

# Appendix 4D

## Half-Year Report for the period ended 31 December 2023

<b>Name of Entity</b>	Wide Open Agriculture Limited
<b>ABN</b>	86 604 913 822
<b>Half Year Ended</b>	31 December 2023
<b>Previous Corresponding Reporting Period</b>	31 December 2022

### Results for Announcement to the Market

	\$'000	Percentage increase/(decrease) over previous corresponding period
<b>Revenue from ordinary activities</b>	5,674	4%
<b>(Loss) from ordinary activities after tax attributable to members</b>	(4,993)	-35%
<b>Net (loss) for the period attributable to members</b>	(4,993)	-35%
<b>Dividends (distributions)</b>	<b>Amount per security</b>	<b>Franked amount per security</b>
<b>Final Dividend</b>	It is not proposed to pay Dividends	
<b>Interim Dividend</b>	It is not proposed to pay Dividends	
<b>Record date for determining entitlements to the dividends (if any)</b>	Not Applicable	

### Review of Operations

Refer to Directors' Report included in the attached half-year financial report

### Earnings Per Share

	Current Period	Previous corresponding period
<b>(Loss) per share (Basic &amp; Diluted)</b>	(3.24) cents	(5.39) cents

### Net Tangible Assets per Security

	Current Period	Previous corresponding period
<b>Net tangible asset backing per ordinary security</b>	6.76 cents	11.82 cents

The 31 December 2023 financial report dated 29 February 2024 forms part of and should be read in conjunction with the Half Year Report (Appendix 4D).

The report is based on financial statements reviewed by the auditor, a copy of which is attached.

Signed in accordance with a resolution of Directors. On behalf of the Directors:



Anthony Maslin  
Non-Executive Chairman

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

**CONSOLIDATED FINANCIAL REPORT**  
**FOR THE HALF YEAR ENDED 31 DECEMBER 2023**

**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

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## CORPORATE DIRECTORY

### DIRECTORS

Mr Anthony Maslin (Non-Executive Chairman)  
Dr Ben Cole (Non-Executive Director)  
*Appointed 15 December 2023*  
Ms Elizabeth Brennan (Non-Executive Director)  
*Resigned 8 September 2023*  
Mr Ronnie Duncan (Non-Executive Director)  
*Resigned 2 November 2023*  
Ms Joanne Ford (Non-Executive Director)

### SOLICITORS

Fairweather Corporate Lawyers  
Suite 2, 589 Stirling Highway  
Cottesloe, Western Australia, 6011

Clayton Utz  
Level 27, QV. 1 Building  
250 St Georges Terrace  
Perth, Western Australia, 6000

### COMPANY SECRETARY

Mr Harry Miller (appointed on 12 October 2023)  
Mr Matthew Skinner (Resigned on 12 October 2023)  
Mr Sam Wright (Resigned on 8 September 2023)

### AUDITORS

RSM Australia Partners  
Level 32, 2 The Esplanade  
Perth, Western Australia, 6000

### BUSINESS OFFICE

1 Winton Street  
Kewdale, Western Australia, 6105  
Email: [info@wideopenagriculture.com.au](mailto:info@wideopenagriculture.com.au)

### SHARE REGISTRY

Link Market Services Limited  
QV1 Building  
Level 12, 250 St Georges Terrace  
Perth, Western Australia, 6000

### REGISTERED OFFICE

Automic Group  
Level 5, 191 St Georges Terrace  
Perth WA  
Ph: +61 8 7129 0437

### STOCK EXCHANGE

Australian Securities Exchange  
Central Park  
152-158 St Georges Terrace  
Perth Western Australia 6000

### WEBSITE

[www.wideopenagriculture.com.au](http://www.wideopenagriculture.com.au)

### ASX CODE: WOA

**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

**DIRECTOR'S REPORT**

Your directors present this report on Wide Open Agriculture Limited (the "Company" or "WOA") and its subsidiaries ("Consolidated Entity" or "Group") for the half year ended 31 December 2023.

