



UNLOCK A WORLD
OF POTENTIAL

27 February 2023

Release of RooLife Group Ltd's financial results for the half-year ended 31 December 2022

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 2022 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

1. Reporting periods

Current Reporting Period: Half-Year ended 31 December 2022
 Previous Corresponding Period: Half-Year ended 31 December 2021

2. Results for announcement to the market

	6 months ended 31 Dec 2022 \$	6 months ended 31 Dec 2021 \$	Increase / (Decrease) \$	% Change
Revenue from ordinary activities	6,408,612	8,105,062	(1,696,450)	21%
Loss before income tax benefit	(1,153,448)	(865,304)	(288,144)	33%
Income tax benefit	-	-	-	0%
Net loss for the half-year	(1,153,448)	(865,304)	(288,144)	33%

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 2022.

3. Dividends

There are no dividend or distribution reinvestment plans in operation and there have been no dividend or distribution payments declared or paid during the financial half-year ended 31 December 2022.

4. Net tangible asset backing

	31 Dec 2022 \$	31 Dec 2021 \$
Net assets (\$)	5,018,617	7,579,747
Less intangible assets and goodwill (\$)	(2,597,448)	(2,565,094)
Net tangible assets of the Company (\$)	<u>2,421,169</u>	<u>5,014,653</u>
Fully paid ordinary shares on issue at balance date (number)	<u>702,230,863</u>	<u>695,030,863</u>
Net tangible asset backing per issued ordinary share at balance date	<u>0.003</u>	<u>0.007</u>

5. Control gained over entities

Vora Health Group Pty Ltd was acquired on 14 October 2022 to acquire the VORA trademarks. The Group has subsequently developed the VORA brand and product range. There is no material contribution to profit or loss from the acquisition of the Company in the current period. There was no profit or loss made by the acquired entity in the previous corresponding period.

6. Loss of control over entities

Not applicable.

7. Details of associates and joint venture entities

Not applicable.

8. 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'.

9. Auditors' review report

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

10. Attachments

The interim financial report of RooLife Group Limited for the half year ended 31 December 2022 is attached and forms part of the Appendix 4D.

ROOLIFE GROUP LTD

ABN 14 613 410 398

**Interim Report
31 December 2022**

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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 (“RLC” or the “Company”) and entities it controlled at the end of, or during, the half-year ended 31 December 2022. 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
Ye (Shenny) Ruan	Non-Executive Director

Review of Operations

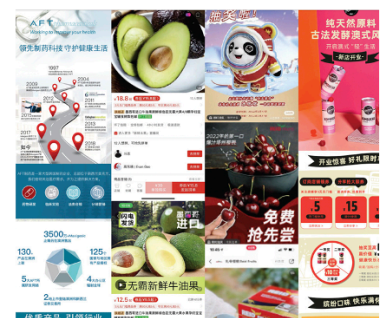
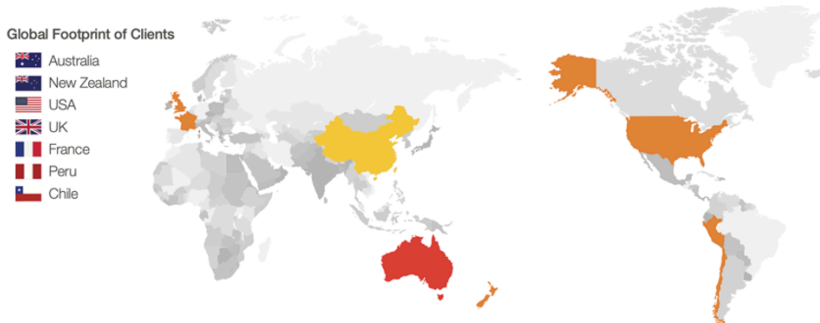
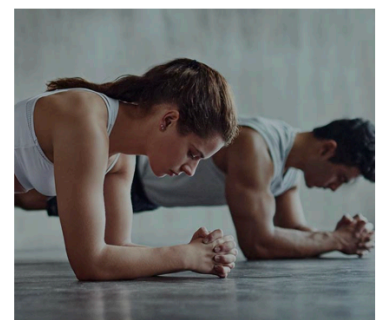
RLC’s technology and services platforms manage the sale of food, beverages and health and wellbeing products, matching consumer demand with businesses and producers seeking to enter and sell into growth markets by connecting global producers and brands directly to consumers.

