

EAST  
3°




2022 Annual Report





EAST  
3°

*Wild elegance,  
uncompromised quality.*







Cover image: Wallis Lake, by East 33  
Image right: Oysters harvested, by Tim Levy

**2022 Annual Report**  
East 33 Limited  
ACN 636 173 281  
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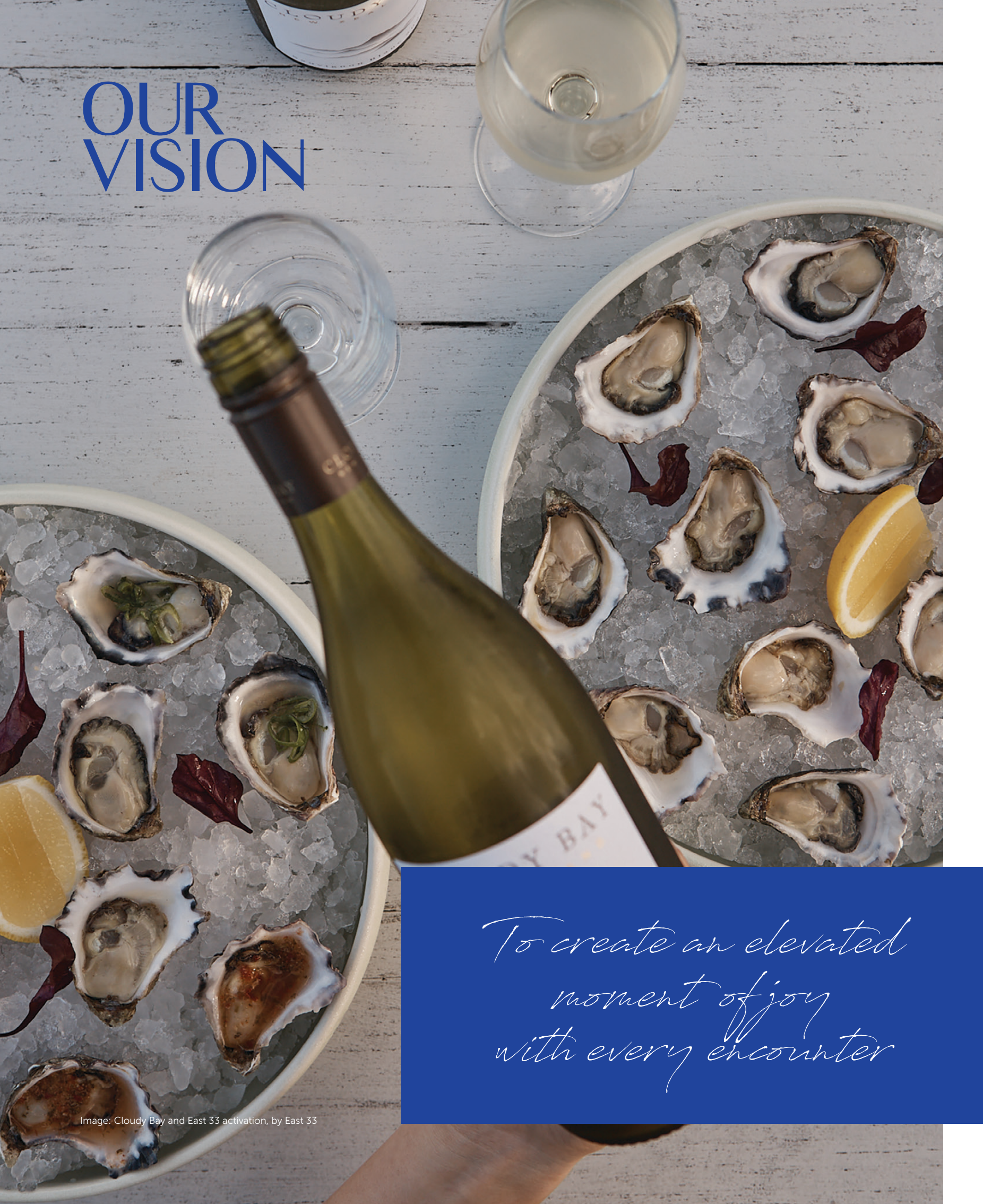
## BORN BOLD

As Australia's largest vertically integrated Sydney Rock Oyster producer, supplier and exporter, East 33 Limited (East 33) is dedicated to pioneering the world's finest oyster by empowering the people behind the craft, nurturing the places that support it, and delivering moments of Joy.

FY2021-22 was a stellar and eventful financial year for East 33, preparing for our launch onto the Australian Securities Exchange (ASX). The final purchases of oyster hatcheries and leases increased our market reach and production capabilities, and expanded our distribution channels.



# OUR VISION



*To create an elevated  
moment of joy  
with every encounter*



# OUR MISSION



We are dedicated to pioneering the world's best oyster culture, by empowering the people behind it, caring for the places that support it, and delivering moments to be savoured.





# OUR VALUES



East 33 represents quality, a dedication to the authentic and an inspired legacy, focused on delivering a moment of joy.





# ABOUT US

As Australia's largest vertically integrated Sydney Rock Oyster (SRO) producer, buyer and supplier, East 33 seeks to build the company into an iconic Australian elevated food brand. We are now uniquely positioned to take the SRO to the world on an unparalleled scale. As an Australian company, East 33 is focused on utilising its economic growth for the better of our customers, shareholders, employees, the communities in which we operate and our industry at large. We are proud to contribute to bringing sustainability and economic rejuvenation to regional Australia.



# CHAIRMAN'S LETTER

Dear Investor,

With a powerful business model at our core, hundreds of years of combined shared history to draw on and a culture of grit, passion, and accountability, East 33 has been able not just to survive but thrive through significant external adversity.

Following our initial public offering in July 2021, we have been tested with hard COVID-19 lock downs, chronic labour shortages, extensive rain, flooding and the devastating Queensland Unknown (QX) disease which has wiped out the majority of Port Stephens Sydney Rock Oyster crop. The resiliency of our people, the power of our business model and the fundamental demand for our product has enabled us to overcome these challenges and grow our business in both production and revenue increasing year on year.

Having successfully completed a material fiscal management program in response to the environmental and economic conditions, we remain steadfast in our journey to more than double our production. This will see us deliver an oyster experience never before available to customers and take our unique product to the world.

East 33 spans every element of the Sydney Rock Oyster industry. Meaning, we have a clear eye on our potential, an exact bearing on our direction and the resources to deliver on a bold industry transformation.

Quite simply, we are shining a bright light on an Australian icon – the Sydney Rock Oyster. With this growth and the profit that inevitably comes from it, we intend to remain true to our mission. We will remain unwavering in providing a positive environmental and community impact by empowering the people behind us and delivering our customers a moment of joy.

Yours sincerely,



**James Garton**  
Executive Chairman



# THE WORLD OF EAST 33

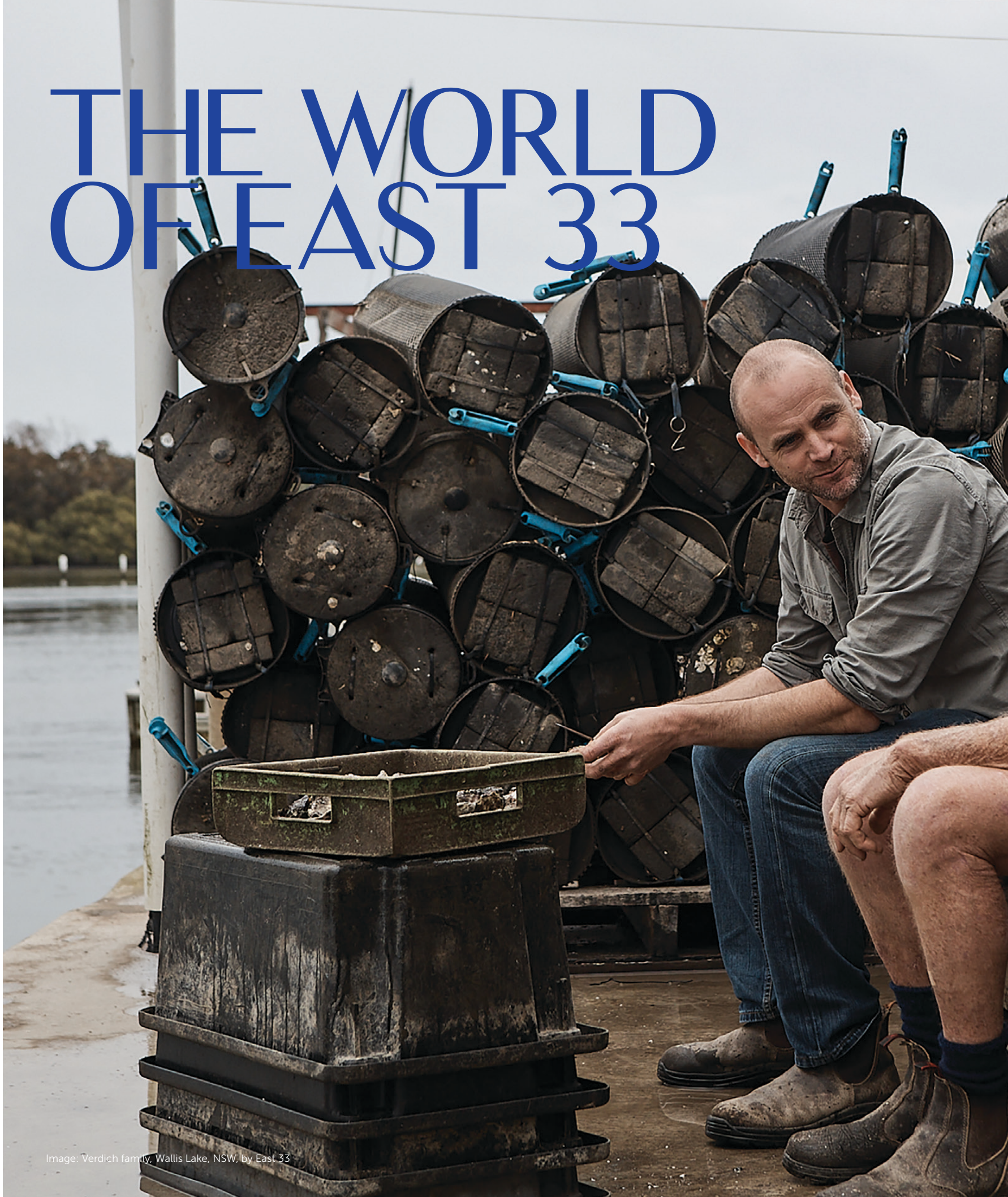


Image: Verdich family, Wallis Lake, NSW, by East 33





## CULTIVATION OF A CRAFT

East 33's operations span all elements of the Sydney Rock Oyster industry, from hatchery, nursery and production to shucking facilities, eCommerce, our Shellar Door™ restaurant program, and international trade.

Our commitment to continued product excellence is a key company differentiator and source of future growth.

## Our People

All successful businesses are underpinned by good people. We have an unparalleled depth of oyster industry and farming knowledge with collectively hundreds of years of oyster farming, processing and distribution knowledge to draw on. This combined with our culture of grit, passion, integrity and accountability create an environment to promote careers and not to just provide jobs.



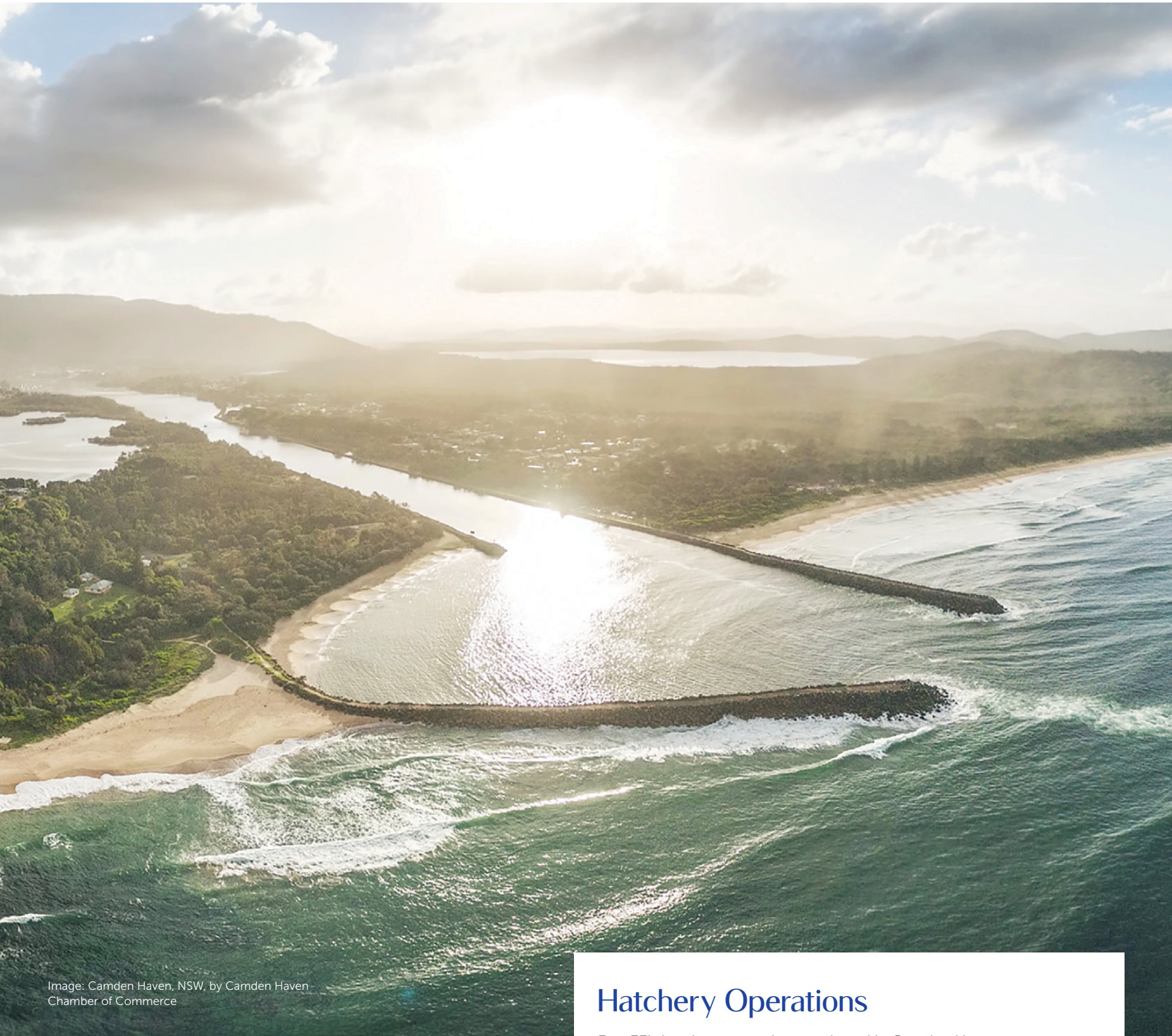


Image: Camden Haven, NSW, by Camden Haven Chamber of Commerce

## Hatchery Operations

East 33's hatchery operations are based in Camden Haven, on the North Coast of New South Wales - this unique waterway that makes the region one of Australia's best oyster farming locations. Our facilities have a current production capability of approximately 20 million Sydney Rock Oysters per year. These operations significantly de-risk, supplement and improve upon our operations to cultivate/harvest wild-caught SROs.





