SKIN ELEMENTS LIMITED

ABN 90 608 047 794

and its controlled entities

skin elements

enhancing health + wellness naturally

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Annual Report 2023

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Corporate directory

Current Directors

Peter Malone	*Executive Chairman*
Filippo (Phil) Giglia	*Non-Executive Director*
Stuart Usher	*Non-Executive Director (Appointed on 17 January 2023)*

Company Secretary

Stuart Usher *(Appointed on 17 January 2023)*

Registered Office

Street: 1242 Hay Street
West Perth WA 6005
Postal: 1242 Hay Street
WEST PERTH WA 6005
Telephone: +61 (0)8 6311 1900
Facsimile: +61 (0)8 6311 1999
Email: info@skinelements.com
Website: www.skinelementslimited.com

Share Registry

Link Market Services Limited
Street: Level 12, QV1 Building, 250 St Georges Terrace
Perth WA 6000
Telephone: 1300 554 474 (within Australia)
+61 1300 554 474 (International)
Facsimile: +61 (0)8 6370 4203
Email: registrars@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

Auditors

BDO Audit (WA) Pty Ltd
Street: Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000
Telephone: +61 (0)8 6382 4600
Facsimile: +61 (0)8 6382 4601
Website: www.bdo.com.au

Securities Exchange

Australian Securities Exchange
Street: Level 40, Central Park, 152-158 St Georges Terrace
Perth WA 6000
Telephone: 131 ASX (131 279) (within Australia)
Telephone: +61 (0)2 9338 0000
Facsimile: +61 (0)2 9227 0885
Website: www.asx.com.au
ASX Code: SKN

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Directors' report

Your directors present their report on the Group, consisting of Skin Elements Limited (**Skin Elements** or **the Company**) and its controlled entities (collectively **the Group**), for the financial year ended 30 June 2023.

Skin Elements is listed on the Australian Securities Exchange (ASX: SKN).

1. Directors

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

- Peter Malone — Executive Chairman and Chief Executive Officer
- Filippo (Phil) Giglia — Independent Non-Executive Director
- Stuart Usher — Independent Non-Executive Director *(Appointed on 17 January 2023)*
- Lee Christensen — Independent Non-Executive Director (*Resigned on 17 January 2023)*

(**the Directors** or **the Board**)

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated. For additional information on Directors including details of the qualifications of Directors please refer to paragraph 6 *Information relating to the Directors* of this Directors Report.

2. Company secretary

The following persons held the position of Company Secretary at the end of the financial year:

- Stuart Usher — Please refer to paragraph 6 Information relating to the Directors of this Directors Report.

3. Dividends paid or recommended

There were no dividends paid or recommended during the financial year ended 30 June 2023 (2022: $nil).

4. Significant changes in the state of affairs

4.1. Issue of equity instruments

During the year, Skin Elements Limited had the following changes in its capital structure:

4.1.1. *Shares*

- 26.10.22 — 1,216,075 shares, valued at $71,376, issued in lieu of cash in respect to consultancy fees (note 18.2.1c).
- 26.10.22 — 1,691,556 shares, valued at $43,473, issued as LDA fees (note 18.2.1a).
- 04.11.22 — 30,000,000 shares issued in respect to a placement, raised $750,000, before costs (note 6.1.1).
- 31.05.23 — 93,226,979 shares issued in respect to an entitlement issue, raising $932,270, before costs (note 6.1.1).
- 20.06.23 — 3,971,238 shares issued in respect to a shortfall placement, raising $39,712 note 6.1.1).
- 30.06.23 — 6,152,981 shares, valued at $61,530, issued in respect to underwriting fees (note 18.2.1a).

4.1.2. *Options*

- 04.11.22 — 30,000,000 options issued free attaching to placement shares (note 6.2.1).
- 17.02.23 — 28,000,000 options, valued at $277,827, issued as lead manager fees (note 18.2.1b).
- 31.05.23 — 93,226,979 options issued free attaching to entitlement shares (note 6.2.1).
- 20.06.23 — 3,971,238 options issued free attaching to shortfall shares (note 6.2.1).
- 30.06.23 — 6,152,981 options issued free attaching to underwriter fee shares (note 18.2.1a).
- 30.06.23 — 10,000,000 options, valued at $58,000, issued as lead manager fees (note 18.2.1b).

There have been no other significant changes in the state of affairs of the Group during the financial year ended 30 June 2023 other than disclosed elsewhere in this Annual Report.

5. Operating and financial review

5.1. Nature of Operations and Principal Activities

Skin Elements Limited is a researcher and developer of its leading proprietary all-natural anti-microbial SE Formula™ Biotechnology. The SE Formula™ Biotechnology is used as a base in the Company's proprietary skincare formulas including the natural disinfectant hygiene cleaner SuprCuvr and Eco Nurture formulas, the Soleo Organics natural sunscreen, the PapayaActivs therapeutic skincare, and the Elizabeth Jane Natural Cosmetics.

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Directors' report

5.2. Operations Review

5.2.1. *Development of Eco Nurture Plant Bio Stimulant*

Eco Nurture is the latest product developed from the SE Formula biotechnology research and development program.

Eco Nurture is a sustainable, horticultural-specific plant-based bio stimulant product which is an effective alternative to chemical-based bactericides and fungicides currently used in crop protection globally. This represents a major opportunity in the massive agriscience market.

Skin Elements uses a three-phase research and development process to come up with a product formula for the desired field and purpose. This process is as follows:

- *Research Phase 1* — Investigation into ingredients and processes to prepare prototype formulations to achieve specific criteria for a specific purpose
- *Development Phase 2* — Produce test batches and undertake product trails, test marketing and regulatory certifications.
- *Development Phase 3* — Commence scale up production and launch into commercialisation seeking distribution agreements to create large scale regular orders.

With Eco Nurture, the research phase 1 investigations and prototype formulation during the year has delivered a positive outcome, with the Eco Nurture crop sample testing delivering improved stress tolerance, wellness and natural resilience levels in a number of fruit crops. The progress achieved to date reinforces the ability of Eco Nurture as a replacement to harmful chemicals, including copper sulphates, used in crop production and is now planning to undertake development phase 2 testing.

5.2.2. *SuprCuvr - Development Phase 2 Market Testing*

SuprCuvr is a TGA registered hospital-grade disinfectant made from a 100% plant-based formula. Independent laboratory tests have confirmed that SuprCuvr has a 7-log reduction (99.99999%) effectiveness against bacteria and viruses. It combines an exceptionally high level of efficacy with a 100% plant-based formula to present a significant market opportunity for a chemical-free disinfectant in large-scale settings where disinfectants are deployed.

The Company continued the development of the SuprCuvr product range, with the development of SuprCuvr biodegradable and compostable wipes. This product has potential to address a significant market need, and is consistent with community-wide efforts to cut-down on non-biodegradable waste.

Skin Elements and Pacific Health Care Pty Ltd (Pacific Health) has continued to work together to evaluate the initial market responses and update the formula potency, packaging presentation and competitive pricing structure.

During the previous period, the Company had received orders and invoiced Pacific Health for SuprCuvr products totalling $1,266,354 (of which $210,786 has been received). Due to the uncertainty of timing of receipt of the balance, the Company has recognised a provision for impairment of $527,784 in the current period, as detailed in note 4.2.3. With ongoing discussions with Pacific Health, the submission of the updated SuprCuvr into several large-scale tenders, and the personal guarantees provided under the distribution agreement, the Board is confident that the receivable balance of $527,784 will be received in 2024FY.

5.2.3. *Cosmetic Skincare – Soleo Organics*

Soléo Organics has completed development phase 2 and is now commencing development phase 3 with the initial engagement of a leading health and wellbeing retail chain in the UK and investigations into scale manufacturing of white label ranges.

Soléo Organics was the first application borne out of the SE Formula research & development program that resulted in a major advancement in sun protection technology, and has been independently recognised as one of the world's best sun protection formulas.

5.2.4. *Cosmetic Skincare – PapayaActivs*

PapayaActivs is currently in development phase 2 with improvements in the formulations and expansion of the product range.

PapayaActivs combines a high concentration of natural pawpaw extract with other active natural ingredients to help relieve the symptoms of skin conditions, like psoriasis, eczema, assist in healing of minor burns and wounds, and relieve mild muscle, joint and arthritic pain. PapayaActivs is listed on the TGAs Australian Register of Therapeutic Goods.

The above opportunities are all ongoing, but there is no certainty that any sales or distribution agreements will be entered into. Skin Elements will update the market on any material progress on these, or any other, sales or distribution opportunities. The Company's product range is available through the Company's updated and optimised online store websites www.soleoorganics.com and www.sknlife.com.

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Directors' report

5.2.5. *Appointment of New Director and Company Secretary*

On 17 January 2023, Skin Elements appointed Mr Stuart Usher to the Board as a Non-Executive Director. Mr Usher's appointment brings broad experience and skills to the Board, assisting the Company develop its corporate strategy and governance as it transitions from research & development to commercial operations.

Mr Usher's appointment follows the resignation of Mr Lee Christensen as a Non-Executive Director.

Mr Usher was also appointed as Company Secretary on 17 January 2023 replacing Mr Phil Giglia in this role.

5.2.6. *Research and development (**R&D**) tax incentive* grant income

The Company's commitment to the research and development of its natural SE Formula Biotechnology saw it record *R&D tax incentive* grant income of $1.13 million for the R&D expenditure invested in the 2023 financial year.

The Company has received advance funding of $538k of this R&D tax incentives under a facility with Radium Capital during the 2023 financial year with the balance received after 30 June 2023.

5.2.7. *Placement raises $750,000*

On 4 November 2022 the Company advised it had finalised a private placement to sophisticated investors raising $750,000 in cash (before costs). The Company issued 30,000,000 ordinary fully paid shares at $0.025 each (under the Company's ASX LR7.1A placement capacity) with one attaching option exercisable at $0.05 on or before 31 October 2025 for each new share (under the Company's ASX LR7.1 capacity) to the subscribers in the placement.

5.2.8. *Entitlement Issue raises $1.022 million*

The Company announced on 22 June 2023 the successful completion of its non-renounceable pro-rata entitlement issue on the basis of one new share for every five ordinary shares held on the record date at an issue price of $0.01 for each new share with one attaching option (exercisable at $0.025 three years from date of issue) for each new share issued.

The issue was oversubscribed with the issue of 97,198,217 ordinary fully paid shares and 97,198,217 attaching options (exercisable at $0.025 three years from date of issue) raising $971,982 in cash.

The entitlement issue was fully underwritten by 708 Capital Pty Ltd, with 6,152,981 ordinary fully paid shares and 6,152,981 attaching options (exercisable at $0.025 three years from date of issue) issued to 708 Capital Pty Ltd for underwriter fee of $61,530. A further 10 million options ((exercisable at $0.025 three years from date of issue) were issued to 708 Capital Pty Ltd for Lead Manager Fee valued at $58K.

5.2.9. *LDA Capital $20 million equity funding facility*

On 6 April 2021 Skin Elements announced it had entered into an equity funding facility agreement (Agreement) with LDA Capital, under which LDA Capital has agreed to provide Skin Elements with up to $20 million in committed equity capital over the next 36 months (ASX announcement, 6 April 2021).

The Agreement enables Skin Elements to issue shares to LDA Capital over the next three years at the Company's discretion at a floor price to be determined by Skin Elements and receive funds for the issue of those shares.

The Agreement allows Skin Elements to access committed capital on a flexible basis by managing the timing and size of each capital drawdown. The Agreement ensures that Company has access to additional equity capital as required to support its growth into new markets, support existing sales channels and fund the anticipated commercial scale sales and distribution opportunities for SuprCuvr and the Company's other product 0lines.

As part consideration for entering into a Put Option Agreement (POA), the Company issued to LDA Capital 26,000,000 unlisted options all expiring on 15 March 2024 which were initially recognised using a fair value assessment of $604,000 as a prepayment (asset) and derivative liability. At each balance date, the fair value of the derivative liability was reassessed and the movement in value recognised as a fair value gain or loss to P&L in the period.

As the timing of the drawdowns under the POA is uncertain, the Directors have taken a prudent view and expensed the remaining balance of the prepayment carrying value of $837,942 and the remaining fair value of the derivative liability of $53,000.

The Company was also required to pay a A$300,000 commitment fee to LDA Capital which has been paid after year end.

The Company also has on issue to LDA Capital 25,500,000 shares (Collateral Shares) for nil consideration. LDA Capital will hold these shares until such time that the Company issues the initial call notice. At that time, and subject to certain limitations set out in the POA, LDA Capital may sell collateral shares on market. Under the POA, unused Collateral Shares may be used for a subsequent call, bought back by the Company for nominal consideration or transferred to a trustee or nominee of the Company for nominal consideration.

As at the date of this report the Company has not made a drawdown under this facility.

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Directors' report

5.3. Financial Review

5.3.1. *Key profit and loss measures*

	Movement (increased/ decreased)	Movement $	2023 $	2022 $
Revenues from ordinary activities	*decreased*	*1,214,199*	194,131	1,408,330
Loss from ordinary activities after tax	*increased*	*9,835,258*	(11,416,168)	(1,580,910)
EBITDA Loss	*increased*	*(934,655)*	(2,096,026)	(1,161,371)

5.3.2. *Key net asset measures*

	Movement (increased/ decreased)	Movement $	2023 $	2022 $
Cash and cash equivalents	*decreased*	*389,618*	358,432	748,050
Working capital *(excluding prepayments)*	*decreased*	*708,318*	533,136	1,241,454
Net tangible assets	*decreased*	*1,557,136*	604,803	2,161,939
Net assets	*decreased*	*9,447,206*	604,803	10,052,009

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.

The Group incurred a loss for the year of $11,416,168 (2022: $1,580,910 loss) and a net cash out-flow from operating activities of $1,835,931 (2022: $2,232,345 out-flow). As at 30 June 2023, the Group working capital of $533,136 (2022: $1,241,454 working capital), as disclosed in note 8 of the *Capital Management* note.

The ability of the Group to continue as a going concern is dependent on the Group securing additional debt and/or equity funding and/or generating profits from its normal course of business.

These conditions indicate the existence of a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business. The Directors are confident that there will be sufficient funds for the Group to meet its obligations and liabilities and believe it is appropriate to prepare these accounts on a going concern basis for the following reasons. Since 30 June 2023, the Group has:

- Lodged *Research and development tax incentive* grant of $1,129,933.
- Received $194,174 under a R&D loan facility with Radium Capital.
- Received $170,000 (before costs) from placement applications.

The Directors have prepared a cash flow forecast, which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12-month period from the date of signing this financial report.

Based on the cash flow forecasts and other factors referred to above, the Directors are satisfied that the going concern basis of preparation is appropriate. In particular, given the Group's history of raising capital to date, and the LDA Capital facilities the Directors are confident of the Group's ability to raise additional funds as and when they are required.

Should the Group be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debts as and when they fall due.

5.3.3. Adjustments made subsequent to the lodgement of the ASX Appendix 4E

Subsequent to the lodgement of the ASX Appendix 4E:

- Loss after tax increase by $7,311,973 due to an increase in *Impairment expense* of $7,489,990 and a decrease in *Share-based payment expense* of $178,017.
- Net assets decreased by $7,489,990 due to the decrease in *Intangible assets*;

The changes above represented a decrease in *Total equity* of $7,311,973.

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Directors' report

5.4. Key Business Risks

The Group is subject to various risk factors. Some of these are specific to its business activities while others are of a more general nature. Individually, or in combination, these risk factors may affect the future operating and financial performance of the Group.

5.4.1. Reputation and brand

The strength of Skin Elements' brand and its portfolio is key to business success. Managing the reputation of brands, and mitigating events that may damage brands (e.g., inaccurate media coverage, product quality issues, counterfeit product, third party supplier negligence or incidents, unsatisfactory supplier performance, etc.) is critical to Skin Elements' ongoing success.

5.4.2. Laws, regulations and geopolitical landscape

Skin Elements operates in a highly regulated industry in all markets in which goods are manufactured and sold. Changing geopolitical landscapes and regulations in each of these jurisdictions may impact many aspects of our operations, including tax assessment and dividend payments to the Group and all aspects of the supply chain (access to raw materials, production, manufacturing, pricing, marketing, advertising, labour, distribution, and product sales). Remaining compliant with, abreast of, and responsive to changes (some of which can significantly impact the nature of operations in these markets) requires diligent monitoring and responsiveness by the business.

5.4.3. Cybersecurity and data management

Data and information security is essential to protect business critical intellectual property and data privacy. Continuing advances in technology, systems, and communication channels mean increasing amounts of private and confidential data are now stored electronically. This, together with increasing cybercrime, heightens the need for robust data security measures.

5.4.4. Key partnerships

Skin Elements relies on select key markets and customers (distributors and retailers) to support sales and delivery of strategic initiatives. Suboptimal performance of these markets or key customers, and/or detrimental shifts in market power, could have a significant impact on Skin Elements' ability to deliver against strategic initiatives.

5.4.5. People and culture

Skin Elements' ability to deliver on strategic targets is reliant on retaining and attracting experienced, skilled, and motivated talent. It also requires strong, resilient, and effective leaders as the business grows at pace.

5.4.6. Safety, health and wellbeing

Skin Elements cares about the physical and psychological safety, health and wellbeing of our customers, team members and business partners, including employees of our suppliers. We are committed to creating a safe and supportive environment for everyone working with, using, and impacted by our products and brand. Throughout the COVID-19 pandemic and in the last two years in particular, Skin Elements has ensured that measures were in place to protect our team members and business partners as a matter of priority.

5.4.7. Consumer and marketplace

Unanticipated changes in consumer preferences and demand, or competitive pressures that significantly alter the market landscape (e.g., COVID-19, online channel growth, acquisitions, aggressive price wars) can have adverse effects on the business' ability to capture growth opportunities or effectively manage inventory and supply.

5.4.8. Significant business interruption

Skin Elements' current scope of operations could expose it to a range of business disruption risks, such as environmental catastrophes, pandemics (such as COVID-19), natural and manmade hazards and incidents, or politically motivated violence or actions. Significant business disruption could result in Skin Elements' sites or employees being harmed or threatened, loss of key infrastructure, impacts to supply chain, manufacturing and inventory shortages or loss, financial and reputation impacts.