RLC’s marketplace platforms link consumers with brands and facilitate transaction control via its cloud-based operational dashboard with real-time visibility of inventory, consumer purchases and preferences with sales data and other business intelligence, managing sales from order to buyer through direct-to-consumer online store integration.

The Company represents and sells a growing number of quality products and international brands from Australia, New Zealand, USA, Europe, UK and South America, selling online and directly to consumers with the technology and sales infrastructure necessary for products and brands to sell at scale.

RLC’S key positioning:

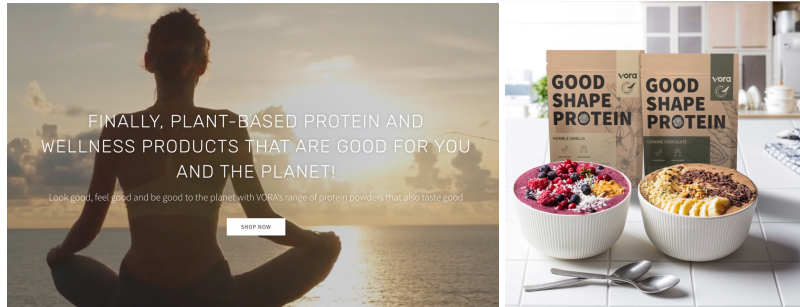
- An established, leading e-commerce platform provider
- Selling food, health and well being products
- Global Client Base – 7 Countries
- Own Brand – VORA “Good for you” Food Products launched
- Market Focus – Australia, South East Asia & Emerging Markets
- Targeting growing margin on Product Sales



DIRECTORS' REPORT (continued)

Review of Operations (continued)

In October 2022, representing the culmination of over 12 month's investment in data mining, product demand assessment, product formulation and brand positioning, RLG launched its own Food and Health and Wellbeing products to be sold under the Company's VORA brand name.

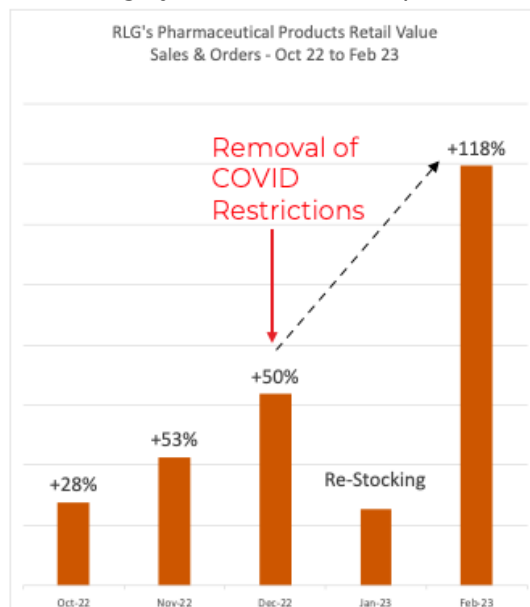


The VORA brand and product range has been developed based on demand identified by RLG's online sales platforms and digital marketing systems in the Australian and Chinese markets and services the strongly growing global demand for healthy, sustainable, food products and the existing and forecast demand for plant proteins.

VORA is a range of Australian products leveraging the global high regard for Australia's agricultural and food products and was launched to target higher margins sales of the Company's own product range with the ability to rapidly respond to identified demand for products. Marketing and promotion of the VORA range of food products commenced in Q3 FY2023.

