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OF POTENTIAL

27 February 2025

**Release of RooLife Group Ltd's financial results for the half-year ended 31 December 2024**

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

1. Appendix 4D – half-year report; and
2. Half-year financial report for the half-year ended 31 December 2024 including the Directors' Report.

ENDS

**Issued by:** RooLife Group Ltd

**Authorised by:** The Board of RooLife Group Ltd

For further information, please visit the RooLife website at [www.roolifegroup.com.au](http://www.roolifegroup.com.au) or contact:

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**Bryan Carr**

Managing Director

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### 1. Reporting periods

Current Reporting Period: Half-Year ended 31 December 2024  
 Previous Corresponding Period: Half-Year ended 31 December 2023

### 2. Results for announcement to the market

	6 months ended 31 Dec 2024 \$	6 months ended 31 Dec 2023 \$	Increase / (Decrease) \$	% Change
Revenue from ordinary activities	2,603,795	7,084,996	(4,481,201)	63%
Loss before income tax benefit	949,742	946,375	3,367	0%
Income tax benefit	-	-	-	0%
Net loss for the half-year	949,742	946,375	3,367	0%

#### Commentary on results for the period

Commentary on the above figures is included in the attached Interim Financial Report for the half year ended 31 December 2024.

### 3. Dividends

There are no dividend or distribution reinvestment plans in operation and there have been no dividend or distribution payments declared or paid during the financial half-year ended 31 December 2024.

### 4. Net tangible asset backing

	31 Dec 2024 \$	31 Dec 2023 \$
Net assets (\$)	2,873,598	3,075,681
Less intangible assets and goodwill (\$)	(2,477,197)	(2,487,448)
Net tangible assets of the Company (\$)	<u>396,401</u>	<u>588,233</u>
Fully paid ordinary shares on issue at balance date (number)	<u>1,196,031,278</u>	<u>722,558,133</u>
Net tangible asset backing per issued ordinary share at balance date (cents)	<u>0.03</u>	<u>0.08</u>

### 5. Control gained over entities

RLG Kangaroo Beer Pty Ltd was incorporated on 2 September 2024. There is no material contribution to profit or loss from the incorporation of the Companies in the current period.

### 6. Loss of control over entities

Not applicable.

### 7. Details of associates and joint venture entities

Not applicable.

#### 8. Accounting Standards

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

#### 9. Auditors' review report

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

#### 10. Attachments

The interim financial report of RooLife Group Limited for the half year ended 31 December 2024 is attached and forms part of the Appendix 4D.

# ROOLIFE GROUP LTD

ABN 14 613 410 398

Interim Report  
31 December 2024

# CONTENTS

DIRECTORS' REPORT .....	1
AUDITOR'S INDEPENDENCE DECLARATION.....	7
CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME .....	8
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION .....	9
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY .....	10
CONDENSED CONSOLIDATED STATEMENT OF CASHFLOWS.....	11
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.....	12
DIRECTORS' DECLARATION .....	25
INDEPENDENT AUDITOR'S REVIEW REPORT .....	26

# DIRECTORS' REPORT

Your directors submit their Interim Report on the consolidated entity (referred to hereafter as the “Group”), consisting of RooLife Group Ltd (“RLG” or the “Company”) and entities it controlled at the end of, or during, the half-year ended 31 December 2024. In order to comply with the provisions of the Corporations Act 2001, the Directors report as follows:

## Directors

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

Bryan Carr	Chief Executive Officer and Managing Director
Grant Pestell	Non-Executive Chairman
Ye (Shenny) Ruan	Non-Executive Director (Resigned 20 February 2025)
Terence Leung	Non-Executive Director
Jeremy Baldock	Non-Executive Director (Appointed 20 February 2025)
Reece O’Connell	Non-Executive Director (Appointed 20 February 2025)

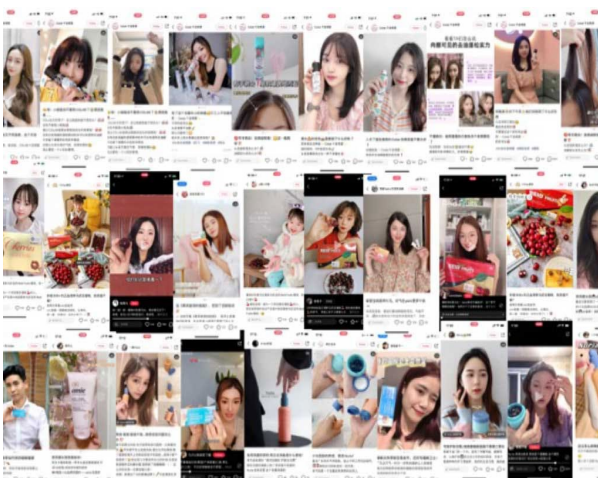
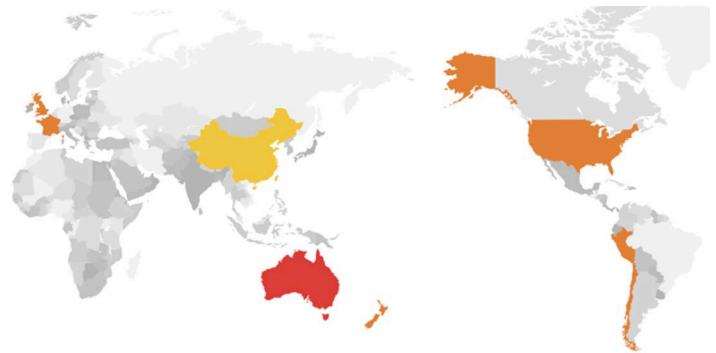
## Principal Activities

RLG is an e-commerce and digital marketing provider delivering integrated marketing services and e-commerce operations in Australia, China, India and across South-east Asia.

RLG specialises in market entry and e-commerce, providing a comprehensive sales platform, **RLG Marketplace**, for brands to enter and sell into new and emerging markets.

The company markets and sells **food, beverage and health and wellness products**, including its own health and food brand – **VORA** through its online RLG Marketplace.

- With a global Client Base – 7 Countries
- Major Markets:
  - Australia
  - China
  - India



# DIRECTORS' REPORT (continued)

## Principal Activities (continued)

The Company has strong sales and distribution partnerships, both online through its RLG Marketplace and offline through which it sells its food, health and wellbeing portfolio of products.

RLG continued to deliver on its global expansion strategy of RLG Marketplace with the build and launch of new online stores across 4 key markets – China, Hong Kong, India and Australia.



