



22 February 2021

Release of RooLife Group Ltd’s financial results for the half-year ended 31 December 2020

e-Commerce and digital marketing company RooLife Group Ltd (**ASX: RLG**) (“**RooLife Group**” or the “**Company**”) provides the following for release:

1. Appendix 4D – half-year report; and
2. Half-year financial report for the half-year ended 31 December 2020 including the Directors’ Report..

ENDS

Issued by: RooLife Group Ltd

Authorised by: The Board of RooLife Group Ltd

For further information, please visit the RooLife website at www.roolifegroup.com.au or contact:

Bryan Carr Managing Director Ph: +61 8 6444 1702 Email: ir@roolifegroup.com.au	Peter Nesveda Corporate Affairs & International Investor Relations Ph: +61 412 357 375 peter@intuitiveaustralia.com.au
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RooLife Group Ltd

Appendix 4D Half-year report for the half-year ended 31 December 2020

Name of entity:	RooLife Group Ltd
ACN:	613 410 398
Current Reporting Period	Half-Year ended 31 December 2020
Previous Reporting Period	Half-Year ended 31 December 2019

Results for announcement to the market.

Item 1

	6 months ended 31 Dec 2020	6 months ended 31 Dec 2019	Increase/ (Decrease)	% Change
Operating Performance	\$	\$	\$	
Revenue from ordinary activities and other income	2,325,142	1,612,424	712,718	44%
• Revenue from ordinary activities	2,007,225	1,565,203	442,022	28%
• Other income	317,917	47,221	270,696	573%
Loss from continuing activities after income tax	(1,476,595)	(1,450,921)	(25,674)	2%
Net loss for the half year attributable to members	(1,476,595)	(1,450,921)	(25,674)	2%

Commentary on results for the period

Commentary on the above figures is included in the attached Interim Financial Report for the half year ended 31 December 2020.

Item 2

Dividends
It is not proposed to pay dividends. There are no dividend or distribution reinvestment plans in operation and there has been no dividend or distribution payments during the financial half-year ended 31 December 2020.

Item 3

	31 Dec 2020	31 Dec 2019
Net Tangible Assets	\$	\$
Net tangible assets per security	\$0.009	\$0.007

Item 4

Control gained or lost over entities during the period
During the half-year period, the Group incorporated a 100% owned subsidiary, Kiwi Health Pty Ltd. The Company was incorporated on the 29 th of July 2020.

Item 5

	Ownership interest as at	
	31 Dec 2020	31 Dec 2019
Controlled entities and joint ventures	%	%
Parent entity:		
RooLife Group Ltd		
Controlled entities:		
OpenDNA (UK) Ltd	100	100
OpenDNA (Singapore) Pte Ltd	100	100
CHOOSE Digital Pty Ltd	100	100
RooLife Pty Ltd	100	100
RooLife (HK) Ltd	100	100
RooLife China	100	-
Blackglass Pty Ltd	100	100
QBID Holdings Pty Ltd	100	100
Qualis Holdings Pty Ltd	100	100
QBID Pty Ltd	100	100
Qualis Pty Ltd	100	100
Kiwi Health Pty Ltd	100	-

Item 6

Accounting Standards
The condensed interim consolidated financial statements (the interim financial statements) are general purpose interim financial statements and have been prepared in accordance with the requirements of the Corporations Act 2001, applicable accounting standards including AASB 134 Interim Financial Reporting, Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with AASB 134 ensures compliance with IAS 34 'Interim Financial Reporting'.

Item 7

Auditor's review report
The accompanying interim financial report has been reviewed by HLB Mann Judd. A signed copy of the review report is included in the interim financial report.

RooLife Group Ltd

ABN 14 613 410 398

Interim Report
31 December 2020

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Directors' report

Your Directors submit their Interim Report on the consolidated entity (referred to hereafter as the "Group"), consisting of RooLife Group Ltd ("RooLife" or the "Company") and entities it controlled at the end of, or during, the half-year ended 31 December 2020. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows:

Directors

The names of Directors who held office during or since the end of the interim period and until the date of this report are noted below. Directors were in office for the entire period unless otherwise stated.