In December 2022, RLG experienced an uplift in sales and demand for OTC medicines in China on its KiwiHealth Cross Border e-Commerce online pharmacy store, selling AFT Pharmaceuticals (ASX:AFP)'s product range in response to heightened demand for fever-reducing paracetamol, ibuprofen and also Vitamin C products.

- Visits to and sales on the RLG operated Kiwi Health online pharmacy surged strongly in December 2022
- 770,000 unique visitors to Kiwi Health online Cross Border e-Commerce pharmacy in December 2022
- December 2022 was a record sales month with the leading sales being Vitamin C Liposachets and Maxigesic pain relief, with its unique patent paracetamol and ibuprofen
- Post the end of the half-year period, RLG experienced a further uplift in demand for its pharmaceutical range with sales and orders increasing by over 100% over its previous highest retail sales month.



DIRECTORS' REPORT (continued)

Review of Operations (continued)



During the first half of FY2023, joint marketing and business development programmes were delivered with Santander Bank UK, one of the largest banks in the world, for China entry for Santander clients. With its established global banking footprint and over 150 million customers, the Santander client base and technology nicely complements RLG's Marketplace to match consumer demand with suppliers, servicing the high demand for international products in China.

In February 2023 RooLife Group jointly started a series of webinars with FDEA UK, to help FDEA UK's members understand the growth potential in Australia by assessing both offline and online channels for their products. RooLife Group is ideally positioned to leverage the Australia and UK Free Trade agreement to be a partner of choice for key brands who are looking to enter the Australian Market.

REVENUE AND CASH FLOW H1 FY2023

\$ 7.39m ↑ **+31%**
 CASH RECEIPTS FROM OPERATING ACTIVITIES
 H1 FY2023 vs. H1 FY2022

\$(7.95m) ↓ **-4%**
 CASH PAYMENTS FROM OPERATING ACTIVITIES
 H1 FY2023 vs. H1 FY2022

\$(556k) ↑ **+79%**
 NET CASH USED IN OPERATING ACTIVITIES
 H1 FY2023 vs. H1 FY2022

\$ 6.76m
 REVENUE & OTHER INCOME
 H1 FY2023

\$2.30m
 CASH & EQUIVALENTS
 AT THE END OF H1 FY2023

\$0.60m
 UNDRAWN FINANCE FACILITY
 AT THE END OF H1 FY2023

DIRECTORS' REPORT (continued)

Operating results for the year

The Group has earned revenue and other income of \$6,759,271 for the half-year (31 December 2021: \$8,106,325) with cash receipts of \$7,303,879 (31 December 2021: \$5,651,786), and the total comprehensive loss for the period for the Group was \$1,153,448 (31 December 2021: \$865,304).

The operating result for the year included non-cash accounting items totalling (\$128,188) and direct investment in the Company's new food and health brand, VORA, of \$130,000.

At balance date, the Group held \$2,299,812 in cash (30 June 2022: \$2,414,299).

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

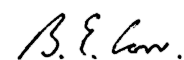
Since 1 January 2023, and to the date of this report, 10,827,271 shares have been issued on conversion of vested performance rights and 2,500,000 shares have been issued as consideration for bonus achievements by a long term sales and distribution contractor.

No other 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 5 and forms part of this Directors' report for the half-year ended 31 December 2022.

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
Managing Director and Chief Executive Officer
27 February 2023

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 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Perth, Western Australia
27 February 2023



D I Buckley
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@hbw.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 AND LOSS AND OTHER COMPREHENSIVE INCOME