## Review of Operations

Through the half year period, RLG continued expansion of its marketing, distribution and sales of consumer health, wellness and food and beverage products with additional sales channels added with tactical product brand selection focussed on gross margin expansion on product sales.

RLG has been working closely and extensively, identifying and building out new partnerships in the high growth Asian regions, with particular focus on key markets in China and India.



With China and India emerging as two of the world’s largest health and wellness markets, RLG is leveraging the significant growth opportunity for RLG in the vertical integration and sale of its own branded health supplements and wellness products - VORA, through established channels, complementing its exclusive third-party product range.

RLG markets and sells the Company’s product portfolio by working with well-established, highly credible businesses seeking quality Australian ingredients for product manufacturing for sale of those products in China, India and internationally.

# DIRECTORS' REPORT (continued)

## Review of Operations (continued)

By leveraging its deep consumer insights, e-commerce expertise and digital marketing capabilities, selling its own health supplements and wellness products allows RLG to capture higher margins, expand its revenue base and solidify its market position in the rapidly growing health and wellness sector.

### Operational highlights

Investment was also made into the building out of its platforms in India with the development of the RLG Marketplace Australian Pavilion with India's Number 1 retailer Reliance Retail's, JioMart. A new partnership was also entered into with Indian services company, Globali, to provide importation, logistics, warehousing and in-market capabilities in India with the platform targeting the selection of 20 brands to be sold directly in India in the first 12 months, focusing on the food and functional food sector, health, wellness and cosmetics and skincare products.

The new Australian Pavilion online platform to market and sell premium Australian products to Indian consumers on the dedicated "A Taste of Australia" store, was announced in Bengaluru, India in partnership with and supported by Reliance Retail, JioMart, Globali, Austrade, Invest & Trade WA, Trade & Investment Queensland, NSW Trade & Investment and Global Victoria. The launch was officially completed in December 2024 at Cosmoprof in Mumbai, India. The launch into India leverages the opportunity under the **Australia India Trade Agreement, with more than 85% of Australian goods set to become duty-free in India.**

RLG Marketplace and sales channel partner AULife secured and delivered first orders for supply of own-brand milk powder to China e-commerce giant JD.com. The initial order valued at \$200,000 for own-brand premium Australian milk powder supplement delivers strong profit contribution to RLG through increased margins.

RLG commenced work to select and produce additional products under its own brands to sell through its expanding sales channels with RLG's VORA health and wellness products made from Australian ingredients and to be sold globally. This initiative focuses on selling health and skincare products, allowing RLG to tap into its market insights and sales channels, particularly in high-demand markets like China and India.

RLG entered into an agreement with Henan Rock Kangaroo Brand Management Co., Ltd for it to produce and supply beer produced from Australian ingredients to service RLG's distribution network orders for a range of beers to be marketed and sold under the RLG Kangaroo Beer label.

Service and product distribution contracts were also signed with Australian health and beauty products companies, Hydra Longevity, Slades Australia for its Minor Figures brand, Mr Consistent premium cocktail mixers and distribution for a range of new Australian beverage brands were also added.

In February 2025, RLG implemented strategic changes to its Board, with Mr Jeremy Baldock and Mr Reece O'Connell joining the Board as independent Non-Executive Directors, bringing extensive capital markets experience to the Company. In parallel, Ms Shenny Ruan stepped down as a Director to focus on personal business pursuits..

Mr Reece O'Connell is an experienced fund manager who brings capital markets and investor relations skills, experience and network connections to the RLG Board. He specialises in recognising and funding early-stage companies. Reece is currently Fund Manager of Summit Biotech Fund (formerly Merchant Biotech Fund), delivering client value through specialised knowledge and strategic investment in technology companies that are pioneering world-changing innovations.

Mr Jeremy Baldock who also joins the RLG Board, brings with him 25 years' experience in the stockbroking industry in Australia, including 20 years at Bell Potter Securities. He has provided extensive corporate and execution services for a wide range of corporate and private high net worth clients. Jeremy is currently a senior advisor at Alto Capital, a boutique advisory firm that specialises in ASX mid to small market capitalisation stocks and has assisted many companies with raisings and placements. Mr Baldock brings a wealth of experience and a wide range of contacts that will benefit RLG.



# DIRECTORS' REPORT (continued)

## Review of Operations (continued)

### Financial highlights

RLG has implemented several strategic changes over the course of the past few financial years, with the key strategic direction being to globalise RLG Marketplace through the expansion of online stores combined with selection, production and selling of higher margin products specifically in the food, health and wellness product range.

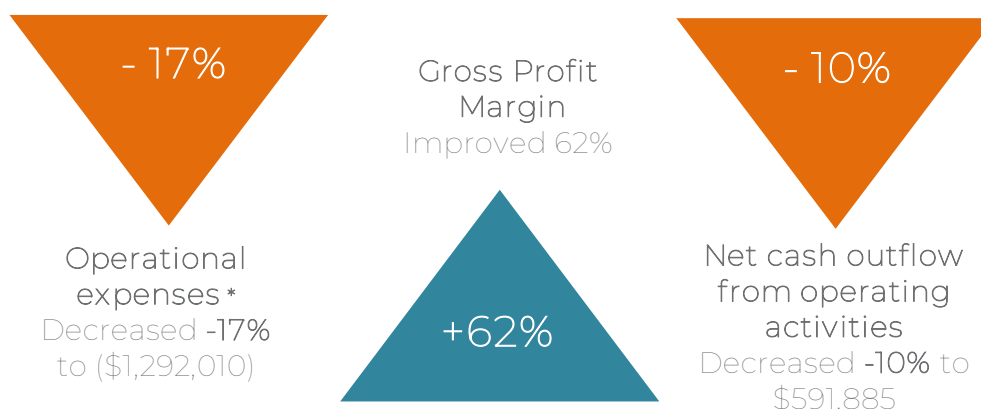
RLG is focussed on driving top line sales of **higher margin product** to positively contribute to its operational cashflows in order to ultimately drive cash flow positivity and profitability of the Group. Consequently, sales revenue is lower for the period as the Company put lower margin product sales and channels on hold, to focus on product and sales channel optimisation to deliver improved gross profit margins on the products it sells with ongoing focus on growth of sales of these products.

The Company's results continue to show the realisation of these objectives and RLG continues to refine its product selection to add higher margin products to its portfolio, including its own VORA branded products. The Company expects that with added investment and additional products being marketed and sold in the remainder of FY2025 and ongoing, this will deliver both sales volume and gross margin growth.