Bryan Carr	Chief Executive Officer and Managing Director
Warren Barry	Executive Sales Director
Grant Pestell	Non-Executive Chairman
Tim Allison	Non-Executive Director

Review of Operations

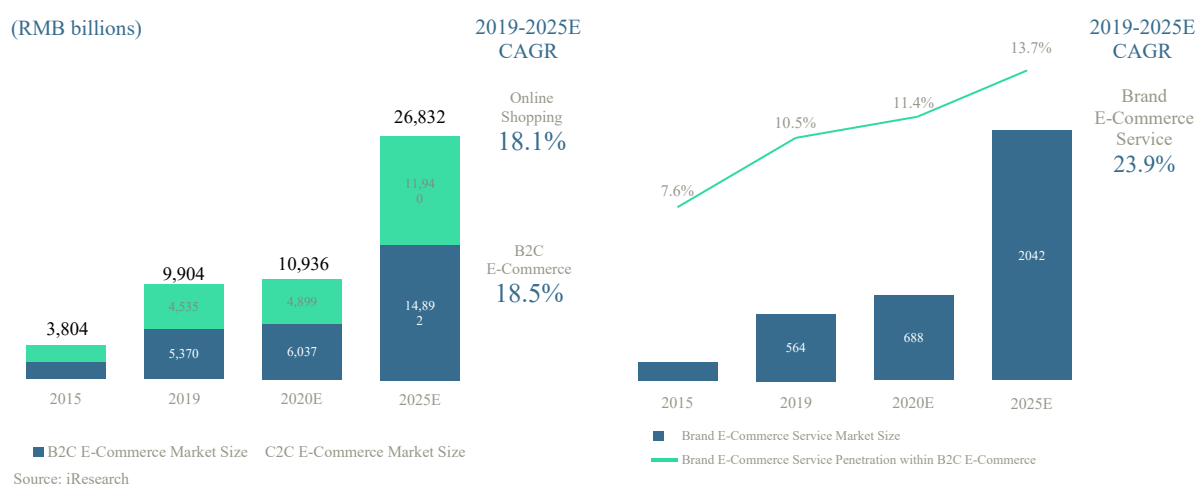
RooLife matches consumer demand with brand supply. Through RooLife's proprietary technology and market expertise, RooLife identifies consumer trends and sources and sells brands that meet these demands.

For customers, RooLife curates high quality, international products. For brands, RooLife provides direct access to customers outside of their home markets through RooLife's ecommerce marketplaces and sales channels.

With a particular focus on the China market, RooLife is a technology-empowered leader in the cross-border brand service industry.

China was the only major economy to report economic growth in 2020, growing 6.5% y-o-y.¹ China's online shopping market is currently worth AUD2.2 trillion, which is about 1.5 times bigger than Australia's entire GDP and with a forecast compound annual growth rate (CAGR) of 18%, it is estimated to be worth AUD5.2 trillion by 2025. Additionally, China's ecommerce brand service industry, in which RooLife operates, is currently worth AUD134 billion and has a forecast CAGR of 24% through until 2025, when it is estimated to be worth AUD400 billion².

RooLife provides access to both aspects of this trend, selling directly to the Chinese consumer and servicing brands entering the China market.



Key milestones for the half-year demonstrate that RooLife is well positioned to continue rising with this rapid market growth include:

- **Revenue from operations and other income of \$2.32 million** representing **growth of 44%** over FY20H1. Additionally, RooLife has \$617k in deferred revenue to be carried into FY21H2 for which payment is still to be received.

¹ www.wsj.com/articles/china-is-the-only-major-economy-to-report-economic-growth-for-2020-11610936187

² www1.hkexnews.hk/listedco/listconews/sehk/2020/0918/9445311/2020091800104_c.pdf

* Subject to minimum annual sales targets being met for each contract.

Directors' report (continued)

Review of Operations (continued)