5.4.9. Climate and sustainability

Skin Elements' high quality and sustainability standards together with limited availability of natural ingredients, puts pressure on the continuous supply of some key products. Skin Elements' ability to effectively respond to and manage the impacts of climate related change and changing markets is key to the company's values, commitments and growth initiatives.

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Directors' report

5.4.10. Financial and treasury

Major events in financial markets (e.g., fluctuations to currency, interest rates, FX, cost of capital, banking/commercial credit, etc.), economic, political, social and/ or major business event (e.g., product recall, pandemics like COVID-19 etc.) can significantly impact the business' profitability, cash flow and results. Our ability to hold sufficient liquidity to ensure the fulfilment of all payment obligations, and the management of capital and availability of funding, are important requirements to support business operations and growth.

5.5. Events Subsequent to Reporting Date

There are no significant after balance date events that are not covered in this Directors' Report or within the financial statements as disclosed in note 12 *Events subsequent to reporting date.*

5.6. Future Developments, Prospects, and Business Strategies

Likely developments in the operations, business strategies and prospects of the Group include:

- The Company will undertake future capital raising through either equity placement facility, private placement or entitlement issue, and the consideration of other equity and debt proposals
- The Company will continue to focus on development and commercialisation of its natural anti-microbial technology as set out in its review of operations.

Other likely developments, future prospects and business strategies of the operations of the Group and the expected results of those operations have not been included in this report particularly given the early stage of the Company's commercial operations with its new expanded range of natural and organic products. The Directors believe that the inclusion of such information would be likely to be unreasonably prejudicial to the Group.

5.7. Environmental Regulations

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

The Directors have considered the enacted *National Greenhouse and Energy Reporting Act 2007* (the NGER Act) which introduced a single national reporting framework for the reporting and dissemination of information about the greenhouse gas emissions, greenhouse gas projects, and energy use and production of corporations. At the current stage of development, the Directors have determined that the NGER Act has no effect on the Company for the current, nor subsequent, financial year. The Directors will reassess this position as and when the need arises.

6. Information relating to the Directors

Peter Malone	Executive Chairman and Chief Executive Officer *(Appointed 4 September 2015)* Non-independent	
Qualifications	B.Arch. MBA	
Experience	Mr Malone has over 30 years' experience in global financial markets and has been responsible for raising AUD$100m+ for technology development companies. He has a proven track record in developing and managing technology development programs, from idea stage to reality. Previous CEO to listed companies, he has a master's degree from UWA and has taught and consulted in Australia, USA, Europe and Asia in business and management. Mr Malone is responsible for the strategic direction of the Group and is its Managing Director and Chief Executive Officer of the Company.	
Interest in equity	31,743,116 5,290,520 127,000,000	Ordinary Shares Options Performance rights
Directorships held in other listed entities during the prior three years	None	
Filippo (Phil) Giglia	Non-Executive Director *(Appointed 22 November 2017)* Chairman of the Audit Committee, Remuneration Committee and Nomination Committee Non-Independent	
Qualifications	B.Bus, CA, Registered Company Auditor, Registered Tax Agent	

Directors' report

Experience	Mr Giglia joined the Skin Elements' Board in November 2017. Mr Giglia is a Chartered Accountant with more than 25 years' experience in senior roles, with a strong depth of expertise in the small to medium enterprise sector. Mr Giglia worked for leading global accountancy firm Price Waterhouse Coopers from 1985 to 1991. He is the founder and principal of Perth accountancy practice, Giglia & Associates, and is also a director of Global Marine Enclosures Pty Ltd. Mr Giglia has a Bachelor of Business (with Distinction) from Curtain University, and is a Member of the Institute of Chartered Accountants in Australia and New Zealand.
Interest in equity	5,069,277 Ordinary Shares 844,880 Options 10,000,000 Performance rights
Directorships held in other listed entities during the prior three years	None

Stuart Usher

	Non-Executive Director *(Appointed on 17 January 2023)* Company Secretary *(Appointed on 17 January 2023)* Non-Independent
Qualifications	B.Bus, CPA, Grad Dip CSP, MBA, AGIA, FCIS
Experience	Mr Usher is a CPA and Chartered Company Secretary with 25 years of extensive experience in the management and corporate affairs of public listed companies. He holds an MBA from the University of Western Australia and has extensive experience across many industries focusing on Corporate & Financial Management, Strategy & Planning, Mergers & Acquisitions, and Investor Relations & Corporate Governance.
Interest in equity	Nil
Directorships held in other listed entities during the prior three years	Story-I Limited Tian Poh Resources Limited

Former Directors

Lee Christensen

	Non-Executive Director *(Appointed 31 August 2021, resigned on 17 January 2023)* Independent
Qualifications	B.Law (Hons), B.Jurisprudence, B.Com
Experience	Mr Christensen is the principal of CX Law, a progressive legal practice in Perth, Western Australia. He has over 30 years' experience as a barrister and solicitor in corporate and commercial law particularly restructuring and solvency, and ASX and ASIC regulatory matters.
Interest in equity	37,500 Ordinary Shares 2,000,000 Performance rights
Directorships held in other listed entities during the prior three years	Mr Christensen currently is Non-executive Chairman of Titanium Sands Limited (ASX: TSL) since April 2015.

John Poulsen

	Non-Executive Director *(Resigned 31 August 2021)* Independent
Qualifications	B.Law (Hons), B.Jurisprudence
Experience	Mr Poulsen joined the Skin Elements Board in October 2020. Mr Poulsen has over 37 years' experience in finance, commercial and public policy law in Australia. He was formerly the Managing Partner and CEO of Squire Patton Boggs (previously Minter Ellison) a top 10 Global Law Firm.
Interest in equity	120,000 Ordinary Shares
Directorships held in other listed entities during the prior three years	None

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Directors' report

7. Meetings of directors and committees

During the financial year, ten meetings of Directors (including committees of Directors) were held.

	DIRECTORS MEETINGS		REMUNERATION AND NOMINATION COMMITTEE		AUDIT AND RISK COMMITTEE		FINANCE AND OPERATIONS COMMITTEE	
	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended	Number eligible to attend	Number Attended
Peter Malone	10	10	1	1	2	2	*The Finance and Operations Committee comprise the full Board. The Board believes the Company is not currently of a size nor are its affairs of such complexity as to warrant the establishment of a separate committee. Accordingly, all matters capable of delegation to such committees are considered by the full Board.*	
Filippo (Phil) Giglia	10	10	1	1	2	2		
Stuart Usher[1]	5	5	-	-	-	-		
Lee Christensen[2]	5	4	-	-	-	-		

[1] *Stuart Usher was appointed on 17 January 2023*

[2] *Lee Christensen resigned on 17 January 2023.*

7.1. Risk management

The Board takes a pro-active approach to risk management. The Board is ultimately responsible for ensuring that risks and opportunities are identified on a timely basis and the Group's objectives and activities are aligned with the risks and opportunities identified by the Board.

The Board has established an Audit and Risk Committee that operates under a charter approved by the Board. The purpose of the Audit and Risk Committee is to assist the Board in fulfilling its corporate governance, oversight, risk management and compliance practices responsibilities.

8. Indemnifying officers or auditor

8.1. Indemnification

During the financial year the Company paid a premium in respect of a contract insuring the Directors and officers of the Company against a liability incurred by such directors and officers to the extent permitted by the Corporations Act 2001. The Company has not otherwise during or since the end of the year, indemnified, or agreed to indemnify an officer or an auditor of the Company, or of any related body corporate, against a liability incurred by such an officer or auditor.

8.2. Insurance premiums

During the year, the Company paid insurance premiums to insure directors and officers against certain liabilities arising out of their conduct while acting as an officer of the Group. In accordance with the policy, the amount of premium cannot be disclosed.

9. Options

9.1. Unissued shares under option

At the date of this report, the unissued ordinary shares of the Company under option (listed and unlisted) are as follows:

ASX Security Code	Grant Date	Date of Expiry	Exercise Price $	Number under Option
SKNOD	05.2023 & 06.2023	31.05.2026	0.025	113,351,198
SKNAH (T1)	30.03.2021	15.03.2024	0.120	10,000,000
SKNAH (T2)	30.03.2021	15.03.2024	0.150	10,000,000
SKNAH (T3)	30.03.2021	15.03.2024	0.180	4,000,000
SKNAH (T4)	30.03.2021	15.03.2024	0.220	2,000,000
SKNAS	11.2022 & 02.2023	31.10.2025	0.050	58,000,000
				197,351,198

No person entitled to exercise the option has or has any right by virtue of the option to participate in any share issue of the Company or any other body corporate.

9.2. Shares issued on exercise of options

At the date of this report, no ordinary shares have been issued by the Company during the financial year due to the exercise of options (2022: nil).

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Directors' report

10. Auditor's independence and non-audit services

10.1. Auditor independence

The Company's auditor's, BDO Audit (WA) Pty Ltd's (**BDO**), independence declaration under section 307C of the *Corporations Act 2001* (Cth) for the year ended 30 June 2023 has been received and can be found on page 17 and forms part of this Directors' report for the year ended 30 June 2023.

10.2. Non-audit services

During the year, BDO Corporate Tax (WA) Pty Ltd provided professional advisory services to assist the Group with the preparation of *Research & Development Tax* rebate registration. Fees for this service amounted to $30,385 (2022: $16,122).

Details of remuneration paid to the auditor can be found within the financial statements at note 16 *Auditor's Remuneration* on page 49.

As non-audit services are provided by BDO, the Board followed certain procedures to ensure that the provision of non-audit services are compatible with, and do not compromise, the auditor independence requirements of the *Corporations Act 2001* (Cth). These procedures include:

- non-audit services will be subject to the corporate governance procedures adopted by the Company and will be reviewed by the Board to ensure they do not impact the integrity and objectivity of the auditor; and
- ensuring non-audit services do not involve reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as an advocate for the Company or jointly sharing risks and rewards.

11. Proceedings on behalf of the Company

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

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001* (Cth).

12. Remuneration report (audited)

This report outlines the remuneration arrangements in place for the key management personnel of Skin Elements Limited (the **Company** or **Group** or individually **Skin Elements**) for the financial year ended 30 June 2023 and comparatives for the year ended 30 June 2022. The information in this remuneration report has been audited as required by s308(3C) of the *Corporations Act 2001* (Cth).

12.1. Key management personnel (KMP) covered in this report

For the purposes of this report KMP of Skin Elements are defined as those persons having authority and responsibility for planning, directing, and controlling the major activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company and all KMP. KMP comprise:

- *Directors*
  - Peter Malone — Executive Chairman and Chief Executive Officer
  - Filippo (Phil) Giglia — Non-Executive Director
  - Stuart Usher — Non-Executive Director *(Appointed 17 January 2023)*
- *Other key management personnel*
  - Leo Fung — Chief Technical Advisor
  - Craig Piercy — Chief Financial Officer
- *Former KMP included in comparative information*
  - Lee Christensen — Independent Non-Executive Director *(Appointed 31 August 2021, Resigned 17 January 2023)*
  - John Poulsen — Independent Non-Executive Director (*Resigned 31 August 2021*)

12.1.1. *Changes since the end of the reporting period*

There have been no other changes since the end of the reporting period.

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Directors' report

12. Remuneration report (audited)

12.2. Principles used to determine the nature and amount of remuneration

12.2.1. *Remuneration Policy*

The Board has established a Nomination and Remuneration Committee. The Committee shall provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities, however, ultimate responsibility for the Company's nomination and remuneration practices remains with the Board. The main functions and responsibilities of the Committee include the following:

- assisting the Board in examining the selection and appointment practices of the Company;
- ensuring remuneration arrangements are equitable and transparent and enable the Company to attract and retain executives and directors (executive and non-executive) who will create sustainable value for members and other stakeholders;
- ensuring the Board is of an effective composition, size, and commitment to adequately discharge its responsibilities and duties;
- reviewing Board succession plans and Board renewal;
- reviewing the processes for evaluating the performance of the Board, its committees and individual directors and ensuring that a fair and responsible reward is provided to executives and directors having regard to their performance evaluation;
- reviewing levels of diversity within the Company and Board and reporting on achievements pursuant to any diversity policy developed by the Board;
- reviewing the Company's remuneration, recruitment, retention and termination policies for the Board and senior executives; and
- complying with all relevant legislation and regulations including ASX Listing Rules and *Corporations Act 2001* (Cth).

12.2.2. *Remuneration structure*

The Group's policy for determining the nature and amount of remuneration of KMP is as follows:

a. *Non-Executive Directors*

The remuneration of non-executive Directors will be determined by the Board having regard to the Remuneration Committee's recommendations and evaluation of each individual Director's contribution to the Board.

The maximum aggregate annual remuneration of non-executive directors is subject to approval by the shareholders in general meeting in accordance with the Company's Constitution, the ASX Listing Rules and the *Corporations Act 2001* (Cth). The current maximum aggregate remuneration amount to non-executive directors approved by shareholders under the Constitution is $500,000 per year. The Directors have resolved that fees payable to non-executive directors for Board activities are $24,000 per year with an additional fee of $2,000 per year payable to the Chairman of the Audit and Risk Committee and the Nomination and Remuneration Committee.

b. *Executive Directors and other Senior Executives*

The Company's remuneration policy reflects the Company's obligation to align executive remuneration with shareholders' interests and to engage appropriately qualified executive talent for the benefit of the Company. In particular, reward should reflect the competitive global market in which the Company operates, individual reward should be linked to performance criteria, and should reward both financial and non-financial performance of the Director.

The Board and the *Nomination & Remuneration Committee* are in the process of assessing and implementing the Company's executive reward framework to ensure reward for performance is competitive and appropriate for the results delivered.

12.2.3. *Performance Based Remuneration – Short-term and long-term incentive structure*

The Board will review short-term and long-term incentive structures from time to time. Any incentive structure will be aligned with shareholders' interests.

a. *Short-term incentives*

No short-term incentives in the form of cash bonuses were granted during the year.

Directors' report

12. Remuneration report (audited)

b. *Long-term incentives*

The Company has in place an Equity Incentive Plan to provide Performance Rights, Options, or Restricted Shares to Directors, Employees, or contractor of the Company. For the year ended 30 June 2023 other than as set out in the Share-based Compensation – Employee Incentive Plan all executive remuneration is set at base level fixed amounts at commensurate market rates or lower. The Equity Incentive Plan aligns shareholder and stakeholder values with executives as the hurdles embedded in the incentive plans include target share price milestones which are typically set at prices above the current share price at the date of issue and expire within a defined timeframe, as detailed in note 18.2.2 on page 50.

The executive Directors will be eligible to participate in any short term and long-term incentive arrangements operated or introduced by the Company (or any subsidiary) from time to time.

The relative proportions of executive remuneration that is fixed or at risk is outlined below:

Group KMP	Contract Commencement / Termination Date	Proportions of Elements of Remuneration Not Related to Performance (Fixed remuneration)		Proportions of Elements of Remuneration Related to Performance (At Risk – LTI)	
		2023 %	2022 %	2023 %	2022 %
Peter Malone	Appt 4.9.2015[1]	72	70	28	30
Filippo (Phil) Giglia	Appt 22.11.2017	61	95	39	5
Stuart Usher	Appt 17.01.2023	100	N/A	Nil	N/A
Lee Christensen	Ceased 17.01.2023	98	98	2	2
John Poulsen	Ceased 31.08.2021	N/A	100	N/A	-
Craig Piercy	Appt 29.11.2019[1]	91	86	9	14
Leo Fung	Appt 18.02.2019[1]	88	86	12	14

[1] These appointment dates are for the ultimate holding company Skin Elements Limited. Mr Malone, Mr Piercy, and Mr Fung were appointed as executives of wholly owned subsidiary SE Operations Pty Ltd on 1 March 2005.

12.2.4. *Service agreements*

Remuneration and terms of employment for other key management personnel are formalised in consultancy and employment agreements. The major provisions relating to remuneration to existing directors are set out below.

a. *Executive Agreement*

(1) **Peter Malone** *Executive Chairman*

The Company has entered into a consultancy agreement with Boston Technology Management Pty Ltd (**Boston Consultancy Agreement**) to provide services to the Group. Mr Malone is engaged by Boston Technology Management Pty Ltd to act as the Executive Chairman and Chief Executive Officer of the Group. Boston Technology Management Pty Ltd is paid a consulting fee of A$20,000 (plus GST) per month for at least 100 hours of service per month and is reimbursed for reasonable expenses incurred in the performance of its duties.

The Boston Consultancy Agreement is on a continuing basis unless terminated by either party. The Boston Consultancy Agreement contains standard termination provisions under which the Company must give 3 months' written notice of termination (or shorter period in the event of a material breach) or alternatively payment in lieu of service. At the end of the notice period the Company must pay to - Boston Technology Management Pty Ltd an amount equal to the consulting fee that would otherwise be payable to Boston Technology Management Pty Ltd over the 3-month period if the engagement had not been terminated.

(2) **Leo Fung** *Chief Technical Advisor*

The Company has entered into a consultancy agreement with Blackridge Group Pty Ltd (**Blackridge Consultancy Agreement**) to provide services to the Group. Mr Leo Fung is engaged by Blackridge Group Pty Ltd to act as the Chief Technical Advisor of the Group. Blackridge Group Pty Ltd is paid a consulting fee of A$13,000 (plus GST) per month for at least 100 hours of service per month and is reimbursed for reasonable expenses incurred in the performance of its duties.

The Blackridge Consultancy Agreement is on a continuing basis unless terminated by either party. The Blackridge Consultancy Agreement contains standard termination provisions under which the Company must give 3 months written notice of termination (or shorter period in the event of a material breach) or alternatively payment in lieu of service. At the end of the notice period the Company must pay to Blackridge Group Pty Ltd an amount equal to the consulting fee that would otherwise be payable to Blackridge Group Pty Ltd over the 3-month period if the engagement had not been terminated.