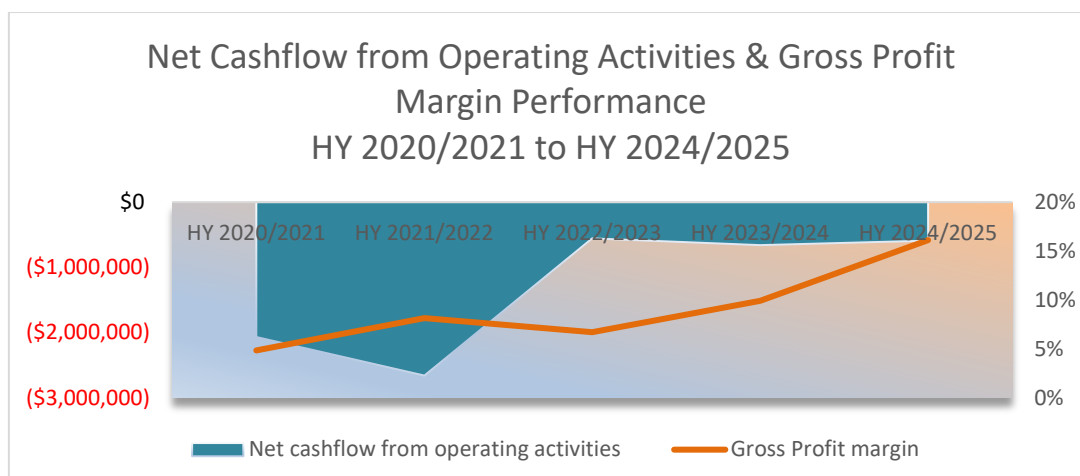
During HY 2024/2025, the Company repaid loans totalling \$1,200,000 which will deliver ongoing annual savings in interest payments of \$120,000 per annum.

Significant improvements have been achieved across key financial metrics during HY 2024/2025.

- The gross profit margin on sales increased in HY 2024/2025, for the 5<sup>th</sup> consecutive Half-Year period, improving by **+62%** in comparison to HY2023/2024 and 233% over that time period.
- The net cash outflow from operating activities decreased in HY 2024/2025 for the 5<sup>th</sup> consecutive Half-Year period, improving by **-10%** in comparison to HY2023/2024 and **-71%** over that time period.
- The Company's operational expenses (all costs excluding direct service and product related costs), decreased in HY 2024/2025, improving by **-17%** in comparison to HY2023/2024.



(\* Excluding Staff and contactor costs of providing goods and services which also decreased **-20%** to \$365,962 in HY 2024/2025.)



# DIRECTORS' REPORT (continued)

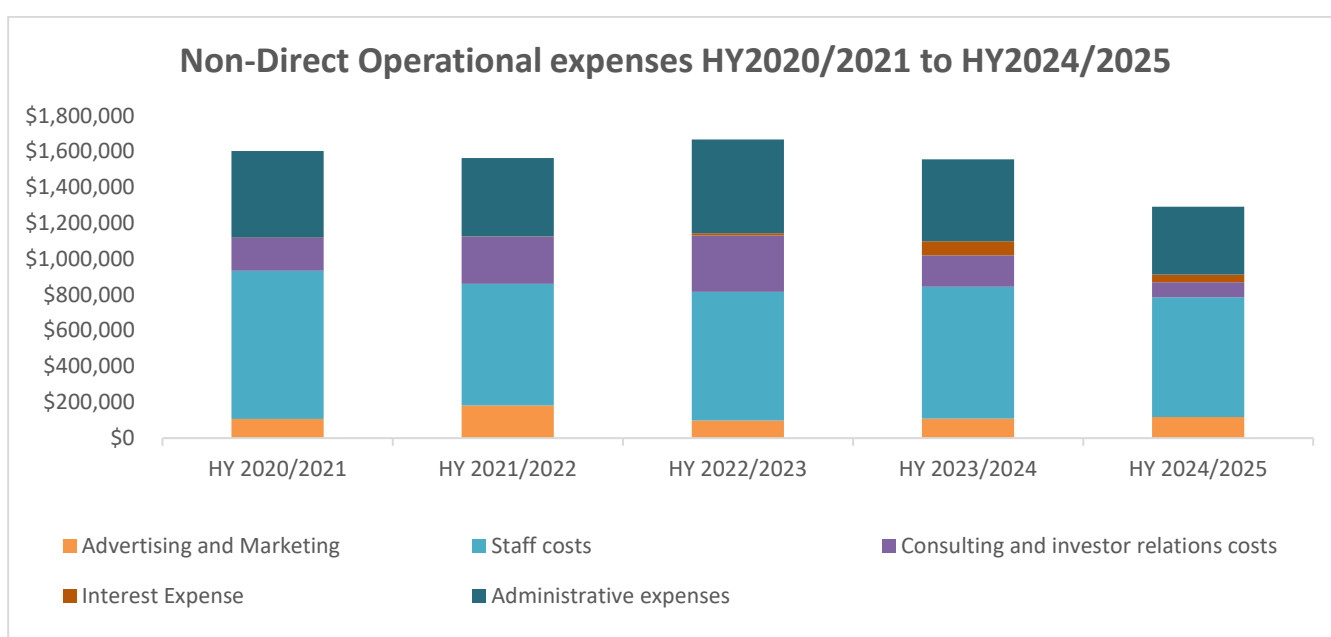
## Review of Operations (continued)

### Financial highlights (continued)

In addition to focusing on delivering high margin sales, the Company also continues to optimise service and sales delivery costs, to reduce operational costs and improve profitability.

The continued focus on expense reduction for both it's direct costs and overhead expenditures has delivered improvements across the board.

- **Non-Direct Staff costs** decreased by -9% to \$669,529 ↓ -9% from HY 2023/2024
- **Consulting and investor relations costs** decreased by -52% to \$83,998 ↓ -52% from HY 2023/2024
- **Interest expense** decreased by -47% to \$42,113 ↓ -47% from HY 2023/2024
- **Administrative expenses** decreased by -17% to \$378,713 ↓ -17% from HY 2023/2024



## Operating results for the year

The Group has earned revenue and other income of \$2,622,176 for the half-year (31 December 2023: \$7,214,897) with cash receipts of \$2,972,939 (31 December 2023: \$7,323,178), and the total comprehensive loss for the period for the Group was \$949,893 (31 December 2023: \$946,375), which included non-cash items of Depreciation, Amortisation and Share Based Payments totalling (\$32,197).