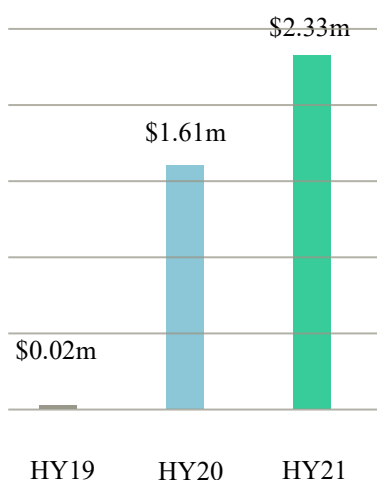
- **Product sales of \$745k growing 300% h-o-h.**
- **\$22m in contracted sales wins** from new health and well-being and food brands including: AFT Pharmaceuticals (New Zealand), BLIS Technologies (New Zealand), Essano (New Zealand), Nuria (USA), Total Beauty Network (Australia), SLG Brands (United Kingdom), Kadalys (France), Reid Fruits (Australia), FRUTEEC (Latin America) and Murray River Organics (Australia), subject to minimum annual sales targets being met for each contract.
- To plan rollout of first phase sales channels development for new brands in China: 4 Tmall ecommerce stores commenced product sales and another 4 Tmall e-commerce stores are prepared to launch in FY21H2.
- Management confidence to forecast **continued revenue growth into FY21Q3 of \$2.5m**, a near doubling of what has been achieved in the preceding 6 months in the next 3 months.

FY21H1
revenue
\$2.3m

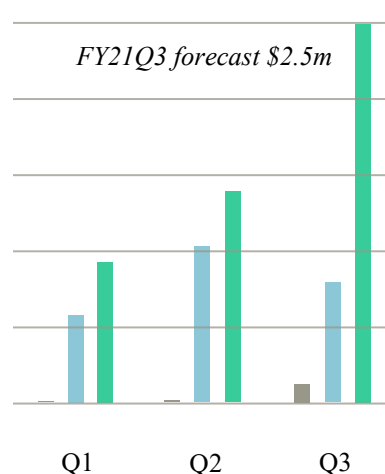
FY21H1
h-o-h growth
+44%

FY21Q3
forecast revenue
\$2.5m

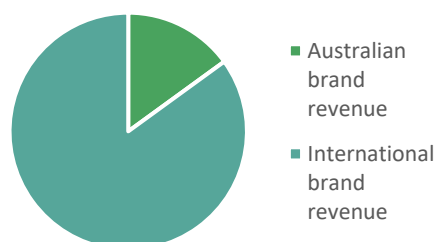
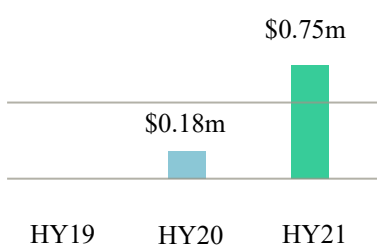
Rev. HY19/20/21



Rev. FY19/20/21, Q1/2/3



Product sales HY19/20/21



Brands
contracted
8

Brands live
FY21H1
4

Brand to launch
FY21H2
4

Value of brand
contracts*
\$22m

Directors' report (continued)

Review of Operations (continued)

With expanding sales channels, a strong and growing brand portfolio, and increasingly technology driven efficient operations, RooLife is well positioned to continue to deliver growth through the balance of FY21 and into FY22.

RooLife also completed a private placement to institutional investors and completion of the Entitlement Issue and Shortfall Offer to raise a total \$5,788,009, net of cash costs.

Increased investment made in sales resources both nationally and internationally supported by increased marketing and advertising is starting to show strong returns and is expected to contribute to revenue growth in the subsequent quarters, including the forecast revenue growth to \$2.5 million in the third quarter of this financial year.

This increased investment has contributed to the total loss recognised for the first half of this financial year as new stores were launched and brand marketed commenced, with these investments expected to deliver returns in the subsequent reporting periods.

Operating results for the year

The Group has earned revenue and other income of \$2,325,142 for the half-year (31 December 2019: \$1,612,424) with cash receipts of \$1,667,440 (31 December 2019: \$1,410,259), and the consolidated loss attributable to members of the Group was \$1,473,373 (31 December 2019: \$1,450,921).

During the period, the Group successfully completed placements to raise a total of \$5,788,009, net of cash costs. At balance date, the Group held \$5,124,539 (30 June 2020: \$1,342,942) in cash to be applied to general working capital to expand the RooLife business.

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the Group during the half-year, other than as set out in this report.

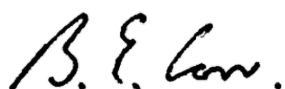
Significant events after balance date

No matters or circumstances have arisen since the end of the half-year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future financial periods.

Auditor's Independence Declaration

Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the Directors of the Company with an Independence Declaration in relation to the review of the half-year financial report. This Independence Declaration is set out on page 4 and forms part of this Directors' report for the half-year ended 31 December 2020.

