



ACN 631 675 986

APPENDIX 3 AND PRELIMINARY FINAL REPORT
FOR THE YEAR ENDED 30 JUNE 2022

APPENDIX 3 AND PRELIMINARY FINAL REPORT**FOR THE YEAR ENDED 30 JUNE 2022****Results****Reporting Periods**

- Current year: Twelve-month period ended 30 June 2022
- Previous corresponding year: Twelve-month period ended 30 June 2021

	Percentage Change		30 June 2022	30 June 2021
Revenue and net profit				
▪ Revenue from ordinary activities	363%	to	2,982,855	643,856
▪ Profit/(loss) from ordinary activities after tax	66%	to	(12,608,178)	(7,575,365)
▪ Profit/(loss) for ordinary activities after tax attributable to owners	66%	to	(12,608,178)	(7,575,365)

Dividends

Current period:

- Final Dividend in respect of the twelve months ended 30 June 2022

Previous corresponding period:

- Final Dividend in respect of the twelve months ended 30 June 2021

	Amount per security \$	Franked amount \$
Final Dividend in respect of the twelve months ended 30 June 2022	Nil	N/A
Final Dividend in respect of the twelve months ended 30 June 2021	Nil	N/A

	Percentage Change		30 June 2022 ¢	30 June 2021 ¢
Net Tangible Assets (NTA) per Security Dividends				
NTA backing per ordinary share	(146%)	to	(6.99)	15.11

Commentary on Results

Commentary of the full year financial results for the twelve months ended 30 June 2022 is contained on pages 3 to 5 of the Preliminary Final Report included with this announcement.

Details of entities over which control has been gained or lost during the period

- a. Control gained over entities
 - Name of entities Six to Start Limited
 - Date(s) of gain of control 2 July 2021
- b. Loss of control of entities
 - Name of entities N/A
 - Date(s) of loss of control N/A

Details of associates

The Company does not have any associates or joint ventures for the half year ended 30 June 2022.

Compliance Statement

The information provided in Appendix 3 and throughout OliveX Holdings Limited's Preliminary Final Report is based on OliveX Holding Limited's Annual financial statements for the year ended 30 June 2022.

OliveX Holding Limited's Annual financial statements for the financial year ended 30 June 2022 are in the process of being audited.



OLIVEX HOLDINGS LIMITED

ACN 631 675 986

PRELIMINARY FINAL REPORT

30 June 2022

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Corporate Directory**Current Directors**

Mr. Keith Rumjahn	<i>Managing Director and Chief Executive Officer</i>
Mr. Sonny Vu	<i>Non-Executive Chairman</i>
Mr. Yat Siu	<i>Non-Executive Director</i>
Mr. David Do	<i>Non-Executive Director (appointed 24 August 2021)</i>
Ms. Maja McGuire	<i>Non-Executive Director (appointed 24 August 2021)</i>
Ms. Karen Contet	<i>Non-Executive Director (resigned 10 June 2022)</i>
Mr. Xavier Kris	<i>Executive Director (resigned 24 August 2021)</i>
Mr. John Bell	<i>Non-Executive Director (resigned 24 August 2021)</i>

Company Secretary

Mr. Marshall Lee	<i>(appointed 24 August 2021)</i>
Mr. Joel Ives	<i>(appointed 24 August 2021)</i>
Mr. John Bell	<i>(resigned 24 August 2021)</i>

Registered Office

Street:	AMP Building Level 28, 140 St Georges Terrace Perth WA 6000
Postal:	AMP Building Level 28, 140 St Georges Terrace Perth WA 6000
Telephone:	+61 (0)8 9278 2478
Email:	investors@olivex.ai
Website:	olivex.ai

Share Registry

Link Market Services	
Street:	Level 12, QV1 Building 250 St Georges Terrace Perth WA 6000
Telephone:	1300 554 474 (investors within Australia) +61 (0)8 9211 6670

Securities Exchange

National Securities Exchange	
Street:	1 Bligh Street Sydney NSW 2000
NSX Code:	OLX

Auditor

Moore Australia Audit (WA)	
Street:	Level 15, Exchange Tower 2 The Esplanade Perth WA 6000
Telephone:	+61 0(8) 9225 5355

Legal Advisor and NSX Nominated Advisor

Blackwall Legal LLP	
Postal:	26/140 St Georges Terrace Perth WA 6000
Telephone:	+61 0(8) 6169 2500

Directors' report

Your directors present their report on the Consolidated entity, consisting of OliveX Holdings Limited (**Parent** or **the Company**) and its controlled entities (collectively **the Group** or **OliveX** or **OLX**), for the year ended 30 June 2022.

OliveX is listed on the National Securities Exchange (**NSX**).

1. Directors

The names of Directors in office at any time during or since the end of the year are:

- Mr. Keith Rumjahn Managing Director and Chief Executive Officer
- Mr. Sonny Vu Non-Executive Chairman
- Mr. Yat Siu Non-Executive Director
- Mr. David Do Non-Executive Director (*appointed 24 August 2021*)
- Mr. Maja McGuire Non-Executive Director (*appointed 24 August 2021*)
- Ms. Karen Contet Non-Executive Director (*resigned 10 June 2022*)
- Mr. Xavier Kris Executive Director (*resigned 24 August 2021*)
- Mr. John Bell Non-Executive Director (*resigned 24 August 2021*)

The Directors have been in office since the start of the period to the date of this report unless otherwise stated. of this Directors Report.