At balance date, the Group held \$635,818 in cash (30 June 2024: \$1,035,051).

## Significant changes in the state of affairs

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

# DIRECTORS' REPORT (continued)

## Significant events after balance date

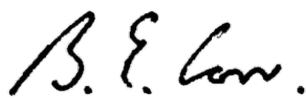
On 30 January 2025, the Group completed a placement to a small group of sophisticated and professional investors to raise \$900,000 before costs. via an issue of 225,000,000 fully paid ordinary shares at \$0.004 each. Under the Placement, the Company issued a total of 225,000,000 new fully paid ordinary shares ("Shares") at \$0.004 per Share, together with one free attaching listed option for every two Shares ("Options") with each Option having an exercise price of \$0.01 per share and an expiry date of 26 September 2025. The 112,500,000 Options are subject to shareholder approval, with the Company to seek shareholder approval at a general meeting of shareholders expected to be held in April 2025.

Apart from the matter noted above, no other matters or circumstances have arisen since the end of the half-year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future financial periods.

## Auditor's Independence Declaration

Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the Directors of the Company with an Independence Declaration in relation to the review of the half-year financial report. This Independence Declaration is set out on page 7 and forms part of this Directors' report for the half-year ended 31 December 2024.

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



Bryan Carr

Managing Director and Chief Executive Officer

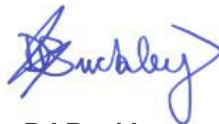
27 February 2025

## AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the consolidated financial report of RooLife Group Ltd for the half-year ended 31 December 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Perth, Western Australia  
27 February 2025



**D I Buckley**  
Partner

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## CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

For the half-year ended 31 December 2024

	Notes	6 months to 31 December 2024 \$	6 months to 31 December 2023 \$
<b>Continuing operations</b>			
Revenue	2	2,603,795	7,084,996
Other income	2	18,381	129,901
		<u>2,622,176</u>	<u>7,214,897</u>
Direct product, logistics and marketing costs		(1,818,818)	(5,705,557)
Staff and contactor costs of providing goods and services		(365,962)	(455,363)
Other costs of providing goods and services		(900)	(220,630)
Depreciation expense		(22,783)	(3,564)
Amortisation expense	9	(6,852)	(44,967)
Share-based payments expense		(2,562)	(109,228)
Business development costs		(151,612)	(161,626)
Consulting and investor relation fees		(83,998)	(173,881)
Employee costs		(669,529)	(738,229)
Impairment		(43,668)	-
Other expenses		(407,995)	(524,653)
<b>Loss before income tax</b>		<b>(952,503)</b>	<b>(922,801)</b>
Income tax benefit		-	-
<b>Net loss for the period</b>		<b>(952,503)</b>	<b>(922,801)</b>
<b>Other comprehensive loss, net of income tax</b>			
<i>Items that may be reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations		2,761	(23,574)
<b>Other comprehensive loss for the period, net of income tax</b>		<b>2,761</b>	<b>(23,574)</b>
<b>Total comprehensive loss for the period</b>		<b>(949,742)</b>	<b>(946,375)</b>
Loss for the year is attributable to:			
<i>Non-controlling interest</i>			
		(2,610)	(2,341)
<i>Owner of Roolife Group Limited</i>			
		(949,893)	(920,460)
		<u>(952,503)</u>	<u>(922,801)</u>
Basic loss per share (cents per share)	4	(0.10)	(0.13)
Diluted loss per share (cents per share)	4	(0.10)	(0.13)

The accompanying notes form part of these financial statements

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### As at 31 December 2024

	Notes	31 December 2024 \$	30 June 2024 \$
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		635,818	1,035,051
Trade and other receivables	5	708,892	583,079
Financial asset	8	36,905	162,414
Other current assets	6	368,160	524,879
Inventories	7	377,395	196,312
<b>Total current assets</b>		<b>2,127,170</b>	<b>2,501,735</b>
<b>Non-current assets</b>			
Property, plant and equipment		18,158	12,313
Right of use asset		76,985	-
Deferred tax asset		17,815	17,815
Financial asset non-current	8	80,000	80,000
Other Intangible assets	9	88,112	89,859
Goodwill	10	2,389,085	2,389,085
<b>Total non-current assets</b>		<b>2,670,155</b>	<b>2,589,072</b>
<b>Total assets</b>		<b>4,797,325</b>	<b>5,090,807</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	11	1,584,829	1,209,607
Short-term borrowing	12	-	1,200,000
Lease liability		51,305	-
Deferred revenue		110,909	104,775
<b>Total current liabilities</b>		<b>1,747,043</b>	<b>2,514,382</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities		17,815	17,815
Long-term borrowing	12	125,000	200,000
Lease liability non-current		27,634	-
Employee provisions		6,235	6,235
<b>Total non-current liabilities</b>		<b>176,684</b>	<b>224,050</b>
<b>Total liabilities</b>		<b>1,923,727</b>	<b>2,738,432</b>
<b>Net assets</b>		<b>2,873,598</b>	<b>2,352,375</b>
<b>Equity</b>			
Issued capital	13	32,651,600	31,209,387
Reserves		1,679,940	1,648,427
Accumulated losses		(31,436,625)	(30,486,732)
Equity attributable to the owners of Roolife Group Limited		2,894,915	2,371,082
Non-controlling interest		(21,317)	(18,707)
<b>Total equity</b>		<b>2,873,598</b>	<b>2,352,375</b>

*The accompanying notes form part of these financial statements*

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

### For the half-year ended 31 December 2024

	Issued capital \$	Share- based payment reserve \$	Foreign currency translation reserve \$	Accumulated losses \$	Non- controlling interest \$	Total equity \$
<b>Balance at 1 July 2024</b>	31,209,387	1,623,650	24,777	(30,486,732)	(18,707)	2,352,375
Loss for the period	-	-	-	(949,893)	(2,610)	(952,503)
Other comprehensive income for the period, net of income tax	-	-	2,761	-	-	2,761
<b>Total comprehensive loss for the period</b>	-	-	<b>2,761</b>	<b>(949,893)</b>	<b>(2,610)</b>	<b>(949,742)</b>
Share issued during the period	1,707,540	-	-	-	-	1,707,540
Share issue costs	(265,327)	26,190	-	-	-	(239,137)
Share-based payments	-	2,562	-	-	-	2,562
<b>Balance at 31 December 2024</b>	<b>32,651,600</b>	<b>1,652,402</b>	<b>27,538</b>	<b>(31,436,625)</b>	<b>(21,317)</b>	<b>2,873,598</b>