For the half-year ended 31 December 2022

	Notes	6 months to 31 December 2022 \$	6 months to 31 December 2021 \$
Continuing operations			
Revenue	2	6,408,612	8,105,062
Other income	2	350,659	1,263
		<u>6,759,271</u>	<u>8,106,325</u>
Direct product, logistics and marketing costs		(5,171,253)	(6,554,953)
Staff and contactor costs of providing goods and services		(647,625)	(746,179)
Other costs of providing goods and services		(160,330)	(142,860)
Depreciation expense		(5,726)	(6,205)
Amortisation expense		(21,373)	-
Share-based payments expense		(100,089)	(74,290)
Business development costs		(176,735)	(275,253)
Consulting and investor relation fees		(313,831)	(261,886)
Employee costs		(719,356)	(680,780)
Bad debt expense		(180,324)	-
Reversal of impairment		23,243	-
Other expenses		(460,910)	(256,443)
Loss before income tax		<u>(1,175,038)</u>	<u>(892,524)</u>
Income tax benefit		-	-
Net loss for the period		<u>(1,175,038)</u>	<u>(892,524)</u>
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		<u>21,590</u>	27,220
Other comprehensive loss for the period, net of income tax		<u>21,590</u>	<u>27,220</u>
Total comprehensive loss for the period		<u>(1,153,448)</u>	<u>(865,304)</u>
Basic loss per share (cents per share)	4	(0.17)	(0.14)
Diluted loss per share (cents per share)	4	(0.17)	(0.14)

The accompanying notes form part of these financial statements

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2022

	Notes	31 December 2022 \$	30 June 2022 \$
Assets			
Current assets			
Cash and cash equivalents		2,299,812	2,414,299
Trade and other receivables	5	2,582,772	3,979,449
Financial asset	8	297,414	50,000
Other current assets	6	369,001	399,994
Inventories	7	286,596	271,872
Total current assets		5,835,595	7,115,614
Non-current assets			
Property, plant and equipment		18,022	14,781
Deferred tax asset		49,633	49,633
Financial asset non-current	8	80,000	80,000
Intangible assets	9	208,363	179,538
Goodwill	10	2,389,085	2,389,085
Total non-current assets		2,745,103	2,713,037
Total assets		8,580,698	9,828,651
Liabilities			
Current liabilities			
Trade and other payables	11	2,535,807	3,134,540
Short-term borrowing	12	450,000	-
Deferred revenue		520,406	566,267
Total current liabilities		3,506,213	3,700,807
Non-current liabilities			
Deferred tax liabilities		49,633	49,633
Employee provisions		6,235	6,235
Total non-current liabilities		55,868	55,868
Total liabilities		3,562,081	3,756,675
Net assets		5,018,617	6,071,976
Equity			
Issued capital	13	30,411,425	30,411,425
Reserves		1,855,170	1,733,491
Accumulated losses		(27,247,978)	(26,072,940)
Total equity		5,018,617	6,071,976

The accompanying notes form part of these financial statements

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the half-year ended 31 December 2022

	Issued capital \$	Share- based payment reserve \$	Foreign currency translation reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2022	30,411,425	1,777,251	(43,760)	(26,072,940)	6,071,976
Loss for the period	-	-	-	(1,175,038)	(1,175,038)
Other comprehensive loss for the period, net of income tax	-	-	21,590	-	21,590
Total comprehensive loss for the period	-	-	21,590	(1,175,038)	(1,153,448)
Shares issued	-	-	-	-	-
Share issue costs	-	-	-	-	-
Share-based payments	-	100,089	-	-	100,089
Balance at 31 December 2022	30,411,425	1,877,340	(22,170)	(27,247,978)	5,018,617

For the half-year ended 31 December 2021

	Issued capital \$	Share- based payment reserve \$	Foreign currency translation reserve \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2021	27,574,463	1,705,106	(157,212)	(23,424,553)	5,697,804
Loss for the period	-	-	-	(892,524)	(892,524)
Other comprehensive loss for the period, net of income tax	-	-	27,220	-	27,220
Total comprehensive loss for the period	-	-	27,220	(892,524)	(865,304)
Shares issued	2,702,000	-	-	-	2,702,000
Shares issued on conversion of performance shares	70,405	(70,405)	-	-	-
Share issue costs	(29,043)	-	-	-	(29,043)
Share-based payments	-	74,290	-	-	74,290
Balance at 31 December 2021	30,317,825	1,708,991	(129,992)	(24,317,077)	7,579,747