## Farming Operations

East 33 is the largest holder of aquaculture Sydney Rock Oyster leases in NSW with 204 hectares of prime waterways. In some instances, the waterways have been continuously held for more than a century by generations of our founding farmer families. Spread between the Manning River, Wallis Lake and Port Stephens, East 33's water assets and land bases are the backbone of our production capability.

In the previous financial year, East 33 produced just over 7 million Sydney Rock Oysters. However, our water based assets have the capacity to scale to 39 million SRO's per year. Our current inventory position of approximately 35 million SRO's and our continued investment in the water ways carrying capacity and on ground logistics provides the foundations for East 33's production growth.



Image: Wallis Lake, NSW, by East 33

## Third Party Supply, Shucking & Distribution Operations

In addition to our direct production, East 33 is the largest buyer of Sydney Rock Oysters in Australia, servicing small-scale farmers with access to market. East 33's processing capability in Bankstown has 30 stations and is the largest in Australia. This processing power enables East 33 to supply at scale to food services, retail, eCommerce and wholesale channels.



Image: Oyster presentation, by East 33  
Oysters in platter designed by Australian artist  
Dion Horstmans, by East 33





## Tourism & Shellar Door™ Operations

East 33 is the owner and operator of its own restaurant and tourism facility. Located directly on the shores of Wallis Lake adjacent to East 33 oyster farms, Thirty Three Degrees serves as the focal point for consumers to enjoy the provenance of the Sydney Rock Oyster. In addition to the dining experience showcasing the SRO, consumers can take a guided tour of the oyster leases, learning more about the cultivation process in an immersive Shellar Door™ experience, our version of the 'cellar door'.

Top image: Thirty Three Degrees, Wallis Lake, by East 33  
Bottom image: Natural Wonders Experience by East 33 and Cloudy Bay





## BRAND

Building on the foundations of provenance, heritage, and the rarity of the Sydney Rock Oyster, East 33 seeks to provide an elevated experience at all touchpoints, and champion our values of:

*Quality, Authenticity,  
Inspiration and Joy*

## MARKETING

*Creating the most  
recognisable oyster  
brand in Australia*

East 33's ability to continue to grow Sydney Rock Oyster sales will be in part dependent on the East 33 Group's continued brand awareness and, ability to differentiate its Sydney Rock Oysters as a hallmark brand and ultimately culminate in demand for the East 33 group's products.

Whilst needing to temper activities during an economically challenging period, our mission remains steadfast to collaborate with contemporary fashion, art, and culinary figures. We will continue to engage in these collaborations across multiple oyster seasons in coming years to build upon brand awareness and product appreciation and an affinity to SRO's by elevating the brand experience and reaching new audiences.



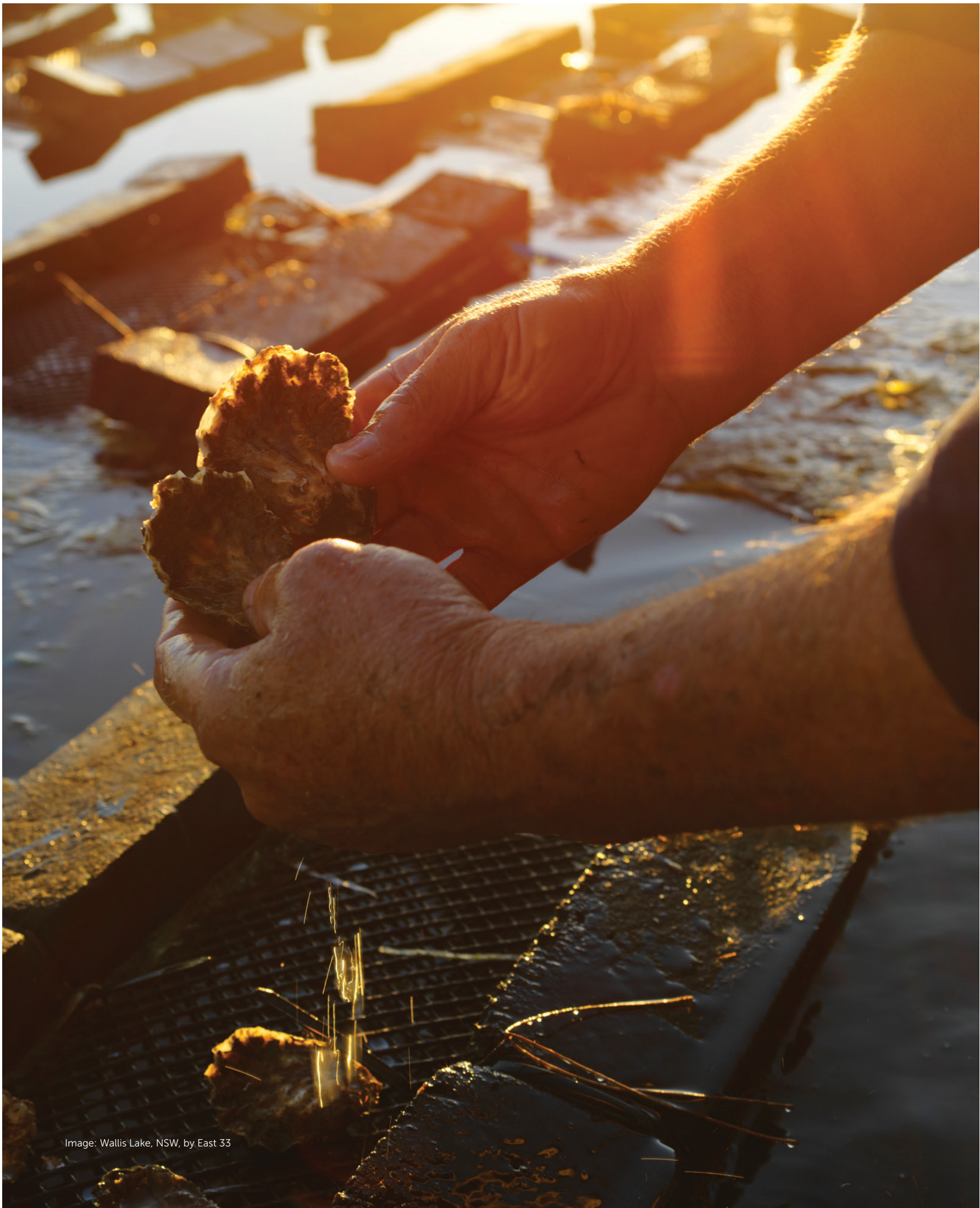


Image: Wallis Lake, NSW, by East 33



# SUSTAINABILITY

East 33 recognises the important role of sustainable farming practices and methods in both fostering and maintaining healthy ecosystems and protecting biodiversity.

Environmental sustainability is at the forefront of East 33's business, employing sustainability practices developed over generations by farming families. We actively seek to collaborate with governments and our fellow producers in the industry, as well as the communities where our oysters are farmed and cultivated.

Sydney Rock Oysters are indigenous, growing naturally, and have thrived for thousands of years on the east coast of Australia. We foster this natural process by committing to sustainable farming practices, safeguarding our pristine aquatic environments with stringent oversight and by engaging with industry-leading bodies that set and regulate quality standards.

By working with generations of collective farming knowledge, access to the most treasured nurseries in the world, pioneering aquaculture technology, world-leading breeding programs, and a sophisticated corporate management model, East 33 is uniquely positioned to take the highest quality Australian produce to the world.





Image: Oyster farming, Wallis Lake, by East 33





## Covid-19

Whilst East 33's diverse sales channels enabled us to navigate the restaurant closures caused by COVID-19, our net sales were negatively impacted due to softer overall demand. Additionally, our ability to harvest and farm oysters was significantly impacted by several labour shortages in regional New South Wales during this time.

## Flooding and Prolonged Rain

Throughout the financial year there were once in one hundred year levels of rain that effected the entire New South Wales coastline for prolonged periods of time. In addition to materially disrupting oyster harvest and third party supply capability, such prolonged levels of low salinity resulted in material loss of inventory.

## Queensland Unknown (QX) Disease in Port Stephens

During the financial year the industry was rocked by an unparalleled outbreak of QX disease in Port Stephens, which resulted in the near complete devastation of the entire ports Sydney Rock Oyster supply. Historically Port Stephens has been over 20% of Sydney Rock Oyster production.





From Left to right: Tony Troupe, Jason Piper, James Garton, Anthony Sciacca, Stephen Verdich, Robert Diemar, Philip Sciacca, Brad Verdich, Glenn Browne.  
By East 33







# ANNUAL FINANCIAL STATEMENTS

30 JUNE 2022



East 33 Limited

ABN 70 636 173 281



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# CORPORATE DIRECTORY

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**Directors**

James Garton  
Guy Burnett  
Mark Nagy  
Xingqi Gao

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**Company secretary**

Guy Burnett

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**Registered office**

12 Point Road  
Tuncurry, NSW 2428

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**Principal place of business**

12 Point Road  
Tuncurry NSW 2428

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**Auditor**

HLB Mann Judd (WA Partnership)  
Level 4  
130 Stirling Street  
Perth, WA 6000

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**Solicitors**

Thomson Geer Law  
Level 28  
Waterfront Place  
1 Eagle Street  
Brisbane, QLD 4000

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**Bankers**

NAB  
Level 3, 2 Carrington Street  
Sydney NSW 2000

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**Share Registry**

Link Market Services Ltd  
QV1 Building, Level 12, 250 St George's Terrace  
Perth, WA 6000

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**Stock exchange listing**

East 33 Limited shares are listed on the Australian Securities Exchange  
(ASX code: E33)

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**Website**

<https://east33.sydney>

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**Corporate Governance Statement**

<https://east33.sydney/asx-info/>

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# DIRECTORS' REPORT

The directors present their report, together with the financial statements, on the Group (referred to hereafter 'as the Group') consisting of East 33 Limited (referred to hereafter as 'the Company' or 'the parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2022.

## Directors

The following persons were directors of East 33 Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

**James Garton**

**Mark Nagy**

**Guy Burnett**

**Xingqi Gao** (appointed 26 July 2021)

### Resigned during FY22

**Kara Hurry Walker**

(appointed 26 July 2021 resigned 31 January 2022)

**Georgina Williams**

(appointed 26 July 2021 resigned 08 April 2022)

**Philip Corne**

(appointed 26 July 2021 resigned 01 March 2022)

**Geoffrey Erby**

(appointed 26 July 2021 resigned 26 April 2022)

**Greg Daniel**

(appointed 1 March 2022 resigned 26 April 2022)

**John Maher**

(appointed 8 April 2022 resigned 26 April 2022)

## Directors appointed subsequent to 30 June 2022

Nil

## Principal activities

During the financial year the principal continuing activities of the Group consisted of oyster farming and distribution.

## Dividends

No dividends were paid during the financial year.

## Review of operations

In July 2021 the Company completed a successful listing of East 33 Limited (E33) on the Australian Securities Exchange (see commentary below) and at the same time completed the acquisition of the final two businesses that form part of the aggregation process started in 2019. The two businesses acquired in July 2021 were the Distribution and Processing business located in Sydney and the Nursery and Hatchery operations located in Camden Haven, NSW. In the prior periods the Group had completed the acquisitions of seven oyster farms and a Restaurant. The aggregated group includes oyster farming operations in Port Stephens, Wallis Lakes, Manning River and Camden Haven, and an oyster processing and distribution facility in Sydney.

Sales revenue amounted to \$22.6 million (2021: \$8.4 million) and other income for the Group amounted to \$0.8 million (2021: \$4.6 million). Net cash used in operating activities was (\$3.1 million) (2021: \$2.7 million). The net loss of the Group amounted to \$8.9 million (2021: \$5.5 million loss).

The Group was significantly impacted by the effects of Covid in this financial year with NSW going into an unprecedented lock down for circa three months very soon after the July 21 aggregation completion. The distribution and processing segment managed to remain operating and quickly pivoted from mostly supplying restaurants and retail to wholesale sales channels. The farming operation was severely hampered with lack of resources available in rural Australia and the Group had to respond by materially altering the salary bands to attract good staff pushing up the payroll cost beyond that expected. During the first half of calendar year 2022, the extended rains in NSW had a significant impact on expected mortalities in some of the oyster farming areas and Port Stephens experienced an outbreak of QX disease which killed a material portion of East 33 oyster stock.



A brief analysis below demonstrates the Non-IFRS operating loss of the Company for the comparative periods.

	FY 22 \$ million	FY 21 \$ million	Analysis
Revenue	22.6	8.4	Growth achieved in FY 22 as a result of full aggregation of the businesses in July 2021
Reported EBITDA	(6.1)	(2.8)	
<b>Adjusted by non-cash items</b>			
• Cost of sales	4.3	4.2	The Group acquired a large number of oysters in the aggregation process which are expensed as cost of sales upon sale.
• Impairment	4.2	-	In April 2022 the Group suffered significant loss of oysters from unprecedented rainfall and first time occurrence of QX disease in the Port Stephens estuary.
• Gain on business combinations	-	(4.2)	Non cash gain on acquisitions of businesses.
• Gain on fair value of financial liabilities	(3.9)	-	Non cash gain on revaluation of convertible notes issued as part of the business acquisitions.
<b>Non IFRS Operating loss</b>	<b>(1.5)</b>	<b>(2.8)*</b>	

\*The Consolidated numbers for June 2021 do not include the operating financial results for CMB Seafoods Pty Ltd who had not been acquired during that period.

## Significant changes in the state of affairs

### Initial public offering

On 21 July 2021, the Group successfully completed an Initial Public Offering (IPO) on the Australian Securities Exchange and raised \$32 million in equity before costs. In addition, the Group secured a \$10 million facility from NAB. The funding was used to settle outstanding/new vendor commitments of \$21.2 million and the interim bridge loan facility of \$8.9 million with the balance used to fund working capital.

At completion of the IPO:

- The Group completed the acquisition of CMB Seafoods Pty Ltd (a large oyster processing and distribution facility based in Sydney) for \$17.9 million and the Troup business (an oyster hatchery) for \$3.3 million, further bolstering the Group's oyster supply chain,
- pursuant to the various share purchase agreements entered into, existing vendor liabilities of \$4 million were extinguished via issuance of redeemable convertible preference shares,
- A further issuance of redeemable convertible preference shares of \$5.6m in part consideration for business acquisitions completed at the date of the IPO,
- \$3.8 million of vendor liabilities were converted to equity and a total of \$21.2 million was paid in cash,
- Convertible notes totaling \$5.2 million issued on 21 December 2020 were converted to equity,
- 160 million ordinary shares issued to new investors, raising \$32 million.

