025 on or before 15 September 2025 (escrowed to 15 September 2023)**

Shares Range	Holders	Units	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	2	125,000	1.17
100,001 and above	19	10,575,000	98.83
Total	21	10,700,000	100.00%

ix) **1CGOESC24 Unlisted Options exercisable at \$0.025 on or before 15 September 2025 (escrowed to 27 September 2024)**

Shares Range	Holders	Units	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	1	50,000	2.78
100,001 and above	4	1,750,000 ¹	97.22
Total	5	1,800,000	100.00%

¹ Holders who hold more than 20% of securities are:

- Mr Albert Lilie & Mrs Phei Li Ong <The Lucky Family A/C> – 99625,000 options;
- Mr Ardika Kharismageng <The Kharisma A/C> – 625,000 options; and
- Trillo Superannuation Pty Ltd <The Trillo Superfnd A/C> – 375,000 options.

x) **1CGPERFA12 Performance Rights exercisable on or before 15 September 2027 (escrowed to 15 September 2023)**

Shares Range	Holders	Units	%
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1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	-	-	-
100,001 and above	8	8,700,000 ¹	100.00
Total	8	8,700,000	100.00%

¹ Holders who hold more than 20% of securities are:

- a. Peter Stevens <The Nautica> – 3,000,000 performance rights; and
- b. Mr Nicholas Thomas Taylor – 1,800,000 performance rights; and
- c. Robbie Graham <The RVHH Family> – 1,800,000 performance rights.

xi) 1CGPERFA24 Performance Rights exercisable on or before 15 September 2027 (escrowed to 27 September 2024)

Shares Range	Holders	Units	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	-	-	-
100,001 and above	5	21,300,000 ¹	100.00
Total	5	21,300,000	100.00%

¹ Holders who hold more than 20% of securities are:

- a. Mark Waller <The M E Waller Family> – 9,000,000 performance rights; and
- b. Nathan Jeffery Thomas Kerr <The Jadiwa Family> – 9,000,000 performance rights.

xii) 1CGPERFB12 Performance Rights exercisable on or before 15 September 2027 (escrowed to 15 September 2023)

Shares Range	Holders	Units	%
1 - 1,000	-	-	-
1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	-	-	-
100,001 and above	8	8,700,000 ¹	100.00
Total	8	8,700,000	100.00%

¹ Holders who hold more than 20% of securities are:

- a. Peter Stevens <The Nautica> – 3,000,000 performance rights;
- b. Mr Nicholas Thomas Taylor – 1,800,000 performance rights; and
- c. Robbie Graham <The RVHH Family> – 1,800,000 performance rights.

xiii) 1CGPERFB24 Performance Rights exercisable on or before 15 September 2027 (escrowed to 27 September 2024)

Shares Range	Holders	Units	%
1 - 1,000	-	-	-

1,001 - 5,000	-	-	-
5,001 - 10,000	-	-	-
10,001 - 100,000	-	-	-
100,001 and above	5	21,300,000 ¹	100.00
Total	5	21,300,000	100.00%

¹Holders who hold more than 20% of securities are:

- a. Mark Waller <The M E Waller Family> – 9,000,000 performance rights; and
- b. Nathan Jeffery Thomas Kerr <The Jadiwa Family> – 9,000,000 performance rights.

4. Substantial Shareholders

The names of the substantial shareholders in the Company and the number of equity securities to which each substantial holder and the substantial holder's associates have a relevant interest, as disclosed in substantial holding notices given to the Company as at 1 February 2023, are as follows:

Name: Mark Edward Waller <The M E Family Trust>

Holder of: 39,231,976 fully paid ordinary shares, representing 5.72% as at 19 September 2022

Notice Received: 19 September 2022

5. Restricted Securities

The following restricted securities are listed on the Company's register as at 1 February 2023:

Escrowed to 27 March 2023

43,528,421 Fully Paid Ordinary Shares

Escrowed to 15 September 2023

217,767 Fully Paid Ordinary Shares

10,700,000 1CGOESC12 Unlisted Options (\$0.025, 15 September 2025)

8,700,000 1CGPERFA12 Performance Rights (15 September 2027)

8,700,000 1CGPERFB12 Performance Rights (15 September 2027)

Escrowed to 27 September 2024

71,614,655 Fully Paid Ordinary Shares

1,800,000 1CGOESC24 Unlisted Options (\$0.025, 15 September 2025)

25,000,000 1CGUOPAH Unlisted Options (\$0.03, 23 September 2025)

21,300,000 1CGPERFA24 Performance Rights (15 September 2027)

21,300,000 1CGPERFB24 Performance Rights (15 September 2027)

6. On market buy-back

There is currently no on market buy-back in place.