**DIRECTORS**

The name of the directors in office at any time during, or since the end of the half year are:

Ben Cole – Non-Executive Director (appointed on 15 December 2023, transitioning from the role of Executive Director)

Anthony Maslin – Non-Executive Chairman (appointed on 23 March 2015)

Joanne Ford – Non-Executive Director (appointed on 20 March 2023)

Elizabeth Brennan – Non-Executive Director (resigned on 08 September 2023)

Ronnie Duncan – Non-Executive Director (resigned on 02 November 2023)

**COMPANY SECRETARY**

Harry Miller (appointed on 12 October 2023)

Matthew Skinner (resigned 12 October 2023)

Sam Wright (resigned on 08 September 2023)

**REVIEW OF OPERATIONS**

Wide Open Agriculture (WOA) made significant progress on its plant based protein strategy, purchasing the assets of Prolupin GmbH in Germany in October 2023 for \$4.2 million. These assets, including the production facility, patents and inventory, gave the Company access to commercial scale production of lupin protein with a highly experienced team of engineers and operators. WOA has now produced commercial scale amounts of its proprietary lupin protein, Buntine Protein® and is expanding its sales network with distribution agreements in multiple countries signed in the period.

In the period WOA reported record revenue of \$5.7 million for H1 FY24, representing an increase of 4% over H1 FY23. The Dirty Clean Food brand has continued to grow domestically and internationally, with a growing base of consumers, retailers, chefs and distributors all aligned to the core mission of Wide Open Agriculture and its range of regenerative produce. These results were achieved despite a challenging macroeconomic environment, including high inflation and interest rate increases in the period. The growth in the period is a testament to the team's efforts in the period.

**PLANT-BASED PROTEIN**

The Company advanced the development of Buntine Protein® during the period, and now has two facilities operational; a pilot plant in Kewdale, WA, which is being used to develop the Company's IP around lupin protein, and a commercial scale facility in Grimmen, Germany. The facility in Germany is fully operational and producing Buntine Protein® in line with specifications. The global sampling programme continued in the period,

**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

**DIRECTOR'S REPORT**

with conversations ongoing with multiple parties who have received samples and are testing the products in various applications as part of their R&D programmes.

The aim is to create leads for deeper and more strategic partnerships with large food companies globally.

These partnerships include the MOU signed with Saputo Dairy Australia in the period, which has the potential to unlock large scale production facilities in Victoria, Australia.

**DIRTY CLEAN FOOD**

Dirty Clean Food's regenerative food platform experienced growth during H1 FY24 despite the macroeconomic environment that impacted consumer price sensitivity. Revenue from the Digital channel was \$2.2 million, 12% up on H1 FY23 driven by maintaining total orders and focussing on increasing average order value. Foodservice/Wholesale revenues were \$2.2 million, 16% down on HY FY23 as consumers were impacted by high inflation and economic uncertainty.

The Retail distribution channel revenue was \$1.2m, up 52% versus H1 FY23. Growth accelerated through an increase in Retail outlets and expanded range of products. The focus continues to be on maintaining sales in a challenging environment whilst also improving operational efficiency.

**PRINCIPAL ACTIVITIES**

The principal activities of the Group during the financial half-year were the market development of Buntine Protein®, including research and development, product development, and manufacturing activities, as well as exploring strategic options for Dirty Clean Food.

**AUDITOR'S INDEPENDENCE DECLARATION**

The lead auditor's independence declaration for the half year ended 31 December 2023 has been received and can be found on page 19 required under section 307C of Corporations Act 2001.

Signed for and on behalf of the board in accordance with a resolution of the directors, pursuant to section 306(3)(a) of Corporations Act 2001.



**Director:**

\_\_\_\_\_  
Mr Anthony Maslin  
Non-Executive Chairman

Dated on 29 February 2024

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

**CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE  
INCOME  
FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