2. Company Secretary

The following person held the position of Company Secretary at the end of the financial period:

- Mr. Marshall Lee Mr Lee was jointly appointed as Company Secretary on 24 August 2021.
- Mr. Joel Ives Mr Ives was jointly appointed as Company Secretary on 24 August 2021.
- Mr. John Bell Mr Bell was appointed as Company Secretary on 1 May 2020 and resigned on 24 August 2021.

3. Dividends paid or recommended

There were no dividends paid or recommended during the financial year end 30 June 2022 (30 June 2021: Nil).

4. Significant Changes in the state of affairs

Six to Start acquisition

On 2 July 2021, OliveX Holdings Limited acquired 100% of the ordinary share capital in Six to Start Limited. Further details of the acquisition are outlined in Note 2b.

Sol Cycle acquisition

On 3 December 2021, the Company through its wholly-owned subsidiary OliveX (HK) Limited, acquired the gamified fitness platform Sol Cycle from Huo Xing Limited Company (Redline). Further details of the acquisition are outlined in Note 2c.

DOSE launch

On 8 November 2021, the Company, through its wholly owned subsidiary OliveX BVI Limited, announced the highly successful listing of DOSE on major Centralised Exchanges (CEX) OKEX and gate.io. Additionally, the Company announced the completion of further sales of USD\$500,000 In DOSE tokens through an Initial Dex Offering (IDO) on Polkastarter as well as the commencement of token swaps and liquidity pools on both Okex, Gate.io, Apeswap, Uniswap and PancakeSwap. During the year, DOSE also listed on the Huobi Global and KuCoin token exchanges.

Placement in December 2021

On 2 December 2021, the board of the Company advised that it had issued 8,000,000 fully paid ordinary share (Shares) to certain key strategic and institutional investors including Animoca Brands, One Football and Bombora Investment Management.

There were no other significant changes to the state of affairs of the Group.

Directors' report

5. Operating and financial review

5.1. Nature of Operations Principal Activities

OliveX is a digital fitness company that provides applications, smart technology and unique fitness gamification leveraging blockchain technology and move-to-earn functionality.

OliveX aims to improve the integration of technology with fitness to create an interactive fitness metaverse. OliveX is uniquely positioned at the centre of three of the most exciting industries, the fitness and wellness industry, the gaming industry and the blockchain and NFT market.

5.2. Operations Review

The company has continued to execute on its strategy to build a fitness metaverse through building, partnering, acquiring and investing into early stage move-and-earn games to create an ecosystem of interoperable NFT's and games.

The company launched Dustland Runner, a move-and-earn game based on our successful title Zombies, Run! on March 25th 2022. The app reached a milestone of 10,000 Daily Active users, as well as generating USD\$478,000 in sales in partnership with Apecoin. Expanding upon the Dustland universe the company also announced the pre-registration for Dustland Rider, a move-and-earn indoor cycling garnering 2,700 registrations from 173 countries.

The company made an investment into DEFY disrupt, a location based AR move-and-earn game (classified as prepayment, as tokens not yet granted). DEFY successfully sold over \$1M in NFT's and launched their token at a market cap of USD\$61M as of 15 August 2022. The company owns 10% of the tokens and its stake is valued at USD\$6M.

The company signed a licensing with Marvel Entertainment to develop Marvel-branded interactive digital fitness content and experiences inside Zombies, Run!. By signing major IPs like Marvel, the company will expand Zombies, Run! into a multi IP audio running platform.

The Company has built and invested in games covering running, cycling, HIIT workout, meditation and location-based AR that will strengthen the company's strategy of a move-and-earn ecosystem.

5.3. Company and business acquisitions

a. Six to Start

On 2 July 2021, the Company completed the acquisition of Six to Start, a leading gamified fitness company. The acquisition was announced to the market in March 2021.

The initial cash and share consideration for the Six to Start shares amounts to US\$6.65 million, with deferred performance-based cash and share consideration of up to US\$2.85 million payable. The initial consideration was paid via the capital raise announced on 7 May 2021.

Six to Start is best known for its smartphone gaming experience and audio story Zombies, Run! which is the world's leading gamified health and fitness app with over 300,000 average active users per month and approximately 50,000 paid subscription users

Six to Start holds key assets including key technology and distribution channels that are valuable to OliveX as the Company continues its own innovation strategy. Adrian Hon, Six to Start's CEO, has become Chief Innovation Officer at OliveX (while continuing his role at Six to Start) and bringing valuable experience and skills to the Company.

This is a high-profile acquisition, placing OliveX at the forefront of digital health and fitness innovation.

b. Sol Cycle

On 22 November 2021, the Sol Cycle gamified fitness platform was acquired by the Company through its subsidiary, OliveX HK. Sol Cycle is a gamified fitness platform that integrates with a physical bicycle where physical output by the player progresses them through the game's narrative.

This acquisition includes Sol Cycle's associated licences, material contracts, intellectual property and media from Redline and Sol Cycle founder Scott Williams. The Company aims to bring the Sol Cycle game engine to the fitness metaverse and DOSE ecosystem and build the world's first ever blockchain cycling game. Sol Cycle will allow OliveX to build additional fitness-based titles and tap into the USD\$54.44 billion global cycling market.