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Directors' report

12. Remuneration report (audited)

(3) **Craig Piercy** *Chief Financial Officer*

The Company has entered into a consultancy agreement with Boston Technology Management Pty Ltd (**Boston Consultancy Agreement**) to provide services to the Group. Mr Piercy is engaged by Boston Technology Management Pty Ltd to act as the Company Secretary and Chief Financial Officer of the Group. Boston Technology Management Pty Ltd is paid a consulting fee of A$13,000 (plus GST) per month for at least 100 hours of service per month and is reimbursed for reasonable expenses incurred in the performance of its duties.

The Boston Consultancy Agreement is on a continuing basis unless terminated by either party. The Boston Consultancy Agreement contains standard termination provisions under which the Company must give 3 months written notice of termination (or shorter period in the event of a material breach) or alternatively payment in lieu of service. At the end of the notice period the Company must pay to Boston Technology Management Pty Ltd an amount equal to the consulting fee that would otherwise be payable to Boston Technology Management Pty Ltd over the 3-month period if the engagement had not been terminated. These amounts have been included in the remuneration report below.

12.2.5. *Engagement of Remuneration Consultants*

During the financial year, the Company did not engage any remuneration consultants.

12.2.6. *Relationship between Remuneration of KMP and Earnings*

In considering the Group's performance and benefits for shareholders wealth, the Board has regard to the following indices in respect of the current financial year and the previous four financial years (where applicable). Reported below are measures of the Group's financial performance over the last five years as required by the *Corporations Act 2001* (Cth). However, these are not necessarily consistent with the measures used in determining the variable amounts of remuneration to be awarded to KMPs. As a consequence, there may not always be a direct correlation between the statutory key performance measures and the variable remuneration awarded:

As at 30 June	2023	2022	2021	2020	2019
Revenue ($)	194,131	1,408,330	288,741	425,167	798,107
Loss for the year attributable to owners of the Company ($)	(11,416,168)	(1,580,910)	(3,042,523)	(1,910,234)	(1,967,761)
Basic earnings per share (cents)	(2.61)	(0.40)	(0.87)	(0.85)	(1.46)
Dividend payments ($'000)	Nil	Nil	Nil	Nil	Nil
Share price (cents per share) [1, 2]	0.80	2.60	10.00	8.00	2.16
Increase/(decrease) in share price (%)	(69.23)	(74.00)	25.00	270.37	(22.86)

[1] **FY2021:** At last trade date, 14 January 2021. Company at the 30 June 2021 balance date was suspended

[2] **FY2020:** At last trade date, 8 May 2020. Company was suspended until reinstatement on 16 October 2020.

Directors' report

12. Remuneration report (audited)

12.3. Directors and KMP remuneration

The following table of benefits and payments represents the components of the current year and comparative year remuneration expenses for each member of KMP of the Group. Such amounts have been calculated in accordance with Australian Accounting Standards.

2023– Group	Short-term benefits				Post-employment benefits	Long-term benefits	Termination benefits	Equity-settled share-based payments		Total
Group KMP	Salary, fees and leave	Profit share and bonuses	Non-monetary	Other[9]	Super-annuation	Other		Equity	Performance Rights	
	$	$	$	$	$	$	$	$	$	$
Peter Malone[1][2]	240,000	-	-	261,795	-	-	-	-	192,217	694,012
Filippo (Phil) Giglia[3]	60,000	-	-	-	-	-	-	-	37,836	97,836
Stuart Usher[4]	41,129	-	-	-	-	-	-	-	-	41,129
Lee Christensen[5]	19,091	-	-	-	-	-	-	-	3,815	22,906
Craig Piercy[7]	156,000	-	-	170,167	-	-	-	-	32,857	359,024
Leo Fung[8]	156,000	-	-	170,167	-	-	-	-	32,857	359,024
	672,220	-	-	602,129	-	-	-	-	299,582	1,573,931

2022 – Group	Short-term benefits				Post-employment benefits	Long-term benefits	Termination benefits	Equity-settled share-based payments		Total
Group KMP	Salary, fees and leave	Profit share and bonuses	Non-monetary	Other	Super-annuation	Other		Equity	Performance Rights	
	$	$	$	$	$	$	$	$	$	$
Peter Malone[1]	240,000	-	-	-	-	-	-	-	85,419	325,419
Filippo (Phil) Giglia[3]	74,455	-	-	-	-	-	-	-	6,738	81,193
Lee Christensen[5]	50,000	-	-	-	-	-	-	-	1,348	51,348
John Poulsen[6]	2,000	-	-	-	-	-	-	-	-	2,000
Craig Piercy[7]	156,000	-	-	-	-	-	-	-	11,607	167,607
Leo Fung[8]	156,000	-	-	-	-	-	-	-	11,607	167,607
	678,455	-	-	-	-	-	-	-	116,719	795,174

(1) Peter Malone fees paid to Boston Technology Management Pty Ltd.

(2) In 2023, Peter Malone received equity-settled share-based payments comprising $294,482 and a derecognition of rights amounting to ($102,265), as described in note 18.2.2b, resulting in a net share-based payment of $192,217.

(3) Filippo (Phil) Giglia fees paid to Colosseum Securities Pty Ltd; agreement commenced on 22 November 2017.

(4) Stuart Usher was appointed 17 January 2023. He received director fees and company secretary fees through two service entities.

(5) Lee Christensen was appointed 31 August 2021 and resigned on 17 January 2023.

(6) John Poulsen resigned on 31 August 2021.

(7) Craig Piercy's fees are paid to Boston Technology Management Pty Ltd.

(8) Leo Fung's fees are paid to Blackridge Group Pty Ltd who engage Leo Fung.

(9) Other short-term benefits for 2023 represent the accrual of historic annual and long service leave entitlements and superannuation entitlements. These represent recognition of normal commercial entitlements from current and previous periods not previously recognised

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Directors' report

12. Remuneration report (audited)

12.4. Share-based compensation

12.4.1. As at the date of this report the Company had the following securities on issue/lapse in connection with KMP share-based payments:

2023– Group *Group KMP*	Type of rights	Number of rights at the start of the year/grant date No.	Value of rights at grant date[1] $	Number of rights vested during the year No.	Value of rights at vesting date[1] $	Number of rights lapsed during the year No.	Value at lapse date $
Peter Malone	2019[2]	27,000,000	116,640	-	-	-	-
	2022 Class A	50,000,000	100,000	-	-	-	-
	2022 Class B	50,000,000	902,363	-	-	-	-
Filippo (Phil) Giglia	2022 Class B	10,000,000	180,473	-	-	-	-
Lee Christensen	2022 Class B	2,000,000	36,095	-	-	-	-
Craig Piercy	2022 Class A	25,000,000	50,000	-	-	-	-
Leo Fung	2022 Class A	25,000,000	50,000	-	-	-	-
		189,000,000	1,435,571	-	-	-	-

(1) The value at grant date calculated in accordance with AASB2 *Share-based payments* of rights granted as part of remuneration. These have been valued at fair value determined using Black Scholes option pricing model. No adjustment has been made for the value of rights which lapsed during the year.

(2) The 2019 rights were derecognised due to not meeting conditions as described in note 18.2.2b.

12.4.2. *Employee Incentive Plan*

The Company has established an Equity Incentive Plan (**EIP**) to assist in the motivation, retention and reward of senior management and other employees. The EIP is designed to align the interest of senior management and other employees with the interest of Shareholders by providing an opportunity for the participants to receive an equity interest in the Company.

12.5. KMP equity holdings

12.5.1. *Fully paid ordinary shares of Skin Elements Limited held by each KMP*

The number of ordinary shares in the Company held during the financial year by each Director of Skin Elements Limited and any other KMP of the Company, including their personally related parties, are as follows:

2023– Group *Group KMP*	Balance at start of year or date of appointment No.	Received during the year as remuneration No.	Received during the year on the exercise of options No.	Other changes during the year[3] No.	Balance at end of year or date of resignation No.
Peter Malone	26,452,596	-	-	5,290,520	31,743,116
Filippo (Phil) Giglia	4,224,397	-	-	844,880	5,069,277
Stuart Usher[1]	-	-	-	-	-
Lee Christensen[2]	37,500	-	-	-	37,500
Craig Piercy	16,282,136	-	-	3,256,429	19,538,565
Leo Fung	14,665,290	-	-	2,933,058	17,598,348
	61,661,919	-	-	12,324,887	73,986,806

(1) Stuart Usher was appointed 17 January 2023.

(2) Lee Christensen was appointed 31 August 2021 and resigned on 17 January 2023.

(3) Other changes represent on-market acquisition of shares.

Directors' report

12. Remuneration report (audited)

12.5.2. *Options in Skin Elements Limited held by each KMP*

The number of Performance Shares in the Company, directly, indirectly or beneficially, by each KMP, including their personally-related entities for the year ended 30 June 2023 is as follows:

2023– Group *Group KMP*	Balance at start of year or date of appointment No.	Granted as remuneration during the year No.	Exercised during the year No.	Other changes during the year[3] No.	Expired No.	Balance at end of year or date of resignation No.
Peter Malone	-	-	-	5,290,520	-	5,290,520
Filippo (Phil) Giglia	-	-	-	844,880	-	844,880
Stuart Usher[1]	-	-	-	-	-	-
Lee Christensen[2]	-	-	-	-	-	-
Craig Piercy	-	-	-	3,256,429	-	3,256,429
Leo Fung	-	-	-	2,933,058	-	2,933,058
	-	-	-	12,324,887	-	12,324,887

[1] Stuart Usher was appointed 17 January 2023.

[2] Lee Christensen was appointed 31 August 2021 and resigned on 17 January 2023.

[3] Other changes represent on-market acquisition of shares.

12.5.3. *Performance Rights of Skin Elements Limited held by each KMP*

The number of Performance Shares in the Company, directly, indirectly or beneficially, by each KMP, including their personally-related entities for the year ended 30 June 2023 is as follows:

2023– Group *Group KMP*	Balance at start of year or date of appointment No.	Received during the year as remuneration No.	Other changes during the year[3] No.	Balance at end of year or date of resignation No.	Maximum value yet to vest $
Peter Malone	127,000,000	-	-	127,000,000	679,493
Filippo (Phil) Giglia	10,000,000	-	-	10,000,000	135,899
Stuart Usher[1]	-	-	-	-	-
Lee Christensen[2]	2,000,000	-	-	2,000,000	27,180
Craig Piercy	25,000,000	-	-	25,000,000	-
Leo Fung	25,000,000	-	-	25,000,000	-
	189,000,000	-	-	189,000,000	842,572

[1] Stuart Usher was appointed 17 January 2023.

[2] Lee Christensen was appointed 31 August 2021 and resigned on 17 January 2023.

[3] Other changes represent on-market acquisition of shares.

12.6. Other Equity-related KMP Transactions

There have been no other transactions involving equity instruments other than those described in the tables above relating to options, rights, and shareholdings.

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Directors' report

12. Remuneration report (audited)

12.7. Other transactions with KMP and or their Related Parties

12.7.1. *Other Transactions with Key Management Personnel*

Entity	Nature of transactions	KMP	Payable Balance 2023 $	Payable Balance 2022 $
Boston Corporate Pty Ltd	Service Fees	Peter Malone	59,737	124,863
Colosseum Securities Pty Ltd	Director's fee	Filippo (Phil) Giglia	37,472	60,500
Spitfire Corporate Advisory Pty Ltd	Director's fee	Stuart Usher[1]	30,161	-
Geneva Partners Pty Ltd	Company secretary fees	Stuart Usher[1]	15,081	-
Pooky Corp Pty Ltd	Director's fee	Lee Christensen[2]	-	44,000
Pickle Pty Ltd	Director's fee	John Poulsen[3]	-	-
Boston Corporate Pty Ltd	Service Fees	Craig Piercy	179,176	55,049
Blackridge Pty Ltd	Service Fees	Leo Fung	104,428	4,009
			426,055	288,421

(1) Stuart Usher was appointed 17 January 2023.

(2) Lee Christensen was appointed 31 August 2021 and resigned on 17 January 2023.

(3) John Poulsen resigned on 31 August 2021.

There have been no other transactions in addition to those described in the remuneration report or as detailed in note 15 *Related party transactions*.

12.8. Voting of shareholders at last year's annual general meeting (AGM)

The Company received 99.31% proxy votes and 99.90% poll votes of "*yes*" votes on its remuneration report for the 2022 financial year. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

END OF REMUNERATION REPORT

This Report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of directors made pursuant to s.298(2) of the *Corporations Act 2001* (Cth).

PETER MALONE
Executive Chairman
Dated this Friday, 29 September 2023

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DECLARATION OF INDEPENDENCE BY GLYN O'BRIEN TO THE DIRECTORS OF SKIN ELEMENTS LIMITED

As lead auditor of Skin Elements Limited for the year ended 30 June 2023, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
2. No contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Skin Elements Limited and the entities it controlled during the period.

Glyn O'Brien

Director

BDO Audit (WA) Pty Ltd

Perth

29 September 2023

BDO Audit (WA) Pty Ltd ABN 79 112 284 787 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit (WA) Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation.

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Consolidated statement of profit or loss and other comprehensive income

for the year ended 30 June 2023

	Note	2023 $	2022 $
Continuing operations			
Revenue	1.1	194,131	1,408,330
Cost of sales		(99,014)	(365,174)
Gross profit		95,117	1,043,156
Other income	1.2	1,183,463	1,476,671
Administrative and other costs		(1,946,879)	(1,637,954)
Research and development costs		(1,690,254)	(2,024,235)
Selling and distribution costs		(143,647)	(425,183)
Operating loss		(2,502,200)	(1,567,545)
Interest and finance costs		(58,252)	(13,365)
Impairment expense	4.2.3, 5.2.3a	(8,017,774)	-
Put option agreement fees expensed	4.6.3	(837,942)	-
Loss before tax	2.1	(11,416,168)	(1,580,910)
Income tax benefit	3.1	-	-
Net loss for the year		(11,416,168)	(1,580,910)
Other comprehensive income, net of income tax		-	-
Other comprehensive income for the period, net of tax		-	-
Total comprehensive income attributable to members of the parent entity		(11,416,168)	(1,580,910)
Earnings per share:		¢	¢
Basic and diluted loss per share (cents per share)	17.4	(2.61)	(0.40)

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

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Consolidated statement of financial position

as at 30 June 2023

	Note	2023 $	2022 $
Current assets			
Cash and cash equivalents	4.1	358,432	748,050
Trade and other receivables	4.2	1,172,336	1,357,892
Inventories	5.1	83,845	154,274
Other current assets	4.3.1	57,207	88,489
Financial Assets	4.6.1	-	502,000
Total current assets		1,671,820	2,850,705
Non-current assets			
Right of use asset - property, plant, and equipment		14,460	20,554
Financial Assets	4.6.1	-	335,942
Intangible assets	5.2	-	7,890,070
Total non-current assets		14,460	8,246,566
Total assets		1,686,280	11,097,271
Current liabilities			
Trade and other payables	4.4.1	1,063,725	767,733
Borrowings	4.5.1	17,752	24,529
Derivative liabilities	4.6.2	-	26,500
Total current liabilities		1,081,477	818,762
Non-current liabilities			
Trade and other payables	4.4.2	-	200,000
Derivative liabilities	4.6.2	-	26,500
Total non-current liabilities		-	226,500
Total liabilities		1,081,477	1,045,262
Net assets		604,803	10,052,009
Equity			
Issued capital	6.1.1	24,244,454	22,871,096
Reserves	6.4	824,698	229,094
Accumulated losses		(24,464,349)	(13,048,181)
Total equity		604,803	10,052,009

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

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Consolidated statement of changes in equity

for the year ended 30 June 2023

	Note	Contributed equity $	Accumulated losses $	Share-based payment reserve $	Total equity $
Balance at 1 July 2021		20,978,594	(11,467,271)	91,252	9,602,575
Loss for the year attributable to the owners of the parent		-	(1,580,910)	-	(1,580,910)
Other comprehensive income for the year attributable to the owners of the parent		-	-	-	-
Total comprehensive income for the year attributable to the owners of the parent		-	(1,580,910)	-	(1,580,910)
Transaction with owners, directly in equity					
Shares issued during the year *(net of costs)*	6.1.1	1,892,502	-	-	1,892,502
Share-based payments during the year	6.3.1	-	-	137,842	137,842
Balance at 30 June 2022		22,871,096	(13,048,181)	229,094	10,052,009
Balance at 1 July 2022		22,871,096	(13,048,181)	229,094	10,052,009
Loss for the year attributable to the owners of the parent		-	(11,416,168)	-	(11,416,168)
Other comprehensive loss for the year attributable to the owners of the parent		-	-	-	-
Total comprehensive loss for the year attributable to the owners of the parent		-	(11,416,168)	-	(11,416,168)
Transaction with owners, directly in equity					
Shares issued during the year *(net of costs)*	6.1.1	1,268,355	-	-	1,268,355
Share-based payments during the year: *share*	6.1.1	105,003	-		105,003
Share-based payments during the year: *options*	6.2.1	-	-	335,827	335,827
Share-based payments during the year: *rights*	6.3.1	-	-	259,777	259,777
Balance at 30 June 2023		24,244,454	(24,464,349)	824,698	604,803

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 2023

	Note	2023 $	2022 $
Cash flows from operating activities			
Receipts from customers		193,326	358,355
Payments to suppliers and employees		(2,955,997)	(3,566,046)
Receipt of *Research and development tax incentive* grant income		984,992	988,711
Interest paid and facility fees		(58,252)	(13,365)
Net cash used in operating activities	4.1.2	(1,835,931)	(2,232,345)
Cash flows from investing activities			
Net cash used in investing activities		-	-
Cash flows from financing activities			
Proceeds from issue of shares	6.1.1	1,772,102	2,100,000
Share issue costs		(129,837)	(141,440)
Proceeds of borrowings	4.1.2b	638,251	734,203
Repayments of borrowings	4.1.2b	(834,203)	-
Net cash provided by financing activities		1,446,313	2,692,763
Net increase in cash and cash equivalents held		(389,618)	460,418
Cash and cash equivalents at the beginning of the year		748,050	287,632
Cash and cash equivalents at the end of the year	4.1	358,432	748,050

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

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Notes to the consolidated financial statements

for the year ended 30 June 2023

In preparing the 2023 financial statements, Skin Elements Limited has grouped notes into sections under five key categories:

- Section A: How the numbers are calculated 23
- Section B: Risk 42
- Section C: Group structure 46
- Section D: Unrecognised items 47
- Section E: Other Information 48

Significant accounting policies specific to each note are included within that note. Accounting policies that are determined to be non-significant are not included in the financial statements.