	Note	31 Dec 2023 \$	31 Dec 2022 \$
Revenue	2	5,674,238	5,446,145
Cost of goods sold		<u>(5,009,540)</u>	<u>(4,985,873)</u>
Gross profit		664,698	460,272
Other income	2	2,664,936	203,896
<b>Expenses</b>			
Amortisation expense		(334,262)	(337,604)
Consultancy fees		(1,188,866)	(1,204,117)
Depreciation expense		(293,471)	(108,028)
Employee benefits expense		(3,890,814)	(3,987,763)
Finance costs		(123,824)	(74,909)
Foreign currency (losses)/gains		(25,791)	11,687
Selling expenses		(598,588)	(1,308,648)
Share based payments		(290,130)	(487,273)
Other administration expenses		<u>(1,576,571)</u>	<u>(845,883)</u>
<b>Loss for the period before income tax expense</b>		(4,992,683)	(7,678,370)
Income tax expense		-	-
<b>Loss for the period after income tax expense</b>		(4,992,683)	(7,678,370)
<b>Other comprehensive income:</b>			
Foreign currency translation		(87,633)	-
<b>Total comprehensive loss for the period</b>		<u><b>(5,080,316)</b></u>	<u><b>(7,678,370)</b></u>
Basic loss per share (cents)		(3.24)	(5.39)
Diluted loss per share (cents)		(3.24)	(5.39)

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

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2023**

	Note	31 Dec 2023 \$	30 Jun 2023 \$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents		4,204,149	5,871,597
Trade and other receivables		742,791	1,119,527
Inventory		2,599,479	1,952,665
Other		1,119,484	382,907
<b>TOTAL CURRENT ASSETS</b>		<u>8,665,903</u>	<u>9,326,696</u>
<b>NON-CURRENT ASSETS</b>			
Plant and equipment		6,113,421	3,809,740
Right-of-use assets		2,466,314	1,871,003
Secured loans		63,763	68,182
Other		323,448	323,446
Intangible assets		1,216,361	-
<b>TOTAL NON-CURRENT ASSETS</b>		<u>10,183,307</u>	<u>6,072,371</u>
<b>TOTAL ASSETS</b>		<u>18,849,210</u>	<u>15,399,067</u>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables		2,723,306	1,812,269
Lease liabilities		693,429	517,653
Borrowings		79,272	112,339
Provisions		397,956	684,498
<b>TOTAL CURRENT LIABILITIES</b>		<u>3,893,963</u>	<u>3,126,759</u>
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities		1,962,195	1,494,561
Borrowings		600,414	587,178
Provisions		359,062	81,803
<b>TOTAL NON-CURRENT LIABILITIES</b>		<u>2,921,671</u>	<u>2,163,542</u>
<b>TOTAL LIABILITIES</b>		<u>6,815,634</u>	<u>5,290,301</u>
<b>NET ASSETS</b>		<u>12,033,576</u>	<u>10,108,766</u>
<b>EQUITY</b>			
Issued capital	<b>3</b>	51,186,553	44,626,557
Share based payments reserves	<b>4</b>	5,071,677	4,626,547
FX translation reserve		(87,633)	-
Accumulated losses		(44,137,021)	(39,144,338)
<b>TOTAL EQUITY</b>		<u>12,033,576</u>	<u>10,108,766</u>

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

31 December 2023	Issued Capital	Unlisted Options Reserve	Performance Rights Reserve	FX Translation Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$	\$
<b>Balance at 1 July 2023</b>	<b>44,626,557</b>	<b>4,545,473</b>	<b>81,074</b>	-	<b>(39,144,338)</b>	<b>10,108,766</b>
Loss for the period	-	-	-	-	(4,992,683)	(4,992,683)
Other comprehensive income	-	-	-	(87,633)	-	(87,633)
<b>Total comprehensive loss for the period</b>	-	-	-	<b>(87,633)</b>	<b>(4,992,683)</b>	<b>(5,080,316)</b>
<b>Transactions with owners, in their capacity as owners, and other transfers</b>						
Tranche 1 placement shares	5,951,063	-	-	-	-	5,951,063
Tranche 2 placement shares – Directors	163,000	-	-	-	-	163,000
Shares issued to Executives	120,878	-	-	-	-	120,878
Shares issued to Directors	115,000	-	-	-	-	115,000
Shares issued to European advisors	30,089	-	-	-	-	30,089
Share purchase plan (SPP)	516,500	-	-	-	-	516,500
Capital raising costs	(336,534)	-	-	-	-	(336,534)
Options issued – share based payments	-	445,130	-	-	-	445,130
<b>Balance at 31 December 2023</b>	<b>51,186,553</b>	<b>4,990,603</b>	<b>81,074</b>	<b>(87,633)</b>	<b>(44,137,021)</b>	<b>12,033,576</b>