### Share based payments and performance right issue

During the current period the Group issued the following shares and performance rights as share-based payments:

- **19,000,000** shares to Vendors of MS Verdich Pty, J Wilson, CMB Seafoods Pty Ltd and AJ and JS Troup;
- **1,250,000** shares to directors;
- **6,910,048** performance rights to director and advisors; and
- **75,000,000** performance rights to directors under common control transactions.

19,000,000 shares issued to Vendors of MS Verdich Pty, J Wilson, CMB Seafoods Pty Ltd and AJ and JS Troup were valued at the share price on the date the acquisitions completed being \$0.20 a share.

1,250,000 shares issued to directors were valued at the share price on grant date being \$0.20 a share.

The performance rights issued to a director and advisors have the following vesting conditions:

- Tranche 1 – 11.11% vest on achieving an EBIT of \$7.3m by 30 June 2022 and 11.11% vest on generating cash from operations of \$6.8m or more by 30 June 2022.
- Tranche 2 – 11.11% vest on achieving an EBIT of \$16m by 30 June 2023 and 11.11% vest on generating cash from operations of \$15m or more by 30 June 2023.
- Tranche 3 – 11.11% vest on achieving an EBIT of \$20m by 30 June 2024 and 11.11% vest on generating cash from operations of \$18m or more by 30 June 2024.
- Tranche 4 – 33.34% vest on achieving a share price of \$1 or more as measured by a 20-trading day VWAP by 30 June 2024.

There were no other significant changes in the state of affairs of the Group during the financial year.



## Matters subsequent to the end of the financial year

In July 2022 the Group acquired Oystercloud an industry leading agri-tech cloud based oyster farm management software business.

The business was acquired for a total consideration of \$475,000 payable in six tranches by 1 December 2024.

The sale of land and buildings classified as held for sale settled in August for \$750,000.

As part of the announced fiscal management plan the Company has re-prioritized resource with the effect of suspending its focus on export and online segments.

## Likely developments and expected results of operations

The Company expects to further consolidate the operations of the acquired businesses, roll out planned capex to enhance oyster supply capability, invest in the brand and explore new market opportunities with the goal of meeting the forecast results from operations.

## Environmental regulation

NSW oyster farmers are required to adhere to the guidelines laid out in the NSW Oyster Industry Sustainable Aquaculture Strategy Fourth Edition (2021) which outlines the accepted standard practices in oyster farming and regulatory considerations.

MARPOL – The international Convention for the Prevention of Pollution from Ships requires that all waste products that we generate are returned to land for appropriate recycling or disposal.

Bio Security Risk Management Plan (incorporating Pest and Disease Control) and DPI Primefact No. 1290, (Biosecurity NSW, 2015) outline the restrictions and requirements for the transportation of oysters, vessels and equipment between estuaries. It also lists standard and emergency procedures, training syllabus and records.

The POEO Act and the Protection of the Environment Operations (Noise Control) Regulation 2017 ensure that we operate with consideration to our neighbors, community and the environment.

## Information on directors

<b>Name:</b>	<b>James Garton</b>
<b>Title:</b>	Executive Chairman
<b>Qualifications:</b>	Bachelor of Science in Economics, a Bachelor of Business Administration in Finance from Texas A&M University, and a Master's Degree in Applied Finance from Macquarie University
<b>Experience and expertise:</b>	<p>Mr Garton is an experienced Company director, with ASX and NASDAQ experience as a former director of previous ASX and Nasdaq listed Mission NewEnergy Ltd and private Company experience across a range of sectors including agriculture, alternative energy, finance, financial technology and property. Mr Garton is also a co founder and current executive director of private payments Company Datamesh Group Pty Ltd.</p> <p>Prior to co-founding East 33, Mr Garton held senior roles encompassing corporate strategy, M&amp;A and corporate finance. Mr Garton's expertise spans managing start-ups to direct responsibility for major billion-dollar cross-border commercial agreements in Australia, US, the China and South East Asia.</p>
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Executive Chairman
<b>Interest in shares:</b>	5,710,067 ordinary shares
<b>Interests in performance rights:</b>	25,000,000
<b>Contractual rights to shares:</b>	None

<b>Name:</b>	<b>Mark Nagy</b>
<b>Title:</b>	Non-Executive Director
<b>Qualifications:</b>	None
<b>Experience and expertise:</b>	<p>Mr Nagy is a highly experienced Company director, having held positions on ASX/NZX-listed Company boards for more than 20 years, including RIS Group Limited (NZXRIS) and Keycorp Ltd (ASX:KYC).</p> <p>Mr Nagy has been involved in the Wallis Lake region for over 50 years. He co-founded East 33 after working closely with some of the region's oyster farmers to develop growth opportunities for the industry. Mr Nagy is also a co founder and current Chief Executive Officer of private payments Company Data Mesh Group Pty Ltd.</p> <p>Mr Nagy previously founded and led several privately held and listed companies across a range of industries and sectors including financial, digital identity, security, transport and health.</p>
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Non-Executive Director
<b>Interest in shares:</b>	5,710,067 ordinary shares
<b>Interests in performance rights:</b>	25,000,000
<b>Contractual rights to shares:</b>	None

<b>Name:</b>	<b>Guy Burnett</b>
<b>Title:</b>	Executive Director (Finance)
<b>Qualifications:</b>	Chartered Accountant (Australia)
<b>Experience and expertise:</b>	<p>Mr Burnett has over 25 years' experience in senior financial, CFO and Company secretary roles.</p> <p>Prior to co-founding East 33, Mr Burnett managed the finance and Company secretarial functions of a number of organisations and groups across Australia and various international jurisdictions including an ASX and NASDAQ listed group. He held roles in several large corporatised utilities, private companies, and was an audit manager at KPMG. Mr Burnett's experience covers a diverse range of sectors including professional audit and advisory, water, energy, renewable energy and technology. Mr Burnett is also a co founder and executive of private payments Company Datamesh Group Pty Ltd.</p> <p>Mr Burnett is a member of Chartered Accountants Australia and New Zealand having obtained a South African Chartered Accountant accreditation from the University of Natal and a conversion to be an Australian Chartered Accountant via Curtin University.</p>
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	None
<b>Interest in shares:</b>	5,710,066 ordinary shares
<b>Interests in performance rights:</b>	25,000,000
<b>Contractual rights to shares:</b>	None



<b>Name:</b>	<b>Xingqi Gao</b>
<b>Title:</b>	Non-Executive Director (Non-Independent)
<b>Qualifications:</b>	Member of the Royal Institute of Surveyors and a Senior Member of the Chinese Institute of Certified Public Accountants.
<b>Experience and expertise:</b>	Majority shareholder and Chairman of the Board of Shanghai Changxing Island Fishing Port Co., Ltd and is the owner of a major port in Shanghai, China, with the focus of importing seafood into China.
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	None
<b>Interest in shares:</b>	6,593,232
<b>Interests in performance rights:</b>	None
<b>Contractual rights to shares:</b>	None

<b>Name:</b>	<b>Kara Hurry Walker</b> (resigned 31 January 2022)
<b>Title:</b>	Non-Executive Director (Independent)
<b>Qualifications:</b>	Graduate of the Australian Institute of Company Directors (GAICD).
<b>Experience and expertise:</b>	<p>Ms Kara Hurry Walker is the founder of Entente Marketing Agency, which focused on areas of luxury and premium fashion design and lifestyle. Kara is a former board member of Cure Cancer Australia and the Australian Fashion Council. Kara was the marketing director for R.M. Williams responsible for global marketing team and rebranding of the business and introduction of the brand to the USA and repositioning within the UK, Australia and New Zealand. Kara's other key roles have been communications manager for Louis Vuitton Australia, Regional Marketing manager for The Woolmark Company and Chief Marketing Officer for ASX listed Australian Agriculture Company.</p> <p>Ms Kara Hurry Walker is a Graduate of the Australian Institute of Company Directors (GAICD)</p>
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Member of the Nomination and Remuneration Committee Member of the Audit and Risk Committee
<b>Interest in shares:</b>	Not applicable as no longer a director
<b>Interests in performance rights:</b>	Not applicable as no longer a director
<b>Contractual rights to shares:</b>	Not applicable as no longer a director

<b>Name:</b>	<b>Georgina Williams</b> (resigned 8 April 2022)
<b>Title:</b>	Non-Executive Director (Non-Independent)
<b>Qualifications:</b>	BA and B Comm from the University of Melbourne and is a member of the Australian Institute of Company Directors and a graduate of the Australian Institute of Company Directors course.
<b>Experience and expertise:</b>	<p>A professional director and serves on a number of boards and has over 25 years' experience in Banking and Superannuation including roles as Chief Executive Officer, Food and Wine Victoria; Group Executive Engagement, Advocacy and Brand at Australian Super; and Head of Brand and Marketing at the Bank of Melbourne.</p> <p>She has also held a number of executive positions at NAB over many years in both Australia and the United Kingdom, which included roles in the commercial banking, wealth, strategy and marketing departments.</p>
<b>Other current directorships:</b>	Non executive director of each of People's Choice, Sunsuper and UN Women
<b>Former directorships (last 3 years):</b>	Lifestyle Communities Limited (ASX:LIC),Reece Limited(ASX: REH)
<b>Special responsibilities:</b>	Chair of the Audit and Risk Committee Member of the Nomination and Remuneration Committee
<b>Interest in shares:</b>	Not applicable as no longer a director
<b>Interests in performance rights:</b>	Not applicable as no longer a director
<b>Contractual rights to shares:</b>	Not applicable as no longer a director

<b>Name:</b>	<b>Philip Corne</b> (resigned 1 March 2022)
<b>Title:</b>	Non-Executive Director (Non-Independent)
<b>Qualifications:</b>	Qualified Chartered Accountant and holds a Bachelor of Economics from the University of Sydney.
<b>Experience and expertise:</b>	Worked at KPMG from 1978 to 1988.Philip joined Louis Vuitton Australia in 1988 as Head of Finance. From 1998 to 2002 he was Senior Vice President and CFO of Louis Vuitton and the LVMH Fashion Group Americas. From 2003 to 2016 Philip was CEO of Louis Vuitton Australia/New Zealand.
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Member of the Nomination and Remuneration Committee Member of the Audit and Risk Committee
<b>Chair of the Advisory Committee</b>	
<b>Interest in shares:</b>	Not applicable as no longer a director
<b>Interests in performance rights:</b>	Not applicable as no longer a director
<b>Contractual rights to shares:</b>	Not applicable as no longer a director



<b>Name:</b>	<b>Geoffrey Erby</b> (resigned 1 March 2022)
<b>Title:</b>	Non-Executive Director (Non-Independent)
<b>Qualifications:</b>	Graduate of the Australian Institute of Company Directors and hold a Bachelor of Economics degree from the University of Sydney and tertiary qualifications in Accounting and has a Certification of Management Excellence from Harvard Business School.
<b>Experience and expertise:</b>	CEO of Bright Food Global, a leading brand marketing, sales and distribution business in the food and beverage industry and a foundation Board Member for Bright Food China's acquisition of Grupo Miquel Alimentació GM Food), a leading Spanish cash and carry operation.
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Chair of the Nomination and Remuneration Committee Member of the Audit and Risk Committee
<b>Interest in shares:</b>	Not applicable as no longer a director
<b>Interests in performance rights:</b>	Not applicable as no longer a director
<b>Contractual rights to shares:</b>	Not applicable as no longer a director

<b>Name:</b>	<b>Greg Daniel</b> (resigned 26 April 2022)
<b>Title:</b>	Non-Executive Director (Non-Independent)
<b>Experience and expertise:</b>	Marketing and stakeholder communications specialists
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	None
<b>Interest in shares:</b>	Not applicable as no longer a director
<b>Interests in performance rights:</b>	Not applicable as no longer a director
<b>Contractual rights to shares:</b>	Not applicable as no longer a director

<b>Name:</b>	<b>John Maher</b> (resigned 26 April 2022)
<b>Title:</b>	Non-Executive Director (Non-Independent)
<b>Experience and expertise:</b>	Previous roles include Managing Director and Chief Executive at ASX listed Ruralco Holdings, a senior group executive at Wesfarmers Ltd and AWB Ltd and Group CEO of the Indigenous Land and Sea Corporation.
<b>Other current directorships:</b>	None
<b>Former directorships (last 3 years):</b>	None
<b>Special responsibilities:</b>	Chairman
<b>Interest in shares:</b>	Not applicable as no longer a director
<b>Interests in performance rights:</b>	Not applicable as no longer a director
<b>Contractual rights to shares:</b>	Not applicable as no longer a director

## Company Secretary

Guy Burnett (CA) has held the role of Company Secretary since September 2019.

## Meetings of directors

The number of meetings of the Company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2022, and the number of meetings attended by each director were:

	Full board		Nomination and Remuneration Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
<b>James Garton</b>	10	10	N/A	N/A	N/A	N/A
<b>Mark Nagy</b>	9	10	N/A	N/A	N/A	N/A
<b>Guy Burnett</b>	10	10	N/A	N/A	N/A	N/A
<b>Kara Hurry Walker</b>	5	5	N/A	N/A	4	4
<b>Georgina Williams</b>	7	7	N/A	N/A	4	4
<b>Philip Corne</b>	6	6	N/A	N/A	4	4
<b>Geoffrey Erby</b>	9	9	1	1	4	4
<b>Xingqi Gao</b>	2	10	N/A	N/A	N/A	N/A
<b>Greg Daniel</b>	3	3	1	1	N/A	N/A
<b>John Maher</b>	2	2	N/A	N/A	N/A	N/A

**Held:** represents the number of meetings held during the time the director held office or was a member of the relevant committee.

The Nomination and Remuneration Committee and the Audit and Risk Committee were formed post financial year end upon successful IPO.

## Remuneration Report (audited)

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

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

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

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



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

The objective of the 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
- transparency

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 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 economic profit as a core component of plan design
- focusing on sustained growth in shareholder wealth, growth in share price, and delivering constant or increasing return on assets, 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.

## 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 will be reviewed annually by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee 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.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. This aggregate value will be presented to the Shareholders for approval at the forthcoming Annual General Meeting.

## Executive 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 three components:

- base pay, a car allowance and non-monetary benefits
- 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, were approved by shareholders and will be reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the Group and comparable market remunerations.

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

The long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives over a period of three years based on long-term incentive measures. These include increase in shareholders value relative to the entire market.