### For the half-year ended 31 December 2023

	Issued capital \$	Share- based payment reserve \$	Foreign currency translation reserve \$	Accumulated losses \$	Non- controlling interest \$	Total equity \$
<b>Balance at 1 July 2023</b>	30,724,007	1,592,643	(4,134)	(28,399,688)	-	3,912,828
Loss for the period	-	-	-	(920,460)	(2,341)	(922,801)
Other comprehensive loss for the period, net of income tax	-	-	(23,574)	-	-	(23,574)
<b>Total comprehensive loss for the period</b>	-	-	<b>(23,574)</b>	<b>(920,460)</b>	<b>(2,341)</b>	<b>(946,375)</b>
Share-based payments	30,000	79,228	-	-	-	109,228
<b>Balance at 31 December 2023</b>	<b>30,754,007</b>	<b>1,671,871</b>	<b>(27,708)</b>	<b>(29,320,148)</b>	<b>(2,341)</b>	<b>3,075,681</b>

*The accompanying notes form part of these financial statements*

## CONDENSED CONSOLIDATED STATEMENT OF CASHFLOWS

### For the half-year ended 31 December 2024

	6 months to 31 December 2024 \$	6 months to 31 December 2023 \$
<b>Cash flows from operating activities</b>		
Receipts from customers	2,972,939	7,323,178
Payments to suppliers and employees	(3,518,230)	(8,007,451)
Interest received	16,538	21,323
Interest paid	(67,076)	(50,106)
Government grants and tax incentives received/(returned)	3,944	51,889
<b>Net cash outflow from operating activities</b>	<b>(591,885)</b>	<b>(661,167)</b>
<b>Cash flows from investing activities</b>		
Proceeds from sale of property, plant and equipment	-	2,200
Proceeds from repayment of convertible note receivable	130,479	60,000
Proceeds from sale of intellectual property	-	10,000
Payments for property, plant and equipment	(9,079)	(987)
Payments for intangible assets	-	(6,600)
Proceeds /(payments) from security deposits (net)	(13,755)	58,527
<b>Net cash inflow from investing activities</b>	<b>107,645</b>	<b>123,140</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares	1,607,539	-
Payment for share issue costs	(255,815)	-
Proceeds from borrowings	70,000	400,000
Payment of borrowing	(159,475)	-
Proceeds from the issue of convertible notes	-	1,200,000
Payment of convertible notes	(1,200,000)	-
<b>Net cash inflow from financing activities</b>	<b>62,249</b>	<b>1,600,000</b>
Net increase/ (decrease) in cash held	(421,991)	1,061,973
Cash and cash equivalents at the beginning of the period	1,035,051	1,419,586
Effects of exchange rate fluctuations on cash held	22,758	6,666
<b>Cash and cash equivalents at the end of the period</b>	<b>635,818</b>	<b>2,488,225</b>

*The accompanying notes form part of these financial statements*



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 1: Statement of significant accounting policies

##### (a) Basis of preparation

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

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

The interim financial statements do not include full disclosures of the type normally included in the full financial report. Therefore, it cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the Group as in the full financial report. It is recommended these interim financial statements be read in conjunction with the full financial report for the year ended 30 June 2024 and any public announcements made by the Company and its subsidiaries during the half-year in accordance with continuous disclosure requirements arising under the *Corporations Act 2001* and the ASX Listing Rules.

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

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

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

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

##### (b) Adoption of new and revised standards

###### *Standards and Interpretations applicable to 31 December 2024*

In the period ended 31 December 2024, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group and effective for the current reporting period beginning on or after 1 July 2024.

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

###### *Standards and Interpretations in issue not yet adopted*

The Directors have also reviewed all Standards and Interpretations in issue not yet adopted for the period ended 31 December 2024. As a result of this review the Directors have determined that there is no material impact of the Standards and Interpretations in issue not yet adopted on the Group and, therefore, no change is necessary to Group accounting policies.

##### (c) Statement of compliance

The interim financial statements were authorised for issue on 27 February 2025.

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

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 1: Statement of material accounting policies (continued)

##### (d) Significant accounting estimates and judgements

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

The judgements, estimates and assumptions applied in the interim financial statements, including the key sources of estimation uncertainty were the same as those applied in the Group's last annual financial statements for the year ended 30 June 2024.

##### (e) Going concern

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

#### Note 2: Revenue and other income

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

##### Revenue

	6-months to 31 December 2024 \$	6-months to 31 December 2023 \$
Revenue from contracts with customers	2,603,795	7,084,996
<i>Reconciliation of revenue from contracts with customers</i>		
<u>At a point in time</u>		
Product and platform sales	1,196,030	5,556,425
	1,196,030	5,556,425
<u>Over time</u>		
Digital marketing services	1,407,765	1,528,571
	1,407,765	1,528,571
Total revenue	2,603,795	7,084,996
<b>Other income</b>		
Interest income	16,756	21,624
Gain on disposal of fixed assets	-	2,000
Grants and subsidies	1,625	106,277
	18,381	129,901

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 3: Segment reporting

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the Board of Directors in order to allocate resources to the segment and to assess its performance. Information regarding these segments is presented below. The accounting policies of the reportable segments are the same as the Group's accounting policies. The following tables are an analysis of the Group's revenue and results by reportable segment provided to the Board of Directors for the half-year ended 31 December 2024 and for the half-year ended 31 December 2023.