**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

31 December 2022	Issued Capital	Unlisted Options Reserve	Performance rights Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$
<b>Balance at 1 July 2022</b>	<b>44,384,452</b>	<b>4,080,514</b>	-	<b>(24,482,570)</b>	<b>23,982,396</b>
Loss for the period	-	-	-	(7,678,370)	(7,678,370)
Other comprehensive income	-	-	-	-	-
<b>Total comprehensive loss for the period</b>	-	-	-	<b>(7,678,370)</b>	<b>(7,678,370)</b>
<b>Transactions with owners, in their capacity as owners, and other transfers</b>					
Shares issued on unlisted options exercised	125,244	-	-	-	125,244
Options issued – share based payments	-	406,198	-	-	406,198
Options exercised	-	(43,244)	-	-	(43,244)
Performance rights issued	-	-	81,076	-	81,076
<b>Balance at 31 December 2022</b>	<b>44,509,696</b>	<b>4,443,468</b>	<b>81,076</b>	<b>(32,160,940)</b>	<b>16,873,300</b>

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

	Note	31 Dec 2023 \$	31 Dec 2022 \$
<b>Cash flows from operating activities</b>			
Receipts from customers (inclusive of GST)		5,916,805	5,351,673
Payments to suppliers and employees (inclusive of GST)		(12,280,477)	(12,490,163)
Interest received		26,699	42,273
Grants received		2,950,577	98,000
Net cash flows used in operating activities		<u>(3,386,396)</u>	<u>(6,998,217)</u>
<b>Cash flows from investing activities</b>			
Payments for acquisition of plant and equipment		(421,421)	(1,144,338)
Payments for secured loans		-	(8,561)
Payments for acquired business	6	<u>(4,187,500)</u>	-
Net cash flows used in investing activities		<u>(4,608,921)</u>	<u>(1,152,899)</u>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares (net of issue costs)		6,634,629	-
Proceeds from exercise of options		-	82,000
Repayment of lease liabilities		<u>(310,342)</u>	<u>(370,531)</u>
Net cash flows from/(used in) financing activities		<u>6,324,287</u>	<u>(288,531)</u>
Net decrease in cash and cash equivalents		(1,671,030)	(8,439,647)
Cash and cash equivalents at the beginning of the period		5,871,597	19,474,506
Effects of exchange rates on cash and cash equivalents		3,582	5,116
<b>Cash and cash equivalents at the end of the period</b>		<b><u>4,204,149</u></b>	<b><u>11,039,975</u></b>

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

**1 Statement of Significant Accounting Policies**

The financial statements cover Wide Open Agriculture Limited and its subsidiaries as a consolidated entity (Group). Wide Open Agriculture Limited is a company limited by shares, incorporated and domiciled in Australia.

**a. Material Accounting Policy Information**

These general purpose financial statements for the interim half-year reporting period ended 31 December 2023 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Accounting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2023 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

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

The financial statements, except for the cash flow information, have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The amounts presented in the financial statements have been rounded to the nearest dollar.

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

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

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

**b. Going Concern**

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

As disclosed in the financial statements, the Group incurred a loss of \$4,992,683 and had net cash outflows from operating activities of \$3,386,396 for the half-year ended 31 December 2023.

The directors believe that there are reasonable grounds to believe that the Group will continue as a going concern, after consideration of the following factors:

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

- The ability to raise further funding in the capital or debt markets;
- The ability to further reduce expenditure to extend the length of time that current cash resources will fund ongoing operations; and
- The ability to sell or dispose assets to bring in additional funding.

Accordingly, the Directors believe that the Group will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

Should the Group not achieve the matters set out above there exists a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. The financial report does not include any adjustment relating to the recoverability or classification of recorded asset amounts or to the amounts or classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

**c. Operating Segments**

The Group was organised into two operating segments during the half year ended 31 December 2023 based on the differences in products and services provided and geographical locations of each. The first operating segment involves sales and marketing of fresh produce operating in the Agricultural industry in Australia. The second operating segment is the production of lupin protein in Germany. 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) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

There was only one reporting segment for the half year ended 31 December 2022.