Directors' report

5. Operating and financial review (cont'd)

5.4. Financial Review

a. Operating results

For the period ended 30 June 2022 the Group delivered a after tax loss of \$12,608,178 (30 June 2021: \$7,575,365).

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

b. Financial position

The net assets of the Company as at 30 June 2022 are \$8,888,054 (30 June 2021: \$8,503,620).

As at 30 June 2022, the Company's had cash and cash equivalents of \$7,940,025 (30 June 2021: \$3,212,766) and had available working capital deficit of \$5,314,291 (30 June 2021: a working capital deficit of \$2,548,255).

6. Events Subsequent to Reporting Date

There are no other significant after balance date events that are not covered in this Directors' Report or within the financial statements at Note 25 Events subsequent to reporting date.

7. Future Developments, Prospects and Business Strategies

Likely developments, future prospects and business strategies of the operations of the Company and the expected results of those operations have not been included in this report as the Directors believe that the inclusion of such information would be likely to result in unreasonable prejudice to the Company.

8. Environmental Regulations

The Company's operations are not subject to significant environmental regulations in the jurisdictions it operates in, namely Australia.



KEITH RUMJAHN

Managing Director and Chief Executive Officer

Dated this Tuesday, 13 September 2022

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the year ended 30 June 2022

	Note	30 June 2022 \$	30 June 2021 \$
Revenue	3	2,982,855	643,856
Cost of sales		(1,359,365)	(437,263)
Gross Profit		1,623,490	206,593
Other income	3	53,030	102,449
Consulting expenses		(2,613,267)	(1,940,900)
Depreciation and amortisation expenses	4	(1,864,640)	(15,253)
Employment expenses	4	(4,259,650)	(1,647,295)
Exchange fluctuation (loss)/gain		52,863	185,658
Finance expenses	4	(117)	(49,720)
Impairment expense		(472,646)	-
Marketing expenses		(568,771)	(345,607)
Office expenses		(417,826)	(222,473)
Research and development expenses		-	(28,091)
Share based payment expenses		(174,977)	(3,602,199)
Travel and accommodation expenses		(135,819)	(8,196)
Fair value increase/(decrease) in digital assets		(2,607,942)	-
Other expenses		(1,676,711)	(210,331)
Loss before tax		(13,062,983)	(7,575,365)
Income tax expense/(credit)		454,805	-
Net loss after tax for the period		(12,608,178)	(7,575,365)
<i>Other comprehensive income, net of income tax</i>			
■ Items that may not be reclassified subsequently to profit or loss			
□ Fair value increase/(decrease) in digital assets		1,523,484	-
■ Items that may be reclassified subsequently to profit or loss			
□ Foreign currency movement gain/(loss)		(219,640)	234,295
Other comprehensive income for the period, net of tax		1,303,844	234,295
Total comprehensive income attributable to members of the parent entity		(11,304,334)	(7,341,070)
<i>Earnings per share:</i>			
Basic loss per share (cents)	5	(14.17)	(20.19)
Diluted loss per share (cents)	5	(14.17)	(20.19)

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

Consolidated Statement of Financial Position

as at 30 June 2022

	Note	30 June 2022 \$	30 June 2021 \$
<i>Current assets</i>			
Cash and cash equivalents	6	7,940,025	3,212,766
Trade and other receivables	7	1,736,989	498,170
Inventories	8	69,655	315,406
Other current assets	9	1,285,373	90,131
Total current assets		11,032,042	4,116,473
<i>Non-current assets</i>			
Plant and equipment	10	153,778	76,567
Intangible assets	11	9,555,766	377,606
Digital assets	12	5,997,206	54,688
Other non-current assets	13	50,677	5,446,504
Total non-current assets		15,757,427	5,955,365
Total assets		26,789,469	10,071,838
<i>Current liabilities</i>			
Trade and other payables	14	1,082,763	1,504,295
DOSE token payable	15	14,785,665	-
Provisions	16	91,422	63,923
Unearned revenue	17	386,483	-
Total current liabilities		16,346,333	1,568,218
<i>Non-current liabilities</i>			
Deferred consideration	18	1,555,082	-
Total non-current liabilities		1,555,082	-
Total liabilities		17,901,415	1,568,218
Net assets		8,888,054	8,503,620
<i>Equity</i>			
Issued equity	19	31,834,583	17,944,144
Reserves	20	477,363	1,375,190
Accumulated losses		(23,423,892)	(10,815,714)
Total equity		8,888,054	8,503,620

The consolidated statement of financial position is to be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity
for the year ended 30 June 2021

Note	Issued Capital \$	Other Equity \$	Share Premium Reserve \$	Common Control Reserve \$	Option Reserve \$	Performance Rights Reserve \$	Foreign Currency Translation Reserve \$	Accumulated Losses \$	Total \$
<i>Balance at 1 July 2020</i>	271,599	500,000	67,650	-	-	-	(79,696)	(3,240,349)	(2,480,796)
Loss for the year attributable owners of the parent	-	-	-	-	-	-	-	(7,575,365)	(7,575,365)
Other comprehensive income for the period attributable to owners of the parent attributable	-	-	-	-	-	-	234,295	-	234,295
Total comprehensive income for the year attributable owners of the parent	-	-	-	-	-	-	234,295	(7,575,365)	(7,341,070)
<i>Transactions with owners, directly in equity</i>									
Shares issued during the year	15,790,840	(500,000)	-	-	-	-	-	-	15,290,840
Performance rights issued during the year	-	-	-	-	-	2,952,580	-	-	2,952,580
Options issued during the year	-	-	-	-	659,562	-	-	-	659,562
Shares issued under the Group Restructure	2,459,201	-	(67,650)	-	-	-	-	-	2,391,551
Common control reserve arising from Group	-	-	-	(2,391,551)	-	-	-	-	(2,391,551)
Transaction costs	(577,496)	-	-	-	-	-	-	-	(577,496)
Balance at 30 June 2021	17,944,144	-	-	(2,391,551)	659,562	2,952,580	154,599	(10,815,714)	8,503,620

The consolidated statement of changes in equity is to be read in conjunction with the accompanying notes.