	Australia	Singapore	China	Consolidation eliminations	Total
31 December 2024	\$	\$	\$	\$	\$
Sales to external customers	1,084,746	-	1,537,050	(18,001)	<b>2,603,795</b>
<b>Segment revenue</b>	<b>1,084,746</b>	<b>-</b>	<b>1,537,050</b>	<b>(18,001)</b>	<b>2,603,795</b>
<b>Segment result</b>	<b>(844,625)</b>	<b>-</b>	<b>(107,878)</b>	<b>-</b>	<b>(952,503)</b>
<b>Segment assets</b>	<b>16,827,934</b>	<b>(174)</b>	<b>2,812,135</b>	<b>(14,842,570)</b>	<b>4,797,325</b>
<b>Segment liabilities</b>	<b>(2,562,918)</b>	<b>(4,007,507)</b>	<b>(5,477,056)</b>	<b>10,123,754</b>	<b>(1,923,727)</b>
	Australia	Singapore	China	Consolidation eliminations	Total
31 December 2023	\$	\$	\$	\$	\$
Sales to external customers	984,839	-	6,133,060	(32,903)	<b>7,084,996</b>
<b>Segment revenue</b>	<b>984,839</b>	<b>-</b>	<b>6,133,060</b>	<b>(32,903)</b>	<b>7,084,996</b>
<b>Segment result</b>	<b>(1,046,677)</b>	<b>(83)</b>	<b>123,959</b>	<b>-</b>	<b>(922,801)</b>
<b>Segment assets</b>	<b>18,460,310</b>	<b>(163)</b>	<b>7,929,249</b>	<b>(16,710,089)</b>	<b>9,679,307</b>
<b>Segment liabilities</b>	<b>(4,470,403)</b>	<b>(4,007,507)</b>	<b>(10,116,989)</b>	<b>11,991,273</b>	<b>(6,603,626)</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 4: Loss per share

##### (a) Basic and diluted loss per share

	6-months to 31 December 2024	6-months to 31 December 2023
	\$	\$
Total basic and diluted loss per share attributable to the ordinary equity holders of the Company	(0.10)	(0.13)

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

	\$	\$
Loss attributable to the ordinary equity holders of the Company used in the calculation of basic and diluted loss per share	(949,893)	(920,460)

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

	Number	Number
Weighted average number of ordinary shares used in the denominator in calculating loss per share	995,162,286	721,339,554

##### (d) Information concerning classification of securities

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

#### Note 5: Trade and other receivables

	31 December 2024	30 June 2024
	\$	\$
Trade and other receivables	686,501	559,713
Allowance for doubtful debts	(51,450)	(48,740)
	<u>635,051</u>	<u>510,973</u>
Accrued revenue	71,543	66,396
GST receivable	-	494
Other receivables	2,298	5,216
	<u>708,892</u>	<u>583,079</u>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 6: Other current assets

	31 December 2024	30 June 2024
	\$	\$
Prepayments	234,854	376,492
Security deposits	130,295	145,377
Other	3,011	3,010
	<b>368,160</b>	<b>524,879</b>

#### Note 7: Inventories

	31 December 2024	30 June 2024
	\$	\$
Inventories at cost	441,284	303,742
Impairment allowance	(63,889)	(107,430)
Total	<b>377,395</b>	<b>196,312</b>

#### Note 8: Financial assets

	Note	31 December 2024	30 June 2024
		\$	\$
Financial asset - current	(i)	36,905	162,414
Financial asset – non- current	(ii)	80,000	80,000

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

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

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

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 9: Other Intangible assets

#### Carrying Value

	Technology	Trademark	Total
	\$	\$	\$
<b>31 December 2024</b>			
Cost	178,263	40,036	218,299
Accumulated amortisation	(90,151)	(40,036)	(130,187)
Carrying value as at 31 December 2024	88,112	-	88,112
<b>30 June 2024</b>			
	Technology	Trademark	Total
	\$	\$	\$
Cost	169,322	40,036	209,358
Accumulated amortisation	(86,315)	(33,184)	(119,499)
Carrying value as at 30 June 2024	83,007	6,852	89,859

No impairment loss was recognised during the period (31 December 2024: \$nil).

#### Reconciliation

#### 6 months to 31 December 2024

	Technology	Trademark	Customer contracts	Total
		\$	\$	\$
Carrying value as at 1 July 2024	83,007	6,852	-	89,859
Cost occurred	-	-	-	-
Amortisation	-	(6,852)	-	(6,852)
Foreign currency difference	5,105	-	-	5,105
Carrying value as at 31 December 2024	88,112	-	-	88,112

#### Year to 30 June 2024

	Technology	Trademark	Customer contracts	Total
	\$	\$	\$	\$
Opening balance	99,455	40,036	50,000	189,491
Addition	6,000	-	-	6,000
Amortisation	(22,752)	(33,184)	-	(55,936)
Disposal	-	-	(50,000)	(50,000)
Foreign currency difference	304	-	-	304
Carrying value as at 30 June 2024	83,007	6,852	-	89,859

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 10: Goodwill

##### Carrying Value

	31 December 2024	30 June 2024
	\$	\$
Cost	4,405,266	4,405,266
Impairment	(2,016,181)	(2,016,181)
Carrying value	<u>2,389,085</u>	<u>2,389,085</u>

##### Reconciliation

	6 months to 31 December 2024	Year to 30 June 2024
	\$	\$
Opening balance	2,389,085	2,389,085
Acquisitions through business combinations	-	-
Carrying value	<u>2,389,085</u>	<u>2,389,085</u>

No impairment loss was recognised during the period (31 December 2023: \$nil).

#### Note 11: Trade and other payables

	31 December 2024	30 June 2024
	\$	\$
Trade payables	841,429	629,233
Accruals	72,859	149,018
Deferred remuneration	71,154	48,135
Payroll liabilities	218,941	188,383
Security deposits payable	62,569	51,694
GST/VAT payable	8,356	-
Shares to be issued	-	100,000
Other payables	309,521	43,144
	<u>1,584,829</u>	<u>1,209,607</u>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 12: Borrowing

	Note	31 December 2024	30 June 2024
		\$	\$
Convertible Note - Westcap Pty Ltd	(i)	-	1,000,000
Convertible Note - Xiaodan Wu	(ii)	-	200,000
Short-term borrowing		-	1,200,000

	Note	31 December 2024	30 June 2024
		\$	\$
Loan from Director (Long-term)	(iii)	125,000	200,000

- (i) Convertible note Agreement entered into with Westcap Pty Ltd to provide the Group with convertible note of \$1,000,000. The key terms of the convertible note were:
- 8% per annum interest rate accrues on the Loan and it repayable at the end of each calendar quarter.
  - Provision of 2,000,000 Fully Paid Ordinary Shares in RLG (RLG Shares) to be issued to the lender upon execution.
  - Term is 13 months.
  - Lender may elect to convert part or all of the Loan into RLG Shares at any time prior to the end of the Term, or to repaid at the end of the Term.
  - RLG may elect to repay the Loan in part or in full at any time prior to the end of the Term.
  - Any conversion of the Loan into RLG Shares will be at a conversion price of \$0.025 per RLG Share.
  - The Loan will be secured by a charge over RLG's inventory directly purchased with and capped at the value of the Loan amount.

The loan was repaid prior to the end of Term, with the Convertible Debt Securities on issue cancelled on repayment of the loan.