	<b>Australia</b>	<b>Germany</b>	<b>Total</b>
	\$	\$	\$
<b>31 December 2023</b>			
<b>Revenue</b>			
Total revenue	5,673,160	1,078	5,674,238
<b>Results</b>			
Segment net (loss) before tax	(3,815,952)	(1,176,731)	(4,992,683)
<b>c. Operating Segments (continued)</b>			
Interest income	44,507	-	44,507
Interest expense	(60,230)	(23,446)	(83,676)
Depreciation and amortisation	(433,488)	(194,245)	(627,733)
<b>Segment assets</b>			
Segment operating assets	13,315,699	5,533,511	18,849,210
<b>Segment liabilities</b>			
Segment operating liabilities	5,591,577	1,224,057	6,815,634

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

<b>2 Revenue and Other Income</b>	<b>31 Dec 2023</b>	<b>31 Dec 2022</b>
	<b>\$</b>	<b>\$</b>
<b>Revenue from contracts with customers</b>		
Sale of goods	5,674,238	5,446,145
<b>Other Income</b>		
Rent received <sup>1</sup>	4,500	12,500
R&D tax incentives	2,295,997	-
Grants & incentives <sup>2</sup>	154,580	98,000
Interest income	44,507	46,773
Other income	165,352	46,623
Total other income	2,664,936	203,896
<b>Total</b>	<b>8,339,174</b>	<b>5,650,041</b>

<sup>1</sup> Rent received is from McAlpine Farms which is owned by Buntine Holdings Pty Ltd.

<sup>2</sup> Grants and incentives received relate to R&D tax incentive payments received from the Federal Government and Commonland grant funding received for carrying out 4 Returns work. Also included is COVID-19 government stimulus grants.

Disaggregation of revenue

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

	<b>31 Dec 2023</b>	<b>31 Dec 2022</b>
	<b>\$</b>	<b>\$</b>
<b>Channel</b>		
Retail	1,219,469	801,868
Digital	2,246,899	2,003,248
Foodservice & wholesale	2,206,792	2,641,029
Business to business	1,078	-
	5,674,238	5,446,145
<b>Geographical regions</b>		
Australia	5,562,660	5,295,760
International	111,578	150,385
	5,674,238	5,446,145
<b>Timing of revenue recognition</b>		
Goods transferred at a point in time	5,674,238	5,446,145

<b>3 Issued Capital</b>	<b>31 Dec 2023</b>	<b>30 Jun 2023</b>	<b>31 Dec 2023</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>	<b>Shares</b>	<b>Shares</b>
Ordinary shares	54,199,823	47,303,293	178,005,919	143,281,773
Capital raising costs	(3,013,270)	(2,676,736)	-	-
	<b>51,186,553</b>	<b>44,626,557</b>	<b>178,005,919</b>	<b>143,281,773</b>

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

**(a) Movement in Ordinary Share Capital**

	No. Of shares	Issue Price \$	Total \$
Balance at 1 July 2023	143,281,773		44,626,557
Tranche 1 placement shares	29,757,740	0.20	5,951,063
Tranche 2 placement shares	815,000	0.20	163,000
Shares issued to Executive	805,851	0.15	120,878
Shares issued to Directors	575,000	0.20	115,000
Shares issued to European advisors	188,055	0.16	30,089
Share purchase plan (SPP)	2,582,500	0.20	516,500
Less transaction costs	-		(336,534)
Balance at 31 December 2023	<u>178,005,919</u>		<u>51,186,553</u>
Balance at 1 July 2022	142,251,773		44,384,452
Options exercised	980,000	0.15	229,046
Options exercised	50,000	0.20	13,059
Balance at 30 June 2023	<u>143,281,773</u>		<u>44,626,557</u>

<b>4 Share Based Payments Reserve</b>	<b>31 Dec 2023</b>	<b>30 Jun 2023</b>
	\$	\$
Unlisted options reserve <sup>(a)</sup>	4,990,603	4,545,473
Performance rights reserve <sup>(b)</sup>	81,074	81,074
	<u>5,071,677</u>	<u>4,626,547</u>