The financial report is presented in Australian dollars, except where otherwise stated.

Company details

The registered office of the Company is:

Street + Postal: 1242 Hay Street
West Perth WA 6005
Australia

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Notes to the consolidated financial statements

for the year ended 30 June 2023

SECTION A. HOW THE NUMBERS ARE CALCULATED

This section provides additional information about those individual line items in the financial statements that the Directors consider most relevant in the context of the operations of the entity, including:

(a) accounting policies that are relevant for an understanding of the items recognised in the financial statements. These cover situations where the accounting standards either allow a choice or do not deal with a particular type of transaction.

(b) analysis and sub-totals.

(c) information about estimates and judgements made in relation to particular items.

Note 1	Revenue and other income	Note	2023 $	2022 $
1.1	**Revenue**			
	Sales to customers		194,131	1,408,330
			194,131	1,408,330
1.2	**Other Income**			
	Research and development tax incentive grant income		1,129,934	984,463
	Fair value adjustment of fee options	4.6.7	53,000	492,208
	Interest income		529	-
			1,183,463	1,476,671

1.3 Accounting policies

1.3.1 *Revenue from contracts with customers*

a. *Recognition*

The Group generates revenue from the delivery of goods as follows:

- The Group sells products to external customers using several mediums which include internet sales, employees direct selling, and the use of wholesalers and businesses who purchase the product and are then responsible for their own on selling processes.
- The internet sales are driven by the Skin Element's website which sets out pricing for the product and delivery. Each wholesaler and business customer order is specific to the client's requirements; however, for each category of customer the performance obligations cease when the Group has delivered the goods to the customers. As at 30 June 2023 the Company did not have any material customer contracts at the reporting date.

b. *Revenue from selling goods*

Revenue for sale of sun care and skincare products, is recognised when the customers obtain control of the goods. This usually occurs when the goods are delivered. No other products or services are bundled in such contracts. Invoices are usually payable within 30 days and no element of financing is deemed present as the services are charged within standard credit terms which is consistent with industry practice.

1.3.2 *Government Grants*

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Group will comply with all attached conditions. The Group received the following government grants:

a. *Research and development tax incentive* received or receivable are recognised at fair value where there is a reasonable assurance that the amount will be received and the Group will comply with all attached conditions. The value of the *Research and development tax incentive* received or receivable income is presented as part of profit or loss as other income.

The Group did not benefit directly from any other forms of government assistance.

1.3.3 *Interest income*

Interest revenue is recognised in accordance with note 2.5a *Finance expenses.*

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Notes to the consolidated financial statements

for the year ended 30 June 2023

Note 2	Expenses	Note	2023 $	2022 $
2.1	**Expenses by nature**			
	Administration expenses	2.2	462,142	340,506
	Advertising and marketing expenses		143,647	425,183
	Amortisation	5.2	406,174	406,174
	Corporate expenses	2.3	230,753	294,985
	Employee benefits expense	2.4	798,625	510,500
	Impairment expense	4.2.3,5.2.3a	8,017,774	-
	Occupancy costs		107,437	99,154
	Manufacturing, purchasing, and distribution costs		99,014	365,174
	Put Option Agreement fees expensed	4.6.3	837,942	-
	Research and development expenses		1,690,254	2,024,235
	Total expenses by nature		12,793,762	4,465,911
2.1.1	*Reconciliation to net profit or loss before tax*			
	Total revenue and other income		1,377,594	2,885,001
	Less: Total expenses by nature		(12,793,762)	(4,465,911)
	Net loss before tax		(11,416,168)	(1,580,910)
2.2	**Administration expenses**			
	Accounting expenses		157,709	144,756
	External consulting fees		81,892	40,000
	Travel expenses		13,898	1,808
	Interest expenses and finance facility costs		58,252	13,365
	Other expenses		150,391	140,577
			462,142	340,506
2.3	**Corporate expenses**			
	ASX fees		51,545	60,238
	Audit expenses		71,376	66,345
	Filing fees		-	20,505
	Legal expenses		61,444	125,444
	Share Registry and shareholder communications		46,388	22,453
			230,753	294,985
2.4	**Employee benefits expense**			
	Directors' fees		106,510	106,000
	Executive services contracts		241,749	212,182
	Wages and salaries – non-R&D		190,589	54,476
	Share-based performance rights: *amortisation*	2.4.1	259,777	137,842
			798,625	510,500

2.4.1 The Company has issued performance rights to Directors and Consultants which will convert into fully paid shares on achieving certain performance hurdles. These performance rights are recorded at fair value which is amortised over the vesting period (up to four years from date of issue) or derecognised, as detailed in note 18.2.2.

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Notes to the consolidated financial statements

for the year ended 30 June 2023

Note 2 Expenses (cont.)

2.4.2 *Accounting policy - Employee benefits*

a. *Short-term benefits*

Liabilities for employee benefits for wages, salaries and annual leave that are expected to be settled within 12 months of the reporting date represent present obligations resulting from employees' services provided to the reporting date and are calculated at undiscounted amounts based on remuneration wage and salary rates that the Group expects to pay at the reporting date including related on-costs, such as workers compensation insurance and payroll tax.

Non-accumulating non-monetary benefits, such as medical care, housing, cars and free or subsidised goods and services, are expensed based on the net marginal cost to the Group as the benefits are taken by the employees.

b. *Other long-term benefits*

The Group's obligation in respect of long-term employee benefits other than defined benefit plans, such as long service leave, is the amount of future benefit that employees have earned in return for their service in the current and prior periods plus related on-costs; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the Reserve Bank of Australia's cash rate at the report date that have maturity dates approximating the terms of the Company's obligations. Any actuarial gains or losses are recognised in profit or loss in the period in which they arise. However due to the infancy of the Group, no long service leave has been accrued.

c. *Retirement benefit obligations: Defined contribution superannuation funds*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions onto a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution superannuation funds are recognised as an expense in the income statement as incurred.

d. *Equity-settled compensation*

The grant by the Company of options over its equity instruments to contractors or to its employees is measured at the fair value of contractor's services (where the services can be valued) or at the fair value of the equity instruments provided (which includes employee services received) during the period. The measurement date is the grant date and the cost is recognised over the vesting period for the services received by the Company with an increase to the expense (or asset if it directly relates to the development of an asset) with a corresponding increase to equity or reserves. The amount recognised is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to market conditions not being met.

2.5 Other Significant Accounting Policies related to items of profit and loss

a. *Finance expenses*

Financial expenses comprise interest expense on borrowings calculated using the effective interest method, unwinding of discounts on provisions, changes in the fair value of financial assets at fair value through profit or loss and impairment losses recognised on financial assets. All borrowing costs are recognised in profit or loss using the effective interest method and include:

- interest on the bank overdraft;
- interest on short-term and long-term borrowings; and
- interest on finance leases.

Borrowing costs directly attributable to the acquisition, construction or production of assets that necessarily take a substantial period of time to prepare for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in income in the period in which they are incurred.

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Notes to the consolidated financial statements
for the year ended 30 June 2023

Note 3	Income tax	Note	2023 $	2022 $
3.1	**Income tax expense**			
	Current tax		-	-
	Deferred tax		-	-
			-	-
	Deferred income tax expense included in income tax expense comprises:			
	Increase / (decrease) in deferred tax assets	3.5	-	-
	(Increase) / decrease in deferred tax liabilities		-	-
			-	-
3.2	**Reconciliation of income tax expense to prima facie tax payable**			
	The prima facie tax payable/(benefit) on loss from ordinary activities before income tax is reconciled to the income tax expense as follows:			
	Accounting loss before tax		(11,416,168)	(1,580,910)
	Prima facie tax on operating loss at 25% (2022: 25%)		(2,854,042)	(395,228)
	Add / (Less) tax effect of:			
	Other non-deductible expenses / (non-assessable income)		2,599,457	178,140
	Other temporary differences not recognised		254,585	217,088
	Income tax expense/(benefit) attributable to operating loss		-	-
			2023 %	2022 %
3.3	The applicable weighted average effective tax rates attributable to operating profit are as follows:		Nil	Nil

3.3.1 The tax rates used in the above reconciliations is the corporate tax rate of 25% payable by the Australian corporate entity on taxable profits under Australian tax law.

		2023 $	2022 $
3.4	Balance of the parent company franking account at year end	Nil	Nil
3.5	**Deferred tax assets**		
	Tax losses	1,852,932	1,722,825
	Intangible assets	1,869,952	-
		3,722,884	1,722,825
	Net deferred tax assets	3,722,884	1,722,825
	Less deferred tax assets not recognised	(3,722,884)	(1,722,825)
	Net deferred tax assets	-	-
3.6	**Tax losses and deductible temporary differences**		
	Unused tax losses and deductible temporary differences for which no deferred tax asset has been recognised, that may be utilised to offset tax liabilities:		
	Tax losses	1,852,932	1,722,825
		1,852,932	1,722,825

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Notes to the consolidated financial statements

for the year ended 30 June 2023

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Note 3 Income tax (cont.)

3.6.1 Potential deferred tax assets attributable to tax losses have not been brought to account at 30 June 2023 because the Directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this point in time. These benefits will only be obtained if:

i. the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss to be realised;

ii. the Group continues to comply with conditions for deductibility imposed by law; and

iii. no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the loss.

Tax balances disclosed in the financial statements and notes, are based on the best estimates of Directors. These estimates consider both the financial performance and position of the Group as they pertain to current income taxation legislation, and the Directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents the Directors' best estimate, pending an assessment by tax authorities.

The parent company has accumulated tax losses of $7,411,728 (2022: $6,891,300) which may be available for offset against future taxable profits of the parent company in which the losses arose. The recoupment of these losses is subject to assessment of the Australian Taxation Office.

3.7 Accounting policy

The income tax expense or benefit for the year is the tax payable on the current period's taxable income based on the applicable income tax rate in Australia adjusted by changes in deferred tax assets and liabilities attributable to temporary difference and to unused tax losses.

The current income tax charge is calculated based on the tax laws enacted or substantively enacted at the end of the reporting period in Australia, where the Company's subsidiary and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate based on amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance date.

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities (**DTLs**) are recognised for all taxable temporary differences except:

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

Deferred income tax assets (**DTAs**) are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the DTA relating to a deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when a deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a DTA is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of DTAs is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised DTAs are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the DTA to be recovered. DTAs and DTLs are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss. DTAs and DTLs are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the DTAs and DTLs relate to the same taxable entity and the same taxation authority.

Where the Group receives the Australian Government's *Research and development tax incentive*, the Group accounts for the refundable tax offset under AASB 112. Funds are received as a rebate through the parent company's income tax return.

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Notes to the consolidated financial statements
for the year ended 30 June 2023

Note 4 Financial assets and financial liabilities

4.1 Cash and cash equivalents

	2023 $	2022 $
Cash at bank	358,432	748,050
	358,432	748,050

4.1.1 The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 7 *Financial risk management*.

4.1.2 *Cash Flow Information*

	2023 $	2022 $
a. *Reconciliation of cash flow from operations to loss after income tax*		
Loss after income tax	(11,416,168)	(1,580,910)
Cash flows excluded from loss attributable to operating activities:	-	-
Non-cash flows in (loss)/profit from ordinary activities:		
Depreciation and amortisation	406,174	406,174
Share-based payments expensed	259,777	137,842
Share-settled payment	71,376	-
Impairment of assets	8,017,774	-
Fair value movement in derivative liabilities	-	(492,208)
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:		
(Increase)/decrease in receivables and other assets	667,710	(958,923)
Decrease/(increase) in inventories	70,429	68,951
Decrease/(increase) in payables	86,997	186,729
Cash flow (used in) from operations	(1,835,931)	(2,232,345)

b. *Reconciliation of liabilities arising from financing activities*

			Non-cash changes			
	2021 $	Cash flows $	Acquisitions $	Foreign Exchange $	Other Changes[i] $	2022 $
Other payables	400,000	-	-	-	(100,000)	300,000
Derivative liabilities	545,208	-	-	-	(492,208)	53,000
R&D loan facility	-	734,203	-	-	-	734,203
Total liabilities from financing activities	945,208	734,203	-	-	(592,208)	1,087,203

			Non-cash changes			
	2022 $	Cash flows $	Acquisitions $	Foreign Exchange $	Other Changes[i] $	2023 $
Other payables	300,000	-	-	-	-	300,000
Derivative liabilities	53,000	-	-	-	(53,000)	-
R&D loan facility	734,203	(195,952)	-	-	-	538,251
Total liabilities from financing activities	1,087,203	(195,952)	-	-	(53,000)	838,251

[i] Other changes related to non-cash movements related to the recognition and reduction in derivative liabilities refer to note 4.6.6.

Notes to the consolidated financial statements

for the year ended 30 June 2023

Note 4 Financial assets and financial liabilities (cont.)

4.1 Cash and cash equivalents (cont.)

c. *Credit and loan standby arrangement with banks*

The Group has no credit standby facilities.

d. *Non-cash investing and financing activities*

2023

- 26.10.22 1,691,556 shares issued at $0.0257 per share for LDA fees (note 18.2.1c), and 1,216,075 shares issued at $0.06 per share for corporate communication services (note 18.2.1a).
- 30.06.23 6,152,981 shares issued at $0.010 per share for underwriting fees (note 18.2.1a).

2022

As detailed in note 4.6.3, 2,000,000 collateral shares were allocated for fees valued at $100,000.

4.1.3 *Accounting policy*

Cash comprises cash at bank and on hand. Cash equivalents are short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

4.2 Trade and other receivables

	Note	2023 $	2022 $
4.2.1 *Current*			
Trade receivables	4.2.3	1,074,847	1,074,042
Less: Loss allowance	4.2.3	(527,784)	-
Research and development tax incentive rebate receivable	4.2.4	1,129,934	984,463
Less: R&D Rebate Advance Facility Terms		(538,251)	(734,203)
Net Research and Development rebate receivable		591,683	250,260
Other receivables		33,590	33,590
		1,172,336	1,357,892

4.2.2 The Group's exposure to credit rate risk is disclosed in note 7 *Financial risk management*.

4.2.3 Trade receivables of $1,055,568 relate to an order from Pacific Health. The Company has provided extended payment terms for this order to facilitate entry into markets for its SuprCuvr products and generate cashflows that may facilitate payments and orders in the near future. Under the Agreement with Pacific Health, the principals of Pacific Health have provided personal guarantees that the obligations under the Agreement will be fulfilled.

However, due to the uncertainty of the timing of the receipt of the balance of the amounts outstanding, the Company has recognised a expected credit loss of $527,784 as at 30 June 2023 (30 June 2022: Nil). With ongoing discussions with PHC, the submission of the updated SuprCuvr into several large-scale tenders, and the personal guarantees provided under the distribution agreement, the Board is confident that the receivable balance of $527,784 will be received in 2024FY.

4.2.4 The Group continued its development program during the year ended 30 June 2023 resulting in a claim for research and development tax incentive which has been included as a receivable at year end.

4.2.5 During the year, the Group received advance funding (wholly or predominantly for working capital or research and development expenditures) on its expected annual R&D rebate from Radium Capital. Refer key terms below:

- *Amounts* For 30 June 2023: 09/22: $194,000; 12/22: $178,000; 03/23: $166,251; and 06/23 $194,174.
- *Final Maturity Date* 30 November 2023.
- *Repayment* Skin Elements has the option to repay earlier without penalties.
- *Interest Rate* 14% - 15% per annum, with default rate of 18% if repayment is later than 30 November 2023.
- *Security* Secured against the R&D refund receivable from the ATO

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Notes to the consolidated financial statements

for the year ended 30 June 2023

Note 4 Financial assets and financial liabilities (cont.)

4.2 Trade and other receivables (cont.)

4.2.6 *Accounting policy*

Trade receivables are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method, less any allowance for impairment. Trade receivables are generally due for settlement within periods ranging from prepaid or cash on delivery to 30 days.

Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance account is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original contractual terms (see also note 4.7.1).

The amount of the impairment loss is recognised in the statement of profit or loss and other comprehensive income within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the statement of profit or loss and other comprehensive income.

4.3 Other assets

	Note	2023 $	2022 $
4.3.1 *Current*			
Prepayments – Raw materials		57,207	88,489
		57,207	88,489

4.4 Trade and other payables

	Note	2023 $	2022 $
4.4.1 *Current*			
Unsecured			
Trade payables		233,664	187,885
Key management personnel related		428,925	325,776
Sundry payables and accrued expenses		102,218	121,066
Net Goods and Services Tax (receivable) / payable		(1,082)	33,006
Commitment Fee payable	4.6.6	300,000	100,000
		1,063,725	767,733
4.4.2 *Non-Current*			
Unsecured			
Commitment Fee payable	4.6.6	-	200,000
		-	200,000

4.4.3 Trade payables are non-interest bearing and usually settled within the lower of terms of trade or 60 days.

4.4.4 The Group's exposure to interest rate risk and a sensitivity analysis for financial assets and liabilities are disclosed in note 7.

4.4.5 *Accounting policy*

a. *Trade and other payables*

Trade other payables are recognised initially at fair value and subsequently at amortised cost and represent liabilities for goods and services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services. Amounts are unsecured, non-interest bearing, and usually settled within the lower of terms of trade or 60 days.

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Notes to the consolidated financial statements
for the year ended 30 June 2023

Note 4 Financial assets and financial liabilities (cont.)

4.5 Borrowings

	Note	2023 $	2022 $
4.5.1 *Current*			
Leases – motor vehicle		17,752	24,529
		17,752	24,529

4.5.2 *Accounting policy*

a. *Borrowings*

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled, or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

4.6 Derivative assets and liabilities

	2023 $	2022 $
4.6.1 *Financial assets*		
Prepaid commitment fee – current	-	502,000
Prepaid commitment fee – non-current	-	335,942
	-	837,942
4.6.2 *Derivative liabilities*		
LDA Commitment fee liability – current	-	26,500
LDA Commitment fee liability – non-current	-	26,500
	-	53,000

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Notes to the consolidated financial statements

for the year ended 30 June 2023

Note 4 Financial assets and financial liabilities (cont.)

