

**APPENDIX 4E  
FOR THE YEAR ENDED 30 JUNE 2022**



Name of entity:

**Yowie Group Limited**

1.

ABN or equivalent company reference:

**98 084 370 669**

Reporting period:

**Year ended 30 June 2022**

Previous corresponding period:

Year ended 30 June 2021

2. Results for announcement to the market

<b>2.1 Revenue from ordinary activities</b>	up	<b>24%</b>	to	<b>US\$ 15,605,658</b>
<b>2.2 Profit from ordinary activities for the period after tax attributable to members</b>	down	<b>6%</b>	to	<b>839,506</b>
<b>2.3 Net profit for the period attributable to members</b>	down	<b>6%</b>	to	<b>839,506</b>
<b>2.4 Dividends</b>		Amount per security		Franked amount per security
Final dividend		<b>Nil</b>		<b>N/A</b>
Interim dividend		<b>Nil</b>		<b>N/A</b>
<b>2.5 Record date for determining entitlements to the dividends</b>	<div style="border: 1px solid black; padding: 5px; display: inline-block;">N/A</div>			
<b>2.6 Brief explanation of any of the figures reported above to enable the figures to be understood:</b>	<p>Commentary on the results for the period can be found in the Annual Report accompanying this Appendix 4E.</p>			

# **YOWIE GROUP LIMITED**

**ABN 98 084 370 669**

## **ANNUAL REPORT**

**FOR THE YEAR ENDED**

**30 JUNE 2022**



	Page
Company Directory	1
Chairman's Letter	2
CEO Report	6
Directors' Report	8
Auditor's Independence Declaration	29
Consolidated Statement of Profit or Loss and Other Comprehensive Income	30
Consolidated Statement of Financial Position	31
Consolidated Statement of Changes in Equity	32
Consolidated Statement of Cash Flows	33
Notes to the Consolidated Financial Statements	34
Directors' Declaration	68
Independent Audit Report	69
ASX Additional Information	72



*(Expressed in US Dollars (US\$), unless stated otherwise)*

<b>DIRECTORS:</b>	Mr Sean Taylor (Executive Chairman) Mr Mark Schuessler (Managing Director) Mr Nicholas Bolton (Non-Executive Director) Mr John Patton (Non-Executive Director) Mr Scott Hobbs (Non-Executive Director)
<b>KEY MANAGEMENT:</b>	Mr Wayne Brekke (Global Chief Financial Officer) Ms Cynthia Thayer (Global Chief Marketing Officer)
<b>COMPANY SECRETARY:</b>	Mr Neville Bassett
<b>REGISTERED AND PRINCIPAL OFFICE:</b>	Level 4 216 St Georges Terrace Perth WA 6000 Telephone: (08) 6268 2640
<b>ABN:</b>	98 084 370 669
<b>COMPANY WEBSITE ADDRESS:</b>	<a href="http://www.yowieworld.com">www.yowieworld.com</a>
<b>AUDITORS:</b>	RSM Australia Level 32, Exchange Tower 2 The Esplanade Perth WA 6000
<b>SHARE REGISTRY:</b>	Link Market Services Limited Level 12, QV1 Building 250 St Georges Terrace Perth WA 6000 Telephone: 1300 554 474 or +61 2 8280 7111
<b>ASX CODE:</b>	YOW

Dear Shareholders,

It is with pleasure that I present my first report as Chairman of Yowie Group Limited.

Whilst I have been relatively silent since my appointment in December, it is fair to say we've been working hard for the long term whilst attaining a few quick wins in the short term, which I'll address later.

What struck me most when approached to take on the Chair of Yowie and help guide its future was the huge potential to both recreate what was a fantastic brand in the 90's and build a confectionary business through an extensive infrastructure that fundamentally services a rotating single SKU business without increasing the cost base. In other words, we can significantly grow the product portfolio with increased cost only being that of COGS. Having said that, our infrastructure costs are low, with a single co-pack facility based in New York, and the rest of costs being staff to service retailers in both the US and ANZ.

Although Australia only represented 10% of overall sales, we saw the lack of total distribution in Grocery the first easy target. Which I'm pleased to say we were able to fulfil with the acceptance of YOWIE in all Coles 700+ stores in May this year. The first time we have been in Coles since YOWIE was relaunched in Australia in 2017. This we hope will both add volume to our Australian numbers and broaden our reach to the loyalist shoppers who only shop in Coles.