**(a) Unlisted Options Reserve**

Balance at beginning of period	4,545,473	4,080,514
Options issued	290,130	550,063
Options issued to lead managers	155,000	-
Options exercised transferred to issued capital	-	(85,104)
Balance at end of period	<u>4,990,603</u>	<u>4,545,473</u>

Options issued in the form of share-based payments are valued using the Back-Scholes valuation model. For options granted during the current half-year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**

**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

Number of options issued	Grant Date	Expiry Date	Spot Price	Exercise Price	Volatility	Risk-free interest rate	Dividend Yield	Fair Value
885,000	17/11/2023	17/11/2026	\$0.165	\$0.260	80%	4.09%	0%	\$0.071
2,324,572	17/11/2023	17/11/2026	\$0.165	\$0.260	80%	4.09%	0%	\$0.071
2,500,000	30/11/2023	01/12/2025	\$0.175	\$0.250	80%	4.10%	0%	\$0.062
750,000	30/11/2023	15/12/2026	\$0.175	\$0.233	80%	4.01%	0%	\$0.083

	31 Dec 2023	30 Jun 2023
	\$	\$
<b>(b) Performance Rights Reserve</b>		
Balance at beginning of period	81,074	-
Performance rights issued to executives as incentive	-	81,074
Balance at end of period	<u>81,074</u>	<u>81,074</u>

## 5 Commitments

On 29 July 2016, the Group entered into a contract to acquire land from Buntine Holdings Pty Ltd with a deferred consideration element. The details are:

- Price of the land was \$323,879.
- Deposit of \$50,000 paid on 29 July 2016 in the form of 1,000,000 shares at 0.05c each
- Partial payment of \$150,000 was made on 13 August 2018.
- Remaining consideration to be paid in full no later than 8 years from 23 March 2016.
- Interest to be paid on this outstanding amount at the annual rate of the RBA base rate plus 2.5%. This has been treated as operational expense as Right of access and use.

On 20 November 2020, the Group exercised its option pursuant to the Option and Licence Agreement to acquire exclusive commercial licence for the proprietary modified lupin protein technology developed and patented by Curtin University. Details of the royalties payable to Curtin University under the agreement are as follows:

- Royalties payable by the Group to Curtin University on the basis of:
  - a Production – a royalty of \$120 per tonne of lupin protein isolate produced or manufactured by the Group;
  - b High sale value – a royalty of 12.5% of net sales revenue in excess of \$6,000 per tonne of royalty sales product; and
  - c Sub-licence revenues – a royalty of 12.5% of revenue derived by sub-licences.

Minimum annual royalty payable by the Group to Curtin University as noted below:

- Commencing on year 3 after the commencement date of the licence of \$25,000;
- Commencing on year 4 after the commencement date of the licence of \$35,000;
- Commencing on year 5 after the commencement date of the licence of \$50,000 per year averaged over a 3 year periods; and
- Commencing on year 8 after the commencement date of the licence of \$75,000 per year until the end of the term and averaged over 3 year periods.



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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

	<b>31 Dec 2023</b>	<b>30 Jun 2023</b>
	<b>\$</b>	<b>\$</b>
Not longer than one year	60,000	25,000
Longer than one year, but not longer than five years	150,000	185,000
Longer than five years	600,000	600,000
	810,000	810,000

Commitments for expenditure for the financial half-year within one year represent payment of minimum annual royalties to Curtin University of \$60,000.

Commitments for expenditure for the financial half-year longer than one year, but not longer than five years represent deferred consideration of purchase of Kulinbah East Block from Buntine Holdings Pty Ltd, and payment of the minimum annual royalties to Curtin University of \$150,000.

Commitments for expenditure for the financial half-year over five years represent payment of minimum annual royalties to Curtin University of \$600,000.

The capital commitment disclosed above were committed at the reporting date but not recognised as liabilities and no further commitment as at 31 December 2023.

## **6 Business Combination**

On 26 October 2023, Wide Open Agriculture Germany GmbH, a wholly owned subsidiary of Wide Open Agriculture Limited, acquired Prolupin GmbH's production business operations for the total consideration of EUR 2.5m (AUD 4,187,500). The acquisition has been accounted for on a provisional basis as at 31 December 2023.