Consolidated statement of changes in Equity
for the year ended 30 June 2022

Note	Issued Capital \$	Common Control Reserve \$	Option Reserve \$	Performance Rights Reserve \$	Revaluation Reserve \$	Foreign Currency Translation Reserve \$	Accumulated Losses \$	Total \$
<i>Balance at 1 July 2021</i>	17,944,144	(2,391,551)	659,562	2,952,580	-	154,599	(10,815,714)	8,503,620
Loss for the year attributable owners of the parent	-	-	-	-	-	-	(12,608,178)	(12,608,178)
Other comprehensive income for the period attributable to owners of the parent attributable	-	-	-	-	1,523,484	(219,640)	-	1,303,844
Total comprehensive income for the year attributable owners of the parent	-	-	-	-	1,523,484	(219,640)	(12,608,178)	(11,304,334)
<i>Transaction with owners, directly in equity</i>								
Shares issued during the year	11,099,322	-	-	-	-	-	-	11,099,322
Transaction costs	(241,900)	-	-	-	-	-	-	(241,900)
Performance rights issued during the year	-	-	-	806,554	-	-	-	806,554
Options expired during the year	-	-	24,792	-	-	-	-	24,792
Conversion of performance rights to issued capital	3,033,017	-	-	(3,033,017)	-	-	-	-
Balance at 30 June 2022	31,834,583	(2,391,551)	684,354	726,117	1,523,484	(65,041)	(23,423,892)	8,888,054

The consolidated statement of changes in equity is to be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

for the year ended 30 June 2022

Note	30 June 2022 \$	30 June 2021 \$
<i>Cash flows from operating activities</i>		
Receipts from customers	3,453,016	527,944
Interest received	12,535	5
Interest paid	(178)	-
Payments to suppliers and employees	(12,292,463)	(3,398,014)
Research and development costs	-	(28,091)
Government grants	12,707	9,622
Net cash used in operating activities	(8,814,383)	(2,888,534)
<i>Cash flows from investing activities</i>		
Purchase of property, plant and equipment	(110,208)	(88,695)
Purchase of Volution.Fit	-	(377,606)
Purchase of Six to Start	(284,953)	(5,446,504)
Acquisition of investments	(48,362)	-
Acquisition of intangibles	(188,443)	-
Purchase of crypto assets	(10,972,502)	-
Proceeds from conversion of stable coin to fiat currency	4,131,166	-
Repayment from Loan	213,870	(133,378)
Short term advance (provided)/repaid	(2,706)	(63,098)
Net cash (used in)/provided by investing activities	(7,262,138)	(6,109,281)
<i>Cash flows from financing activities</i>		
Proceeds from share issue	7,900,000	12,755,235
Capital raising costs	(248,835)	(577,496)
Proceeds from DOSE token raise	13,225,304	-
Proceeds from other financial liabilities	-	29,343
Net cash provided by financing activities	20,876,469	12,207,082
Net cash flows	4,799,948	3,209,267
Cash and cash equivalents at the beginning of the period	3,212,766	3,499
Changes in foreign currency held	(72,689)	-
Cash and cash equivalents at the end of the period	6 7,940,025	3,212,766

The consolidated statement of cash flows is to be read in conjunction with the accompanying notes.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 1. Statement of significant accounting policies

This preliminary final report has been prepared in accordance with NSX Listing Rule 6.10 and the disclosure requirements of NSX Appendix 3.

This report is to be read in conjunction with any public announcements made by OliveX Holdings Limited during the reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001 and NSX Listing Rules.

The financial report, comprising the financial statements and notes of OliveX Holdings Limited and its controlled entities is prepared in accordance with Australian Accounting Standards. The financial report also complies with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Where necessary, comparative figures have been adjusted to comply with changes in presentation in the current period.

The principal accounting policies adopted in the preparation of the financial statements are consistent with those applies in the 30 June 2021 Annual Report and 31 December 2021 Interim Report, unless otherwise stated.

Note 2. Business Combinations**a. Volution.fit**

On 3 December 2020, OliveX (UK) Limited acquired the business of Volution.Fit under an asset sale agreement. This transaction constitutes a business combination under AASB 3. Volution.Fit is a software business that develops end-to-end CRMs specifically for the fitness industry. The acquisition has complemented the Group's goal to improve the health and fitness of its users through its suite of technology products and software. The acquisition will fast track the development of OliveX's Kara Fitness platform.

i. Acquisition consideration

The consideration for the acquisition of Volution.Fit consisted of the cash consideration of GBP190,000 (AU\$335,867).

ii. Goodwill

The identifiable net assets of the business acquired are remeasured at their fair value on the date of the acquisition (i.e. the date that control passes).