This report is signed in accordance with a resolution of the Board of Directors made pursuant to s.306(3) of the Corporations Act 2001.



Bryan Carr

Chief Executive Officer and Managing Director

22 February 2021

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the consolidated financial report of RooLife Group Ltd for the half-year ended 31 December 2020, 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 review; and
- b) any applicable code of professional conduct in relation to the review.

Perth, Western Australia
22 February 2021



L Di Giallonardo
Partner

hlb.com.au

HLB Mann Judd (WA Partnership) ABN 22 193 232 714

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

Liability limited by a scheme approved under Professional Standards Legislation.

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

Condensed consolidated statement of profit or loss and other comprehensive income
For the half-year ended 31 December 2020

	Notes	6 months to 31 December 2020	6 months to 31 December 2019
		\$	\$
Continuing operations			
Revenue	2	2,007,225	1,565,203
Other income	2	317,917	47,221
		<u>2,325,142</u>	<u>1,612,424</u>
Direct product, logistics and promotional costs of providing goods		(1,243,984)	(643,907)
Staff and contactor costs of providing goods and services		(563,182)	(461,945)
Other costs of providing goods and services		(102,848)	(175,005)
Depreciation and amortisation expense		(260,588)	(139,195)
Share based payments expense		(8,565)	-
Consulting and investor relation fees		(186,307)	(253,924)
Employee costs		(843,515)	(913,057)
Travel and accommodation costs		(16,728)	(97,317)
Other expenses		(572,798)	(379,254)
Loss before income tax		(1,473,373)	(1,451,180)
Income tax benefit		-	259
Net loss for the period		(1,473,373)	(1,450,921)
Other comprehensive loss, net of income tax			
<i>Items that may be reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations		(3,222)	(10,623)
Other comprehensive loss for the period, net of income tax		(3,222)	(10,623)
Total comprehensive loss for the period		(1,476,595)	(1,461,544)
Basic loss per share (cents per share)	4	(0.32)	(0.54)
Diluted loss per share (cents per share)	4	(0.32)	(0.54)

The accompanying notes form part of these financial statements

Condensed consolidated statement of financial position
As at 31 December 2020

	Notes	31 December 2020 \$	30 June 2020 \$
Assets			
Current assets			
Cash and cash equivalents		5,124,539	1,342,942
Trade and other receivables	5	1,338,734	410,627
Other current assets	6	369,022	261,521
Inventories	7	376,778	100,271
Total current assets		7,209,073	2,115,361
Non-current assets			
Property, plant and equipment		9,483	7,118
Deferred tax asset		272,045	320,580
Intangible assets	8	1,327,287	1,582,743
Goodwill	9	2,389,085	2,389,085
Total non-current assets		3,997,900	4,299,526
Total assets		11,206,973	6,414,887
Liabilities			
Current liabilities			
Trade and other payables	10	1,403,298	1,405,069
Deferred revenue		616,697	95,796
Total current liabilities		2,019,995	1,500,865
Non-current liabilities			
Deferred tax liabilities		272,045	320,580
Employee provisions		17,249	15,737
Total non-current liabilities		289,294	336,317
Total liabilities		2,309,289	1,837,182
Net assets		8,897,684	4,577,705
Equity			
Issued capital	11	27,573,214	21,298,469
Reserves		1,231,014	1,712,407
Accumulated losses		(19,906,544)	(18,433,171)
Total equity		8,897,684	4,577,705

The accompanying notes form part of these financial statements

Condensed consolidated statement of changes in equity
For the half-year ended 31 December 2020

	Issued capital	Share-based payment reserve	Foreign currency translation reserve	Accumulated losses	Total equity
	\$	\$	\$	\$	\$
Balance at 1 July 2020	21,298,469	1,867,682	(155,275)	(18,433,171)	4,577,705
Loss for the period	-	-	-	(1,473,373)	(1,473,373)
Other comprehensive loss for the period, net of income tax	-	-	(3,222)	-	(3,222)
Total comprehensive loss for the period			(3,222)	(1,473,373)	(1,476,595)
Shares issued	6,792,253	(533,334)	-	-	6,258,919
Share issue costs	(517,508)	-	-	-	(517,508)
Share-based payments	-	55,163	-	-	55,163
Balance at 31 December 2020	27,573,214	1,389,511	(158,497)	(19,906,544)	8,897,684