4.6 Derivative assets and liabilities (cont.)

4.6.3 *LDA Capital Agreement*

In April 2021, the Company entered into a Put Option Agreement (**POA**) with LDA Capital Limited and LDA Capital LLC (together **LDA Capital**), a United States-based investment group, to provide the Company with up to A$20 million in committed equity capital over the next 36 months. The Company controls the timing and maximum amount of the draw down under this facility. The Company has committed to an initial drawdown with the size to be determined by the Company.

Key terms and conditions:

a. In accordance with the POA, as part consideration, the Company issued to LDA Capital 26,000,000 unlisted options all expiring on 15 March 2024 comprising:

- 10,000,000 unlisted options exercisable at A$0.12
- 10,000,000 unlisted options exercisable at A$0.15
- 4,000,000 unlisted options exercisable at A$0.18
- 2,000,000 unlisted options exercisable at A$0.22

These options were initially valued at $604,000 using a Binomial options pricing model and classified as derivative liabilities. At 30 June 2023 a fair value remeasurement of options previously granted was undertaken (refer note 4.6.8 for the valuation inputs).

b. On 18 May 2021, the Company issued to LDA Capital 25,500,000 shares (**Collateral Shares**) for nil consideration. LDA Capital will hold these shares until such time that the Company issues the initial call notice. At that time, and subject to certain limitations set out in the POA, LDA Capital may sell collateral shares on market. Under the POA, unused Collateral Shares may be used for a subsequent call, bought back by the Company for nominal consideration or transferred to a trustee or nominee of the Company for nominal consideration. During the year, 2,000,000 Collateral Shares were redeemed. LDA Capital holds 25,500,000 Collateral Shares at 30 June 2023 (30 June 2022: 25,500,000) which are included in Treasury Shares (note 6.1.2)

c. Under the POA, the subscription price for the shares is set at 90% of the higher of the average VWAP of shares in the 30-trading day period after the issue of the capital call notice, and the minimum acceptable price notified to LDA Capital by the Company upon exercise of the put option. The VWAP calculation and the number of subscription shares is subject to adjustment as a result of certain events occurring including trading volumes falling below an agreed threshold level or a material adverse event occurring in relation to the Company.

d. The Company was also required to pay a commitment fee of A$400,000 to LDA Capital which is payable in cash in four equal instalments at closing of the Company's first four capital calls. When each of the first four capital calls are closed, the Company will pay each $100,000 instalment, reducing the liability.

e. As the timing of the drawdowns under the POA is uncertain, the Directors have taken a prudent view and expensed the remaining balance of the prepayment carrying value of $837,942.

The effect of the key terms gave rise to a derivative liability and prepaid asset held at fair value through profit and loss.

4.6.4 *Recognition and reduction in derivative liability and other payables*

On entering the POA, the Company recognised a commitment fee payable of $400,000, and fair value of 26,000,000 unlisted options, recognised as a derivative liability totalling $604,000 determined using a Binomial options pricing model. Details of the assumptions used in the valuation of the options are summarised in note 4.6.8. The Company has not issued a Capital Call Notice under the POA to LDA Capital.

The derivative liability relating to the unlisted options issued to LDA Capital were revalued at year-end for the unexercised options. The remeasurement of the derivative liability resulted in a fair value gain of $53,000 (2022: $492,208), refer to note 4.6.8.

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Notes to the consolidated financial statements
for the year ended 30 June 2023

Note 4 Financial assets and financial liabilities (cont.)

4.6 Derivative assets and liabilities (cont.)

		Note	2023 $	2022 $
4.6.5	*Movement in prepaid assets*			
	As at 1 July		837,942	1,004,000
	Amortisation of Commitment Fee recognised in transaction costs		(837,942)	(166,058)
	As at 30 June		-	837,942
4.6.6	*Movement in other payables*			
	As at 1 July		300,000	400,000
	Collateral Shares allocated (2,000,000)		-	(100,000)
	As at 30 June		300,000	300,000
4.6.7	*Movement in derivative liabilities*			
	As at 1 July		53,000	545,208
	Remeasurement to fair value through profit or loss	4.6.8	(53,000)	(492,208)
	As at 30 June		-	53,000

4.6.8 *Fair value remeasurement of options previously granted*

	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Grant date	1 March 2021	1 March 2021	1 March 2021	1 March 2021
Expiry date	15 March 2024	15 March 2024	15 March 2024	15 March 2024
Valuation date	30 June 2023	30 June 2023	30 June 2023	30 June 2023
Number of options	10,000,000	10,000,000	4,000,000	2,000,000
Share price on valuation date	$0.008	$0.008	$0.008	$0.008
Exercise price	$0.12	$0.15	$0.18	$0.22
Risk free interest rate	4.18%	4.18%	4.18%	4.18%
Volatility	124.0%	124.0%	124.0%	124.0%
Indicative Value per Option	$nil	$nil	$nil	$nil
Value per tranche	$nil	$nil	$nil	$nil

4.6.9 *Fair value hierarchy*

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three-level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, as disclosed in note 21.4.2.

2023	Level 1 $	Level 2 $	Level 3 $	Total $
Derivatives liabilities:				
LDA Commitment fee liability	-	-	-	-
Total derivative liabilities	-	-	-	-
2022				
Derivatives liabilities:				
LDA Commitment fee liability	-	-	53,000	53,000
Total derivative liabilities	-	-	53,000	53,000

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Notes to the consolidated financial statements

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Note 4 Financial assets and financial liabilities (cont.)

4.6 Derivative assets and liabilities (cont.)

4.6.10 *Key Judgements – Accounting Policy*

The POA is to facilitate the raising of equity, consequently the costs associated with the transaction have been offset against the cost of equity that is ultimately raised.

To the extent that transaction costs are paid in advance of the equity being raised, these amounts have been capitalised as a prepayment which is systematically released to equity as the equity is raised.

In the event that equity is not raised the prepayments will be charged to the income statement.

The POA contains a derivative liability from the inception, as LDA can elect to take a lower number of shares in lieu of paying the option price, therefore the Company does not know how many shares it will issue or the amount of cash (if any) it will receive. This is accounted for in accordance with AASB 132.11(b)(ii).

At each reporting period and when the option is exercised the derivative liability is remeasured, with any movement going to the income statement.

When a call is made and the Company issues LDA shares to sell a derivative asset exists up until the point the amount the Company is going to receive for selling those shares to LDA is determined (being 90% of the average VWAP of Shares during the Pricing Period). At the end of the pricing period the derivative asset is remeasured with the movement going to the income statement.

The fair value of financial assets and liabilities is measured using a Binomial option pricing model. The inputs to this model are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of input such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of the financial instruments. Refer note 4.6.8 for the detail inputs assumptions.

4.7 Other Significant Accounting Policies related to Financial Assets and Liabilities

4.7.1 *Investments and other financial assets*

a. *Classification*

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (**FVOCI**).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

b. *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

c. *Measurement*

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (**FVPL**), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Notes to the consolidated financial statements
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Note 4 Financial assets and financial liabilities (cont.)

4.7 Other Significant Accounting Policies related to Financial Assets and Liabilities (cont.)

i. **Debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- *Amortised cost*: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- *FVOCI*: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- *FVPL*: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

ii. **Equity instruments**

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

d. *Impairment*

The Group assesses on a forward-looking basis, the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by AASB 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Note 5 Non-financial assets and financial liabilities

5.1 Inventories

	2023 $	2022 $
Finished goods	83,845	154,274
	83,845	154,274

5.1.1 *Accounting policy*

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated based on normal operating capacity. Costs are assigned to individual items of inventory based on weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale inventories are valued at the lower of cost and net realisable value.

Notes to the consolidated financial statements
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Note 5 Non-financial assets and financial liabilities (cont.)

5.2 Intangible assets

	2023 $	2022 $
SE Formula™	9,859,296	9,859,296
Accumulated amortisation and impairment	(9,859,296)	(1,990,482)
	-	7,868,814
Website development costs	55,410	55,410
Accumulated amortisation and impairment	(55,410)	(34,154)
	-	21,256
Total intangibles	-	7,890,070

5.2.1 *Movements in Carrying Amounts*

	Note	*Skin Elements* formula and technology $	Website development costs $	Total $
Carrying amount at 1 July 2021		8,257,818	32,332	8,290,150
Amortisation expense		(389,004)	(11,076)	(400,080)
Carrying amount at 30 June 2022		7,868,814	21,256	7,890,070
Carrying amount at 1 July 2022		7,868,814	21,256	7,890,070
Impairment	5.2.3a	(7,479,810)	(10,180)	(7,489,990)
Amortisation expense		(389,004)	(11,076)	(400,080)
Carrying amount at 30 June 2023		-	-	-

5.2.2 *Accounting policies*

a. *Intangible assets acquired separately*

Intangible assets acquired separately are recorded at cost less accumulated amortisation and impairment. Amortisation is charged on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period, with any changes in these accounting estimates being accounted for on a prospective basis.

i. **Formula and technology**

Separately acquired formula and technology are shown at historical cost. *Skin Elements* formula and technology (hereafter **SE Formula™**), comprises the following, which utilise the same propriety formula in their ingredients:

- Soléo Organics formula and technology;
- PapayaActivs Skincare formula and technology;
- Elizabeth Jane Natural Cosmetics formula and technology;
- Invisi® Shield SuprCuvr Disinfectant

Formula and technology acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

ii. **Software**

Costs associated with maintaining software programmes are recognised as an expense as incurred. Costs that are directly attributable to the improvement of identifiable and unique software products controlled by the Group are recognised as intangible assets when the Company meets to capitalisation criteria to recognise the asset list in development costs above.

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Notes to the consolidated financial statements
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Note 5 Non-financial assets and financial liabilities (cont.)

5.2 Intangible assets (cont.)

b. *Capitalising development costs of formula and technology and software*

Development costs of *formula and technology* and *software* which meet the criteria below are capitalised to the asset to which they relate in the year the costs were incurred. Research expenditure and development expenditure that do not meet the criteria are recognised as an expense as incurred
Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial, and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation on and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Expenditures in relation to the development of identifiable and unique products, and that will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets and amortised over their estimated useful lives. Any expenditure related to research is expensed as incurred.

c. *Intangible assets acquired in a business combination*

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

d. *Subsequent measurement*

The Company commences amortisation where the development process is at a stage where the products can be produced in commercial quantities. The Company has assessed that the *SE Formula™* is at a stage where they meet this test. The Company has assessed the effective life for these assets to be 25 years and amortised the asset carrying values on a straight-line basis for the period. The Company has a policy to regularly review the effective life of each asset. The following useful lives are used in the calculation of amortisation:

	2023 Years	2022 Years
SE Formula™	25	25
Website development costs	5	5

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Notes to the consolidated financial statements

for the year ended 30 June 2023

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Note 5 Non-financial assets and financial liabilities (cont.)

5.2 Intangible assets (cont.)

5.2.3 *Key estimates*

a. *Impairment*

The Group assesses the impairment of intangible assets at each reporting date by evaluating conditions specific to the intangible asset that may lead to impairment of the assets recoverable amount in accordance with AASB 136. The assessment of impairment is based on the best estimate of future cash flows available at the time of preparing the report. However, facts and circumstances may come to light in later periods which may change this assessment if these facts had been known at the time.

In undertaking its impairment assessment for the current period, the Group has identified impairment indicators of:

- lower-than-expected operating performance; and
- decline of market capital below net assets at reporting date, for the intellectual property assets.

As a result, the Group performed an impairment test which resulted in an impairment of $7,489,990 for the period and the recoverable value of the intangible for the current year was assessed as $nil. This is based on its value-in-use discounted cash flow model due to limited history of sales and contracted sales to support positive cash inflows during the forecast period (i.e., 5 years) which cannot be reliably estimated. The Group has also determined that the recoverable value based on fair value less cost to sell cannot be determined at this point based on the same assumption.

The significant uncertainty on achieving sales and profit may be resolved at the point when the proposed commercialisation of the IP becomes successful and positive cash inflows can be supported by contracted sales. This may result in the reversal of impairment in the future.

b. *Amortisation rates*

The Group has assessed the effective life of its *SE Formula™* intangible asset (comprising *Soléo Organics* formula and technology; *McArthur Skincare* formula and technology; *Elizabeth Jane Natural Cosmetics* formula and technology; and *Invisi® Shield* Hand Sanitiser) taking into account sector practices, the expected product life cycle and its own internal knowledge of the underlying markets to determine an appropriate amortisation rate. This rate is an estimate of what the Group anticipates the intangible will be able to generate future benefits from the commercialisation formula and technology and this may differ from the future results. The Directors will continue to assess the effective life at each reporting date

5.3 Other Significant Accounting Policies related to Non-Financial Assets and Liabilities

5.3.1 *Impairment of non-financial assets*

The carrying amounts of the Group's non-financial assets, other than deferred tax assets (see accounting policy at note 3.7) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value-in-use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value-in-use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the function of the impaired asset unless the asset is carried at revalued amount (in which case the impairment loss is treated as a revaluation decrease).

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

Notes to the consolidated financial statements
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Note 5 Non-financial assets and financial liabilities (cont.)

5.3 Other Significant Accounting Policies related to Non-Financial Assets and Liabilities (cont.)

5.3.2 *Leases*

a. *Recognition and measurement*

Until the 2019 financial year, leases of property, plant and equipment were classified as either finance leases or operating leases. The Company has identified one contract that would be classified as leases under the new standard being the lease of office premises. Due to the short term and low value nature of this lease, the Company will apply the exemption and elected to recognise the lease payments in profit and loss on a straight-line basis instead of applying the recognition and measurement requirements in AASB 16. From 1 July 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

i. **Right of Use Asset**

The Group recognises a right of use asset at the commencement date of the lease. The right of use asset is initially measured at cost. The cost of right of use assets includes the amount of lease liabilities recognised, adjusted for any lease payments made at or before the commencement date, plus initial direct costs incurred and an estimate of costs to dismantle, remove or restore the leased asset, less any lease incentives received.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Subsequent to initial measurement, the right of use asset is depreciated on a straight-line basis over the shorter of the lease term and the estimated useful life.

Right of use assets are subject to impairment and are adjusted for any remeasurement of lease liabilities.

ii. **Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities at the present value of lease payment to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the assessment of lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payments occurs. The present value of lease payments is discounted using the interest rate implicit in the lease or, if the rate cannot be readily determined, the Group's incremental borrowing rate.

The lease liability is measured at amortised cost using the effective interest method. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The amount of lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right of use asset, or is recognised in profit or loss if the carrying amount of the right of use asset has been reduced to zero.

The Group has elected not to recognise right of use assets and lease liabilities for short term leases that have a lease term of 12 months or less and do not contain a purchase option, and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

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Note 6 Equity

6.1 Issued capital

	Note	2023 No.	2022 No.	2023 $	2022 $
Fully paid ordinary shares		543,986,095	407,727,266	24,244,454	22,871,096

6.1.1 *Ordinary shares*

		2023 No.	2022 No.	2023 $	2022 $
At the beginning of the year		407,727,266	379,477,266	22,871,096	20,978,594
Shares issued during the year:					
06.10.21 *Placement*		-	26,250,000	-	2,100,000
15.11.21 *Collateral shares allocated for fees*	4.6.3d	-	2,000,000	-	100,000
26.10.22 *Consultancy fees*	18.2.1c	1,216,075	-	71,376	-
26.10.22 *LDA fees*	18.2.1a	1,691,556		43,473	-
04.11.22 *Placement*		30,000,000	-	750,000	-
31.05.23 *Entitlement issue*		93,226,979	-	932,270	-
20.06.23 *Shortfall placement*		3,971,238	-	39,712	-
30.06.23 *Underwriting fee*	18.2.1a	6,152,981	-	61,530	-
Unplaced applications		-	-	26,120	-
Share issue transaction costs		-	-	(551,123)	(307,498)
At end of the year		543,986,095	407,727,266	24,244,454	22,871,096

a. 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.

6.1.2 *Treasury shares*

	Note	2023 No.	2022 No.
At beginning of the year		25,500,000	27,500,000
15.11.21 Ordinary shares allocated for fees	4.6.3d	-	(2,000,000)
At end of the year		25,500,000	25,500,000

a. Treasury shares are ordinary shares issued as collateral shares for nil consideration.

6.1.3 *Accounting policy*

Issued and paid-up capital is recognised at the fair value of the consideration received by the Company. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any related income tax benefit. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the cost of acquisition as part of the purchase consideration. Ordinary issued capital bears no special terms or conditions affecting income or capital entitlements of the shareholders.

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Notes to the consolidated financial statements
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Note 6 Equity (cont.)

6.2 Options

	Note	2023 No.	2022 No.	2023 $	2022 $
Options on issue		197,351,198	26,000,000	335,827	-

6.2.1 *Options movement during the year:*		2023 No.	2022 No.	2023 $	2022 $
At the beginning of the year		26,000,000	26,000,000	-	-
04.11.22 *Issued free attaching to Placement shares*		30,000,000	-	-	-
17.02.23 *Lead manager fee*	18.2.1b	28,000,000	-	277,827	-
31.05.23 *Issued free attaching to Entitlement shares*		93,226,979	-	-	-
20.06.23 *Issued free attaching to Shortfall shares*		3,971,238	-	-	-
30.06.23 *Issued free attaching to underwriter fee shares*	18.2.1a	6,152,981	-	-	-
30.06.23 *Lead manager fee*	18.2.1b	10,000,000	-	58,000	-
At end of the year		197,351,198	26,000,000	335,827	-
Comprising the following options:					
Unlisted					
$0.12 options exp. 15.03.24		10,000,000	10,000,000		
$0.15 options exp. 15.03.24		10,000,000	10,000,000		
$0.18 options exp. 15.03.24		4,000,000	4,000,000		
$0.22 options exp. 15.03.24		2,000,000	2,000,000		
$0.05 options exp. 31.10.25		58,000,000	-		
Listed					
$0.025 options exp. 31.10.25		113,351,198	-		
		197,351,198	26,000,000		

6.3 Performance rights

	Note	2023 No.	2022 No.	2023 $	2022 $
Performance rights		209,000,000	209,000,000	488,871	229,094

6.3.1 *Performance rights movement during the year:*		2023 No.	2022 No.	2023 $	2022 $
At the beginning of the year		209,000,000	47,000,000	229,094	91,252
Issued	18.2.2a	-	162,000,000	-	88,204
Amortisation of rights	18.2.2b	-	-	437,794	49,638
Derecognition rights expense not achieved	18.2.2b			(178,017)	-
At end of the year		209,000,000	209,000,000	488,871	229,094

6.4 Reserves

	2023 $	2022 $
Share-based payment reserve	824,698	229,094
	824,698	229,094

6.4.1 *Share-based payment reserve*

The share-based payment reserve records the value of options and performance rights issued by the Company to its employees or consultants.