Goodwill is calculated as the difference between the fair value of consideration transferred less the fair value of the identified net assets of the business acquired.

Details of the transaction are as follows:

	Fair Value \$
Fair value of consideration transferred:	
Cash consideration	335,867
	335,867
Fair value of identifiable assets and liabilities at acquisition date	
Provision for annual leave	(34,412)
Fair value of identifiable assets and liabilities assumed	(34,412)
Goodwill	370,279

iii. Revenue and loss contribution

The acquired business contributed revenues of \$55,389 and net loss of \$1,712,134 to the group for the period from 1 July 2021 to 30 June 2022.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 2. Business Combinations (continued)

iv. Impairment

During the financial year, the board assessed the value in use (VIU) of the Volution.Fit CGU and agreed to impair the goodwill amount to nil on the basis that the company was looking to divest the Volution.Fit business. The Company has taken steps to wind the Volution.Fit business after the year end.

b. Six to Start Limited

On 2 July 2021, OliveX Holdings Limited acquired 100% of the ordinary share capital in Six to Start Limited.

i. Acquisition consideration

The total consideration payable to the shareholders of Six to Start (Sellers) for the acquisition was 10,611,959 (USD7,925,000) comprising of cash consideration of 5,879,373 (USD4,322,500), issued capital in OliveX valued at \$3,066,136 (USD 2,327,500) and deferred consideration of \$1,666,450 (USD 1,265,000). The deferred consideration comprises of a cash component and performance rights provided certain milestones are met. Under the share sale agreement, a working capital adjustment of \$124,037 was owed by STS sellers to OliveX, which will be repaid upon receipt of 2021 VGTR claim.

ii. Goodwill

The identifiable net assets of the business acquired are remeasured at their fair value on the date of the acquisition (i.e. the date that control passes).

Goodwill is calculated as the difference between the fair value of consideration transferred less the fair value of the identified net assets of the business acquired.

Details of the transaction are as follows:

	Fair Value \$
Fair value of consideration transferred:	
Cash and equity consideration	8,945,509
Deferred consideration	1,666,450
Working capital adjustment	(124,037)
	10,487,922

iii. Revenue and loss contribution

The acquired business contributed revenues of \$1,924,788, and net loss of \$1,043,413 to the group for the period from 1 July 2021 to 30 June 2022.

	Fair Value \$
Fair value of identifiable assets and liabilities at acquisition date	
Cash and cash equivalents	350,052
Trade and other receivables	634,067
Plant and equipment	11,933
Intangible assets	10,033,854
Trade and other payables	(425,824)
Unearned revenue	(644,320)
Fair value of identifiable assets and liabilities assumed	9,959,762
Goodwill	528,160

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note Business Combinations (continued)**c. SOL Cycling**

On 22 November 2021, OliveX Holdings Limited through its wholly-owned subsidiary OliveX (HK) Limited entered into an Asset Sale Agreement to acquire the gamified fitness platform Sol Cycle from Redline and a Software Development Agreement with Redline and Sol Cycle founder, Scott Williams for the purposes of continuing to develop the SOL software in line with the Company's strategy.

i. Acquisition consideration

The total consideration for the acquisition of SOL Cycling was \$717,973, which consisted of the issue of 1,666,667 DOSE Tokens, at an issue price of US\$0.03 per DOSE Token, subject to a 12-month escrow valued at \$70,406, cash consideration of \$105,610, royalty payment of \$489,152 and deferred consideration \$52,805.

The royalty payment was based on a payment of \$0.22 per New Unique User capped at US\$400,000 over a period of 5 years from the date of the Software Development Agreement payable to the seller. Management have assessed the NPV of the royalty to be \$489,152.

Deferred consideration will be payable with 12 months subject to no breaches of warranties by the Seller.

ii. Goodwill

The identifiable net assets of the business acquired are remeasured at their fair value on the date of the acquisition (i.e. the date that control passes).

Goodwill is calculated as the difference between the fair value of consideration transferred less the fair value of the identified net assets of the business acquired.

Details of the transaction are as follows:

	Fair Value \$
Fair value of consideration transferred:	
Cash Consideration	105,610
Consideration Tokens – DOSE Tokens	70,406
Royalty	489,152
Deferred Consideration	52,805
Total Initial Consideration	717,973
Fair value of identifiable assets and liabilities at acquisition date	
Intangible assets	717,973
Fair value of identifiable assets and liabilities assumed	-
Goodwill	-

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 3 Revenue
a. Revenue – major product lines

	2022 \$	2021 \$
Services	166,252	62,589
Apps and games revenue	1,876,885	47,065
Mirror sales	179,020	534,202
NFT sales	658,527	-
Development services revenue	102,171	-
	2,982,855	643,856

b. Timing of Revenue Recognition

Goods transferred at a point in time	2,714,432	581,267
Services transferred over time	268,423	62,589
	2,982,855	643,856

c. Other income

Interest income	13,537	10,334
Government grants	13,027	82,493
Other income	26,466	9,622
	53,030	102,449

Note 4 Loss before income tax
a. Depreciation and amortisation

	2022 \$	2021 \$
Depreciation	37,537	15,253
Amortisation	1,827,103	-
	1,864,640	15,253

b. Employment costs

Salary and wages	3,776,292	1,251,473
MPF/Superannuation/NIC/Pensions	287,269	80,150
Director Fees	184,548	268,750
Other	11,540	46,922
	4,259,650	1,647,295

c. Finance costs

Interest expense	117	49,720
	117	49,720

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 5 Earnings per share (EPS)