For the half-year ended 31 December 2019

	Issued capital	Share-based payment reserve	Foreign currency translation reserve	Accumulated losses	Total equity
	\$	\$	\$	\$	\$
Balance at 1 July 2019	18,560,841	1,827,498	(146,790)	(14,990,575)	5,250,974
Loss for the period	-	-	-	(1,450,921)	(1,450,921)
Other comprehensive loss for the period, net of income tax	-	-	(10,623)	-	(10,623)
Total comprehensive loss for the period	-	-	(10,623)	(1,450,921)	(1,461,544)
Shares issued	2,921,974	-	-	-	2,921,974
Share issue costs	(149,579)	-	-	-	(149,579)
Balance at 31 December 2019	21,333,236	1,827,498	(157,413)	(16,441,496)	6,561,825

The accompanying notes form part of these financial statements

Condensed consolidated statement of cash flows
For the half-year ended 31 December 2020

	6 months to 31 December 2020	6 months to 31 December 2019
	\$	\$
Cash flows from operating activities		
Receipts from customers	1,667,440	1,410,259
Payments to suppliers and employees	(4,050,825)	(2,965,775)
Interest received	4,899	3,045
Interest paid	(598)	-
Government grants and tax incentives	313,000	45,153
Net cash outflow from operating activities	(2,066,084)	(1,507,318)
Cash flows from investing activities		
Payments for property, plant and equipment	(11,478)	(6,914)
Payments for intangible assets	-	(18,423)
Proceeds from security deposits (net)	66,399	-
Payments to acquire subsidiaries, net of cash acquired	-	(107,221)
Net cash inflow/(outflow) from investing activities	54,921	(132,558)
Cash flows from financing activities		
Proceeds from the issue of shares	6,258,919	2,431,498
Payments for share issue costs	(467,482)	(149,291)
Net cash inflow from financing activities	5,791,437	2,282,207
Net increase in cash held	3,780,274	642,331
Cash and cash equivalents at the beginning of the period	1,342,942	2,093,478
Effects of exchange rate fluctuations on cash held	1,323	(11,308)
Cash and cash equivalents at the end of the period	5,124,539	2,724,501

The accompanying notes form part of these financial statements

Notes to the condensed consolidated financial statements For the half-year ended 31 December 2020

Note 1: Statement of significant accounting policies

(a) Basis of preparation

The condensed interim consolidated financial statements (the interim financial statements) are general purpose interim financial statements and have been prepared in accordance with the requirements of the *Corporations Act 2001*, applicable accounting standards including AASB 134 *Interim Financial Reporting*, Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with AASB 134 ensures compliance with IAS 34 'Interim Financial Reporting'.

The interim financial statements comprise the condensed interim financial statements for the Group. For the purposes of preparing the interim financial statements, the Group is a for-profit entity.

The interim financial statements do not include full disclosures of the type normally included in the full financial report. Therefore, it cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the Group as in the full financial report. It is recommended these interim financial statements be read in conjunction with the full financial report for the year ended 30 June 2020 and any public announcements made by the Company and its subsidiaries during the half-year in accordance with continuous disclosure requirements arising under the *Corporations Act 2001* and the ASX Listing Rules.

The accounting policies and methods of computation adopted are consistent with those of the previous financial year and corresponding half-year, except for the impact of the new Standards and Interpretations described in Note 1(b) below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

The interim financial statements have been prepared on a historical cost basis. Cost is based on the fair value of the consideration given in exchange for assets.

The Company is domiciled in Australia and all amounts are presented in Australian dollars, unless otherwise noted.

For the purpose of preparing the interim financial statements, the half-year has been treated as a discrete reporting period.

(b) Adoption of new and revised standards

Standards and Interpretations applicable to 31 December 2020

In the period ended 31 December 2020, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group and effective for the current reporting period beginning on or after 1 July 2020.

There is no material impact of the new and revised Standards and Interpretations on the Group.

Standards and Interpretations in issue not yet adopted

The Directors have also reviewed all Standards and Interpretations in issue not yet adopted for the period ended 31 December 2020. 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.

(c) Statement of compliance

The interim financial statements were authorised for issue on 22 February 2021.

The interim financial statements comply with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the interim financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

(d) Significant accounting estimates and judgements

The preparation of the interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

The judgements, estimates and assumptions applied in the interim financial statements, including the key sources of estimation uncertainty were the same as those applied in the Group's last annual financial statements for the year ended 30 June 2020.