- (ii) Convertible note Agreement entered into with Xiaodan Wu to provide the Group with convertible note of \$200,000. The key terms of the convertible note were:
- 8% per annum interest rate accrues on the Loan and it repayable at the end of each calendar quarter.
  - 5 Fully Paid Ordinary shares in RLG will be issued to the lender for every A\$1.00 loaned.
  - Term is 12 months.
  - Lender may elect to convert part or all of the Loan into RLG Shares at any time prior to the end of the Term.
  - RLG may elect to repay the Loan in part or in full at any time prior to the end of the Term.
  - Any conversion of the Loan into RLG Shares will be at a conversion price of \$0.025 per RLG Share.
  - If at any time RLG repays the whole or any part of the Loan by way of an issue of RLG Shares then RLG may, for the purpose of calculating the number of RLG Shares to be issued, reduce directly from the value of the relevant loan amount any amounts paid by RLG to that point as interest in respect of the relevant loan amount.
  - The Loan will be secured by a charge over RLG's inventory, receivable amounts, prepayments, and deposits, capped at the value Of the Loan amount.

The loan was repaid prior to the end of Term, with the Convertible Debt Securities on issue cancelled on repayment of the loan.

- (iii) Unsecured Loan Agreement entered into with Director Bryan Carr to provide the Group with a line of credit facility to the value of \$200,000 which is available to be drawn down and applied by the Group to fund supply of products for sale. The Group has drawn down \$125,000 as at 31 December 2024.

The key terms of the facility are:

- Repayment date is 28 February 2026.
- 10% per annum interest rate on loan amount drawn down, payable in arrears.



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 13: Issued capital

##### (a) Share capital

	31 December 2024	30 June 2024
	\$	\$
Ordinary shares issued and fully paid	<b>32,651,600</b>	31,209,387

##### (b) Movement in ordinary share capital

###### Six months to 31 December 2024

Date	Details	Number of shares	\$
1 July 2024	Opening balance	782,381,662	31,209,387
15 July 2024	Shares issued under placement to private investor	11,764,706	100,000
26 September 2024	Shares issued under placement to private investors	375,000,000	1,500,000
30 September 2024	Shares issued under placement to private investors	7,850,000	31,400
19 December 2024	Shares issued under placement to private investors	19,034,910	76,140
	Less: Transaction cost arising on share issue	-	(265,327)
<b>31 December 2024</b>		<b>1,196,031,278</b>	<b>32,651,600</b>

###### Year to 30 June 2024

Date	Details	Note	Number of shares	\$
1 July 2023	Opening balance		719,558,133	30,724,007
7 August 2023	Shares issued to convertible note holder	(i)	1,000,000	8,000
2 October 2023	Shares issued to convertible note holder	(ii)	2,000,000	22,000
27 March 2024	Shares issued to private investors		58,823,529	500,000
27 March 2024	Conversion of employee performance rights	(iii)	1,000,000	14,000
	Less: Transaction cost arising on share issue		-	(58,620)
<b>30 June 2024</b>	<b>Closing balance</b>		<b>782,381,662</b>	<b>31,209,387</b>

- (i) Shares issued to Xiaodan Wu on receipt of funding under Convertible Note Agreement.
- (ii) Shares issued to Westcap Pty Ltd on receipt of funding under Convertible Note Agreement.
- (iii) Shares issued to directors and employee under share-based payment plans entered in FY2022.

##### (c) Ordinary shares

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

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

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

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 13: Issued capital (continued)

##### (d) Options over ordinary shares

Options to subscribe for ordinary shares in the Company have been granted as follows:

- (i) to employers and consultants under share based payment plans, details of which are disclosed in Note 14; and
- (ii) to shareholders as free attaching options under placements offered by the Company.

##### (e) Movement in options over ordinary shares

#### Six months to 31 December 2024

Grant/Issue date	Expiry date	Exercise Price	Note	Opening balance	Options issued	Options lapsed	Closing balance
<b>Unlisted options:</b>							
30 December 2021	30 November 2024	\$0.05	14	4,807,692	-	(4,807,692)	-
<b>Unlisted performance options:</b>							
30 December 2021	30 November 2024	\$0.05	14	30,000,000	-	(30,000,000)	-
<b>Listed free attaching options:</b>							
26 September 2024	26 September 2026	\$0.01		-	187,500,000	-	187,500,000
30 September 2024	26 September 2026	\$0.01		-	3,925,000	-	3,925,000
19 December 2024	26 September 2026	\$0.01		-	9,517,455	-	9,517,455
<b>Listed Lead Manager options:</b>							
26 September 2024	26 September 2026	\$0.01	14	-	15,000,000	-	15,000,000
				34,807,692	215,942,455	(34,807,692)	215,942,455

#### Year to 30 June 2024

Grant/Issue date	Expiry date	Exercise Price	Note	Opening balance	Options issued	Options lapsed	Closing balance
<b>Unlisted options:</b>							
30 December 2021	30 November 2024	\$0.05		4,807,692	-	-	4,807,692
<b>Unlisted performance options:</b>							
30 December 2021	30 November 2024	\$0.05		30,000,000	-	-	30,000,000
				34,807,692	-	-	34,807,692

#### Note 14: Share-based payments

##### Share Options

##### a) Share options issued during the period

15,000,000 options were issued to the Lead Manager of the entitlement issue, Mahe Capital Pty Ltd.

Listed Options	Number	Grant Date	Expiry Date	Exercise Price \$	Fair value at grant date \$	Vesting Date
Lead Manager	15,000,000	26 September 2024	26 September 2026	\$0.01	\$26,190	26 September 2024

There has been no alteration of the terms and conditions of the above share-based payment arrangement since grant date.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 14: Share-based payments (continued)

##### Share options (continued)

##### a) Share options issued during the period (continued)

The fair value of the equity settled listed share option is estimated at grant date using the Black & Scholes model, taking into account the terms and conditions upon which the options were granted, as follows:

	Note	
Expected volatility (%)	(i)	161%
Risk-free interest rate (%)		3.55%
Expected life of option (days)	(ii)	730
Exercise price (cents)		1.0
Grant date share price (cents)	(iii)	0.3

- (i) The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.
- (ii) The expected life of the options is not based on historical data and is not necessarily indicative of exercise patterns that may occur. The number of days is calculated by the number of days between the grant date and expiry date of the option.
- (iii) The options have been valued at grant date, being the date that the service was deemed to be provided.