## Details of remuneration

### Amounts of remunerations

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

The key management personnel of the Group consisted of the following directors of East 33 Limited:

- James Garton - Executive Chairman
- Mark Nagy – Non-Executive Director
- Guy Burnett - Executive Director (Finance)
- Kara Hurry Walker – Non-Executive Director (appointed 26 July 2021 resigned 31 January 2022)
- Georgina Williams – Non-Executive Director (appointed 26 July 2021 resigned 01 March 2022)
- Philip Corne – Non-Executive Director (appointed 26 July 2021 resigned 01 March 2022)
- Geoffrey Erby – Non-Executive Director (appointed 26 July 2021 resigned 26 April 2022)
- Greg Daniel – Non-Executive Director (appointed 1 March 2022 resigned 26 April 2022)
- John Maher – Non-Executive Director (appointed 8 April 2022 resigned 26 April 2022)

2022	Short-term benefits		Non-monetary	Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees	Cash bonus		Super-annuation	Long service leave	Equity-settled shares	Equity-settled options	
	\$	\$	\$	\$	\$	\$	\$	
<b>Non-Executive Directors:</b>								
Kara Hurry Walker	25,000	-	-	2,500	-	50,000	-	77,500
Georgina Williams	29,167	-	-	2,916	-	50,000	-	82,083
Philip Corne	29,167	-	-	2,916	-	50,000	-	82,083
Geoffrey Erby	37,500	-	-	3,750	-	50,000	-**	91,250
Xingqi Gao	37,500*	-	-	-	-	50,000	-	87,500
Greg Daniel	2,996	-	-	-	-	-	-	2,996
John Maher	-	-	-	-	-	-	-	-
<b>Executive Directors</b>								
James Garton	263,333*	-	18,308	23,000	-	-	-	304,641
Mark Nagy***	263,333*	-	18,308	23,000	-	-	-	304,641
Guy Burnett	263,333*	-	14,000	23,000	-	-	-	300,333
	<b>951,329</b>	<b>-</b>	<b>50,616</b>	<b>81,082</b>	<b>-</b>	<b>250,000</b>	<b>-</b>	<b>1,333,027</b>

\*Existing directors did not draw a salary or Director fees during May and June 2022.

\*\* Mr Corne was granted 1,132,010 performance rights in the financial period. These rights were forfeited when he resigned.

\*\*\* Mr Nagy migrated from being an executive director to a non-executive director on 29 April 2022.

2021	Short-term benefits		Non-monetary	Post-employment benefits	Long-term benefits	Share-based payments		Total
	Cash salary and fees	Cash bonus		Super-annuation	Long service leave	Equity-settled shares	Equity-settled options	
	\$	\$	\$	\$	\$	\$	\$	
<b>Executive Directors</b>								
James Garton	280,000	-	18,462	22,800	-	-	-	321,262
Mark Nagy***	280,000	-	18,462	22,800	-	-	-	321,262
Guy Burnett	280,000	-	18,462	22,800	-	-	-	321,262
	<b>840,000</b>	<b>-</b>	<b>55,386</b>	<b>68,400</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>963,786</b>



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

	Fixed remuneration		At risk - STI		At risk - LTI	
	2022	2021	2022	2021	2022	2021
<b>Non-Executive Directors:</b>						
Kara Hurry Walker	100%	N/A	-	-	-	-
Georgina Williams	100%	N/A	-	-	-	-
Philip Corne	100%	N/A	-	-	-	-
Geoffrey Erby	100%	N/A	-	-	-	-
Xingqi Gao	100%	N/A	-	-	-	-
Greg Daniel	100%	N/A	-	-	-	-
John Maher	100%	N/A	-	-	-	-
<b>Executive Directors:</b>						
James Garton	100%	100%	-	-	-	-
Mark Nagy	100%	100%	-	-	-	-
Guy Burnett	100%	100%	-	-	-	-

The Directors were not eligible for cash bonuses during the reporting periods and no cash bonuses were paid.

## Service agreements

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

<b>Name:</b>	<b>James Garton</b>
<b>Title:</b>	Executive Chairman
<b>Agreement commenced:</b>	8 June 2021
<b>Term of agreement:</b>	Open
<b>Details:</b>	Base salary for the year ending 30 June 2022 of \$280,000 plus superannuation, and a car allowance of \$40,000 pa. The agreement is subject to a mutual 6 month notice period (which may be immediately terminated by East 33 in the event of serious misconduct). East 33 may elect to make a lump sum payment in lieu of notice.
<b>Name:</b>	<b>Guy Burnett</b>
<b>Title:</b>	Executive Director Finance
<b>Agreement commenced:</b>	8 June 2021
<b>Term of agreement:</b>	Open
<b>Details:</b>	Base salary for the year ending 30 June 2022 of \$280,000 plus superannuation, and a car allowance of \$40,000 pa. The agreement is subject to a mutual 6 month notice period (which may be immediately terminated by East 33 in the event of serious misconduct). East 33 may elect to make a lump sum payment in lieu of notice.

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

## Share-based compensation

### Issue of shares and performance rights

A total of 1,250,000 shares with a total value of \$250,000 were issued to directors and other key management personnel as part of compensation during the year ended 30 June 2022. The shares were issued at a share price of \$0.20.

During the year, 6,910,048 performance rights issued to a director and advisors.

A further 75 million performance rights for nil consideration, were issued to directors under common control transactions.

Performance rights convert into ordinary shares at an exercise price of \$0.20/share and also carry yearly EBIT and Cash performance hurdles as set out below:

- Tranche 1 – 11.11% vest on achieving an EBIT of \$7.3m by 30 June 2022 and 11.11% vest on generating cash from operations of \$6.8m or more by 30 June 2022.
- Tranche 2 – 11.11% vest on achieving an EBIT of \$16m by 30 June 2023 and 11.11% vest on generating cash from operations of \$15m or more by 30 June 2023.
- Tranche 3 – 11.11% vest on achieving an EBIT of \$20m by 30 June 2024 and 11.11% vest on generating cash from operations of \$18m or more by 30 June 2024.
- Tranche 4 – 33.34% vest on achieving a share price of \$1 or more as measured by a 20-trading day VWAP by 30 June 2024

A total of 1,132,010 performance rights were forfeited during the period on resignation of Philip Corne.

## Additional Information

The earnings of the Group for the two years to 30 June 2022 are summarised below:

	<b>2022</b>	<b>2021</b>
	<b>\$'000</b>	<b>\$'000</b>
Sales revenue	22,636	8,395
EBITDA/(loss)	(6,118)	(2,781)
EBIT/(loss)	(8,127)	(3,483)
• Loss after income tax	(8,962)	(5,476)
Cash from operations	(3,149)	(2,695)

## Additional disclosures relating to key management personnel

### Shareholding

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

<b>2022</b>	<b>Balance at the start of the year</b>	<b>Notes Converted to equity</b>	<b>Received as part of remuneration</b>	<b>Acquired for cash</b>	<b>Balance at the end of the year</b>
<b>Ordinary shares</b>					
James Garton	1,924,312	3,785,755	-	-	5,710,067
Mark Nagy	1,924,312	3,785,755	-	-	5,710,067
Guy Burnett	1,924,312	3,785,755	-	-	5,710,067
Georgina Williams	-	-	250,000	250,000	500,000
Kara Hurry Walker	-	-	250,000	25,000	275,000
Philip Corne	-	-	250,000	-	250,000
Geoffrey Erby	-	-	250,000	-	250,000
Xingqi Gao (appointed 26 July 2021)	6,343,232	-	250,000	-	6,593,232
Greg Daniel	-	-	-	-	-
John Maher	-	-	-	-	-
	<b>12,116,168</b>	<b>11,357,265</b>	<b>1,250,000</b>	<b>275,000</b>	<b>24,998,433</b>



2021	Balance at the start of the year	Disposed of	Received as part of remuneration	Acquired for cash	Balance at the end of the year
<b>Ordinary shares</b>					
James Garton	29,800	(29,800)	-	1,924,312	1,924,312
Mark Nagy	29,800	(29,800)	-	1,924,312	1,924,312
Guy Burnett	29,800	(29,800)	-	1,924,312	1,924,312
	<b>89,400</b>	<b>(89,400)</b>	-	<b>5,772,936</b>	<b>5,772,936</b>

### Convertible note (Founder note) holdings

The number of convertible notes over ordinary shares in the Company held during the financial year by each director of the Company, including their personally related parties, is set out below:

2022	Balance at the start of the year	Interest Accrued	Converted to equity	Disposed	Balance at the end of the year
<b>Convertible notes (convertible into ordinary shares)</b>					
James Garton	300,000	-	(300,000)	-	-
Mark Nagy	300,000	-	(300,000)	-	-
Guy Burnett	300,000	-	(300,000)	-	-
Georgina Williams	-	-	-	-	-
Kara Hurry Walker	-	-	-	-	-
Philip Corne	-	-	-	-	-
Geoffrey Erby	-	-	-	-	-
Xingqi Gao	-	-	-	-	-
Greg Daniel	-	-	-	-	-
John Maher	-	-	-	-	-
	<b>900,000</b>	-	<b>(900,000)</b>	-	-

Each note was convertible at \$0.08 per ordinary share. The notes were also eligible to earn interest from 1 July 2021 at 12% per annum.

On conversion the 300,000 notes including accrued interest issued to James Garton converted into 3,785,755 shares. On conversion the 300,000 notes including accrued interest issued to Mark Nagy converted into 3,785,755 shares. On conversion the 300,000 notes including accrued interest issued to Guy Burnett converted into 3,785,755 shares.

Other transactions with key management personnel and their related parties

There were no other transactions with key management personnel and their related parties

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

## 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.

## Indemnity and insurance of auditor

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

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

## Proceedings on behalf of the Company

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

## Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 27 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 27 to the financial statements do not compromise the external auditor's independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

## Officers of the Company who are former partners of HLB Mann Judd

There are no officers of the Company who are former partners of HLB Mann Judd.

## Rounding of amounts

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

## Auditor's independence declaration

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

## Auditor

HLB Mann Judd continues in office in accordance with Section 327 of the Corporations Act 2001.

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

On behalf of the directors



**James Garton**  
**Executive Chairman**

30 August 2022  
Sydney



## Auditor's Independence Declaration

As lead auditor for the audit of the consolidated financial report of East 33 Limited for the year ended 30 June 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the [Corporations Act 2001](#) in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.

Perth, Western Australia  
30 August 2022



**B G McVeigh**  
Partner

[hlb.com.au](http://hlb.com.au)

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HLB Man Judd (WA Partnership) is a member of HLB International, the global advisory and accounting network.

# Statement of profit or loss and other comprehensive income

	Note	2022 \$'000	Consolidated 2021 \$'000
<b>Revenue</b>	4	22,636	8,395
Cost of sales	6	(16,515)	(6,637)
Gross profit		6,121	1,758
Biological assets change in fair value		(4,247)	158
Other income	5	783	4,575
<b>Expenses</b>			
Employee benefits expense		(10,102)	(4,866)
Marketing expense		(549)	(920)
Occupancy expenses		(386)	(191)
Legal costs		(56)	(1,631)
Acquisition related costs		-	(601)
Share-based payments	36	(31)	-
Administration expenses	6	(1,591)	(1,063)
<b>Total operation expenses</b>		(12,715)	(9,272)
Fair value gain of financial assets and liabilities	20	3,940	-
EBITDA		(6,118)	(2,781)
Depreciation, amortisation and impairment expense	6	(2,009)	(702)
Finance costs	6	(835)	(2,061)
<b>(Loss) before income tax expense</b>		(8,962)	(5,544)
Income tax expense	7	-	68
<b>(Loss) before income tax expense for the year</b>		(8,962)	(5,476)
<b>Other comprehensive income</b>			
Items that may be reclassified subsequently to profit or loss		-	-
<b>Total comprehensive (loss) for the year</b>		(8,962)	(5,476)
		<b>\$</b>	<b>\$</b>
Basic (loss) per share	35	(0.034)	(0.36)
Diluted (loss) per share	35	(0.034)	(0.36)

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



# Statement of financial position

	Note	2022 \$'000	Consolidated 2021 \$'000
<b>Assets</b>			
<b>Current Assets</b>			
Cash and cash equivalents	8	3,408	849
Trade and other receivables	9	1,670	2,346
Biological assets	12	2,017	7,293
Inventories	10	235	209
Assets held for sale	11	650	-
<b>Total current assets</b>		<b>7,980</b>	<b>10,697</b>
<b>Non-current assets</b>			
Biological assets	12	3,192	5,399
Property, plant and equipment	13	11,464	9,337
Right-of-use assets	14	1,811	1,725
Intangible assets	15	30,152	12,370
Deferred tax assets	7	609	622
Other non-current assets		-	274
<b>Total non-current assets</b>		<b>47,228</b>	<b>29,727</b>
<b>Total assets</b>		<b>55,208</b>	<b>40,424</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	16	2,024	2,494
Deferred acquisition consideration	17	680	15,182
Borrowings	18	502	13,693
Lease liabilities	19	314	188
<b>Total current liabilities</b>		<b>3,520</b>	<b>31,557</b>
<b>Non-current liabilities</b>			
Lease liabilities	19	1,726	1,833
Deferred tax liability	7	541	554
Deferred acquisition consideration	17	1,129	-
Borrowings	18	8,802	-
Financial liabilities at fair value	20	5,660	-
Other liabilities	21	800	1,200
Provisions		126	-
<b>Total non-current liabilities</b>		<b>18,784</b>	<b>3,587</b>
<b>Total liabilities</b>		<b>22,304</b>	<b>35,144</b>
<b>Net assets</b>		<b>32,904</b>	<b>5,280</b>
<b>Equity</b>			
Issued capital	22	49,283	12,728
Reserves	36	31	-
Accumulated losses		(16,410)	(7,448)
<b>Total equity</b>		<b>32,904</b>	<b>5,280</b>

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

## Statement of changes in equity

	Issued capital \$'000	Accumulated losses \$'000	Total equity \$'000
<b>Consolidated</b>			
Balance at 1 July 2020	-	(1,972)	(1,972)
(Loss) after income tax expense for the year	-	(5,476)	(5,476)
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive loss for the year	-	(5,476)	(5,476)
Transactions with owners in the capacity as owners:			
Equity issued during the year net of share issue costs	12,728	-	12,728
<b>Balance at 30 June 2021</b>	<b>12,728</b>	<b>(7,448)</b>	<b>5,280</b>

	Issued capital \$'000	Accumulated losses \$'000	Share-based payment reserves	Total equity \$'000
<b>Consolidated</b>				
Balance at 1 July 2021	12,728	(7,448)	-	5,280
(Loss) after income tax expense for the year	-	(8,962)	-	(8,962)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	(8,962)	-	(8,962)
Transactions with owners in the capacity as owners:				
Equity issued during the year net of share issue costs	31,370	-	-	31,370
Notes converted to Equity	5,185	-	-	5,185
Share based payments	-	-	31	31
<b>Balance at 30 June 2022</b>	<b>49,283</b>	<b>(16,410)</b>	<b>31</b>	<b>32,904</b>

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



# Statement of cash flows

	Note	2022 \$'000	Consolidated 2021 \$'000
<b>Cash flows from operating activities</b>			
Receipts from customers		22,954	8,386
Government grants received		639	350
Payment of legal settlement		(420)	-
Payments to suppliers and employees		(25,672)	(11,431)
Income Taxes paid		(268)	-
Interest paid on borrowings		(382)	-
Net cash used in operating activities	34	(3,149)	(2,695)
<b>Cash flows from investing activities</b>			
Payment for purchase of businesses, net of cash acquired	32	(11,499)	(9,867)
Payment for vendor finance	32	(9,725)	-
Payments for investors		-	(501)
Payments for property, plant and equipment		(2,522)	(288)
Payments for intangible assets		-	(6)
Net cash used in investing activities		(23,746)	(10,662)
<b>Cash flows from financing activities</b>			
Proceeds from share capital raised		32,000	4,944
Net proceeds from borrowings		10,061	8,100
Repayment of borrowings	18	(9,657)	-
Capital raising transaction costs		(2,534)	(1,693)
Repayment of lease liabilities	19	(416)	(104)
Net cash provided by financing activities		29,454	11,247
Net increase/(decrease) in cash and cash equivalents		2,559	(2,110)
Cash and cash equivalents at the beginning of the financial year		849	2,959
Cash and cash equivalents at the end of the financial year	8	3,408	849

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

# Notes to the Financial Statements

## Note 1. Significant accounting policies

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

### Basis of preparation

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

### Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

### Critical accounting estimates

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

### Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 31.