It also pained me to see such wonderful chocolate displays in both Grocery and Mass Merchants during the seasonal periods of both Christmas and Easter and Yowie not being a part of it as a children's chocolate manufacturer. As such, we have invested in procuring appropriate product that would garner both excitement from the trade and aid in brand building via product displays.

As such, we have been able to procure 2 new seasonal SKUs in Coles, Woolworths and a number of other retailers for Easter 2023.

This is exciting on a number of fronts. On the assumption this is successful we get the opportunity to continue to develop a seasonal range which will include Christmas 2023 and clearly gives us the ability to demonstrate the flexibility of the brand to pivot above the 28gm product both in Australia and potentially the US. In this case, we are very pleased to have these Yowie products being manufactured in Australia.

Giant Yowie – 250g Milk Chocolate RRP A\$15



Yowie Surprise Egg – 100g RRP A\$6.50

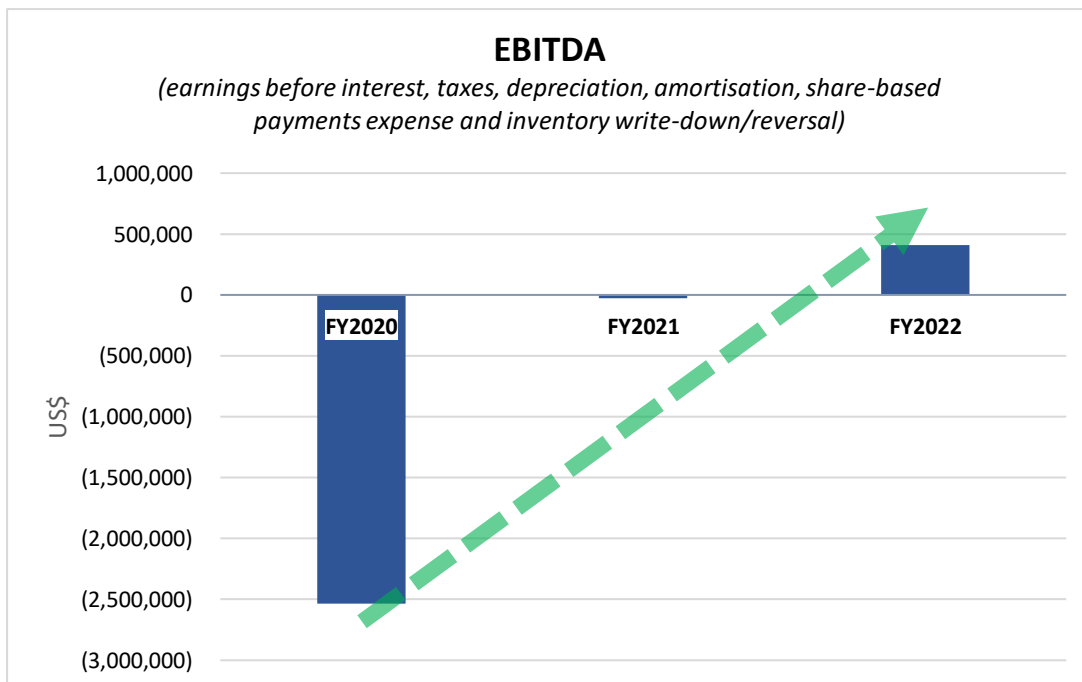
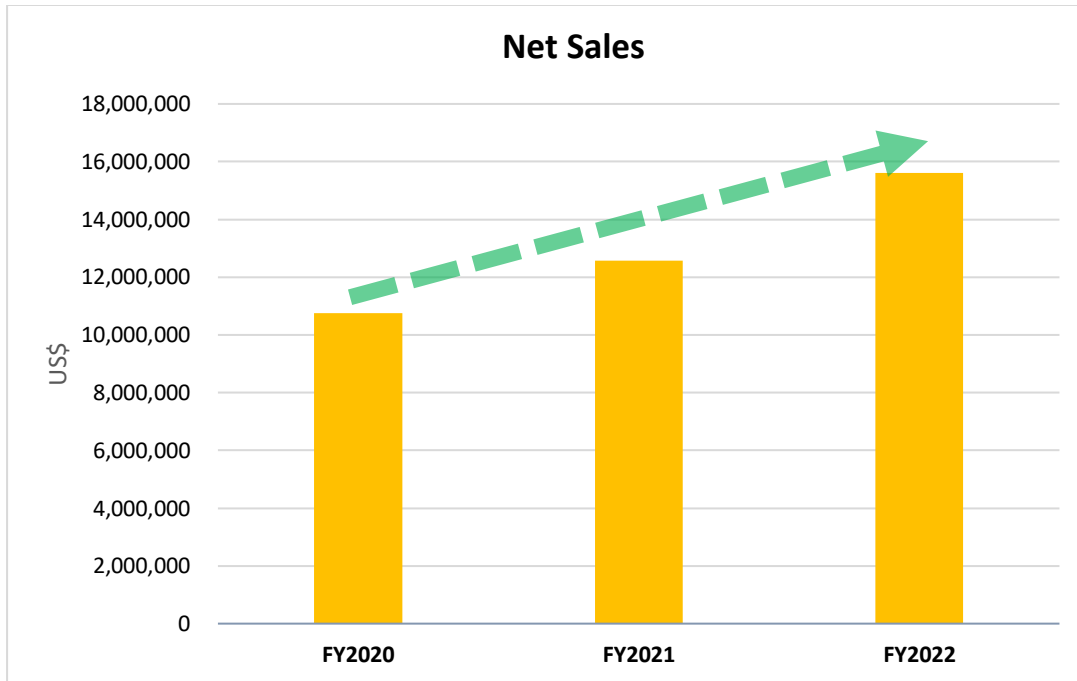