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SECTION B. RISK

This section of the notes discusses the Group's exposure to various risks and shows how these could affect the Group's financial position and performance.

Note 7 Financial risk management

This note presents information about the Group's exposure to each of the above risks, its objectives, policies, and procedures for measuring and managing risk, and the management of capital.

The Group's financial instruments consist mainly of deposits with banks, short-term investments, accounts payable and receivable, borrowings (including convertible instruments), and leases. The Group does not speculate in the trading of financial instruments or derivative instruments.

A summary of the Group's financial assets and liabilities, measured in accordance with AASB 9 *Financial Instruments* as detailed in the accounting policies, is shown below:

	Floating Interest Rate $	Fixed Interest Rate $	Non-interest Bearing $	2023 Total $	Floating Interest Rate $	Fixed Interest Rate $	Non-interest Bearing $	2022 Total $
Financial Assets								
Cash and cash equivalents	358,432	-	-	358,432	748,050	-	-	748,050
Trade and other receivables	-	-	1,172,336	1,172,336	-	-	1,357,892	1,357,892
Financial assets – LDA prepayments	-	-	-	-	-	-	837,942	837,942
Total Financial Assets	358,432	-	1,172,336	1,530,768	748,050	-	2,195,834	2,943,884
Financial Liabilities								
Trade and other payables	-	-	1,063,725	1,063,725	-	-	967,733	967,733
Borrowings	-	-	17,752	17,752	-	-	24,529	24,529
Derivative liabilities	-	-	-	-	-	-	53,000	53,000
Total Financial Liabilities	-	-	1,081,477	1,081,477	-	-	1,045,262	1,045,262
Net Financial Assets / (Liabilities)	358,432	-	90,859	449,291	748,050	-	1,150,572	1,898,622

7.1 Financial Risk Management Policies

The Boards overall risk management strategy seeks to assist the Company in meeting its financial targets, while minimising potential adverse effects on financial performance. Risk management policies are approved and reviewed by the Board on a regular basis. These include the credit risk policies and future cash flow requirements. Senior executives meet on a regular basis to analyse financial risk exposure in the context of the most recent economic conditions and forecasts. The overall risk management strategy seeks to assist the Group in meeting its financial targets, while minimising potential adverse effects on financial performance.

7.2 Specific Financial Risk Exposures and Management

The main risk the Group is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate and equity price risk.

The Board has overall responsibility for the establishment and oversight of the risk management framework. The Board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Group's risk profile. This includes assessing, monitoring, and managing risks for the Group and setting appropriate risk limits and controls. The Group is not of a size nor complexity to justify the establishment of a formal system for risk management and associated controls. Instead, the Board approves all expenditure, is intimately acquainted with all operations, and discuss all relevant issues at the Board meetings. The operational and other compliance risk management have also been assessed and found to be operating efficiently and effectively.

7.2.1 *Credit risk*

Exposure to credit risk relating to financial assets arises from the potential non-performance by counterparties of contract obligations that could lead to a financial loss to the Group. The Group's exposure to credit risk is primarily in relation to its cash at bank, short-term deposits, and receivables. The Group does not have any other significant credit risk exposure to a single counterparty or any group of counterparties having similar characteristics.

Notes to the consolidated financial statements
for the year ended 30 June 2023

Note 7 Financial risk management (cont.)

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company's objective in managing credit risk is to minimise the credit losses incurred, mainly on trade and other receivables. Credit risk is managed through maintaining procedures that ensure, to the extent possible, that clients and counterparties to transactions are of sound credit worthiness and their financial stability is monitored and assessed on a regular basis. Such monitoring is used in assessing receivables for impairment. Credit terms for normal sales income are generally ranging from prepaid and payment on delivery to 60 days from the day of invoice. For sales with longer settlements, terms are specified in the individual client contracts.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables.

- *Credit risk exposures*

  The maximum exposure to credit risk is that to its alliance partners and that is limited to the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

  Credit risk related to balances with banks and other financial institutions is managed by the Group in accordance with approved Board policy. Such policy requires that surplus funds are only invested with reputable financial institutions residing in Australia, wherever possible. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

- *Impairment losses*

  Impairment losses are recorded against receivables unless the Group is satisfied that no recovery of the amount owing is possible; at that point the amount is considered irrecoverable and is written off against the financial asset directly. Trade and other receivables that are neither past due nor impaired are considered to be of high credit quality. The ageing of the Group's trade and other receivables at reporting date was as follows:

	Gross 2023 $	Impaired 2023 $	Net 2023 $	Past due but not impaired 2023 $
Trade receivables				
Not past due to 30 days	763	-	763	-
Past due 31 days to 90 days	-	-	-	-
Past due greater than 90 days	1,074,847	(527,784)	547,063	547,063
	1,075,610	(527,784)	547,826	547,063
Other receivables				
Not past due	624,510	-	624,510	-
Total	1,700,120	(527,784)	1,172,336	547,063

7.2.2 *Liquidity risk*

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Ultimate responsibility for liquidity risk management rests with the Board, who have built an appropriate liquidity risk management framework for the management of the Group's short, medium, and long-term funding and liquidity management requirements. The Group manages liquidity risk by:

- preparing forward looking cash flow analysis in relation to its operating, investing, and financing activities;
- maintaining a reputable credit profile;
- managing credit risk related to financial assets;
- only investing surplus cash with major financial institutions; and
- comparing the maturity profile of financial liabilities with the realisation profile of financial assets.

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Notes to the consolidated financial statements
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Note 7 Financial risk management (cont.)

Typically, the Group ensures that it has sufficient cash to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The financial liabilities of the Group include trade and other payables as disclosed in the statement of financial position. All trade and other payables are non-interest bearing and due within 60 days of the reporting date.

Contractual Maturities

The following are the contractual maturities of financial assets and liabilities of the Group:

	Within 1 Year		Greater Than 1 Year		Total	
	2023 $	2022 $	2023 $	2022 $	2023 $	2022 $
Financial liabilities due for payment						
Trade and other payables	1,063,725	767,733	-	200,000	1,063,725	967,733
Borrowings	17,752	24,529	-	-	17,752	24,529
Derivative liabilities	-	26,500	-	26,500	-	53,000
Total contractual outflows	1,081,477	818,762	-	226,500	1,081,477	1,045,262
Financial assets						
Cash and cash equivalents	358,432	748,050	-	-	358,432	748,050
Trade and other receivables	1,172,336	1,357,892	-	-	1,172,336	1,357,892
Financial assets – LDA prepayments	-	502,000	-	335,942	-	837,942
Total anticipated inflows	1,530,768	2,607,942	-	335,942	1,530,768	2,943,884
Net inflow / (outflow) on financial instruments	449,291	1,789,180	-	109,442	449,291	1,898,622

Cash flows realised from financial instruments reflect management's expectation as to the timing of realisation timing may therefore differ from that disclosed. It is not expected that the cash flows included in the maturity analysis could occur significantly earlier or at significantly different amounts.

7.2.3 *Market risk*

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group's activities minimally expose it to the financial risks of changes in foreign currency exchange rates, commodity prices and exchange rates. The Group does not enter into derivative financial instruments including foreign exchange forward contracts to hedge against financial risk. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk from the previous period.

a. *Interest rate risk*

The Group is exposed to interest rate risk as the Group borrows funds at both fixed and floating interest rates. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings. Group's exposures to interest rate in financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

b. *Foreign exchange risk*

The Group is not exposed to any material foreign exchange risk.

c. *Price risk*

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group does not presently hold material amounts subject to price risk. As such the Board considers price risk as a low risk to the Group.

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Note 7 Financial risk management (cont.)

7.2.4 *Sensitivity Analyses*

The Group is not subject to material market risk sensitivities.

7.2.5 *Net Fair Values*

a. *Fair value estimation*

The fair values of financial assets and financial liabilities are presented in the table in note 7 and can be compared to their carrying values as presented in the statement of financial position. Fair values are those amounts at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. The Directors consider that the carrying amount of financial assets and financial liabilities recorded in the financial statements approximates their fair values as the carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

Financial instruments whose carrying value is equivalent to fair value due to their nature include:

- Cash and cash equivalents;
- Trade and other receivables;
- Trade and other payables; and
- Derivative liabilities (recognised at fair value).

The methods and assumptions used in determining the fair values of financial instruments are disclosed in the accounting policy notes specific to the asset or liability.

Note 8 Capital Management

8.1 Capital

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Groups objectives when managing capital are to:

a. Safeguard their ability to continuing as a going concern so that they can continue to provide returns for shareholders and benefits for other stakeholders; and
b. Maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Group consists of debt (loans and convertible instruments), cash and cash equivalents, and equity attributable to equity holders of the parent, comprising issued capital, reserves and accumulated losses. None of the Group's entities are subject to externally imposed capital requirements.

Operating cash flows are used to maintain and expand operations, as well as to make routine expenditures such as tax, dividends and general administrative outgoings. Gearing levels are reviewed by the Board on a regular basis in line with its target gearing ratio, the cost of capital and the risks associated with each class of capital.

8.2 Working Capital

The working capital position of the Group was as follows:	Note	2023 $	2022 $
Cash and cash equivalents	4.1	358,432	748,050
Trade and other receivables	4.2	1,172,336	1,357,892
Inventories	5.1	83,845	154,274
Other current assets (excluding prepayments)	4.3	-	-
Trade and other payables and current derivative liabilities	4.4	(1,063,725)	(994,233)
Borrowings	4.5	(17,752)	(24,529)
Working capital position		533,136	1,241,454

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Notes to the consolidated financial statements

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SECTION C. GROUP STRUCTURE

This section provides information which will help users understand how the Group structure affects the financial position and performance of the Group as a whole. In particular, there is information about:

(a) changes to the structure that occurred during the year as a result of business combinations and the disposal of a discontinued operation

(b) transactions with non-controlling interests, and

(c) interests in joint operations.

A list of significant subsidiaries is provided in note 9. This note also discloses details about the Group's equity accounted investments.

Note 9 Interest in subsidiaries

9.1 Information about subsidiaries

The subsidiaries listed below have share capital consisting solely of ordinary shares which are held directly by the Group and the proportion of ownership interest held equals the voting rights held by the Group. Investments in subsidiaries are accounted for at cost. Each subsidiaries country of incorporation is also its principal place of business:

	Place of incorporation and operation	Percentage Owned	
		2023	2022
SE Operations Pty Ltd	Western Australia	100%	100%

Note 10 Other Significant Accounting Policies Related to Group Structure

10.1 Basis of consolidation

As at reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. Where controlled entities have entered (left) the Consolidated Group during the year, their operating results have been included (excluded) from the date control was obtained (ceased).

10.2 Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed, when necessary, to align them with the policies adopted by the Group.

Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as non-controlling interests. The Group initially recognises non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary's net assets on liquidation at either fair value or at the non-controlling interests' proportionate share of the subsidiary's net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss and each component of other comprehensive income. Non-controlling interests are shown separately within the equity section of the statement of financial position and statement of comprehensive income.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution to that subsidiary undertaking. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

A list of controlled entities is contained in note 9 *Interest in subsidiaries* of the financial statements.

10.3 Loss of control

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interests are measured at fair value at the date control is lost. Subsequently it is accounted for as an equity-accounted investee or as an available-for-sale financial asset depending on the level of influence retained.

10.4 Transactions eliminated on consolidation

All intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

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SECTION D. UNRECOGNISED ITEMS

This section of the notes provides information about items that are not recognised in the financial statements as they do not (yet) satisfy the recognition criteria.

In addition to the items and transactions disclosed below, there are also unrecognised tax amounts – see note 3 Income tax.

Note 11 Commitments

11.1 Capital commitments

The Group does not have any capital commitments (2022: $nil).

Note 12 Events subsequent to reporting date

There have been no matters or circumstances that has arisen after balance date that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial periods.

Note 13 Contingent liabilities

There are no contingent liabilities as at 30 June 2023 (30 June 2022: Nil).

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Notes to the consolidated financial statements

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SECTION E. OTHER INFORMATION

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.

Note 14 Key Management Personnel compensation (KMP)

The names and positions of KMP are as follows:

Directors

- Peter Malone — Executive Chairman
- Filippo (Phil) Giglia — Independent Non-Executive Director
- Stuart Usher — Independent Non-Executive Director *(Appointed 17 January 2023)*

Other key management

- Leo Fung — Chief Technical Advisor
- Craig Piercy — Chief Financial Officer

Former KMP included in comparative information

- Lee Christensen — Independent Non-Executive Director *(Appointed 31 August 2021, Resigned 17 January 2023)*
- John Poulsen — Independent Non-Executive Director (*Resigned on 31 August 2021)*

Information regarding individual directors and executives' compensation and some equity instruments disclosures as required by the *Corporations Regulations* 2M.3.03 is provided in the *Remuneration report* table on page 13.

	2023 $	2022 $
Short-term employee benefits	1,274,349	678,455
Share-based payments	299,582	116,719
Total	1,573,931	795,174

Note 15 Related party transactions

The Group may enter into agreements for services rendered with individuals (or an entity that is associated with the individuals) during the ordinary course of business.

A number of entities associated with the Directors and select technical staff have consulting agreements in place which have resulted in transactions between the Group and those entities during the year.

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Contained within trade and other payables are the follows balances payable to related parties:

Entity	Nature of transactions	KMP	Payable Balance 2023 $	 2022 $
Boston Corporate Pty Ltd	Service Fees	Peter Malone	59,737	124,863
Colosseum Securities Pty Ltd	Director's fee	Filippo (Phil) Giglia	37,472	60,500
Spitfire Corporate Advisory Pty Ltd	Director's fee	Stuart Usher	30,161	-
Geneva Partners Pty Ltd	Company secretary fees	Stuart Usher	15,081	-
Pooky Corp Pty Ltd	Director's fee	Lee Christensen	-	44,000
Boston Corporate Pty Ltd	Service Fees	Craig Piercy	179,176	55,049
Blackridge Pty Ltd	Service Fees	Leo Fung	104,428	4,009
Total			426,055	288,421

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Note 16 Auditor's remuneration	2023 $	2022 $
Remuneration of the auditor, BDO Audit (WA) Pty Ltd, for:		
Assurance services:		
Auditing or reviewing the financial reports	71,386	66,345
Non-Assurance Services:		
Other – Research and development tax incentive	30,385	16,122
	101,771	82,467

Note 17 Earnings per share (EPS)	Note	2023 $	2022 $
17.1 Reconciliation of loss to profit or loss			
Loss for the year		(11,416,168)	(1,580,910)
Loss used in the calculation of basic and diluted EPS		(11,416,168)	(1,580,910)
		2023 No.	2022 No.
17.2 Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS		437,027,832	399,923,157
Weighted average number of dilutive equity instruments outstanding	17.5	N/A	N/A
17.3 Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS		437,027,832	399,923,157
17.4 Earnings per share		2023 ¢	2022 ¢
Basic EPS (cents per share)	17.5	(2.61)	(0.40)
Diluted EPS (cents per share)	17.5	N/A	N/A

17.5 As at 30 June 2023 the Group has 197,351,198 unissued shares under options (2022: 26,000,000) and 209,000,000 performance shares on issue (2022: 209,000,000). The Group does not report diluted earnings per share on losses generated by the Group. During the year, the Group's unissued shares under option and performance shares were anti-dilutive.

17.6 Accounting policy

Basic EPS is calculated as net profit attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted EPS is calculated as net profit attributable to the Group, adjusted for costs of servicing equity (other than dividends) and preference share dividends; the after-tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and other non-discretionary changes in revenues or expenses during the year that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

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Notes to the consolidated financial statements
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Note 18 Share-based payments		Note	2023 $	2022 $
18.1 Share-based payments:				
Net recognised/derecognised in profit and loss (expenses/contra-expense)		18.2.2	259,777	137,842
Recognised in equity (transaction costs):	*Shares*	18.2.1a	105,003	-
	Options	18.2.1b	335,827	-
Recognised in net assets (payables)		18.2.1c	71,376	-
Gross share-based payments			771,983	137,842

18.2 Share-based payment arrangements in effect during the year

18.2.1 *Issued during the current year*

a. *Shares issued as transaction costs*

i. 26 October 2022: 1,691,556 ordinary shares issued at $0.0257 per share for LDA fees.

ii. 30 June 2023: 6,152,981 ordinary shares issued at $0.010 per share for underwriting fees.

b. *Options issued as transaction costs*

i. In connection with a placement, lead manager (EverBlu Capital Pty Ltd), received a 6% fee of total funds raised as well as 28,000,000 options, granted on the following terms:

Number under Option	Date of Expiry	Consideration	Exercise Price	Vesting Terms
28,000,000	31.10.2025	Nil	$0.050	Vest immediately

The total value of the options was $277,827.

ii. In connection with a placement, lead manager (708 Capital Pty Ltd) received a 6% fee of total funds raised as well as 10,000,000 options, granted on the following terms:

Number under Option	Date of Expiry	Consideration	Exercise Price	Vesting Terms
10,000,000	27.06.2025	Nil	$0.025	Vest immediately

The total value of the options was $58,000.

c. *Shares issued to settle payables*

i. 26 October 2022: 1,216,075 ordinary shares issued at $0.06 per share for corporate communication services.