##### b) Share options lapsed, cancelled or expired during the period

4,807,692 unlisted share options lapsed due to the expiry of the option without exercise.

30,000,000 performance share options were cancelled due to the lapse of the conditional right due to vesting conditions not being met.

##### Performance rights

##### a) Performance rights issued during the period

No performance rights have been issued during the half year period.

##### b) Performance rights lapsed, cancelled or expired during the period

35,000,001 performance shares previously issued to Directors and 7,500,000 performance shares previously issued to a consultant were cancelled due to the lapse of the conditional right due to vesting conditions not being met.

No vesting expense had been previously recognised for these rights as the Company had assessed that the achievement of the performance conditions was not probable.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

Note 14: Share-based payments (continued)

#### Performance rights (continued)

##### c) Movement in performance rights

Six months to 31 December 2024

	Number	Number	Number	Number	Number
	Opening balance	Rights issued	Rights converted	Rights lapsed	Closing balance
Directors					
Class A	6,600,000	-	-	(6,600,000)	-
Class B	13,400,001	-	-	(13,400,001)	-
Class C	7,500,000	-	-	(7,500,000)	-
Class D	7,500,000	-	-	(7,500,000)	-
Employee/Consultants	8,500,000	-	-	(7,500,000)	1,000,000
AuLife/Martin Place					
Condition A	40,000,000	-	-	-	40,000,000
Condition B	10,000,000	-	-	-	10,000,000
Condition C	4,000,000	-	-	-	4,000,000
Condition D	4,000,000	-	-	-	4,000,000
<b>Total</b>	<b>101,500,001</b>	<b>-</b>	<b>-</b>	<b>(42,500,001)</b>	<b>59,000,000</b>

Year to 30 June 2024

	Number	Number	Number	Number	Number
	Opening balance	Rights issued	Rights converted	Rights lapsed	Closing balance
Movement					
Directors					
Class A	6,600,000	-	-	-	6,600,000
Class B	13,400,001	-	-	-	13,400,001
Class C	7,500,000	-	-	-	7,500,000
Class D	7,500,000	-	-	-	7,500,000
Employee/Consultants	9,500,000	-	(1,000,000)	-	8,500,000
AuLife/Martin Place					
Condition A	-	40,000,000	-	-	40,000,000
Condition B	-	10,000,000	-	-	10,000,000
Condition C	-	4,000,000	-	-	4,000,000
Condition D	-	4,000,000	-	-	4,000,000
<b>Total</b>	<b>44,500,001</b>	<b>58,000,000</b>	<b>(1,000,000)</b>	<b>-</b>	<b>101,500,001</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### For the half-year ended 31 December 2024

#### Note 15: Financial instruments

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

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

#### Note 16: Contingent liabilities

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

#### Note 17: Interests in subsidiaries

The consolidated financial statements include the financial statements of RooLife Group Ltd and the subsidiaries listed in the following table.

Name of entity	Country of incorporation	% Equity interest		Investment	
		31 December 2024	30 June 2024	31 December 2024	30 June 2024
		%	%	\$	\$
OpenDNA (Singapore) Pte Ltd	Singapore	100	100	98	98
CHOOSE Digital Pty Ltd	Australia	100	100	658,333	658,333
RooLife Pty Limited	Australia	100	100	558,334	558,334
RooLife (HK) Limited	Hong Kong	100	100	-	-
Blackglass Pty Ltd	Australia	100	100	300,000	300,000
QBID Pty Ltd	Australia	100	100	652,851	652,851
QBID Holdings Pty Ltd	Australia	100	100	-	-
Qualis Pty Ltd	Australia	100	100	-	-
Qualis Brands Pty Ltd	Australia	100	100	-	-
RooLife China Ltd	China	100	100	-	-
Remedy Drinks China Pty Ltd	Australia	100	100	-	-
Vora Health Group Pty Ltd	Australia	100	100	38,157	38,157
RLG Marketplace Pty Ltd <sup>(i)</sup>	Australia	51	51	-	-
Hydralyte Global Pty Ltd	Australia	100	100	-	-
RLG Kangaroo Beer Pty Ltd	Australia	100	-	-	-

(i) The non-controlling interests hold 49% of the voting right of RLG Marketplace Pty Ltd.

RLG Kangaroo Beer Pty Ltd was incorporated on 2 September 2024.

RooLife Group Ltd is the ultimate Australia parent entity and the ultimate parent of the Group. Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation.

#### Note 18: Events subsequent to reporting date

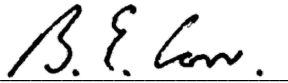
On 30 January 2025, the Group completed a placement to a small group of sophisticated and professional investors to raise \$900,000 before costs. via an issue of 225,000,000 fully paid ordinary shares at \$0.004 each. Under the Placement, the Company issued a total of 225,000,000 new fully paid ordinary shares ("Shares") at \$0.004 per Share, together with one free attaching listed option for every two Shares ("Options") with each Option having an exercise price of \$0.01 per share and an expiry date of 26 September 2025. The 112,500,000 Options are subject to shareholder approval, with the Company to seek shareholder approval at a general meeting of shareholders expected to be held in March 2025.

Apart from the matter noted above, no other matters or circumstances have arisen since the end of the half-year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs in future financial periods.

# DIRECTORS' DECLARATION

1. In the opinion of the Directors of RooLife Group Ltd (the 'Company'):
  - a. the accompanying interim financial statements and notes are in accordance with the Corporations Act 2001 including:
    - i. giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half- year then ended; and
    - ii. complying with Australian Accounting Standards, the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements.
  - b. there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
  - c. the interim financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 303(5) of the Corporations Act 2001 for the half-year ended 31 December 2024.

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



Bryan Carr  
Chief Executive Officer and Managing Director

27 February 2025

## INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of RooLife Group Ltd

### Report on the Condensed Half-Year Financial Report

#### *Conclusion*

We have reviewed the half-year financial report of RooLife Group Ltd (the "Company") and its controlled entities (the "Group"), which comprises the condensed consolidated statement of financial position as at 31 December 2024, the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, selected explanatory notes, and the directors' declaration, for the Group comprising the Company and the entities it controlled at the half-year end or from time to time during the half-year.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of RooLife Group Ltd does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

#### *Basis for Conclusion*

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

#### *Responsibility of the Directors for the Financial Report*

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

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

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2024 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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


*Independence*

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



**HLB Mann Judd**  
**Chartered Accountants**

**Perth, Western Australia**  
**27 February 2025**



**D I Buckley**  
**Partner**