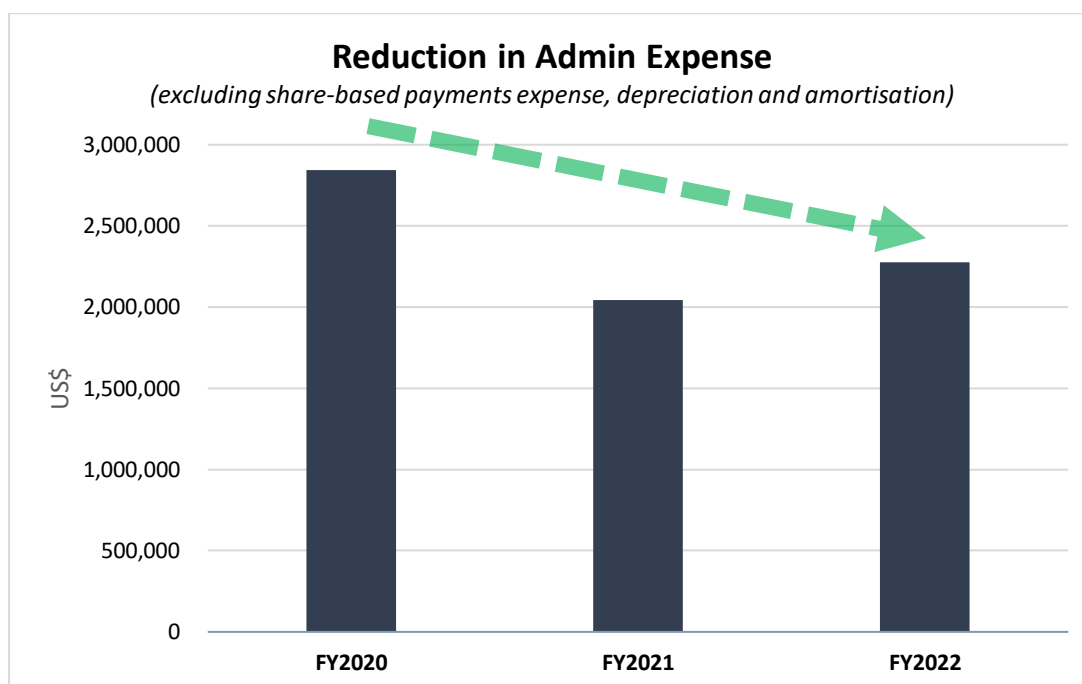
With a background in licensing, I am looking at a number of options for us to re-address licensing our brand into other categories including its prized heritage of publishing and how this could be re-invigorated.

We are also looking at the opportunity of attaining like-minded licenses and manufacturing product utilising our current infrastructure whether it be our 28g range or adding to our now developing seasonal range.

Whilst it has been great to look at new opportunities and new product development, it is important we continue to look after our own backyard and I'm pleased to say the team has been doing just that. The fundamentals of controlling or reducing costs, continuing to grow top line sales and as such incremental profit is showing trends in the right direction in the last 3 years.

See below graphs.