	2022 \$	2021 \$
a. Reconciliation of earnings to profit or loss		
Loss for the period	(12,608,178)	(7,575,365)
Loss used in the calculation of basic and diluted EPS	(12,608,178)	(7,575,365)
	2022 No.	2021 No.
b. Weighted average number of ordinary shares outstanding during the period used in calculation of basic EPS	88,959,809	37,513,729
c. Weighted average number of ordinary shares outstanding during the period used in calculation of diluted EPS	88,959,809	37,513,729
	2022 \$	2021 \$
d. Loss per share		
Basic EPS (cents)	(14.17)	(20.19)
Diluted EPS (cents)	(14.17)	(20.19)

Share options are considered to be potential ordinary shares but were anti-dilutive in nature for the 30 June 2022 financial year and were not included in the calculations of diluted earnings per share. These options could potentially dilute basic earnings per share in the future.

Note 6 Cash and cash equivalents

	2022 \$	2021 \$
a. Current		
Cash at bank	1,955,900	3,212,766
Guarantees (Note 23)	1,631,679	-
Cash held on exchanges (i)	4,352,446	-
	7,940,025	3,212,766
b. Reconciliation of cash		
Cash at the end of the financial year as shown in the statement of cash flows is reconciled to items in the statement of financial position as follows:		
■ Cash and cash equivalents	7,940,025	3,212,766
	7,940,025	3,212,766

(i) Cash held on exchanges are fiat currency USD held on custodian bank accounts, which have been subsequently transferred to OLX's bank account after the reporting period.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 6 Cash and cash equivalents (continued)

	2022 \$	2021 \$
c. Reconciliation of cash flow from operations to profit/(loss) after income tax		
Loss after income tax	(12,608,178)	(7,575,365)
<i>Non-cash flows in (loss)/profit from ordinary activities:</i>		
■ Depreciation and amortisation	1,864,640	15,253
■ Finance costs	-	49,720
■ Exchange fluctuations	(52,863)	158,956
■ Impairment	472,646	-
■ Share based payments	174,977	4,132,626
■ Interest received	-	(10,329)
■ Fair value revaluation losses	2,607,942	-
<i>Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:</i>		
■ Decrease/(increase) in receivables and other receivables	(1,238,819)	(229,833)
■ Decrease/(increase) in inventories	245,751	(304,096)
■ Decrease/(increase) in other current assets	(1,195,241)	37,450
■ (Decrease)/increase in trade and other payables	(421,532)	781,383
■ (Decrease)/increase in provisions	27,499	55,701
■ (Decrease)/increase in deferred consideration	1,555,082	-
■ (Decrease)/increase in unearned revenue	(386,483)	-
■ (Decrease)/increase in other	140,196	-
Cash flow (used in) operations	(8,814,383)	(2,888,534)

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 7 Trade and Other Receivables

	Note	2022 \$	2021 \$
Trade receivables		148,870	277,327
Less: Allowance for expected credit losses	(i)	(7,486)	(10,601)
GST/VAT receivable		50,268	87,737
Loan – Miro AI	(ii)	-	143,707
Loan – Alameda	(iii)	835,792	-
Other receivables		271,756	-
Video Games Tax Credit		437,789	-
		1,736,989	498,170

- (i) All the Company's trade and other receivables have been reviewed for indicators of impairment. Certain trade receivables were found to be impaired and an allowance for credit losses of \$7,486 (2021: \$10,601) has been recorded accordingly within Service revenue.
- (ii) On 9 November 2021, the Company entered into an unsecured loan agreement with Gum Agency USA LLC known as "Miro AI" for US\$100,000. During the financial period, the outstanding loan and interest have been repaid in full.
- (iii) During the financial period, the Company loaned 35 million Dose tokens to Alameda for the purposes of token exchange liquidity services.

Note 8 Inventories

	2022 \$	2021 \$
Mirrors	-	315,406
Merchandise	69,655	-
	69,655	315,406

Note 9 Other current assets

	2022 \$	2021 \$
Prepayments	1,264,048	86,353
Rental Deposit	21,325	3,778
	1,285,373	90,131

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 10 Plant and equipment

	2022 \$	2021 \$
Office Equipment	68,712	1,016
Accumulated depreciation	(31,587)	(116)
	37,125	900
Furniture and Fittings	28,310	9,428
Accumulated depreciation	(9,340)	(1,622)
	18,970	7,806
Software	29,081	27,165
Accumulated depreciation	(12,602)	(6,339)
	16,479	20,826
Computer equipment	107,834	56,609
Accumulated depreciation	(26,630)	(9,574)
	81,204	47,035
Total plant and equipment	153,778	76,567

Note 11 Intangible Assets

	2022 \$	2021 \$
Goodwill	897,525	377,606
Accumulated impairment losses	(369,365)	-
	528,160	377,606
Intangible (i)	10,797,312	54,688
Accumulated amortisation and impairment losses	(1,769,706)	-
	9,027,606	54,688
	9,555,766,	432,294

i. Intangible assets acquired during the year related to the acquisition of STS for app development costs, customer relationship and trademarks totalling \$10,033,854 and Sol Cycling totalling \$717,973.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 12. Digital Assets

	Note	2022 \$	2021 \$
Listed digital assets	(i)	5,312,746	54,688
Digital Land	(ii)	451,338	-
NFTs	(iii)	233,122	-
		5,997,206	54,688
a) Reconciliation by holding			
OliveX wallets		3,334,529	54,688
Third-party custodian		2,662,677	-
		5,997,206	54,688

- (i) Listed digital assets includes cryptocurrencies and crypto assets which are listed on an exchange.
(ii) OLX's digital land holdings in The Sandbox, initially valued at cost and revalued at market value.
(iii) NFTs purchased and held by OLX, initially valued at cost and reviewed for impairment.