### Going concern

Notwithstanding the fact that the Group incurred an operating loss of \$9 million (2021: \$5.5 million) for the year ended 30 June 2022 and a net cash outflow from operating activities amounting to \$3.1 million (2021: \$2.7 million), the Group has a working capital surplus of \$4.5 million (2021: \$20.87 million deficit). The Directors are of the opinion that the Group is a going concern because:

- They have reasonable grounds to expect that the Group will generate cash flow from operations, along with an ability to adjust operating expenses.
- The Group is expected to be able to raise further capital from equity or debt sources as needed.
- During the financial period the Group has received a waiver from NAB in regards to its requirement to meet a minimum interest cover ratio requirement which was not met at 30 June 2022. In addition to the waiver, NAB has agreed (subject to final documentation) to defer \$2.5 million of capital instalments (being \$0.625 million per quarter) between October 2022 and July 2023.

Should a combination of the revenue expected not be generated, or costs savings not be achieved, or the capital raising not be completed, there is a material uncertainty that may cast significant

doubt as to whether the Group will be able to continue as a going concern and therefore whether it will be able to realise its assets and discharge its liabilities in the normal course of business.

The financial statements do not include any adjustments relative to the recoverability and classification of recorded assets amounts or to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

### Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of East 33 Limited ('the Company' or 'the parent entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended. East 33 Limited and its subsidiaries together are referred to in these financial statements as the 'the Group'.

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

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

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

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

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

### Foreign currency translation

The financial statements are presented in Australian dollars, which is East 33 Limited's functional and presentation currency.

### Foreign currency transactions

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



## Revenue recognition

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 revenue and profits recognised in any period are based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognised at a “point in time” being the delivery of oysters and seafood to customer or alternatively when the goods are collected by customer.

Revenue arises mainly from the sale of oysters and seafood. The Company generates revenue largely in Australia.

Revenue from restaurant sales is generated through dine-in or alternatively collection by customer, being ‘point in time’ when the performance obligation is satisfied, control is transferred to the customer and revenue is recognised at the transaction price.

Interest revenue is recognised using the effective interest method, which for floating rate financial assets is the rate inherent in the instrument.

Dividend revenue is recognised when the right to receive a dividend has been established.

All revenue is stated net of the amount of goods and services tax.

## Government grants

Government grants relating to costs are recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

## Income Tax

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

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

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

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future

taxable amounts will be available to utilise those temporary differences and losses.

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.

East 33 Limited (the ‘head entity’) and its wholly-owned Australian subsidiaries have formed an income tax consolidated Group under the tax consolidation regime. The head entity will account for the Group’s current and deferred tax amounts. In addition to its own current and deferred tax amounts, the head entity will recognise the future in the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and the unused tax credits assumed from each subsidiary in the tax consolidated Group.

## Current and non-current classification

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

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

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

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

## Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the statement of cash flows presentation purposes, cash and cash equivalents also includes bank overdrafts, which are shown within borrowings in current liabilities on the statement of financial position.

## Trade and other receivables

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

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

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

### Biological assets

Biological assets consist of oysters. These assets have been measured at fair value less costs to sell in accordance with AASB 141 Agriculture. The estimated fair values are based on a typical growth cycle of the oyster and takes into account catch method, location of oyster, mortality rates, infrastructure used, an estimate of the number of oysters at period end and oyster prices reflecting the age and condition of the oysters.

These assumptions are reviewed at each reporting date and amended if required. Changes in the fair value of the oysters are reflected in the statement of profit or loss and other comprehensive income.

### Inventories

Stock in transit is stated at the lower of cost and net realisable value. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

### Classification and subsequent measurement

Financial instruments are subsequently measure at fair value through profit and loss, amortised cost using the effective interest method, or fair value through other comprehensive income. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation technique are adopted.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

### Impairment

At the end of each reporting period, the Group assesses whether there are any expected credit losses in relation to its financial assets, and if so, allowance is made for these.

In the case of financial assets carried at amortised cost, loss events may include indications that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency

in interest or principal payments; indications that they will enter bankruptcy or other financial reorganisation; and changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognised in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, the Group recognises the impairment for such financial assets by taking into account the original terms as if the terms have not been renegotiated so that the loss events that have occurred are duly considered.

### Derecognition

Financial assets are derecognised when the contract rights to receipt of cash flows expire, or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised when the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

### Property, Plant and Equipment

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

### Depreciation

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

Class of Fixed Asset	Depreciation Rate	Depreciation Method
Plant and equipment	10% - 40%	Straight Line
Computer equipment	20%	Straight Line
Buildings	5%	Diminishing value
Motor Vehicles	18.75% - 25%	Diminishing value

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are recognised in profit or loss when the item is derecognised.



### **Right-of-use assets**

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

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

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

### **Intangible assets**

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment.

Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

### **Oyster Leases Acquisition Costs**

Oyster leases acquisition costs are measured on the cost basis and therefore carried at cost less any accumulated impairment except for leases acquired through business combinations which are recorded at fair value on acquisition in line with AASB3 Business Combinations. In the event the carrying amount of an oyster lease is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised in profit or loss.

The Group's Government awarded oyster leases are classified as 'production leases' by the New South Wales Department of Primary Industries (NSW DPI) and are granted for a maximum term of 15 years on water leases and 25 years on crown leases with options to extend for a further 15 years (water leases). Upon the expiry of any given term, they are renewable for successive terms. As such, the useful life of the leases is based on maximum terms inclusive of extension options.

The carrying amount of oyster leases are reviewed by directors for any indicators of impairment to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal.

The expected net cash flows have been discounted to their present values in determining recoverable amounts.

### **Goodwill**

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

In accordance with AASB 136 Impairment of Assets, goodwill associated with current and prior year acquisitions has been allocated to CGU's and tested for impairment at year end.

### **Software**

Significant costs associated with software are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

### **Impairment of non-financial assets**

Goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed 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.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

### **Trade and other payables**

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

### **Contract liabilities**

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

### **Borrowings**

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

### **Lease liabilities**

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Lease

payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

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

### **Finance costs**

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

### **Provisions**

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

### **Employee benefits**

#### **Short-term employee benefits**

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

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

The liability for 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.

#### **Defined contribution superannuation expense**

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

#### **Share-based payments**

Equity-settled and cash-settled share-based compensation benefits are not currently provided to employees.

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

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

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

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

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

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

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

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

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

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



cancelled award, the cancelled and new award is treated as if they were a modification.

### **Fair value measurement**

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

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

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

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

### **Issued Capital**

Ordinary shares are classified as equity.

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

### **Dividends**

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

### **Business combinations**

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued, or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

### **Earnings per share**

#### **Basic earnings/loss per share**

Basic earnings/loss per share is calculated by dividing the profit/loss attributable to the owners of East 33 Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

#### **Diluted earnings per share**

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

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

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

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

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

### **Rounding of amounts**

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

### **Standards and interpretations applicable to 30 June 2022**

In the year ended 30 June 2022, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company and effective for the current annual reporting period. As a result of this review the Directors have determined that there is no material impact of the Standards and Interpretations in issue not yet adopted on the Group and, therefore, no change is necessary to Group accounting policies.

### **New Accounting Standards and Interpretations not yet mandatory or early adopted**

The Directors have also reviewed all Standards and Interpretations issued but not yet adopted for the year ended 30 June 2022. As a result of this review the Directors have determined that there is no material impact of the Standards and Interpretations in issue not yet adopted on the Group and, therefore, no change is necessary to Group accounting policies.

### **General information**

The financial statements cover East 33 Limited as a Group consisting of East 33 Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is East 33 Limited's functional and presentation currency.

East 33 Limited is a listed public Company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

<b>Registered office</b>	<b>Principal place of business</b>
12 Point Road Tuncurry NSW 2428	12 Point Road Tuncurry NSW 2428

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

The financial statements were authorised for issue, in accordance with a resolution of directors, on 30 August 2022. The directors have the power to amend and reissue the financial statements.

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

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

### **Valuation of Biological Stock**

Management value oysters held for sale at their fair value less costs to sell in accordance with AASB 141 Agriculture. Estimated fair values are based on estimated selling prices observed in the industry and other relevant factors that ultimately impact fair value. Where there are no observable prices, management may determine a fair price based on certain deductions made on the closest comparable prices. These estimates may vary from net proceeds ultimately achieved.

There is inherent uncertainty in the biomass estimate and resultant fair valuation of the Biological assets. This is common to all such valuations and best practice methodology is used to facilitate reliable estimates. The estimated fair value of oyster inventory is based on a stock lifecycle model developed internally by the Group which incorporates various key assumptions to simulate stock growth which are regularly reviewed and updated. These assumptions include anticipated:

- Oyster prices less cost to sell
- Mortality rates
- Spawning cycles
- Seasonal growth rates

Actual growth will invariably differ to some extent, which is monitored along with mortality rates during periodic physical grading and harvest counts. Perpetual stock records are then adjusted and reconciled following the completion of each periodic physical count.

### **Fair value hierarchy**

AASB 13 Fair Value Measurement requires the disclosure of fair value information by level of the fair value hierarchy, which categorises fair value measurements into one of three possible levels based on the lowest level than an input that is significant to the measurements can be categorised into as follows:

**Level 1:** Unadjusted quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

**Level 2:** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

**Level 3:** Unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise to the extent possible, the

use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included at level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

### **Valuation techniques**

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

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

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

The Group's valuation of biological assets, intangible asset leases and redeemable convertible preference shares are considered to be Level 2 in the fair value hierarchy. There were no transfers between levels of the fair value hierarchy during the period.

### **Estimation of useful lives of assets**

The Group determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

### **Goodwill**

The Group tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1.

The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows. Refer to note 15 for further information.

### **Impairment of non-financial assets other than goodwill and other indefinite life intangible assets**

The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

### **Business combinations**

As discussed in note 1, business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the Group taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

### **Lease term**

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the Group's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The Group reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

### **Incremental borrowing rate**

Where the interest rate implicit in a lease cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the Group estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.



### Note 3. Operating segments

The Group is organised into three operating segments based on differences in products and services provided: oyster farming, distribution and sundry business units including corporate, online sales, restaurant and bottle shop. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

#### Types of products and services

The principal products and services of each of these operating segments are as follows:

<b>Oyster farming</b>	Growing and wholesaling of live oysters in Australia
<b>Distribution</b>	Wholesale and retail distribution of oysters in Australia
<b>Sundry units</b>	Selling liquor to retail customers, provision of restaurant services, online sales of oysters and complimentary products in Australia.

### Segment Report 2022

	Farming 2022 \$'000	Distribution* 2022 \$'000	Corporate and sundry business units 2022 \$'000	Total 2022 \$'000
<b>Revenue</b>				
Revenue from external customers	2,599	17,906	2,131	22,636
Intersegment sales	3,070	436	-	3,506
<b>Total segment revenue</b>	<b>5,669</b>	<b>18,342</b>	<b>2,131</b>	<b>26,142</b>
Other income	205	216	362	783
Biological assets change in fair value	(4,247)	-	-	(4,247)
Cost of sales	(4,206)	(10,737)	(1,572)	(16,515)
Intersegment purchases	(313)	(3,070)	-	(3,383)
<b>Total cost of sales</b>	<b>(4,519)</b>	<b>(13,807)</b>	<b>(1,572)</b>	<b>(19,898)</b>
Employee benefits expense	(4,428)	(2,032)	(3,642)	(10,102)
Intersegment purchases	(124)	-	-	(124)
<b>Total employee benefit expenses</b>	<b>(4,552)</b>	<b>(2,032)</b>	<b>(3,642)</b>	<b>(10,226)</b>
Fair value gain on financial liabilities	-	-	3,940	3,940
Depreciation, impairment and amortisation	(1,538)	(156)	(315)	(2,009)
Finance costs	(86)	(7)	(742)	(835)
Other expenses	(594)	(288)	(1,730)	(2,612)
Segment result before tax	(9,662)	2,268	(1,568)	(8,962)
Income tax expense	-	-	-	-
Net (loss) for the year	(9,662)	2,268	(1,568)	(8,962)
Non-current segment assets	26,656	17,174	3,398	47,228
<b>Total segment assets</b>	<b>30,008</b>	<b>20,897</b>	<b>4,303</b>	<b>55,208</b>
Segment liabilities	(3,593)	(747)	(17,964)	(22,304)

\*Distribution business was acquired in the current financial year hence the segment was not present in the prior year.

## Segment Report 2021

	Farming 2021 \$'000	Corporate and sundry business unit 2021 \$'000	Total 2021 \$'000
<b>Revenue</b>			
Revenue from external customers	4,322	4,073	8,395
<b>Total segment revenue</b>	<b>4,322</b>	<b>4,073</b>	<b>8,395</b>
Other income	771	3,804	4,575
Biological assets change in fair value	158	-	158
Cost of sales	(4,368)	(2,269)	(6,637)
Employee benefits expense	(1,543)	(3,323)	(4,866)
Depreciation and amortisation	(454)	(248)	(702)
Finance costs	(150)	(1,911)	(2,061)
Other expenses	(361)	(4,045)	(4,406)
Segment result before tax	(1,625)	(3,919)	(5,544)
Income tax expense	-	68	68
Net (loss) for the year			(5,476)
Non-current Segment assets	10,106	19,621	29,727
<b>Total Segment assets</b>	<b>18,245</b>	<b>22,179</b>	<b>40,424</b>
Segment liabilities	(1,144)	(34,000)	(35,144)

## Note 4. Revenue

### Disaggregation of revenue

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

Consolidated – 2022	Oyster Farming 2022 \$'000	Distribution* 2022 \$'000	Sundry 2022 \$'000	Total 2022 \$'000
Oyster sales	2,599	17,906	11	20,516
Restaurant sales	-	-	1,300	1,300
Bottle shop sales	-	-	349	349
Online sales	-	-	447	447
Sundry sales	-	-	24	24
	2,599	17,906	2,131	22,636
<b>Geographical regions</b>				
Australia	2,599	17,906	2,123	22,628
Other	-	-	8	8
	2,599	17,906	2,131	22,636
<b>Timing of revenue recognition</b>				
Goods transferred at a point in time	2,599	17,906	2,131	22,636
	2,599	17,906	2,131	22,636

\*Distribution business was acquired in the current financial year hence the segment was not present in the prior year.