18.2.2 *Issued in prior period, remaining in effect*

a. *Director and Consultants Performance Rights (2022)*

At the Company's AGM held on 26 April 2022, shareholder approval was obtained to issue performance rights that will convert into shares pursuant to the Equity Incentive Plan.

These performance rights are issued to Peter Malone, Executive Chairman, Filippo (Phil) Giglia and Lee Christensen, non-executive directors, and key management Craig Piercy and Leo Fung and have been valued and issued on terms as detailed below.

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Notes to the consolidated financial statements
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Note 18 Share-based payments (cont.)

18.2 Share-based payment arrangements in effect during the year (cont.)

18.2.2 Issued in prior period, remaining in effect (cont.)

Class of Performance Right	Tranches of Performance Right	Performance Condition	Performance rights No. Peter Malone	Filippo (Phil) Giglia	Lee Christensen	Craig Piercy	Leo Fung	Milestone Date	Expiry Date	Performance Condition Satisfied
A	N/A	The VWAP of the company's shares traded on ASX over 20 consecutive trading days on which the Company's shares are actually traded being equal to or greater than $0.18 per share, and the holder continues to be engaged by the Company as an eligible Participant and performs their duties under that engagement up to and including 31.01.23	50,000,000	-	-	25,000,000	25,000,000	31.01.23	3 years from vesting date	No
B	1	The Company receiving revenue from product sales of $25,000,000 after 1.01.22	12,500,000	2,500,000	500,000	-	-	31.12.27	3 years from vesting date	No
B	2	The Company receiving revenue from product sales of $50,000,000 after 1.01.22	12,500,000	2,500,000	500,000	-	-	31.12.27	3 years from vesting date	No
B	3	The Company receiving revenue from product sales of $75,000,000 after 1.01.22	12,500,000	2,500,000	500,000	-	-	31.12.27	3 years from vesting date	No
B	4	The Company receiving revenue from product sales of $100,000,000 after 1.01.22	12,500,000	2,500,000	500,000	-	-	31.12.27	3 years from vesting date	No

b. *Director and Consultants Performance Rights (2019)*

At the Company's 2019 AGM, shareholder approval was obtained to issue performance rights that will convert into shares upon Performance Milestones being achieved, to incentivise the development of existing Australian and international distribution and online sales channels, and negotiations with major international customers including a major UK retail chemist chain and the development of a major online retailer in the USA, for the sale and delivery of its proprietary expanded natural skincare and sun care product ranges.

These performance rights are issued to Peter Malone, Executive Chairman, and to Palmer Wilson Associates Ltd (**PWA**), a United Kingdom based specialist business development consultancy and have been valued and issued on terms as detailed below and as detailed below:

Class of Performance Right	Performance Condition	Performance rights No. Peter Malone	PWA	Milestone Date	Expiry Date	Performance Condition Satisfied
A	The Company receiving revenue from product sales of $2,000,000	2,700,000	2,000,000	31 Dec 2023	4 years from issue date	No
B	The Company receiving revenue from product sales of $6,000,000	5,400,000	4,000,000	31 Dec 2023	4 years from issue date	No
C	The Company receiving revenue from product sales of $12,000,000	8,100,000	6,000,000	31 Dec 2023	4 years from issue date	No
D	The Company receiving revenue from product sales of $20,000,000	10,800,000	8,000,000	31 Dec 2023	4 years from issue date	No

As at 30 June 2023, the total value of the above share-based payments was derecognised in full due to the likelihood of achievement of performance conditions being assessed as 0%. The total amount of $178,017 was recognised as a contra-expense, and allocated as follows: Peter Malone – $102,265, PWA – $75,752.

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Note 18 Share-based payments (cont.)

18.3 Movement in Company options share-based payment arrangements during the period

A summary of the movements of all Company options issued as share-based payments is as follows:

	2023		2022	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Outstanding at the beginning of the year	-	-	-	-
Granted	38,000,000	$0.043	-	-
Exercised	-	-	-	-
Expired	-	-	-	-
Outstanding at year-end	38,000,000	$0.043	-	-
Exercisable at year-end	38,000,000	$0.043	-	-
Reconciliation to total Company options				
Non share-based payment options outstanding at the beginning of the year	26,000,000		26,000,000	
Options issued to shareholders	133,351,198		-	
Total Company options on issue	197,351,198		26,000,000	

a. The weighted average remaining contractual life of options outstanding at year end was 2.25 years (2022: nil years).

b. The fair value of the options granted to employees is deemed to represent the value of the employee services received over the vesting period.

18.4 Fair value of options granted in prior period, remaining in effect

The fair value of the options granted to employees is deemed to represent the value of the employee services received over the vesting period.

The weighted average fair value of options granted during the year was $0.0088 (2022: $nil). These values were calculated using the Black-Scholes option pricing model, applying the following inputs to options issued this year:

Note reference	*18.2.1b.i*	*18.2.1b.ii*
Methodology	Binomial	Black & Scholes
Grant date:	5 November 2022	27 June 2023
Grant date share price:	$0.019	$0.008
Option exercise price:	$0.050	$0.025
Number of options issued:	28,000,000	10,000,000
Remaining life (years):	2.34	1.99
Expected share price volatility:	113.00%	156.92%
Risk-free interest rate:	3.45%	3.98%
Value per option	$0.0099	$0.0058

Fair values:			Total
Total fair value	$277,827	$58,000	$335,827
Recognised in the period	$277,827	$58,000	$335,827

Historical volatility was the basis for determining expected share price volatility as it is assumed that this is indicative of future movements. The life of the options is based on historical exercise patterns, which may not eventuate in the future.

Notes to the consolidated financial statements

for the year ended 30 June 2023

Note 18 Share-based payments (cont.)

18.5 Accounting policy

The Group may provide benefits to employees (including directors) and consultants of the Group in the form of share-based payment transactions, whereby services are rendered in exchange for shares or rights over shares (**equity-settled transactions**).

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

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

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

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

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

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether that market condition has been met, provided all other conditions are satisfied.

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

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied

during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

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

18.6 Key estimate

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instrument at the date at which they are granted. The fair value of options granted is measured using the Black-Scholes option pricing model. The model uses assumptions and estimates as inputs.

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Notes to the consolidated financial statements

for the year ended 30 June 2023

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Note 19 Operating segments

19.1 Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board (chief operating decision makers) in assessing performance and determining the allocation of resources. The Group is managed primarily based on business category and geographical areas. Operating segments are therefore determined on the same basis. Reportable segments disclosed are based on aggregating operating segments where the segments are considered to have similar economic characteristics.

19.2 Basis of accounting for purposes of reporting by operating segments

19.2.1 *Accounting policies adopted*

AASB 8 *Operating Segments* requires a management approach under which segment information is presented on the same basis as that used for internal reporting purposes. This is consistent to the approach used for the comparative period. Operating segments are reported in a uniform manner to which is internally provided to the Board.

An operating segment is a component of the Group that engages in business activity from which it may earn revenues or incur expenditure, including those that relate to transactions with other group components. Each operating segment's results are reviewed regularly by the Board to make decisions about resources to be allocated to the segments and assess its performance, and for which discrete financial information is available.

The Board monitors the operations of the Company based on two segments, operational and corporate. The financial results of each segment are reported to the Board to assess the performance of the Group. The Board has determined that strategic decision making is facilitated by evaluation of the operations of the legal parent and subsidiary which represent the operational performance of the Group's revenues and the research and development activities as well as the finance, treasury, compliance, and funding elements of the Group.

Unless stated otherwise, all amounts reported to the Board, are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

19.2.2 *Inter-segment transactions*

All such transactions are eliminated on consolidation of the Group's financial statements.

Inter-segment loans payable and receivable are initially recognised at the consideration received/to be received net of transaction costs. If inter-segment loans receivable and payable are not on commercial terms, these are not adjusted to fair value based on market interest rates. This policy represents a departure from that applied to the statutory financial statements.

19.2.3 *Segment assets*

Where an asset is used across multiple segments, the asset is allocated proportionately to the applicable segments based on its use. Typically segment assets are clearly identifiable based on their nature and physical location.

Unless indicated otherwise in the segment financial position note, deferred tax assets and intangible assets have not been allocated to operating segments.

19.2.4 *Segment liabilities*

Liabilities are allocated to segments where there is direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables.

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board in assessing performance and determining the allocation of resources.

19.2.5 *Unallocated items*

The following items of revenue, expenses, assets and liabilities are not allocated to operating segments as they are not considered part of the core operations of any segment:

- Income tax expense

Notes to the consolidated financial statements
for the year ended 30 June 2023

Note 19 Operating segments (cont.)

19.3 Types of products and services by segment

19.3.1 *Operations*

This operating segment is involved in the designing and formulating natural, organic, health and wellness products.

19.4 Segment Financial Performance

	Operations $	Corporate and administration $	Total $
2023			
Revenue and other income			
External sales	194,131	-	194,131
Other income	1,130,313	53,150	1,183,463
Total segment revenue and other income	1,324,444	53,150	1,377,594
Total group revenue and other income			*1,377,594*
Segment profit/(loss) before income tax			
Cost of sales	(99,014)	-	(99,014)
Administration expenses	(232,370)	(229,772)	(462,142)
Advertising and marketing expenses	(77,544)	(66,103)	(143,647)
Amortisation	(406,174)	-	(406,174)
Corporate expenses	(913)	(229,840)	(230,753)
Consultants' fees	(193,239)	(345,609)	(538,848)
Impairment	(8,017,774)	-	(8,017,774)
Occupancy costs	(60,000)	(47,437)	(107,437)
Put Option Agreement fees expensed	(837,942)	(837,942)	(1,675,884)
Research and development expenses	(852,312)	-	(852,312)
Share-based payments	-	(259,777)	(259,777)
Segment profit/(loss) from continuing operations before tax	(9,452,838)	(1,963,330)	(11,416,168)
Group loss before income tax			*(11,416,168)*
2022			
Revenue and other income			
External sales	1,408,330	-	1,408,330
Other income	1,476,671	-	1,476,671
Total segment revenue and other income	2,885,001	-	2,885,001
Total group revenue and other income			*2,885,001*
Segment profit/(loss) before income tax			
Cost of sales	(365,174)	-	(365,174)
Administration expenses	(201,591)	(138,915)	(340,506)
Advertising and marketing expenses	(296,209)	(128,974)	(425,183)
Amortisation	(406,174)	-	(406,174)
Corporate expenses	(18,399)	(276,586)	(294,985)
Consultants' fees	(325,845)	(184,655)	(510,500)
Occupancy costs	(57,074)	(42,080)	(99,154)
Research and development expenses	(1,845,015)	-	(1,845,015)
Share-based payments	-	(179,220)	(179,220)
Segment profit/(loss) from continuing operations before tax	(630,480)	(950,430)	(1,580,910)
Group loss before income tax			*(1,580,910)*

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Notes to the consolidated financial statements
for the year ended 30 June 2023

Note 19 Operating segments (cont.)

19.5 Segment Financial Position

2023	Operations $	Corporate and administration $	Total $
Segment Assets	1,218,050	9,792,924	11,010,974
Reconciliation of segment assets to group assets:			
○ Intra-segment eliminations		(9,324,694)	(9,324,694)
Total assets			1,686,280
Segment Liabilities	9,149,062	1,257,109	10,406,171
Reconciliation of segment liabilities to group liabilities:			
○ Intra-segment eliminations	(9,324,694)	-	(9,324,694)
Total liabilities			1,081,477
2022			
Segment Assets	9,288,495	9,345,825	18,634,320
Reconciliation of segment assets to group assets:			
○ Intra-segment eliminations	-	(7,537,049)	(7,537,049)
Total assets			11,097,271
Segment Liabilities	7,932,726	649,585	8,582,311
Reconciliation of segment liabilities to group liabilities:			
○ Intra-segment eliminations	(7,537,049)	-	(7,537,049)
Total liabilities			1,045,262

19.6 Geographical Segments

The Group is domiciled in Australia and all revenue from external parties is generated in Australia.

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Notes to the consolidated financial statements

for the year ended 30 June 2023

Note 20 Parent entity disclosures

Skin Elements Limited is the ultimate Australian parent entity and ultimate parent of the Group.

Skin Elements Limited did not enter into any trading transactions with any related party during the year.

20.1 Financial Position of Skin Elements Limited

	2023 $	2022 $
Current assets	468,230	1,306,776
Non-current assets	-	502,000
Total assets	468,230	1,808,776
Current liabilities	1,257,109	423,085
Non-current liabilities	-	226,500
Total liabilities	1,257,109	649,585
Net assets/(liabilities)	(788,879)	1,159,191
Equity		
Issued capital	24,244,454	23,037,154
Reserve	824,698	270,472
Accumulated losses	(25,858,031)	(22,148,435)
Total equity	(788,879)	1,159,191

20.2 Financial performance of Skin Elements Limited

	2023 $	2022 $
Loss for the year	(3,709,596)	(1,029,542)
Other comprehensive loss	-	-
Total comprehensive loss	(3,709,596)	(1,029,542)

20.3 Guarantees

There are no guarantees entered into by Skin Elements Limited for the debts of its subsidiary as at 30 June 2023 (2022: none).

20.4 Contractual commitments

The parent company has no capital commitments as at 30 June 2023 (2022: $nil), as disclosed in note 11.1.

20.5 Contingent liabilities

There are no contingent liabilities as 30 June 2023 (2022: none).

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Notes to the consolidated financial statements

for the year ended 30 June 2023

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Note 21 Statement of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements to the extent they have not already been disclosed in the other notes above. These policies have been consistently applied to all the years presented, unless otherwise stated.

21.1 Basis of preparation

21.1.1 Reporting Entity

Skin Elements Limited (**Skin Elements** or **the Company**) is a listed public company limited by shares, domiciled, and incorporated in Australia. These are the consolidated financial statements and notes of Skin Elements and controlled entities (collectively **the Group**). The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity. The Group is a for-profit entity and is primarily involved in businesses which deliver accredited and non-accredited vocational education and training solutions throughout Australia and internationally.

The separate financial statements of Skin Elements, as the parent entity, have not been presented with this financial report as permitted by the *Corporations Act 2001* (Cth).

21.1.2 Basis of accounting

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations of the Australian Accounting Standards Board (**AAS Board**) and International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**), and the *Corporations Act 2001* (Cth).

Australian Accounting Standards (**AASBs**) set out accounting policies that the AAS Board has concluded would result in a financial report containing relevant and reliable information about transactions, events, and conditions to which they apply. Compliance with AASBs ensures that the financial statements and notes also comply with IFRS as issued by the IASB.

The financial statements were authorised for issue on 29 September 2023 the Directors of the Company.

21.1.3 Going Concern

The financial report has 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.

The Group incurred a loss for the year of $11,416,168 (2022: $1,580,910 loss) and a net cash out-flow from operating activities of $1,835,931 (2022: $2,232,345 out-flow). As at 30 June 2023, the Group working capital of $533,136 (2022: $1,241,454 working capital), as disclosed in note 8 of the *Capital Management* note.

The ability of the Group to continue as a going concern is dependent on the Group securing additional debt and/or equity funding and/or generating profits from its normal course of business.

These conditions indicate the existence of a material uncertainty that may cast a significant doubt about the Group's ability to continue as a going concern and, therefore, that it may be unable to realise its assets and discharge its liabilities in the normal course of business. The Directors are confident that there will be sufficient funds for the Group to meet its obligations and liabilities and believe it is appropriate to prepare these accounts on a going concern basis for the following reasons. Since 30 June 2023, the Group has:

- Lodged *Research and development tax incentive* grant of $1,129,933.
- Received $194,174 under a R&D loan facility with Radium Capital
- Received $170,000 (before costs) from placement applications.

The Directors have prepared a cash flow forecast, which indicates that the Group will have sufficient cash flows to meet all commitments and working capital requirements for the 12-month period from the date of signing this financial report.

Based on the cash flow forecasts and other factors referred to above, the Directors are satisfied that the going concern basis of preparation is appropriate. In particular, given the Group's history of raising capital to date, and the LDA Capital facilities the Directors are confident of the Group's ability to raise additional funds as and when they are required.

Should the Group be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements.

The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Group be unable to continue as a going concern and meet its debts as and when they fall due.

Notes to the consolidated financial statements
for the year ended 30 June 2023

Note 21 Statement of significant accounting policies

21.1.4 Comparative figures

Where required by AASBs comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Where the Group retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, an additional (third) statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements is presented.

21.1.5 New and Amended Standards Adopted by the Group

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 July 2022:

- AASB 2020-3 *Amendments to Australian Accounting Standards – Annual Improvements 2018–2020 and Other Amendments [AASB 1, AASB 3, AASB 9, AASB 116, AASB 137 & AASB 141].*
- AASB 2021-5 *Amendments to Australian Accounting Standards – Deferred Tax related to Assets and Liabilities arising from a Single Transaction [AASB 112]*

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

21.2 Goods and Services Tax (GST)

Revenues, expenses, and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST. Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

The net amount of GST recoverable from, or payable to, the Australian Taxation Office is included as a current asset or liability in the statement of financial position.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

21.3 Use of estimates and judgments

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Judgements made by management in the application of AASBs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 21.3.1.

21.3.1 Critical Accounting Estimates and Judgments

Management discusses with the Board the development, selection and disclosure of the Group's critical accounting policies and estimates and the application of these policies and estimates. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

a. *Key estimate – Taxation* ..... Refer note 3 *Income Tax*.
b. *Key estimate – Impairment of intangibles* ..... Refer note 5.2 *Intangible assets*.
c. *Key estimate – Amortisation rates of intangibles* ..... Refer note 5.2 *Intangible assets*.
d. *Key estimate – Share-based payments* ..... Refer note 18 *Share-based payments*.
e. *Treatment of LDA options and commitment fee* ..... Refer note 4.6 *Derivative assets and liabilities*.