Note 13 Other non-current assets

	Note	2022 \$	2021 \$
Funds held on Trust – Six to Start Limited	(i)	-	5,446,504
		-	5,446,504

- (i) Funds transferred to the lawyers to be held on trust for the cash consideration payable as part of the Six to Start Limited acquisition. Cash consideration payable to the Sellers of Six to Start Limited occurred on 2 July 2021.

Note 14 Trade and other payables

	Note	2022 \$	2021 \$
Trade payables	(i)	318,605	925,246
Accrued expenses		411,970	190,622
Insurance Premium Funding		-	29,343
Other payables		352,188	359,084
		1,082,763	1,504,295

- (i) Trade payables are non-interest bearing and usually settled within the lower of terms of trade or 30 days.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 15. DOSE Token Payable

Note	2022 \$	2021 \$
	14,785,665	-
	14,785,665	-

DOSE token payable

(i)

(i) The utility of the DOSE tokens will be used in NFT sales, entry fees for special limited time events, upgrades and unlocks in the games and seasonal subscriptions for access to additional rewards. Dustland Runner launched on 25 March 2022 and has generated NFT sales of USD\$477,959. The company will continue to develop the Dustland Runner system in conjunction with the DOSE ecosystem.

The proceeds from the DOSE tokens are accounted as unearned revenue (DOSE token payable) until the performance obligations have been met i.e. when sufficient utility by the DOSE token ecosystem has been developed.

Note 16 Provisions

	2022 \$	2021 \$
	91,422	63,923
	91,422	63,923

Provision for annual leave

Note 17. Unearned Revenue

	2022 \$	2021 \$
	386,483	-
	386,483	-

Provision for unearned revenue

Note 18. Deferred Consideration

Note	2022 \$	2021 \$
	1,555,082	-
	1,555,082	-

Deferred consideration

(i)

(i) Deferred consideration relates to the acquisition of STS for \$999,870 and SOL Cycling for \$555,212. Further details of the deferred consideration are outlined in note 2b Business Combinations.

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 19 Issued equity

	30 Jun 22 No.	30 Jun 21 No.	30 Jun 22 \$	30 Jun 21 \$
Fully paid ordinary shares at no par value	95,313,179	53,403,693	31,834,583	17,944,144
a. Ordinary shares				
At the beginning of the period	53,403,693	1,561,000	17,944,144	271,599
<i>Balance before reverse acquisition</i>	53,403,693	1,561,000	17,944,144	271,599
Shares issued during the year:				
■ Shares issued for acquisition of STS	3,832,670	-	3,066,136	-
■ Issue of shares	15,000	-	15,000	-
■ Conversion of performance rights	30,000,000	-	2,952,580	-
■ Shares issued to shareholders	8,000,000	-	8,000,000	-
■ Shares issued for settlement of services	13,066	-	18,186	-
■ Conversion of performance rights	48,750	-	80,438	-
■ Elimination of OliveX (HK) Limited shares	-	(1,560,000)	-	(270,599)
■ Shares issued as part of share swap	-	13,649,000	-	2,729,800
■ Shares issued to SAFE Noteholders	-	9,909,996	-	2,296,194
■ Shares issued to Convertible Noteholders	-	2,500,000	-	500,000
■ Issue of Prospectus shares	-	10,909,935	-	2,181,987
■ Issue of Placement shares	-	14,480,895	-	10,292,176
■ Shares issued to Directors	-	1,401,557	-	305,945
■ Shares issued to consultants and employees	-	551,310	-	214,538
Transaction costs relating to share issues	-	-	(241,901)	(577,496)
At reporting date	95,313,179	53,403,693	31,834,583	17,944,144

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 19 Issued equity (continued)

	30 Jun 22	30 Jun 21	30 Jun 22	30 Jun 21
	No.	No.	\$	\$
b. Options				
Options	6,770,200	7,080,200	684,354	659,562
At the beginning of the period	7,080,200	-	659,562	-
Options issued/(lapsed) during the year:	(310,000)		-	
Options exercisable at \$0.20 each expiring 24.8.2023	-	1,090,000	-	104,377
Options exercisable at \$0.20 each expiring 24.8.2024	-	1,060,000	24,792	100,314
Options exercisable at \$0.20 each expiring 24.8.2025	-	1,060,000	-	54,854
Options exercisable at \$0.20 each expiring 24.8.2023	-	3,800,000	-	374,039
Options exercisable at \$0.20 each expiring 24.8.2023	-	50,200	-	9,944
Options exercisable at \$0.20 each expiring 15.2.2024	-	50,000	-	16,034
Options lapsed - Options exercisable at \$0.20 each expiring 24.8.2023	-	(30,000)	-	-
At reporting date	6,770,200	7,080,200	684,354	659,562
c. Performance Rights				
Performance Rights	2,366,468	30,000,000	726,117	-
At the beginning of the period	30,000,000	-	2,952,580	-
Performance rights issued to founders	-	20,000,000	-	1,968,387
Performance Rights issued to convertible noteholders	-	10,000,000	-	984,193
Issue of Performance rights for STS Acquisition	1,877,242	-	666,580	-
Issue of Performance rights to Consultants	65,000	-	103,210	-
Performance rights issued to MD	472,976	-	36,765	-
Conversion of Performance rights	(30,048,750)	-	(3,033,018)	-
At reporting date	2,366,468	30,000,000	726,117	2,952,580