<b>Consolidated – 2021</b>	<b>Oyster Farming 2021 \$'000</b>	<b>Sundry 2021 \$'000</b>	<b>Total 2021 \$'000</b>
Oyster sales	4,322	-	4,322
Restaurant sales	-	2,248	2,248
Bottle shop sales	-	1,246	1,246
Online sales	-	538	538
Sundry sales	-	41	41
	4,322	4,073	8,395
<b>Geographical regions</b>			
Australia	4,322	4,073	8,395
<b>Timing of revenue recognition</b>			
Goods transferred at a point in time	4,322	4,073	8,395

## Note 5. Other Income

	<b>2022 \$'000</b>	<b>Consolidated 2021 \$'000</b>
Gains from bargain purchases on acquisitions	-	3,551
Adjustments on prior year acquisitions	16	607
Government grants	639	349
Other sundry income	128	68
Other income	783	4,575

## Note 6. Expenses

	<b>2022 \$'000</b>	<b>Consolidated 2021 \$'000</b>
Loss before income tax includes the following specific expenses:		
<b>Cost of sales</b>		
Total cost of sales	16,515	6,637
<b>Depreciation</b>		
Property plant and equipment	1,012	389
Right-of-use-assets	187	97
Total depreciation	1,199	486
<b>Impairment</b>		
Property plant and equipment	250	-
<b>Amortisation</b>		
Oyster/Crown leases	545	209
Software	15	7
Total amortisation	560	216
Total depreciation, amortisation and impairment	2,009	702



	2022 \$'000	2021 \$'000
<b>Finance Costs</b>		
Interest and finance charges paid/payable on borrowings	539	2,046
Unwinding of the discount on provisions	296	15
Finance costs expensed	835	2,061
	<b>2022 \$'000</b>	<b>2021 \$'000</b>
<b>Administration expenses</b>		
Insurance costs	410	204
Professional fees	214	52
Licences	20	22
Consultants	159	204
Bank fees	53	37
IT related costs	194	83
Provisions	10	3
Other costs	531	458
Administration expenses	1,591	1,063

## Note 7. Income tax expense and deferred tax

	2022 \$'000	Consolidated 2021 \$'000
Income tax expenses		
Current tax	-	-
Deferred tax – origination and reversal of temporary differences	-	(68)
Adjustment recognised for prior periods	-	-
Aggregate income tax expense	-	(68)
Deferred tax included in income tax expense comprises:		
Decrease in deferred tax assets	13	(529)
Increase/(decrease) in deferred tax liabilities	(13)	461
Deferred tax – origination and reversal of temporary differences	-	(68)
Numerical reconciliation of income tax expense and tax at the statutory rate		
Loss before income tax expense	(8,962)	(5,544)
Tax at the base rate entity rate of 25% (26% FY21)	(2,241)	(1,441)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Other non-deductible amounts	6	801
Other non-assessable amounts	(989)	(1,133)
Change in corporate tax rate	-	68
Current year deferred tax loss not recognised	3,295	1,590
Movements in other deferred tax assets and liabilities not recognised	(71)	47
Adjustment recognised for prior periods	-	(68)
Income tax expense	-	(68)

## Note 7. Income tax expense and deferred tax (continued)

	2022 \$'000	Consolidated 2021 \$'000
<b>Deferred tax asset comprises temporary differences attributable to:</b>		
Amounts recognised in profit or loss		
Employee benefits	162	97
Tax assets (carried forward losses)	(63)	-
Leases	510	525
Deferred tax asset	609	622
<b>Movements</b>		
Opening balance	622	92
(Debited)/Credited to profit or loss	(13)	530
Closing balance	609	622

	2022 \$'000	Consolidated 2021 \$'000
<b>Deferred tax liability comprises temporary differences attributable to:</b>		
Amounts recognised in profit or loss		
Right of use assets	453	449
Fair value gain on biological assets	88	105
Deferred tax liability	541	554
<b>Movements</b>		
Opening balance	554	92
(Credited)/Debited to profit or loss	(13)	462
Closing balance	541	554

## Note 8. Cash and cash equivalents

	2022 \$'000	Consolidated 2021 \$'000
Cash on hand	220	-
Cash at bank	3,188	849
	3,408	849

## Note 9. Trade and other receivables

	Consolidated	
	2022 \$'000	2021 \$'000
Trade receivables	1,335	184
Capital raising costs prepaid	-	1,892
Prepaid expenses and deposits	335	270
	1,670	2,346

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

Consolidated	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	2022 %	2021 %	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Not overdue	0%	0%	1,182	184	-	-
3 to 6 months overdue	0%		43	-	-	-
Over 6 months overdue	0%		110	-	-	-
			1,335	184	-	-

## Note 10. Inventories

	Consolidated	
	2022 \$'000	2021 \$'000
Finished goods at cost	139	209
Oyster stock at cost	96	-
	235	209

## Note 11. Assets held for sale

	Consolidated	
	2022 \$'000	2021 \$'000
Buildings and improvements	650	-
	650	-

As part of the fiscal management plan, the Group's building portfolio was reviewed and a decision was made to sell a property deemed surplus to business requirements. Subsequent to the year end, the sale of the property settled for \$750,000.

## Note 12. Biological assets

	Consolidated	
	2022 \$'000	2021 \$'000
Fair Value of Oyster stock	5,209	12,692
Current – at fair value	2,017	7,293
Non-Current – at fair value	3,192	5,399
Total Biological Assets	5,209	12,692



## Note 12. Biological assets – continued

	2022 \$'000	Consolidated 2021 \$'000
Reconciliation of Biological Assets		
Stock value at the beginning of the period	12,692	1,687
Biological assets acquired through business combinations	501	12,619
Biological assets acquired post business acquisitions	538	176
Mortality and low yield*	(4,194)	-
Fair value movement in biological assets	(53)	158
Cost of sales	(4,275)	(1,948)
Biological stock at the end of the period	5,209	12,692

Refer to Note 2 for valuation technique for biological assets and significant estimates and judgements applied.

\* Mortality and low yield associated with QX disease in Port Stephens and flood losses has been included in the biological assets change in fair value in the statement of profit and loss and other comprehensive income.

## Note 13. Property, plant and equipment

	2022 \$'000	Consolidated 2021 \$'000
Plant and equipment – at cost	7,064	5,061
Less: Accumulated depreciation	(1,027)	(352)
	6,037	4,709
Buildings and improvements -at cost	5,078	4,519
Less: Accumulated depreciation	(201)	(135)
	4,877	4,384
Motor Vehicles – at cost	607	184
Less: Accumulated depreciation	(124)	(14)
	483	170
Office Equipment – at cost	51	56
Less: Accumulated depreciation	(21)	(13)
	30	43
Computer Equipment – at cost	65	42
Less: Accumulated depreciation	(28)	(11)
	37	31
Total	11,464	9,337

## Note 13. Property, plant and equipment – continued

### Reconciliations

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

Consolidated	Plant and equipment \$'000	Buildings and improvements \$'000	Motor vehicles \$'000	Office equipment \$'000	Computer equipment \$'000	Total \$'000
Balance at 1 July 2020	655	1,886	41	69	3	2,654
Additions	337	43	-	8	35	423
Additions through business combinations (note 32)	4,103	2,515	141	-	4	6,763
Disposals	(89)	-	-	(25)	-	(114)
Depreciation expense	(297)	(60)	(12)	(9)	(11)	(389)
Balance at 30 June 2021	<b>4,709</b>	<b>4,384</b>	<b>170</b>	<b>43</b>	<b>31</b>	<b>9,337</b>
Additions	1,329	684	606	-	22	2,641
Additions through business combinations (note 32)	994	900	75	-	3	1,972
Transfer to intangibles (note 15)	-	(300)	-	-	-	(300)
Disposals	(115)	-	(156)	(1)	(2)	(274)
Assets classified as held for sale (note 11)	-	(650)	-	-	-	(650)
Provisions for impairment	(150)	-	(100)	-	-	(250)
Depreciation expense	(730)	(141)	(112)	(12)	(17)	(1,012)
Balance at 30 June 2022	<b>6,037</b>	<b>4,877</b>	<b>483</b>	<b>30</b>	<b>37</b>	<b>11,464</b>

During the year management made either a full or partial provision against the carried cost of low value plant and equipment items as well as motor vehicles to reflect the consumption of economic benefits.

## Note 14. Right-of-use assets

	2022 \$'000	2021 \$'000
Oyster and Crown leases - right-of-use	1,697	1,608
Property Leases	424	240
Less: Accumulated amortisation	(310)	(123)
	<b>1,811</b>	<b>1,725</b>

### Reconciliation of Right-of-use assets

	2022 \$'000	2021 \$'000
Opening Balance	1,725	336
Additions	273	1,486
Amortisation	(187)	(97)
	<b>1,811</b>	<b>1,725</b>

The Group leases land on crown land and oyster leases from the NSW Department of Primary Industry. As per AASB 16 Leases, the present value of oyster and crown leases acquired by the Group are discounted over the initial lease period as well as the renewal option period as set out in the lease agreements.

## Note 15. Intangibles assets

	2022 \$'000	2021 \$'000
Goodwill	17,758	358
Provisional accounting adjustments	-	-
Less: impairment	-	-
	17,758	358
Oyster/Crown Leases	13,059	12,306
Less: Accumulated amortisation	(755)	(319)
	12,304	11,987
Software – at cost	112	32
Less: Accumulated amortisation	(22)	(7)
	90	25
	<b>30,152</b>	<b>12,370</b>

### Reconciliations

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

Consolidated	Goodwill \$'000	Oyster and Crown Leases \$'000	Software \$'000	Total \$'000
Balance at 1 July 2020	308	2,351	25	<b>2,684</b>
Additions post business acquisitions	-	-	7	<b>7</b>
Additions through business combinations (note 32)	358	8,542	-	<b>8,900</b>
Provisional accounting adjustments	(308)	1,303	-	<b>995</b>
Amortisation expense	-	(209)	(7)	<b>(216)</b>
Balance at 30 June 2021	358	11,987	25	<b>12,370</b>
Transfer from buildings and improvements (note 13)	-	300	-	<b>300</b>
Additions	-	-	84	<b>84</b>
Additions through business combinations (note 32)	17,400	562	-	<b>17,962</b>
Disposals	-	-	(4)	<b>(4)</b>
Amortisation expense	-	(545)	(15)	<b>(560)</b>
Balance at 30 June 2022	17,758	12,304	90	<b>30,152</b>

### Goodwill Impairment testing

AASB136 requires entities to perform an annual assessment of goodwill and other intangibles to ensure the carrying value of such assets does not exceed their recoverable amount.

Goodwill from current and past business combinations has been allocated to cash generating units (CGU) as follows:

- Farming CGU \$1,443k
- Distribution CGU \$16,315k

As the fair value of assets and liabilities allocated to the CGU's could not be determined based on market observable inputs, the Value in Use approach was adopted for the purposes of estimating the recoverable amount of such assets and liabilities.



Key inputs in estimating VIU for each cash generating unit are as follows:

	Farming CGU	Distribution CGU
Discount rate	9%	11%
Intangible assets allocated to CGU (\$Millions)	13.65	16.30
Tangible assets allocated to CGU (\$Millions)	9.40	0.75
Average oyster price (\$)	0.81	1.15
Average volume increase p.a. in the next two years (%)	24% *	5%

\*Farming volume increase estimate is based on timing of bio stock maturity and seasonal trade patterns.

For impairment testing purposes, biological assets have been excluded as such assets are recorded at fair value under AASB 141.

Based on the above inputs, the value in use of both farming and distribution CGU's exceeded the carrying value of its assets and liabilities. Consequently, directors concluded that no goodwill impairment has occurred at 30 June 2022.

## Note 16. Trade and other payables

	2022 \$'000	2021 \$'000
Trade payables	991	801
Employee benefits	426	322
Accrued expenses	153	205
Settlement of legal claim (note 21)	400	420
Sales in advance	-	170
Other payables	54	576
	<u>2,024</u>	<u>2,494</u>

## Note 17. Deferred Acquisition Consideration

	2022 \$'000	2021 \$'000
Cash deferred consideration	1,809	9,782
Equity deferred consideration	-	5,400
Amounts payable for Business Acquisitions	<u>1,809</u>	<u>15,182</u>

	2022 \$'000	2021 \$'000
Current deferred consideration	680	15,182
Non-current deferred consideration	1,129	-
Amounts payable for Business Acquisitions	<u>1,809</u>	<u>15,182</u>

Following successful completion of the IPO in July 2021, vendor balances totalling \$3.8 million and \$9.6 million respectively were converted to ordinary shares and Redeemable Convertible Preference Shares (RCPS) respectively. The key terms of the RCPS are:

Whose option to convert	Amount of RCPS	Conversion terms	Premium on conversion	Maturity date
Vendor	\$6 million (Class A)	Higher of \$0.2/share or 25% discount to 30 days VWAP	25%	2.5 years after issue date
East 33	\$3.6 million (Class B)	Higher of \$0.2/share or 25% discount to 30 days VWAP	25%	2.5 years after issue date

## Note 18. Borrowings

### Short- term borrowings

	2022 \$'000	2021 \$'000
Convertible Notes	-	5,018
Short Term Loans	502	8,675
	502	13,693

During the year, AMAL loan balance of \$8.2 million and Rupnik Loan of \$650,000 were repaid in full.

### Long- term borrowings

	2022 \$'000	2021 \$'000
NAB Facility	8,563	-
Other equipment finance loans	239	-
	8,802	-
Total Loans	9,304	8,675

### Reconciliation of Loans

	2022 \$'000	2021 \$'000
Opening balance	8,675	-
Loan facility drawdown	10,000	8,100
Asset finance loan drawdown	406	-
Borrowing costs	(629)	-
Amortisation of borrowing costs	192	-
Loan interest accrued	317	575
Loan repayments	(9,657)	-
Closing balance	9,304	8,675

On 21 July 2021, the Group secured a \$10 million loan from NAB.

The loan is secured by first mortgages over the Group's assets and it carries an interest rate of 5.50% + BBSY (currently 1.84%). The loan agreement also contains interest cover ratio covenants which the Group did not meet at balance sheet date. The Group received a waiver from NAB in respect of the covenant breach before the year end.

The repayment term is three years, with interest and principal to be repaid at regular quarterly intervals. \$250,000 in principal is paid quarterly from October 2021 to July 2022, with principal repayments increasing to \$625,000 quarterly from October 2022 and a balloon repayment of \$4,625,000 July 2024.

During the year the lender has agreed to defer the October 2022 to July 2023 principal repayments totalling \$2.5 million until the repayments of \$625,000 per quarter start again in October 2023.

Additional equipment finance loans were secured from NAB for a total of \$ 0.35 million. The loans are secured against the assets purchased, have a 5-year repayment term in equal instalments and carry an annualised interest rate of 3.53%.