Notes to the condensed consolidated financial statements For the half-year ended 31 December 2020

Note 1: Statement of significant accounting policies *(continued)*

(e) Going concern

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

Note 2: Revenue and other income

The Group derives its revenue from the sale of goods and the provision of services at a point in time and over time.

	6-months to 31 December 2020	6-months to 31 December 2019
	\$	\$
Revenue from contracts with customers	2,007,225	1,565,203
<i>Reconciliation of revenue from contracts with customers</i>		
<u>At a point in time</u>		
Product and platform sales	745,311	184,046
	745,311	184,046
<u>Over time</u>		
Digital marketing services	1,261,914	1,381,157
	1,261,914	1,381,157
Total revenue	2,007,225	1,565,203
Other income		
Interest income	4,917	3,131
Grants and subsidies	313,000	44,090
	317,917	47,221

Notes to the condensed consolidated financial statements

For the half-year ended 31 December 2020

Note 3: Segment reporting

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Board of Directors in order to allocate resources to the segment and to assess its performance. Information regarding these segments is presented below. The accounting policies of the reportable segments are the same as the Group's accounting policies. The following tables are an analysis of the Group's revenue and results by reportable segment provided to the Board of Directors for the half-year ended 31 December 2020 and for the half-year ended 31 December 2019.

	Australia	United Kingdom	Singapore	China	Consolidation eliminations	Total
31 December 2020	\$	\$	\$	\$	\$	\$
Sales to external customers	812,727	-	-	1,245,748	(51,250)	2,007,225
Segment revenue	812,727	-	-	1,245,748	(51,250)	2,007,225
Segment result	(850,783)	(584)	(13,213)	(353,337)	(255,456)	(1,473,373)
Segment assets	21,586,241	48,517	4,794	2,947,959	(13,380,538)	11,206,973
Segment liabilities	(1,451,426)	(2,918,839)	(4,033,215)	(3,950,722)	10,044,913	2,309,289
	Australia	United Kingdom	Singapore	China	Consolidation eliminations	Total
31 December 2019	\$	\$	\$	\$	\$	\$
Sales to external customers	1,104,239	-	-	460,964	-	1,565,203
Segment revenue	1,104,239	-	-	460,964	-	1,565,203
Segment result	(934,997)	144,830	(224,398)	(174,011)	(262,345)	(1,450,921)
Segment assets	17,367,560	55,651	23,136	1,383,882	(10,554,856)	8,275,373
Segment liabilities	(874,390)	(2,916,768)	(3,966,666)	(1,626,723)	7,670,999	(1,713,548)

**Notes to the condensed consolidated financial statements
For the half-year ended 31 December 2020**

Note 4: Loss per share

(a) Basic and diluted loss per share

	6-months to 31 December 2020	6-months to 31 December 2019
	\$	\$
Total basic and diluted loss per share attributable to the ordinary equity holders of the Company	(0.32)	(0.54)

(b) Reconciliation of loss used in calculating loss per share

	\$	\$
Loss attributable to the ordinary equity holders of the Company used in the calculation of basic and diluted loss per share	(1,473,373)	(1,450,921)

(c) Weighted average number of shares used as the denominator

	Number	Number
Weighted average number of ordinary shares used in the denominator in calculating loss per share	454,675,716	270,688,140

(d) Information concerning classification of securities

Options granted are considered to be potential ordinary shares and have been included in the determination of diluted loss per share to the extent to which they are dilutive (the options are not considered to be dilutive). The options have not been included in the determination of basic loss per share.

Note 5: Trade and other receivables

	31 December 2020	30 June 2020
	\$	\$
Trade and other receivables	1,322,767	414,572
Allowance for doubtful debts	(40,000)	(40,000)
	1,282,767	374,572
GST and VAT receivable	27,849	18,970
Accrued revenue	3,404	12,595
Other receivables	24,714	4,490
	1,338,734	410,627

Notes to the condensed consolidated financial statements
For the half-year ended 31 December 2020

Note 6: Other current assets

	31 December	30 June
	2020	2020
	\$	\$
Prepayments	200,859	60,635
Security deposits	167,443	200,166
Other	720	720
	369,022	261,521