7. Twenty Largest Shareholders:

The twenty largest holders of the Company's Fully Paid Ordinary Shares as at 1 February 2023 are as follows:

1CG Fully Paid Ordinary Shares:

	Name	No. of Shares	%
1	MR MARK EDWARD WALLER <M E WALLER FAMILY A/C>	39,231,976	5.72%
2	ICE COLD INVESTMENTS PTY LTD	26,750,000	3.90%

	Name	No. of Shares	%
3	NATHAN JEFFERY THOMAS KERR THE JADIWA FAMILY	25,065,931	3.65%
4	MR ROBERT JAMES GRAHAM & MRS VICTORIA GRAHAM <RVHH FAMILY A/C>	24,099,830	3.51%
5	URBAN LIFE SCIENCES PTY LTD	22,108,048	3.22%
6	BASKERVILLE INVESTMENTS PTY LTD	22,052,605	3.22%
7	MANDATE 322 PTY LTD <DORSIA A/C>	19,494,144	2.84%
8	THE DYSON FUND PTY LTD	15,475,513	2.26%
9	RECO HOLDINGS PTY LTD <RECO SUPER FUND A/C>	13,553,894	1.98%
10	TBG CAPITAL PTY LTD	11,054,024	1.61%
11	JASMINE INDUSTRIES PTY LTD JASMINE INDUSTRIES	11,053,894	1.61%
11	LIGURIAN HOLDINGS PTY LTD	11,053,894	1.61%
12	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	10,004,002	1.46%
13	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	9,100,000	1.33%
14	EMAMEVLO PTY LTD <PAPAKONSTANTINOS MINNITI A/C>	8,356,777	1.22%
15	NOBLE HOUSE TRADING PTY LTD <TAIPAN INVESTMENT A/C>	7,508,056	1.09%
16	PEKRICH PTY LTD <THE NAUTICA A/C>	7,191,871	1.05%
17	MOJO JAM PTY LTD <JM FAMILY A/C>	5,931,905	0.86%
18	SILVERINCH PTY LIMITED <THE SILVERINCH S/F A/C>	5,720,525	0.83%
19	JAMELL CAPITAL PTY LTD <THE JAMELL A/C>	5,670,000	0.83%
20	MR ROBERT GRAHAM <THE GRAHAM FAMILY A/C>	5,527,150	0.81%
	Total	306,004,039	44.61

8. Twenty Largest Optionholders:

The twenty largest holders of the Company's quoted Options as at 1 February 2023 are as follows:

1CGOA Listed Options:

	Name	No. of Shares	%
1	HAMMERHEAD HOLDINGS PTY LTD <HHH S/F A/C>	4,800,000	8.24%
2	GEORDIE BAY HOLDINGS PTY LTD	3,773,841	6.48%
3	MR MICHAEL FRANK MANFORD	3,045,182	5.23%
4	DRAGAN INV PTY LTD <DN SUPER FUND A/C>	2,500,000	4.29%
5	UPSKY EQUITY PTY LTD <UPSKY INVESTMENT A/C>	2,333,334	4.01%
6	PETER RICHARD JAMES	2,000,000	3.43%
7	LONGREACH 52 PTY LTD	1,933,334	3.32%
8	WHITNEY GAYLE MILLION	1,750,000	3.01%
9	CHRISTIE JAMES FUNDS MANAGEMENT PTY LTD <CHRISTIE JAMES FUND A/C>	1,618,999	2.78%
10	SILVERINCH PTY LIMITED <THE SILVERINCH S/F A/C>	1,412,050	2.42%
11	SCINTILLA STRATEGIC INVESTMENTS LIMITED	1,333,334	2.29%
12	LOKTOR HOLDINGS PTY LTD <TAYBIRD A/C>	1,245,384	2.14%

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	Name	No. of Shares	%
12	AC YOUNG PTY LTD <AC YOUNG A/C>	1,245,384	2.14%
13	MR GREGORY MILTS	1,150,000	1.97%
14	MR ARJUNAN SUNDARAMOORTHY	1,125,000	1.93%
15	MR ROBERT ANTHONY CLISDELL	1,004,000	1.72%
16	MR DRAGOSLAV JEVTIC & MRS NICOLE JEVTIC	1,000,000	1.72%
17	RONDY INVESTMENTS PTY LTD <CLISDELL FAMILY NO 1 A/C>	913,897	1.57%
18	MRS LISA MARLANE ROBERTS	887,351	1.52%
19	AZALEA INVESTMENTS PTY LTD	833,334	1.43%
20	INCISIVE ACCOUNTING PTY LTD	816,250	1.40%
	Total	36,720,674	63.06%