The key terms to the Convertible notes were as follows:

- Convertible note 2 for a total of \$4.185 million was issued on 21st December 2020
- Founder convertible note for a total of \$1 million was issued on 21st December 2020
- Both convertible notes 2 and founder notes mature at the earlier of 30th June 2022 or a conversion event
- Conversion event can be triggered on either successful completion of IPO or substantial sale of all business assets or completion of 90% share acquisition by a third party
- Both notes convert to ordinary shares upon the earlier of an IPO or the maturity date at \$0.08 per note, and are eligible to earn interest from 1 July 2021 at 12% per annum until 31st December 2021 and 18% p.a. thereafter.

Note	Grant date	Maturity date	Note price	Number of notes
Founders note	21 December 2020	30 June 2022	\$1	1,000,000
Convertible note 2	21 December 2020	30 June 2022	\$1	4,184,969

### Convertible note convertible into ordinary shares

On IPO both founders note and convertible note 2 converted fully to ordinary shares.

In accordance with AASB132, the full financial liability has been recognised as equity with no gain/loss on conversion being recognised in the current financial year.

### Reconciliation of Convertible Note

	2022 \$'000	2021 \$'000
Opening Balance	5,018	11,436
Convertible Notes issued	-	5,185
Convertible Note Costs Incurred	-	(100)
Amortisation of Convertible Notes	167	537
Interest Accrued on Convertible Notes	-	688
Conversion to Equity	(5,185)	(12,728)
Closing Balance	-	5,018

### Note 19. Lease liabilities

	2022 \$'000	2021 \$'000
Right of use lease liability	1,882	1,780
Finance lease liabilities	158	241
	2,040	2,021

	2022 \$'000	2021 \$'000
Current lease liabilities	314	188
Non-current lease liabilities	1,726	1,833
	2,040	2,021

### Reconciliation of right of use lease liabilities

	2022 \$'000	2021 \$'000
Opening Balance	1,780	381
Additions through business combinations	273	1,487
Lease payments	(274)	(104)
Interest unwind	103	16
Closing Balance	1,882	1,780

### Reconciliation of finance lease liabilities

	2022 \$'000	2021 \$'000
Opening Balance	241	-
Additions through business combinations	59	241
Lease payments	(142)	-
Closing Balance	158	241



## Note 20. Financial liabilities at fair value

	2022 \$'000	2021 \$'000
Redeemable convertible preference shares class A at fair value	5,451	-
Redeemable convertible preference shares class B at fair value	209	-
	5,660	-

During the year the Group issued 6,000 redeemable convertible preference shares (class A) with a par value of \$1,000 and 3,600 redeemable convertible preference shares (class B) with a par value of \$1,000. The convertible shares were issued pursuant to share purchase agreements entered into with the owners of CMB Seafoods Pty Ltd and MS Verdich and Sons Pty Ltd.

Both classes of redeemable convertible preference shares have been designated at fair value through profit and loss.

The redeemable preference shares were valued using Monte Carlo simulation.

Security Class	Class A	Class B
<b>Number of Securities</b>	6,000	3,600
<b>Face Value</b>	\$1,000 each	\$1,000 each
<b>Issue Date</b>	21 July 2021	21 July 2021
<b>Maturity Date</b>	21 January 2024	21 January 2024
<b>Conversion Right</b>	Convertible at election of holder	Convertible at election of issuer
<b>Conversion Price</b>	Conversion price is the higher of: \$0.20 or 25% discount to the 30-day VWAP immediately prior to date of request from the holder to convert	Conversion price is the higher of: \$0.20 or 25% discount to the 30-day VWAP immediately prior to date of request from the issuer to convert
<b>Redemption Price</b>	\$6,000,000 (Face Value)	\$4,140,000 (Face Value plus 15%)

The key inputs to the valuation are as follows:

	Inception	Balance Date
Volatility (%)	54%	122%
Risk free rate (%)	0.07%	2.94%
Share price at this date (\$)	0.245	0.043

A reconciliation of the fair value movement is outlined below:

	Class A \$'000	Class B \$'000	Total \$'000
Face value on issue date	6,000	3,600	9,600
Inception fair value loss/(gain)	687	(1,310)	(623)
Fair value of instruments on issue date	6,687	2,290	8,977
Fair value (gain) for the period	(1,236)	(2,081)	(3,317)
Fair value of instruments at balance date	5,451	209	5,660

## Note 21. Other liabilities

	2022 \$'000	2021 \$'000
Settlement of legal claim	800	1,200
	800	1,200

During the previous financial year an out of court settlement with a former shareholder was reached by the Group totaling \$1.62 million. An initial payment of \$0.42 million was made in July 2021 with a further \$0.4 million made in July 2022. The non-current portion of the settlement is outlined above. Refer to note 16 for the current portion.

## Note 22. Issued capital

	Consolidated			
	30 Jun 2022	30 Jun 2021	30 Jun 2022	30 Jun 2021
	Shares	Shares	\$	\$
Ordinary shares - fully paid l stock at the end of the period	277,651,940	31,971,892	49,283,895	12,728,757

### Movements in ordinary share capital

Details	Date	Shares	Issue Price \$	Total \$
<b>Ordinary shares</b>				
Balance	1 July 2021	31,971,892		12,728,757
Issue of ordinary shares at IPO	21 July 2021	160,000,000	0.2	32,000,000
Issue of ordinary shares to initial non-executive directors	21 July 2021	1,250,000	0.2	250,000
Issue of ordinary shares to vendors	21 July 2021	19,000,000	0.2	3,800,000
Less Capital raising costs		-	-	(4,679,831)
Notes converted to ordinary shares	21 July 2021	65,430,048	-	5,184,969
Balance	30 Jun 2022	277,651,940		49,283,895
<b>Redeemable Convertible Preference shares</b>				
Balance	1 July 2021	5,184,969	-	5,184,969
Notes converted to ordinary shares	N/A	(5,184,969)	-	(5,184,969)
Balance	30 Jun 2022	-		-

## Note 22. Issued capital-continued

### Summary of shares issued to vendors

Details	Date	Shares	Issue Price \$	Total \$
<b>Ordinary shares</b>				
MS Verdich	21 July 2021	5,000,000	0.2	1,000,000
CMB	21 July 2021	7,000,000	0.2	1,400,000
Troup	21 July 2021	5,000,000	0.2	1,000,000
J Wilson	21 July 2021	2,000,000	0.2	400,000
Total		19,000,000		3,800,000

### Ordinary shares

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

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

### Share buy-back

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

### Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

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

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

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

## Note 23. Dividends

### Dividends

No dividends were paid during the financial year.

## Note 24. Financial instruments

### Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (price risk and interest rate risk), credit risk and liquidity risk. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and other price risks as well as ageing analysis for credit risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies, evaluates and hedges financial risks within the Group's operating units where appropriate. Finance reports to the Board on a monthly basis.

### Market risk

#### Price risk

The Group is not exposed to any significant price risk.

### Credit risk

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

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

### Liquidity risk

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

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

### Financing arrangements

There are no unused borrowing facilities at the reporting date.

### Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

Consolidated - 2022	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
<b>Non-derivatives</b>						
<b>Non-interest bearing</b>						
Trade payables	-	2,024	-	-	-	2,024
Vendor Liabilities	-	680	1,129	-	-	1,809
Redeemable convertible preference shares	-	-	-	5,660	-	5,660
Other payables	-	-	400	400	-	800
<b>Interest-bearing</b>						
Borrowings	6.58%	502	3,400	5,402	-	9,304
Lease liability	4.85%	314	392	421	913	2,040
Total non-derivatives		3,520	5,321	11,883	913	21,637



Consolidated - 2021	Weighted average interest rate %	1 year or less \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Remaining contractual maturities \$'000
<b>Non-derivatives</b>						
<b>Non-interest bearing</b>						
Trade payables	-	2,494	-	-	-	2,494
Vendor Liabilities		15,182	-	-	-	15,182
Other payables	-	-	400	800	-	1,200
<b>Interest-bearing - fixed rate</b>						
Short-term loans	40%	8,675	-	-	-	8,675
Convertible Notes	0%	5,018	-	-	-	5,018
Lease liability	5.5%	188	256	517	1,060	2,021
Total non-derivatives		31,557	656	1,317	1,060	34,590

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

#### Fair value of financial instruments

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

### Note 25. Fair value measurement

#### Fair value hierarchy

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three-level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

**Level 2:** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

**Level 3:** Unobservable inputs for the asset or liability

Consolidated - 2022	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
<b>Assets</b>				
Land and buildings	-	4,877	-	4,877
Intangible leases	-	12,304	-	12,304
Biological assets	-	5,209	-	5,209
Total assets	-	22,390	-	22,390
<b>Liabilities</b>				
Redeemable convertible preference shares	-	5,660	-	5,660
Total liabilities	-	5,660	-	5,660
<b>Consolidated - 2021</b>				
<b>Assets</b>				
Land and buildings	-	4,384	-	4,384
Intangible leases	-	11,987	-	11,987
Biological assets	-	12,692	-	12,692
Total assets	-	29,063	-	29,063
<b>Liabilities</b>				
Total liabilities	-	-	-	-

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the financial year.

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

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

### Valuation techniques for fair value measurements categorised within level 2 and level 3

The basis of the valuation of land and buildings is cost less accumulated depreciation except for land and buildings acquired under business combinations which are valued at fair value on acquisition in line with AASB3. The land and buildings acquired during the year were valued based on independent assessments by a member of the Australian Property Institute having recent experience in the location and category of land and buildings being valued.

## Note 26. Key management personnel disclosures

### Compensation

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

	2022 \$'000	2021 \$'000
Short-term employee benefits	1,001,945	895,386
Post-employment benefits	81,082	68,400
Long-term benefits	-	-
Share-based payments	250,000	-
	1,333,027	963,786

Please refer to note 30 for share-based payment information.

## Note 27. Remuneration of auditors

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

	2022 \$'000	2021 \$'000
<b>Audit services – HLB Mann Judd</b>		
Audit or review of the financial statements	132,000	227,000
<b>Other services – HLB Mann Judd</b>		
Taxation services	31,670	61,000
Independent Accountant's Report services	11,000	214,000
	42,670	275,000
	174,670	502,000

## Note 28. Contingent liabilities

There are no contingent liabilities at year end.

## Note 29. Commitments

The Group has no commitments (capital or otherwise) at year end.

## Note 30. Related party transactions

### Parent entity

East 33 Limited is the parent entity.

### Subsidiaries

Interests in the subsidiaries are set out in Note 33.

### Key management personnel

Disclosures relating to key management personnel are set out in Note 26 and the remuneration report included in the Directors' Report.

### Transactions with related parties.

The convertible notes in existence at 30 June 2021 were converted to equity at the time of the initial public offering in July 2021.

A total of 1,250,000 shares with a total value of \$250,000 were issued to directors and other key management personnel as part of compensation during the year ended 30 June 2022. The shares were issued at a share price of \$0.20 – please refer to the Directors' report for further information.

## Note 31. Parent entity information

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

### Statement of profit or loss and other comprehensive income

	Parent	
	2022	2021
	\$'000	\$'000
(Loss) after income tax	(8,369)	(6,497)
Total comprehensive loss	(8,369)	(6,497)

### Statement of financial position

	Parent	
	2022	2021
	\$'000	\$'000
Total current assets	552	1,151
Total assets	51,149	34,336
Total current liabilities	(1,814)	(25,693)
Total liabilities	(18,245)	(29,649)
Net Assets/(Liabilities)	32,904	4,687
Equity		
Issued capital	49,283	12,728
Reserves	31	-
Accumulated losses	(16,410)	(8,041)
Total equity	32,904	4,687

### Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2022 or 30 June 2021.

### Capital commitments – Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2022 or 30 June 2021.

During the period 75 million performance rights for nil consideration, were issued to Guy Burnett, Mark Nagy and James Garton, each director receiving an equal share of 25 million performance rights. Refer to the Directors' report for further details on this issue.

### Significant accounting policies

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

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



## Note 32. Business combinations and other acquisitions

On 21 July 2021, East 33 Limited completed the acquisition of a 100% shareholding in CMB Seafoods Pty Ltd (a large oyster processing and distribution facility based in Sydney) for \$17.9 million and the Troup business (an oyster hatchery) for \$3.3 million.

In relation to current and past business acquisitions, the Group has completed the assessment of the fair value of the assets and liabilities as at the date of the acquisition. There were no adjustments to acquisition accounting post finalisation of the acquisitions.

Details of the acquisitions are as follows:

	CMB Fair value \$'000	Troup Fair value \$'000	Total Fair value \$'000
<b>2022</b>			
Trade and other receivables	1,228	-	1,228
Land and buildings	200	700	900
Plant and equipment	569	503	1,072
Inventory and deposits	267	-	267
Biological assets	-	501	501
Oyster and crown leases	-	562	562
Trade and other payables	(628)	-	(628)
Net assets acquired	1,636	2,266	3,902
Goodwill	16,315	1,085	17,400
Acquisition-date fair value of the total consideration transferred	17,951	3,351	21,302
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Representing			
Issue of ordinary shares at 0.2c each	1,400	1,000	2,400
Issue of redeemable convertible shares class A	3,500	-	3,500
Issue of redeemable convertible shares class B	2,100	-	2,100
Cash paid to vendor	10,499	1,000	11,499
Working capital adjustment	51	-	51
Vendor balance payable	401	1,351	1,752
Total	17,951	3,351	21,302
			<b>Fair value</b>
<b>2021</b>			
Cash and cash equivalents			49
Trade receivables			626
Land and buildings			2,515
Plant and equipment			4,249
Software			-
Biological assets			12,619
Oyster and crown leases			8,542
Trade and other payables			(721)
Net assets acquired at fair value			27,879
Gain from bargain purchases on current acquisitions			(3,551)
Goodwill			358
Acquisition-date fair value of the total consideration transferred			24,686

## Note 32. Business combinations and other acquisitions (continued)

	Fair value
	2021
2021	\$'000
Representing:	
Cash paid to vendor	9,801
Vendor Balance (net of GST)	14,885
	24,686
Cash used to acquire businesses:	
Acquisition-date fair value of the total consideration transferred	9,801
Add payments made in respect of prior acquisitions	115
Less: cash and cash equivalents	(49)
Net cash used	9,867

### Reconciliation of cash paid to settle vendor finance and business acquisitions

	Vendor Finance	Business Acquisitions
2022	\$'000	\$'000
Payment to settle Sciacca acquisition	2,345	-
Payment to settle Dent acquisition	11	-
Payment to settle MS Verdich and Sons acquisition	4,167	-
Payment to settle J Wilson acquisition	402	-
Payment to settle HR Browne acquisition	2,525	-
Payment to settle Diemar acquisition	275	-
Payment re CMB acquisition	-	10,499
Payment re Troup acquisition	-	1,000
Total	9,725	11,499

	Vendor Finance	Business Acquisitions
2021	\$'000	\$'000
Payment to settle Sciacca acquisition	-	900
Payment to settle Wren acquisition	-	3,487
Payment to settle Dent acquisition	115	-
Payment to settle MS Verdich and Sons acquisition	-	2,488
Payment to settle J Wilson acquisition	-	45
Payment to settle HR Browne acquisition	-	20
Payment to settle Diemar acquisition	-	2,861
Total	115	9,801

### Summary of shares issued to vendors

Details	Date	Shares	Issue price	Total
			\$	\$'000
<b>Ordinary shares</b>				
MS Verdich	21 July 2021	5,000,000	0.2	1,000
CMB	21 July 2021	7,000,000	0.2	1,400
Troup	21 July 2021	5,000,000	0.2	1,000
J Wilson	21 July 2021	2,000,000	0.2	400
Total		19,000,000		3,800

## Summary of redeemable convertible preference shares issued to vendors

Details	Date	Shares	Issue price \$	Total \$'000
<b>Class A convertible preference shares</b>				
MS Verdich	21 July 2021	2,500	1,000	2,500
CMB	21 July 2021	3,500	1,000	3,500
<b>Class B convertible preference shares</b>				
MS Verdich	21 July 2021	1,500	1,000	1,500
CMB	21 July 2021	2,100	1,000	2,100
Total		9,600		9,600

## Note 33. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly-owned subsidiaries in accordance with the accounting policy described in Note 1.