The accompanying notes form part of these financial statements

CONDENSED CONSOLIDATED STATEMENT OF CASHFLOWS

For the half-year ended 31 December 2022

	6 months to 31 December 2022	6 months to 31 December 2021
	\$	\$
Cash flows from operating activities		
Receipts from customers	7,303,879	5,651,786
Payments to suppliers and employees	(7,937,291)	(8,301,692)
Interest received	8,236	1,246
Interest paid	(9,609)	(989)
Government grants and tax incentives received/(returned)	78,979	(9,255)
Net cash outflow from operating activities	(555,806)	(2,658,904)
Cash flows from investing activities		
Proceeds from repayment of convertible note	50,000	-
Payments for property, plant and equipment	(8,967)	(4,107)
Payments for intangible assets	(37,369)	(117,962)
(Payments)/ proceeds from security deposits (net)	(20,587)	75,828
Net cash outflow from investing activities	(16,923)	(46,241)
Cash flows from financing activities		
Proceeds from borrowings	450,000	-
Proceeds from the issue of shares	-	2,702,000
Payments for share issue costs	-	(15,567)
Net cash inflow from financing activities	450,000	2,686,433
Net decrease in cash held	(122,729)	(18,712)
Cash and cash equivalents at the beginning of the period	2,414,299	3,815,089
Effects of exchange rate fluctuations on cash held	8,242	91,814
Cash and cash equivalents at the end of the period	2,299,812	3,888,191

The accompanying notes form part of these financial statements

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

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 2022 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 2022

In the period ended 31 December 2022, 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 2022.

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 2022. As a result of this review the Directors have determined that there is no material impact of the Standards and Interpretations in issue not yet adopted on the Group and, therefore, no change is necessary to Group accounting policies.

(c) Statement of compliance

The interim financial statements were authorised for issue on 27 February 2023.

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).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

Note 1: Statement of significant accounting policies (continued)

(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 2022.

(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.

(f) Borrowings

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

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

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.

Revenue

	6-months to 31 December 2022	6-months to 31 December 2021
	\$	\$
Revenue from contracts with customers	6,408,612	8,105,062
<i>Reconciliation of revenue from contracts with customers</i>		
<u>At a point in time</u>		
Product and platform sales	4,661,160	6,133,823
	4,661,160	6,133,823
<u>Over time</u>		
Digital marketing services	1,747,452	1,971,239
	1,747,452	1,971,239
Total revenue	6,408,612	8,105,062
 Other income		
	Note	
Interest income	12,065	1,263
Other income	(i) 260,642	-
Grants and subsidies	77,952	-
	350,659	1,263

(i) Gain on extinguishment of financial liability.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

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 2022 and for the half-year ended 31 December 2021.

	Australia	United Kingdom	Singapore	China	Consolidation eliminations	Total
31 December 2022	\$	\$	\$	\$	\$	\$
Sales to external customers	1,247,016	-	-	5,235,996	(74,400)	6,408,612
Segment revenue	1,247,016	-	-	5,235,996	(74,400)	6,408,612
Segment result	(1,035,381)	-	(256)	(139,401)	-	(1,175,038)
Segment assets	18,754,021	-	260	5,962,187	(16,135,770)	8,580,698
Segment liabilities	(2,920,066)	-	(4,007,507)	(8,051,462)	11,416,954	(3,562,081)
	Australia	United Kingdom	Singapore	China	Consolidation eliminations	Total
31 December 2021	\$	\$	\$	\$	\$	\$
Sales to external customers	1,136,554	-	-	7,037,858	(69,350)	8,105,062
Segment revenue	1,136,554	-	-	7,037,858	(69,350)	8,105,062
Segment result	(733,886)	27,870	125,971	(128,886)	(183,593)	(892,524)
Segment assets	22,836,685	50,606	2,772	7,186,703	(18,782,696)	11,294,070
Segment liabilities	(2,039,690)	(2,918,891)	(4,030,746)	(8,852,037)	14,127,041	(3,714,323)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