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Notes to the consolidated financial statements
for the year ended 30 June 2023

Note 21 Statement of significant accounting policies

21.3.2 Coronavirus (COVID-19) pandemic

Judgement has been exercised in considering the impacts that the COVID-19 pandemic has had, or may have, on the consolidated entity based on known information. This consideration extends to the nature of the supply chain, staffing and geographic regions in which the consolidated entity operates. Other than as addressed in specific notes, there does not currently appear to be either any significant impact upon the financial statements or any significant uncertainties with respect to events or conditions which may impact the consolidated entity unfavourably as at the reporting date or subsequently as a result of the COVID-19 pandemic.

21.4 Fair Value

21.4.1 Fair Value of Assets and Liabilities

The Group measures some of its assets and liabilities at fair value on either a recurring or non-recurring basis, depending on the requirements of the applicable AASB.

Fair value is the price the Group would receive to sell an asset or would have to pay to transfer a liability in an orderly unforced transaction between independent, knowledgeable, and willing market participants at the measurement date.

As fair value is a market-based measure, the closest equivalent observable market pricing information is used to determine fair value. Adjustments to market values may be made having regard to the characteristics of the specific asset or liability. The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data.

To the extent possible, market information is extracted from either the principal market for the asset or liability (i.e. the market with the greatest volume and level of activity for the asset or liability) or, in the absence of such a market, the most advantageous market available to the entity at the end of the reporting period (i.e. the market that maximises the receipts from the sale of the asset or minimises the payments made to transfer the liability, after taking into account transaction costs and transport costs).

For non-financial assets, the fair value measurement also considers a market participant's ability to use the asset in its highest and best use or to sell it to another market participant that would use the asset in its highest and best use.

The fair value of liabilities and the entity's own equity instruments (excluding those related to share-based payment arrangements) may be valued, where there is no observable market price in relation to the transfer of such financial instruments, by reference to observable market information where such instruments are held as assets. Where this information is not available, other valuation techniques are adopted and, where significant, are detailed in the respective note to the financial statements.

21.4.2 Fair value hierarchy

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

Level 1	Level 2	Level 3
Measurements based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.	Measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.	Measurements based on unobservable inputs for the asset or liability.

The fair values of assets and liabilities that are not traded in an active market are determined using one or more valuation techniques. These valuation techniques maximise, to the extent possible, the use of observable market data. If all significant inputs required to measure fair value are observable, the asset or liability is included in Level 2. If one or more significant inputs are not based on observable market data, the asset or liability is included in Level 3.

The Group would change the categorisation within the fair value hierarchy only in the following circumstances:

- if a market that was previously considered active (Level 1) became inactive (Level 2 or Level 3) or vice versa; or
- if significant inputs that were previously unobservable (Level 3) became observable (Level 2) or vice versa.

When a change in the categorisation occurs, the Group recognises transfers between levels of the fair value hierarchy (i.e., transfers into and out of each level of the fair value hierarchy) on the date the event or change in circumstances occurred.

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Notes to the consolidated financial statements

for the year ended 30 June 2023

Note 21 Statement of significant accounting policies

21.4.3 Valuation techniques

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

- Market approach: valuation techniques that use prices and other relevant information generated by market transactions for identical or similar assets or liabilities.
- Income approach: valuation techniques that convert estimated future cash flows or income and expenses into a single discounted present value.
- Cost approach: valuation techniques that reflect the current replacement cost of an asset at its current service capacity.

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

21.5 New Accounting Standards and Interpretations not yet mandatory or early adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2023 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

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Directors' declaration

The Directors of the Company declare that in the Directors' opinion:

1. The attached financial statements and notes, as set out on pages 18 to 61, are in accordance with the *Corporations Act 2001* (Cth) including:
   (a) complying with Accounting Standards, the Corporations Regulations 2001, and other mandatory professional reporting requirements; and
   (b) giving a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of its performance for the financial year ended on that date
2. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Note 21.1.2 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The Directors have been given the declarations by the chief executive officer and chief financial officer required by section 295A of the *Corporations Act 2001* (Cth);

This declaration is signed in accordance with a resolution of the Directors made pursuant to section 295(5) of the Corporations Act 2001.

On behalf of the Directors

PETER MALONE
Executive Chairman
Dated this Friday, 29 September 2023

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INDEPENDENT AUDITOR'S REPORT

To the members of Skin Elements Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Skin Elements Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial report, including a summary of significant accounting policies and the directors' declaration.

In our opinion the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

(i) Giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year ended on that date; and

(ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the Financial Report* section of our report. We are independent of the Group in accordance with the *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 financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

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

Material uncertainty related to going concern

We draw attention to Note 21.1.3 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the group's ability to continue as a going concern and therefore the group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

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Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Impairment of Intangible Assets

Key audit matter	*How the matter was addressed in our audit*
As disclosed in note 5.2, an impairment charge on the Groups Intangible Assets has been recognised as at 30 June 2023. Given the quantum of this impairment and the judgement exercised by the Group in determining the recoverable amount of the Intangible Assets and calculating the impairment charges, we considered this area to be a key audit matter.	Our audit procedures included, but were not limited, to the following: • Holding discussions with management regarding the status of its Intellectual Property commercialisation and its performance to date; • Assessing the appropriateness of management assumptions around future operating cashflows associated with the Intangible Asset; • Reviewing management's assessment of the recoverable value of the intangibles in line with the requirement of the accounting standards and business performance both historically and at current; and • Assessing the adequacy of the related disclosures in Note 5.2 to the Financial Report.

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Other information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2023, but does not include the financial report and the auditor's report thereon.

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

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

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

Responsibilities of the directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.
In preparing the financial report, the directors are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

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Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 9 to 16 of the directors' report for the year ended 30 June 2023.

In our opinion, the Remuneration Report of Skin Elements Limited, for the year ended 30 June 2023, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

BDO Audit (WA) Pty Ltd

BDO

Glyn O'Brien

Director

Perth,

29 September 2023

Corporate governance statement

The Board is responsible for establishing the Company's corporate governance framework. In establishing its corporate governance framework, the Board has referred to the 4th edition of the ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations.

The Corporate Governance Statement discloses the extent to which the Company follows the recommendations. The Company will follow each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices will follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the recommendation.

The Company's governance-related documents can be found on its website at www.skinelementslimited.com/investors.html#cg.

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Additional Information for Listed Public Companies

The following additional information is required by the Australian Securities Exchange in respect of listed public companies.

1 Capital as at 6 September 2023

a. Ordinary share capital

543,986,095 ordinary fully paid shares held by 1,206 shareholders.

b. Options over Unissued Shares

The Company has an additional 113,351,198 listed options and 84,000,000 unlisted options on issue in accordance with section 9.1 of the Directors' Report.

ASX Security Code	Grant Date	Date of Expiry	Exercise Price $	Number under Option
SKNOD	05.2023 & 06.2023	31.05.2026	0.025	113,351,198
SKNAH (T1)	30.03.2021	15.03.2024	0.120	10,000,000
SKNAH (T2)	30.03.2021	15.03.2024	0.150	10,000,000
SKNAH (T3)	30.03.2021	15.03.2024	0.180	4,000,000
SKNAH (T4)	30.03.2021	15.03.2024	0.220	2,000,000
SKNAS	11.2022 & 02.2023	31.10.2025	0.050	58,000,000
				197,351,198

No person entitled to exercise the option has any right by virtue of the option to participate in any share issue of any other body corporate.

c. Performance Rights over Unissued Shares

Class of Performance Right	Performance Condition	Performance rights No.	Milestone Date	Expiry Date
2019 Tranche 1	The Company receiving revenue from the sale of its products to an aggregate value of $2M.	4,700,000	31 Dec 2023	4 years from the date of issue
2019 Tranche 2	The Company receiving revenue from the sale of its products to an aggregate value of $6M.	9,400,000	31 Dec 2023	4 years from the date of issue
2019 Tranche 3	The Company receiving revenue from the sale of its products to an aggregate value of $12M.	14,100,000	31 Dec 2023	4 years from the date of issue
2019 Tranche 4	The Company receiving revenue from the sale of its products to an aggregate value of $20M.	18,800,000	31 Dec 2023	4 years from the date of issue
2022 Class A	The VWAP of the company's shares traded on ASX over 20 consecutive trading days on which the Company's shares are actually traded being equal to or greater than $0.18 per share, and the holder continues to be engaged by the Company as an eligible Participant and performs their duties under that engagement up to and including 31.01.23	100,000,000	31 Jan 2023	3 years from vesting date
2022 Class B Tranche 1	The Company receiving revenue from product sales of $25M after 1.01.22	15,500,000	31 Dec 2027	3 years from vesting date
2022 Class B Tranche 2	The Company receiving revenue from product sales of $50M after 1.01.22	15,500,000	31 Dec 2027	3 years from vesting date
2022 Class B Tranche 3	The Company receiving revenue from product sales of $75M after 1.01.22	15,500,000	31 Dec 2027	3 years from vesting date
2022 Class B Tranche 4	The Company receiving revenue from product sales of $100M0 after 1.01.22	15,500,000	31 Dec 2027	3 years from vesting date
		209,000,000		

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Additional Information for Listed Public Companies

d. Voting Rights

The voting rights attached to each class of equity security are as follows:

- *Ordinary shares* — Each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.
- *Options* — Options do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the options are exercised or performance shares convert and subsequently registered as ordinary shares.
- *Performance Rights* — A Performance Right does not entitle a Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company. A Performance Right does not entitle a Holder to any dividends. A Performance Right does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up of the Company. A Performance Right is not transferable.

e. Substantial Shareholders as at 6 September 2023

Name	Number of Ordinary Fully Paid Shares Held	% Held of Issued Ordinary Capital
Sovereign Empire Pty Ltd	31,743,116	5.84

f. Distribution of equity holders as at 6 September 2023

i. *Ordinary shareholders*

Category (size of holding)	Total Holders	Units held	% Held
1 – 1,000	31	3,474	0.00
1,001 – 5,000	45	192,066	0.04
5,001 – 10,000	223	1,919,869	0.35
10,001 – 100,000	477	19,831,842	3.66
100,001 – and over	430	522,038,844	95.95
	1,206	543,986,095	100.00

ii. *Listed options (ASX:SKNOD) exercisable at $0.025 on or before 31 May 2026*

Category (size of holding)	Total Holders	Units held	% Held
1 – 1,000	7	5,963	0.01
1,001 – 5,000	33	85,598	0.08
5,001 – 10,000	16	130,959	0.12
10,001 – 100,000	88	3,740,263	3.30
100,001 – and over	80	109,388,415	96.49
	224	113,351,198	100.00

g. Unmarketable Parcels as at 6 September 2023

There were 720 shareholders who held less than a marketable parcel of shares, holding 16,525,813 shares.

h. On-Market Buy-Back

There is no current on-market buy-back.

i. Restricted Securities

The Company has currently no restricted securities.

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Additional Information for Listed Public Companies

j. 20 Largest Shareholders — Ordinary Shares as at 6 September 2023

Rank	Name	No. Held	% Held
1.	Sovereign Empire Pty Ltd	31,743,116	5.84
2.	LKS Holdings WA Pty Ltd	25,259,022	4.64
3.	Citicorp Nominees Pty Limited	21,066,561	3.87
4.	ABC Brightred Pty Ltd	20,000,000	3.68
5.	Braunii Pty Ltd	20,000,000	3.68
6.	MGold Pty Ltd	17,598,348	3.24
7.	Sovereign Equities Pty Ltd	14,320,354	2.63
8.	Sharesies Nominee Limited	10,663,696	1.96
9.	Bayroad Nominees Pty Ltd	10,000,000	1.84
10.	Nabawa Pty Ltd	8,250,000	1.52
11.	Mr Russell Wayne Allen	7,496,631	1.38
12.	State Securities Pty Ltd	7,166,667	1.32
13.	Blackridge Group Pty Ltd	6,733,420	1.24
14.	708 Capital Pty Ltd	6,372,981	1.17
15.	Clare Malone	6,266,668	1.15
16.	Hobson Wealth Custodians Ltd	5,678,513	1.04
17.	Mr John Eugene Slisar	5,350,000	0.98
18.	Top Oceania International Limited	5,254,636	0.97
19.	Nevile Superannuation Fund Pty Ltd	5,000,000	0.92
20.	Kava Holdings Pty Ltd	5,000,000	0.92
	Total	239,220,613	43.99

k. 20 Largest Optionholders (SKNOD)— Listed Options as at 6 September 2023

Rank	Name	No. Held	% Held
1.	ABC Brightred Pty Ltd	20,000,000	17.64
2.	708 Capital Pty Ltd	16,152,981	14.25
3.	Australian Executor Trustees Limited	5,387,963	4.75
4.	Sovereign Empire Pty Ltd	5,290,520	4.67
5.	Braunii Pty Ltd	4,710,445	4.16
6.	Superhero Securities Limited	3,003,144	2.65
7.	Dujon Holdings Pty Ltd	3,000,000	2.65
8.	MGold Pty Ltd	2,933,058	2.59
9.	BNP Paribas Nominees Pty Ltd	2,703,952	2.39
10.	Mr Kenneth Rayward	2,700,000	2.38
11.	Sovereign Equities Pty Ltd	2,386,726	2.11
12.	Bayroad Nominees Pty Ltd	2,200,000	1.94
13.	Blue Albatross Pty Ltd	2,000,000	1.76
14.	BNP Paribas Nominees Pty Ltd ACF Clearstream	1,740,000	1.54
15.	LKS Holdings WA Pty Ltd	1,600,000	1.41
16.	Comnet Managements Pty Ltd	1,500,000	1.32
17.	Nabawa Pty Ltd	1,375,000	1.21
18.	Forrester Super Pty Ltd	1,200,000	1.06
19.	Five T Capital Pty Ltd	1,200,000	1.06
20.	Blackridge Group Pty Ltd	1,122,237	0.99
	Total	82,206,026	72.53

Additional Information for Listed Public Companies

I. Unquoted Securities Holders Holding More than 20% of the Class as at 6 September 2023

SKNAH (T1) Unlisted Options (Exercise price: $0.12, Expiry date: 15.03.2024)

Name	No. Held	% Held
LDA Capital Limited	10,000,000	100.00
Sub-total	10,000,000	100.00
Total SKNAH (T1) Options	10,000,000	

SKNAH (T2) Unlisted Options (Exercise price: $0.15, Expiry date: 15.03.2024)

Name	No. Held	% Held
LDA Capital Limited	10,000,000	100.00
Sub-total	10,000,000	100.00
Total SKNAH (T2) Options	10,000,000	

SKNAH (T3) Unlisted Options (Exercise price: $0.18, Expiry date: 15.03.2024)

Name	No. Held	% Held
LDA Capital Limited	4,000,000	100.00
Sub-total	4,000,000	100.00
Total SKNAH (T3) Options	4,000,000	

SKNAH (T4) Unlisted Options (Exercise price: $0.22, Expiry date: 15.03.2024)

Name	No. Held	% Held
LDA Capital Limited	2,000,000	100.00
Sub-total	2,000,000	100.00
Total SKNAH (T4) Options	2,000,000	

2019 Tranche 1 Performance Rights

Name	No. Held	% Held
Peter Malone	2,700,000	57.45
Palmer Wilson Associates Ltd	2,000,000	42.55
Sub-total	4,700,000	100.00
Total 2019 Tranche 1 Performance Rights	4,700,000	

2019 Tranche 2 Performance Rights

Name	No. Held	% Held
Peter Malone	5,400,000	57.45
Palmer Wilson Associates Ltd	4,000,000	42.55
Sub-total	9,400,000	100.00
Total 2019 Tranche 2 Performance Rights	9,400,000	

2019 Tranche 3 Performance Rights

Name	No. Held	% Held
Peter Malone	8,100,000	57.45
Palmer Wilson Associates Ltd	6,000,000	42.55
Sub-total	14,100,000	100.00
Total 2019 Tranche 3 Performance Rights	14,100,000	

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Additional Information for Listed Public Companies

2019 Tranche 4 Performance Rights

Name	No. Held	% Held
Peter Malone	10,800,000	57.45
Palmer Wilson Associates Ltd	8,000,000	42.55
Sub-total	18,800,000	100.00
Total 2019 Tranche 4 Performance Rights	18,800,000	

2022 Class A Performance Rights

Name	No. Held	% Held
Peter Malone	50,000,000	50.00
Craig Piercy	25,000,000	25.00
Leo Fung	25,000,000	25.00
Sub-total	100,000,000	100.00
Total 2022 Class A Performance Rights	100,000,000	

2022 Class B Tranche 1 Performance Rights Holders

Name	No. Held	% Held
Peter Malone	12,500,000	100.00
Sub-total	12,500,000	100.00
Total 2022 Class B Tranche 1 Performance Rights	12,500,000	

2022 Class B Tranche 2 Performance Rights Holders

Name	No. Held	% Held
Peter Malone	12,500,000	100.00
Sub-total	12,500,000	100.00
Total 2022 Class B Tranche 2 Performance Rights	12,500,000	

2022 Class B Tranche 3 Performance Rights Holders

Name	No. Held	% Held
Peter Malone	12,500,000	100.00
Sub-total	12,500,000	100.00
Total 2022 Class B Tranche 3 Performance Rights	12,500,000	

2022 Class B Tranche 4 Performance Rights Holders

Name	No. Held	% Held
Peter Malone	12,500,000	100.00
Sub-total	12,500,000	100.00
Total 2022 Class B Tranche 4 Performance Rights	12,500,000	

SKNAS Unlisted Options (Exercise price: $0.05, Expiry Date: 31.10.2025)

Name	No. Held	% Held
Everblu Capital Corporate Pty Ltd	28,000,000	48.28
Sub-total	28,000,000	48.28
Total SKNAS Unlisted Options	58,000,000	

Additional Information for Listed Public Companies

2 The Company Secretary is Stuart Usher.

3 Principal registered office

As disclosed in the *Corporate directory* on page i of this Annual Report.

4 Registers of securities

As disclosed in the *Corporate directory* on page i of this Annual Report.

5 Stock exchange listing

Quotation has been granted for all the ordinary shares of the Company on all Member Exchanges of the Australian Securities Exchange Limited, as disclosed in the *Corporate directory* on page i of this Annual Report.

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skin elements
enhancing health + wellness naturally

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