Name	Principle place of business / Country of Incorporation	Ownership interest	
		2022 %	2021 %
Hamilton Supervisory	Australia	100%	100%
MS Verdich & Sons Pty Ltd	Australia	100%	100%
HR Browne & Sons Pty Ltd	Australia	100%	100%
East 33 Farming Pty Ltd (incorporated Aug 20)	Australia	100%	100%
East 33 Deliveries Pty Ltd (incorporated Jul 20)	Australia	100%	100%
Mid Coast Exco Pty Ltd	Australia	100%	100%
CMB Seafoods Pty Ltd	Australia	100%	0%

## Commitments

	Consolidated	
	2022 \$'000	2021 \$'000
Committed at the reporting date but not recognised as liabilities, payable:		
Share of capital commitments	-	-



## Note 34. Reconciliation of loss after income tax to net cash from operating activities

	Consolidated	
	2022	2021
	\$'000	\$'000
(Loss) after income tax expense for the year	(8,962)	(5,476)
Adjustments for:		
(Profit)/Loss on disposal of assets	37	-
Depreciation, amortisation and impairment expenses	2,009	702
Fair value adjustments – financial liabilities	(3,940)	-
Fair value adjustments – biological assets	4,247	(158)
Finance costs accrued	453	2,061
Acquisition related costs	-	604
Share based payments	31	-
Gain from bargain purchases	-	(4,158)
Change in operating assets and liabilities:		
Decrease/(increase) in trade and other receivables	112	104
Decrease/(increase) in biological assets	3,738	1,772
Decrease/(increase) in inventories	142	(143)
Decrease/(increase) in deferred tax assets	13	(529)
Increase/(decrease) in trade and other payables	(399)	276
Increase/(decrease) in other liabilities	(617)	1,788
Increase/(decrease) in deferred tax liabilities	(13)	462
Net cash used in operating activities	(3,149)	(2,695)

## Note 35. Earnings per share

	Consolidated	
	2022	2021
	\$'000	\$'000
Loss after income tax	(8,962)	(5,476)

	Number	Number
Weighted average of ordinary shares used in calculating basic earnings per share		
Adjustments for calculation of diluted earnings per share:		
Options over ordinary shares	263,516,924	15,214,662
Weighted average number of ordinary shares used in calculating diluted earnings per share	263,516,924	15,214,662

	Consolidated	
	2022	2021
	\$'000	\$'000
Basic earnings per share	(0.034)	(0.36)
Diluted earnings per share	(0.034)	(0.36)

## Note 36. Reserves

	Consolidated	
	2022	2021
	\$'000	\$'000
Share based payment reserve	31	-
	31	-

The Group recognised an expense of \$30,707 in respect of market based vesting conditions associated with the performance rights issued during the year. Please refer to note 37 for further details.

## Note 37. Share based payments

During the current period the Group issued the following shares and performance rights as share-based payments:

- 19,000,000 shares to Vendors of MS Verdich Pty, J Wilson, CMB Seafoods Pty Ltd and AJ and JS Troup;
- 1,250,000 shares to directors;
- 6,910,048 performance rights to director and advisors; and
- 75,000,000 performance rights to directors under common control transactions.

19,000,000 shares issued to Vendors of MS Verdich Pty, J Wilson, CMB Seafoods Pty Ltd and AJ and JS Troup were valued at the share price on the date the acquisitions completed being \$0.20 a share.

1,250,000 shares issued to directors were valued at the share price on grant date being \$0.20 a share.

The performance rights issued to a director and advisors have the following vesting conditions:

- Tranche 1 – 11.11% vest on achieving an EBIT of \$7.3m by 30 June 2022 and 11.11% vest on generating cash from operations of \$6.8m or more by 30 June 2022.
- Tranche 2 – 11.11% vest on achieving an EBIT of \$16m by 30 June 2023 and 11.11% vest on generating cash from operations of \$15m or more by 30 June 2023.
- Tranche 3 – 11.11% vest on achieving an EBIT of \$20m by 30 June 2024 and 11.11% vest on generating cash from operations of \$18m or more by 30 June 2024.
- Tranche 4 – 33.34% vest on achieving a share price of \$1 or more as measured by a 20 trading day VWAP by 30 June 2024.

The non-market based vesting conditions performance rights were valued at the share price on grant date being \$0.20 a right. No vesting expense has been recorded for these rights in the period as it has not been deemed likely that the vesting conditions will be met.

The market based vesting conditions have been determined to have a 20% probability of being achieved and have been valued at \$0.04 per right. A vesting expense of \$30,707 has been recorded for these rights in the period.

## Note 38. Subsequent events

In July 2022 the Group acquired Oystercloud an industry leading agri-tech cloud based oyster farm management software business.

The business was acquired for a total consideration of \$475,000 payable in six tranches by 1 December 2024.

The sale of land and buildings classified as held for sale settled in August for \$750,000.

As part of the announced fiscal management plan the Company has re-prioritized resource with the effect of suspending its focus on export and online segments.

## Directors' Declaration

In the directors' opinion:

- The attached financial statements and notes comply with the Corporations Act 2001, the Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- The attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- The attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2022 and of its performance for the financial year ended on that date;
- There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable

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

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

On behalf of the directors

A handwritten signature in black ink, appearing to read 'J. Garton', written in a cursive style.

**James Garton**  
Director

30 August 2022  
Sydney





## Independent auditor's report

### To the Members of East 33 Limited

Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of East 33 Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss 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:

- (a) giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the [Corporations Regulations 2001](#).

#### Basis for Opinion

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

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

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

#### Material Uncertainty Regarding Going Concern

We draw attention to Note 1 in the financial report, which indicates that there are events or conditions, which indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the [Material Uncertainty Regarding Going Concern](#) section, we have determined the matters described below to be the key audit matters to be communicated in our report.

## Key Audit Matter

## How our audit addressed the key audit matter

### Business combinations and other acquisitions

Refer to Note 32

During the year, the Group acquired the businesses of CMB Seafoods Pty Ltd and Troup, and finalised the acquisition accounting of the businesses it acquired in the prior year.

The acquisitions have been accounted for in accordance with AASB 3 [Business Combinations](#).

We focused on this area as a key audit matter as accounting for this transaction is a complex and judgemental exercise. Management is required to determine the fair value of the assets acquired and liabilities assumed, in particular in determining the allocation of purchase consideration and separately identifiable intangible assets with the residual being goodwill.

Our procedures included, but were not limited to the following:

- We read the acquisition agreements to understand the key terms and conditions;
- We agreed the fair value of the consideration paid to supporting evidence;
- We obtained audit evidence that the acquisition-date assets and liabilities of the businesses were fairly stated based on the best available information at balance date;
- We considered the accounting for the difference between consideration paid from the identifiable assets acquired, having regard to the Group's application of provisional accounting concepts in accordance with AASB 3 [Business Combinations](#); and
- We assessed the adequacy of the Group's disclosures in the financial report.

### Biological assets

Refer to Note 12

The Group's biological assets consist of oysters, which are measured at fair value less costs to sell.

The process of estimating the fair value is complex, involving a number of judgements and estimates regarding various inputs. Due to the nature of the asset, the valuation technique includes a model that used a number of inputs from internal and external sources.

This is a key audit matter due to the complex nature of accounting for these assets which involved a number of judgements and estimates.

Our procedures included, but were not limited to the following:

- We reviewed the inputs used in the valuation model by comparing to external data where external data is available;
- We attended a physical count of oysters; and
- We assessed the adequacy of the Group's disclosures in the financial report.

### Intangible assets including goodwill

Refer to Note 15

The carrying value of intangible assets includes crown land and oyster leases, and goodwill from businesses acquired during the year and the prior year.

The goodwill acquired, together with the intangible assets relating to oyster/crown leases in the relevant cash generating units, were tested for impairment under AASB 136 [Impairment of Assets](#).

The evaluation of recoverable amount is considered a key audit matter as it was based upon a value-in-use calculation which required significant judgement and estimation. In addition, the balance is material to the users of the financial statements and involved the most communication with management.

Our procedures included, but were not limited to the following:

- We critically evaluated management's methodology in the value-in-use model and the basis for key assumptions;
- We reviewed the mathematical accuracy of the value-in-use model;
- We performed sensitivity analyses around the key inputs used in the model;
- We considered the appropriateness of the discount rate used;
- We compared value-in-use to the carrying amount of the cash-generating unit; and
- We assessed the appropriateness of the disclosures included in the relevant notes to the financial report.

### Redeemable convertible preference shares

Refer to Note 20

During the year the Group issued a total of 6,000 Class A Redeemable Convertible Preference Shares and 3,600 Class B Redeemable Convertible Preference Shares, each having a face value of \$1,000. These instruments have been determined to be financial liabilities at fair value through profit or loss.

The valuation of the redeemable convertible preference shares is considered a key audit matter due to the complexity of the accounting and the subsequent fair value measurements.

Our procedures included, but were not limited to the following:

- We reviewed the terms of the redeemable convertible preference shares agreements;
- We considered if accounting for the redeemable convertible preference shares is appropriate in line with the requirements of AASB 9 [Financial Instruments](#);
- We reviewed management's independent expert valuation of the redeemable convertible preference shares, checking the management expert's competencies, the methods adopted and the key inputs utilised in determining the valuation;
- We considered whether the change in the fair value of the convertible notes had been accounted for correctly under AASB 9 [Financial Instruments](#); and
- We assessed the adequacy of the Group's disclosures in the financial report.

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

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

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

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

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

## Responsibilities of the Directors for the Financial Report

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

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

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

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on the Remuneration Report

### Opinion on the Remuneration Report

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

In our opinion, the Remuneration Report of East 33 Limited for the year ended 30 June 2022 complies with section 300A of the Corporations Act 2001.

### Responsibilities

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

**HLB Mann Judd**  
Chartered Accountants

Perth, Western Australia  
30 August 2022



**B G McVeigh**  
Partner



# SHAREHOLDER INFORMATION

The shareholder information as per below is applicable as at 13th October 2022.

## Voting rights

The voting rights attaching to ordinary shares fully paid are, on a show of hands every member present at a meeting in person or by proxy shall have one vote, and upon a poll each share shall have one vote.

## Substantial shareholders

Substantial shareholders in the company pursuant to notices lodged with the ASX in accordance with section 671B of the Corporations Act.

Ordinary shares	No of shares	%
Yumbah Aquaculture Limited	52,000,000	10.02%
Anthony Hall	626,398	0.12%
Research Corporation Pty Ltd as trustee for Anthony Hall Family Trust	127,394,096	24.54%
UBS NOMINEES PTY LTD <Regal Funds Management Pty Ltd and its Associates>	45,639,546	8.79%
CS THIRD NOMINEES PTY LIMITED <Regal Funds Management Pty Ltd and its Associates>	33,222	0.01%
<b>Total</b>	<b>225,693,262</b>	<b>43.48%</b>
<b>Balance of register</b>	<b>293,395,437</b>	<b>56.52%</b>
<b>Grand total</b>	<b>519,088,699</b>	<b>100.00%</b>

## Distribution of securities

Range	Securities	%	No of holders
100,001 and Over	507,872,614	97.84%	217
10,001 to 100,000	10,414,414	2.01%	234
5,001 to 10,000	658,231	0.13%	80
1,001 to 5,000	140,549	0.03%	46
1 to 1,000	2,891	0.00%	9
<b>Total</b>	<b>519,088,699</b>	<b>100.00%</b>	<b>586</b>
Unmarketable Parcels	1,123,986	0.22%	157

## Top 20 largest shareholders

Rank	Name	20 October 2021	%
1	RESEARCH CORPORATION PTY LTD	85,796,269	16.53%
2	YUMBAH AQUACULTURE LTD	52,000,000	10.02%
3	UBS NOMINEES PTY LTD	45,639,546	8.79%
4	INVIA CUSTODIAN PTY LIMITED	41,597,827	8.01%
5	SEISUN CAPITAL PTY LTD	23,424,624	4.51%
6	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	21,694,837	4.18%
7	RICHMOND BRIDGE SUPERANNUATION PTY LTD	21,212,121	4.09%
8	NATIONAL NOMINEES LIMITED	14,851,011	2.86%
9	RUPNIK ENTERPRISES (NSW) P/L	13,086,957	2.52%
10	MR PETER KARAS & MRS CHRISTINA KARAS	12,878,788	2.48%
11	BNP PARIBAS NOMINEES PTY LTD	9,887,411	1.90%
12	TROUPS DEAUVILLE PTY LTD	9,347,827	1.80%
13	BRISPOT NOMINEES PTY LTD	7,131,733	1.37%
14	SCIFP PTY LTD	6,343,232	1.22%
15	CS FOURTH NOMINEES PTY LIMITED	5,813,642	1.12%

Rank	Name	20 October 2021	%
16	BALMORAL ISLAND PTY LTD	5,710,067	1.10%
16	MARK LESLIE NAGY	5,710,067	1.10%
17	MKHAMBATHI PTY LTD	5,710,066	1.10%
18	SJ VERDICH PTY LTD	3,750,000	0.72%
19	MR GLEN CORBY BULL	3,300,000	0.64%
20	JOBRO PTY LTD	3,000,000	0.58%
	<b>Total</b>	<b>397,886,025</b>	<b>76.65%</b>
	<b>Balance of register</b>	<b>121,202,674</b>	<b>23.35%</b>
	<b>Grand total</b>	<b>519,088,699</b>	<b>100.00%</b>

## Restricted equity securities

Escrow date	Security	Quantity of security
29 July 2023	Ordinary shares	1,690,431
31 December 2024	Performance rights	75,000,000

## Unquoted equity securities

The following unquoted equities securities are on issue.

Security	Quantity of security
Redeemable Convertible Preference Shares	9,600
Performance rights	80,778,038

## On market buy-back

There is no current on-market buy-back in respect of Company's ordinary shares.

The Redeemable Convertible Preference Shares are convertible into a maximum number of 48,000,000 Shares