Note 4: Loss per share

(a) Basic and diluted loss per share

	6-months to 31 December 2022	6-months to 31 December 2021
	\$	\$
Total basic and diluted loss per share attributable to the ordinary equity holders of the Company	(0.17)	(0.14)

(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	(1,175,038)	(892,524)

(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	702,230,863	653,859,210

(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 2022	30 June 2022
	\$	\$
Trade and other receivables	2,543,813	3,934,053
Allowance for doubtful debts	-	(58,978)
	2,543,813	3,875,075
Accrued revenue	35,401	104,004
Other receivables	3,558	370
	2,582,772	3,979,449

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

Note 6: Other current assets

	31 December 2022	30 June 2022
	\$	\$
Prepayments	117,749	126,639
Security deposits	248,241	270,344
Other	3,011	3,011
	369,001	399,994

Note 7: Inventories

	31 December 2022	30 June 2022
	\$	\$
Inventories at cost	326,903	340,574
Impairment allowance	(40,307)	(68,702)
Total	286,596	271,872

Note 8: Financial assets

	Note	31 December 2022	30 June 2022
		\$	\$
Financial asset - current	(i)	297,414	50,000
Financial asset – non- current	(ii)	80,000	80,000

(i) Convertible note granted in settlement of services provided. The note is repayable in 6 months and accrues interest at 10% per annum. The note is convertible to equity at the discretion of the holder. The fair value of the conversion feature is not material. The financial asset is measured at amortised cost.

(ii) Shares held in a private company which were granted in settlement for services provided in a web development project. The shares are valued using the price at the most recent capital raise of the entity.

(iii) The financial assets are Level 3 instruments in the fair value hierarchy.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

Note 9: Intangible assets

Carrying Value

	Technology \$	Trademark \$	Customer contracts \$	Total \$
31 December 2022				
Cost	160,272	40,036	50,000	250,308
Accumulated amortisation	(41,945)	-	-	(41,945)
Carrying value as at 31 December 2022	118,327	40,036	50,000	208,363
30 June 2022				
Cost	150,046	-	50,000	200,046
Accumulated amortisation	(20,508)	-	-	(20,508)
Carrying value as at 30 June 2022	129,538	-	50,000	179,538

Reconciliation

6 months to 31 December 2022

	Technology	Trademark \$	Customer contracts \$	Total \$
Carrying value as at 1 July 2022	129,538	-	50,000	179,538
Cost occurred	10,226	40,036	-	50,262
Amortisation	(21,373)	-	-	(21,373)
Foreign currency difference	(64)	-	-	(64)
Carrying value as at 31 December 2022	118,327	40,036	50,000	208,363

Year to 30 June 2022

	Technology \$	Trademark \$	Customer contracts \$	Total \$
Opening balance	-	-	50,000	50,000
Addition	150,046	-	-	150,046
Amortisation	(20,229)	-	-	(20,229)
Foreign currency difference	(279)	-	-	(279)
Carrying value as at 30 June 2021	129,538	-	50,000	179,538

No impairment loss was recognised during the period (31 December 2021: \$nil).

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

Note 10: Goodwill

Carrying Value

	31 December 2022	30 June 2022
	\$	\$
Cost	4,405,266	4,405,266
Impairment	(2,016,181)	(2,016,181)
Carrying value	<u>2,389,085</u>	<u>2,389,085</u>

Reconciliation

	6 months to 31 December 2022	Year to 30 June 2022
	\$	\$
Opening balance	2,389,085	2,389,085
Acquisitions through business combinations	-	-
Carrying value	<u>2,389,085</u>	<u>2,389,085</u>

No impairment loss was recognised during the period (31 December 2021: \$nil).