Provisional details of the acquisition are as follows:

	<b>Fair value</b>
	<b>\$</b>
Plant and equipment	2,261,250
Inventories (raw materials and semi-finished products)	670,000
Intangible assets (Patents – relates to Prolupin)	502,500
Intangible assets (Trademarks – relates to Made with Luve)	251,250
Net identifiable assets acquired	3,685,000
Goodwill	502,500
Net assets acquired	4,187,500
Acquisition date fair value of total consideration transferred	
- Cash	4,187,500
Acquisition costs expensed to profit and loss	98,068

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**WIDE OPEN AGRICULTURE LIMITED**  
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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

**7 Controlled Entities**

<b>Controlled Entities</b>	<b>Country of Incorporation</b>	<b>Ownership Interest</b>
Parent Entity		
Wide Open Agriculture Ltd	Australia	100%
Subsidiaries		
Dirty Clean Food Pty Ltd	Australia	100%
Wide Open Land Pty Ltd	Australia	100%
Wide Open Plant Protein Pty Ltd	Australia	100%
Wide Open Agriculture Germany GmbH	Germany	100%

**8 Dividends**

The directors do not recommend the payment of a dividend in respect of the half-year ended 31 December 2023.

**9 Contingent Liabilities and Assets**

There were no material changes to contingent liabilities or assets during the period.

**10 Significant Events After the Reporting Date**

On 17 January 2024, WOA announced it partnered with Nissei Kyoeki Co Ltd (“Nissei”) for Buntine Protein distribution in Japan. Nissei are a prominent specialised Japanese trading company with deep expertise in the protein sector.

On 19 January 2024, WOA announced completion of the SPP shortfall shares and free attaching options issued under the supplementary prospectus dated 27 October 2023 raising an additional \$203,500.

No other matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect the consolidated entity’s operations, the results of those operations, or the consolidated entity’s state of affairs in future financial years.

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**WIDE OPEN AGRICULTURE LIMITED**  
**ABN 86 604 913 822**  
**FOR THE 6 MONTHS ENDED 31 DECEMBER 2023**

**DIRECTORS' DECLARATION**

The directors of the Company declare that:

1. The consolidated financial statements and notes as set out in this half-year financial report, are in accordance with the Corporations Act 2001, including:
  - (a) complying with Australian Accounting Standard AASB134: *Interim Financial Reporting* and the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
  - (b) giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and of its performance for the half-year ended on that date;
2. In the director's opinion, subject to the going concern disclosure in Note 1b, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the directors, made pursuant to section 303(5)(a) of Corporations Act 2001.

On behalf of the directors



**Director:** \_\_\_\_\_  
Anthony Maslin  
Non-Executive Chairman

Dated on 29 February 2024

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**AUDITOR'S INDEPENDENCE DECLARATION**

As lead auditor for the review of the financial report of Wide Open Agriculture Limited for the half-year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- (ii) any applicable code of professional conduct in relation to the review.

  
RSM AUSTRALIA PARTNERS

  
TUTU PHONG  
Partner

Perth, WA  
Dated: 29 February 2024

**THE POWER OF BEING UNDERSTOOD**  
AUDIT | TAX | CONSULTING

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## INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF WIDE OPEN AGRICULTURE LIMITED

### Report on the Half-Year Financial Report

#### Conclusion

We have reviewed the accompanying half-year financial report of Wide Open Agriculture Limited (the Company) which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

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

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.

#### Basis for Conclusion

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

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

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### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 in the financial statements, which indicates that the consolidated entity incurred a net loss of \$4,992,683 and net operating cash outflows of \$3,386,396 for the half-year ended 31 December 2023. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the consolidated entity's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

### *Directors' Responsibility for the Half-Year Financial Report*

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

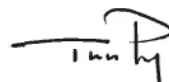
### *Auditor's Responsibility for the Review of the Financial Report*

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

A handwritten signature in black ink that reads "RSM".

RSM AUSTRALIA PARTNERS

A handwritten signature in black ink that reads "Tutu Phong".

TUTU PHONG  
Partner

Perth, WA  
Dated: 29 February 2024

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