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 20 Reserves

	2022 \$	2021 \$
Foreign currency translation reserve	(65,041)	154,599
Common control reserve	(2,391,551)	(2,391,551)
Performance rights reserve	726,117	2,952,580
Option reserve	684,354	659,562
Revaluation reserve	1,523,484	-
	477,363	1,375,190

Note 21 Segment Reporting

Year ended 30 June 2022	Hong Kong \$	Australia \$	United Kingdom \$	Other \$	Total \$
Revenue					
Revenue	255,005	-	1,967,151	760,699	2,982,855
Total Segment Revenue	255,005	-	1,967,151	760,699	2,982,855
Segment net profit / (loss) from continuing operations before tax	115,973	(19,600)	766,418	760,699	1,623,490
<i>Reconciliation of segment profit / (loss) to group profit / (loss):</i>					
Amounts not included in segment results but reviewed by the board:					
Other income					53,030
Consulting					(2,613,267)
Employee benefits					(4,259,650)
Exchange fluctuations					52,863
Finance costs					(117)
Marketing					(568,771)
Office costs					(417,826)
Share-based payments					(174,977)
Impairment					(472,646)
Fair value revaluation losses					(2,607,942)
Depreciation & amortisation					(1,864,640)
Other expenses					(1,812,530)
Net (loss)/profit for the year					(13,062,983)
Segment Assets	861,283	23,729,517	1,069,223	10,608,032	36,268,055
<i>Reconciliation of segment assets to group assets:</i>					
Unallocated assets					(9,478,586)
Total Assets					26,789,469
Segment Liabilities	7,048,185	1,386,270	4,087,634	13,338,239	25,860,328
<i>Reconciliation of segment liabilities to group liabilities:</i>					
Unallocated liabilities					(7,958,913)
Total Liabilities					17,901,415

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 21 Segment Reporting (continued)

	Hong Kong	Australia	United Kingdom	Other	Total
	\$	\$	\$	\$	\$
Year ended 30 June 2021					
Revenue					
Revenue	581,267	-	62,589	-	643,856
Total Segment Revenue	581,267	-	62,589	-	643,856
Segment net profit / (loss) from continuing operations before tax	(1,538,137)	(310,227)	(516,741)	203,113	(2,161,992)
<i>Reconciliation of segment profit / (loss) to group profit / (loss):</i>					
Amounts not included in segment results but reviewed by the board:					
Other income					10,329
Consulting					(1,334,369)
Employee benefits					(268,750)
Exchange fluctuations					(8,009)
Finance costs					(5,790)
Marketing					(6,445)
Office costs					(11,568)
Share-based payments					(3,586,165)
Other expenses					(202,606)
Net (loss)/profit for the year					(7,575,365)
Segment Assets	751,382	26,150	117,998	-	895,530
<i>Reconciliation of segment assets to group assets:</i>					
Unallocated assets					9,176,308
Total Assets					10,071,838
Segment Liabilities	623,724	42,492	85,601	-	751,817
<i>Reconciliation of segment liabilities to group liabilities:</i>					
Unallocated liabilities					816,401
Total Liabilities					1,568,218

Notes to the Consolidated Financial Statements

for the year ended 30 June 2022

Note 22 Controlled Entities

Controlled Entities	Country of Incorporation	Class of Shares	Percentage Owned	
			30 June 2022 %	30 June 2021 %
OliveX (HK) Limited	Hong Kong	Ordinary	100	100
OliveX (UK) Limited	United Kingdom	Ordinary	100	100
OliveX (AU) Pty Ltd	Australia	Ordinary	100	100
Six to Start Limited	United Kingdom	Ordinary	100	-
OliveX (BVI) Limited	British Virgin Islands	Ordinary	100	-

- Investments in subsidiaries are accounted for at cost.
- OliveX Holdings Limited is the ultimate parent of the Group.
- Six to Start Limited was incorporated on 21 June 2007.
- OliveX (BVI) Limited was incorporated on 12 September 2021.

Note 23 Commitments

During the financial year, STS secured a multiyear licencing agreement with Marvel LLC in order to develop Marvel-branded interactive digital fitness content and experiences. As part of this agreement, OLX provided an irrevocable Letter of Credit for US\$1,125,000 which expires on 1 January 2027. The details of the agreement are commercially sensitive.

There were no other material commitments as at 30 June 2022 (30 June 2021: nil).

Note 24 Contingent liabilities

There are no contingent liabilities as at 30 June 2022 (30 June 2021: nil).

Note 25 Events subsequent to reporting date

On 12 August 2022, the Company announced a strategic equity investment in Silentmode, a health technology start-up that owns the mental health training app Breathonics.

On 12 August 2022, the Company also announced an agreement with game developer Parasol Corp Pty Ltd, the developer of "We Fight Monsters" for the development of three new games over three years.