Note 11: Trade and other payables

	31 December 2022	30 June 2022
	\$	\$
Trade payables	1,846,817	2,220,777
Accruals	113,502	177,950
Deferred remuneration	25,094	309,160
Payroll liabilities	410,711	239,385
Security deposits payable	100,029	182,361
GST/VAT payable	6,939	766
Other payables	32,715	4,141
	<u>2,535,807</u>	<u>3,134,540</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

Note 12: Borrowing

	Note	31 December 2022	30 June 2022
		\$	\$
Short-term borrowing	(i)	<u>450,000</u>	-

- (i) Working Capital Loan Agreement entered into with Saxby Capital Investments Pty Ltd to provide the Group with a line of credit facility to the value of \$1,000,000 which is available to be drawn down and applied by the Group to fund supply of products for sale. The key terms of the facility are:
- Repayment: Per transaction, typically 60-90 days terms for repayment to be agreed between the lender and borrower on a case-by case basis.
 - Interest rate: 10% p/a on loan amount drawn down, payable in arrears.
 - Security: Secured by a fixed and floating charge over receivables and inventory to the equivalent value of amount outstanding of the loan.
 - Other Terms: The net current assets of the Group need to be maintained at 300% or greater of the drawn down loan amount at all times, prior to the repayment of the loan amount, any accrued interest and any default interest if due.

Note 13: Issued capital

(a) Share capital

	31 December 2022	30 June 2022
	\$	\$
Ordinary shares issued and fully paid	<u>30,411,425</u>	30,411,425

(b) Movement in ordinary share capital

Six months to 31 December 2022

Date	Details	Number of shares	\$
1 July 2022	Opening balance	702,230,863	30,411,425
		-	-
31 December 2022		<u>702,230,863</u>	<u>30,411,425</u>

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

Note 13: Issued capital (continued)

(b) Movement in ordinary share capital (continued)

Year to 30 June 2022

Date	Details	Note	Number of shares	\$
1 July 2021	Opening balance		579,753,113	27,574,463
6 July 2021	Shares issued to sophisticated investors		74,000,000	1,702,000
9 September 2021	Shares issued on conversion of performance Shares	(i)	2,816,212	70,405
30 December 2021	Shares issued under the Entitlement Issue		38,461,538	1,000,000
16 March 2022	Shortfall Shares issued under the Entitlement Issue	(i)	7,200,000	93,600
6 July 2021	Shares issued on cancellation of performance shares		-	(29,043)
30 June 2022	Closing balance		<u>702,230,863</u>	<u>30,411,425</u>

- (i) Shares issued as consideration for employment and consulting services. These shares were valued at closing share price on date of issue.

(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 14: Share-based payments

There were no share options exercised/ expired or cancelled during the half year.

The Company is required to issue 2,500,000 shares as consideration for bonus achievements by a long term sales and distribution contractor in the half year ended 31 December 2022. The shares had not been issued at year end as the Company was awaiting formal acceptance of offers. The shares were valued at agreed deemed value of \$0.01 per share. The subsequent issue of these shares occurred on 10 February 2023.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the half-year ended 31 December 2022

Note 15: 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 16: Contingent liabilities

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

Note 17: Events subsequent to reporting date

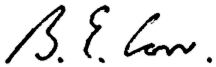
Since 1 January 2023, and to the date of this report, 10,827,271 shares have been issued on conversion of vested performance rights and 2,500,000 shares have been issued as consideration for bonus achievements by a long term sales and distribution contractor.

No other 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 2022 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 2022.

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



Bryan Carr
Chief Executive Officer and Managing Director

27 February 2023

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 2022, 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 2022 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.

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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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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 2022 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.


Independence

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



HLB Mann Judd
Chartered Accountants

Perth, Western Australia
27 February 2023



D I Buckley
Partner