Note 7: Inventories

	31 December	30 June
	2020	2020
	\$	\$
Inventories at cost	376,850	100,343
Allowance for impairment	(72)	(72)
	376,778	100,271

Note 8: Intangible assets

Carrying value

	Technology	Customer contracts	Total
	\$	\$	\$
31 December 2020			
Cost	3,230,747	50,000	3,280,747
Accumulated amortisation	(1,440,853)	-	(1,440,853)
Accumulated impairment	(512,607)	-	(512,607)
Carrying value as at 31 December 2020	1,277,287	50,000	1,327,287

30 June 2020	Technology	Website development	Customer contracts	Total
	\$	\$	\$	\$
Cost	3,230,747	14,857	50,000	3,295,604
Accumulated amortisation	(1,185,397)	(11,457)	-	(1,196,854)
Accumulated impairment	(512,607)	(3,400)	-	(516,007)
Carrying value as at 30 June 2020	1,532,743	-	50,000	1,582,743

Notes to the condensed consolidated financial statements
For the half-year ended 31 December 2020

Note 8: Intangible assets (continued)

Reconciliation

6 months to 31 December 2020

	Technology	Customer contracts	Total
	\$	\$	\$
Carrying value as at 1 July 2020	1,532,743	50,000	1,582,743
Amortisation	(255,456)	-	(255,456)
Carrying value as at 31 December 2020	1,277,287	50,000	1,327,287

Year to 30 June 2020

	Technology	Website development	Customer contracts	Provisionally accounted intangibles	Total
	\$	\$		\$	\$
Opening balance	2,043,657	6,273	-	1,566,667	3,616,597
Transfer to customer contracts	-	-	50,000	(50,000)	-
Transfer to goodwill	-	-	-	(1,516,667)	(1,516,667)
Foreign currency differences	-	242	-	-	242
Amortisation	(510,914)	(3,115)	-	-	(514,029)
Impairment	-	(3,400)	-	-	(3,400)
Carrying value as at 30 June 2020	1,532,743	-	50,000	-	1,582,743

No impairment loss was recognised during the period (31 December 2019: \$nil).

Note 9: Goodwill

	31 December 2020	30 June 2020
	\$	\$
Cost	4,405,266	4,405,266
Impairment	(2,016,181)	(2,016,181)
Carrying value	2,389,085	2,389,085

**Notes to the condensed consolidated financial statements
For the half-year ended 31 December 2020**

Note 9: Goodwill (continued)

Reconciliation

	6 months to 31 December 2020	Year to 30 June 2020
	\$	\$
Opening balance	2,389,085	-
Transfer from provisionally accounted intangibles	-	1,516,667
Acquisitions through business combinations – QBID	-	872,418
Carrying value	2,389,085	2,389,085

No impairment loss was recognised during the period (31 December 2019: \$nil).

Note 10: Trade and other payables

	31 December 2020	30 June 2020
	\$	\$
Trade payables	829,022	418,281
Accruals	191,546	286,628
Deferred remuneration and bonuses payable	20,000	329,745
Payroll liabilities	233,366	275,875
Other payables	129,364	94,540
	1,403,298	1,405,069

Note 11: Issued capital

(a) Share capital

	31 December 2020	30 June 2020
	\$	\$
Ordinary shares issued and fully paid	27,573,214	21,298,469

Notes to the condensed consolidated financial statements For the half-year ended 31 December 2020

Note 11: Issued capital (continued)

(b) Movement in ordinary share capital

Six months to 31 December 2020

Date	Details	Note	Number of shares	\$
1 July 2020	Opening balance		340,621,291	21,298,469
27 August 2020	Shares issued to sophisticated investors		25,546,595	766,398
22 September 2020	Shares issued on conversion of performance Shares	(i)	30,476,191	533,334
08 October 2020	Shares issued under the Entitlement Issue		54,152,489	1,624,575
14 October 2020	Shortfall Shares issued under the Entitlement Issue		128,931,546	3,867,946
30 December 2020	Shares issued on cancellation of performance shares		1	-
	Less: Transaction costs arising on share issue			(517,508)
31 December 2020			579,728,113	27,573,214

- (i) Shares issued to the vendors of Choose Digital Pty Ltd and RooLife Pty Ltd (previously RooLife Ltd) on achievement of the following performance milestones:
- Tranche 1 – 15,238,095 performance shares converted to ordinary shares upon the businesses achieving aggregate revenue of \$1.8 million in a rolling 12-month period (as confirmed by audited financial statements).
 - Tranche 2 – 15,238,096 performance shares converted to ordinary shares upon the businesses achieving aggregate revenue of \$1.8 million in a rolling 12-month period (as confirmed by audited financial statements).

Year to 30 June 2020

Date	Details	Note	Number of shares	\$
1 July 2019	Opening balance		258,264,140	18,560,841
16 October 2019	Shares issued on placement	(i)	13,157,895	500,000
16 October 2019	Shares issued as consideration for services		1,075,000	37,625
16 October 2019	Share issued on cancellation of performance shares		1	-
3 December 2019	Shares issued as consideration for the acquisition of QBID		12,938,605	452,851
16 December 2019	Shares issued on placement	(ii)	55,185,650	1,931,498
	Less: Transaction costs arising on share issue	(iii)	-	(184,346)
30 June 2020	Closing balance		340,621,291	21,298,469

- (i) The Company agreed a strategic placement of \$500,000 to the Thompson Family, founders of the Lobster Shack restaurant and Indian Ocean Rock Lobster.
- (ii) The Company accepted subscriptions under a placement of securities to sophisticated and professional investors.
- (iii) Share issue costs include \$34,767 for options issued to consultants assisting in the placements during the year. As the options were issued in connection with capital raisings, the value attributed to the options were recorded directly in equity.

**Notes to the condensed consolidated financial statements
For the half-year ended 31 December 2020****Note 11: Issued capital (continued)****(c) Ordinary shares**

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Note 12: Share-based payments**(a) Options**

The Company has issued 7,766,398 listed options to various consultants assisting in the Placement and Entitlement issue during the period. The fair value of the equity settled listed share options is calculated in reference to the listed market price of the option on grant date, being \$0.006. As the options were issued in connection with the capital raisings, the value attributed to the options has been recorded directly in equity, as share issue costs.

(b) Performance shares

30,476,191 performance shares, issued to the vendors of Choose Digital Pty Ltd and RooLife Pty Ltd (previously RooLife Ltd), converted to 30,476,191 ordinary shares on achievement of the performance milestones. Refer to note 11(b) for further details.

3,500,000 performance shares issued to George Irwin (previous CTO) lapsed during the half year period, following his cessation of employment with the Company.

Share options exercised/expired during the half-year

No share options were exercised during the half-year. 2,000,000 options exercisable at \$0.30 expired on 11 November 2020.

Note 13: Financial instruments

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

The carrying amounts of the current receivables, other current assets and current payables are considered to be a reasonable approximation of their fair value.

Note 14: Contingent liabilities

The Group has no contingent liabilities as at the reporting date.

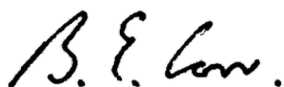
Note 15: Events subsequent to reporting date

No matters or circumstances have arisen since the end of the half-year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future financial years.

Directors' declaration

1. In the opinion of the Directors of RooLife Group Ltd (the 'Company'):
 - a. the accompanying interim financial statements and notes are in accordance with the Corporations Act 2001 including:
 - i. giving a true and fair view of the Group's financial position as at 31 December 2020 and of its performance for the half-year then ended; and
 - ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.
 - b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
 - c. the interim financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 303(5) of the Corporations Act 2001 for the half-year ended 31 December 2020.

This declaration is signed in accordance with a resolution of the board of Directors.



Bryan Carr
Chief Executive Officer and Managing Director

22 February 2021

INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of RooLife Group Ltd

Report on the Condensed Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of RooLife Group Ltd ("the company") which comprises the condensed consolidated statement of financial position as at 31 December 2020, the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed 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, for the Group 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 RooLife Group Ltd does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Group's financial position as at 31 December 2020 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *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.

Responsibility of the directors for the financial report

The directors of the company 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 gives a true and fair view and 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. ASRE 2410 requires us to conclude whether 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 Group's financial position as at 31 December 2020 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*.

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HLB Mann Judd (WA Partnership) ABN 22 193 232 714

Level 4, 130 Stirling Street, Perth WA 6000 / PO Box 8124 Perth BC WA 6849

T: +61 (0)8 9227 7500 **E:** mailbox@hlbwa.com.au

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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.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
22 February 2021



L Di Giallonardo
Partner