I would like to acknowledge our CEO Mark Schuessler for his terrific efforts over the last 12 months. He and his team have done an outstanding job in maintaining continuous supply through both the last 12 and 24 months. Logistical issues and cost blowouts have been well publicised globally in manufacturing and we, like many, have been affected. He and his teams' efforts have ensured on the most part that we have not only remained on-shelf but increased overall sales.

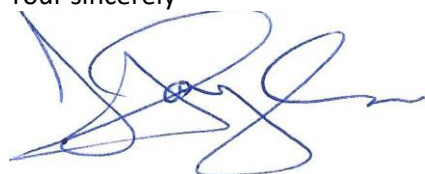
To our substantial shareholders and the rest of our 2,500+ shareholders I would like to thank you for your support and faith over the journey to date. There is no doubt we have a great opportunity looking forward.

To be clear, these opportunities lie in a number of areas:

- Increase current 28g distribution within and to new markets
- Solidify and grow seasonal range in current and new markets
- License Yowie into other categories in all markets
- Acquire new relevant licenses in all markets
- Investigate digitisation of Yowie into areas such as a Metaverse presence, NFTs, etc

I wish to thank you all for the opportunity at the Yowie Group and I look forward to what we can deliver for you over the next couple of years. As always, I welcome the opportunity to speak to any shareholders who wish to. Please contact me at your convenience.

Your sincerely



**Sean Taylor**  
Executive Chairman



Our financial year 2022 built on 2021's momentum to deliver excellent overall results, reaching net sales of US\$15.6m (+24% compared to pcp), 11.2m units (+23% compared to pcp) and solid EBITDA. Yowie team dealt with inflationary pressures in raw materials, manufacturing and freight costs, as well as uncertain retail and manufacturing environments. We succeeded in maintaining our shelf presence, retail trading partner relationships and building consumer brand awareness to drive consumer take-away.

The Group improved EBITDA\* achieving US\$408k compared to last year's loss of US\$27k. The improvement was due primarily to the increase in sales and expense management during this volatile year, maintaining above industry average margins.

*\*EBITDA (Earnings before interest, taxes, depreciation, amortization, share-based payments expense and inventory write-down/reversal)*

The Group had a nominal cash decrease, with an operating cash flow of US\$44k, payments for non-current assets, mostly for product development cost, of US\$145k and a foreign exchange loss of US\$128k, resulting in a total decrease of US\$231k.

The Group continued progress with our key priorities, specifically:

### 1. Top Line Sales

**US:** Yowie shipments to US retailers reached 9.4m units, +20% compared to last year. Consumers continued to push impulse confectionary purchases driving increases in units/store/week levels across all channels, including our largest customer, Walmart. Additionally, we increased distribution and store counts in our target Grocery and Convenience channels. US consumer off-take showed increases throughout the year, resulting in a 17.3% gain for the year.

Nielsen® sales data as of 25 June 2022 reflected the following \$ sales for the past 52 weeks:

Total US	+17.3%
Convenience	+46.5%
Food	+21.9%
Drug	+13.1%
Wal Mart	+18.7%

**AUS:** This year was a breakout year for our AUS business, increasing net sales +53% as we were able to supply the market allowing for increased trade promotion and landing the second largest retailer, Coles in fiscal Q4. We will be launching seasonal Yowie items starting with Easter 2023 to grow top line sales and the Yowie brand presence at retail.

2. Building consumer awareness through social media has been a target for Yowie since we revamped our consumer marketing strategies. Our objectives are to build trial, achieve repeat purchase and build a Yowie community. Through Facebook, Instagram, Google, YouTube, Tik Tok, along with social media influencers, we have been able to increase our US brand awareness to our target demographic (parents of 3-9 years old) +73% and the general population +95%.

We will be launching our 8<sup>th</sup> Series, "Yowie Baby Animals" in the first quarter of calendar year 2023 in both the US and AUS.

We are also launching AUS based Easter items in 2023, establishing a seasonal strategy to hit major confectionary holidays throughout the year.

3. The Group is focused on continuing sales momentum and encouraging creativity, but also fiscal discipline to drive sustainable profitability. Our focuses are:
  - a. With the current inflationary environment, cost management is critical to maintain our above industry margins that allow us to remain competitive and relevant with marketing and retail trade investment. We have worked closely with trading partners to minimize the impact of material prices and have kept pace with the competition by increasing wholesale prices to the trade to offset costs.
  - b. Cash management, to provide flexibility with opportunities to invest that may arise.

The current market environment still presents challenges. With significant consumer inflation, pressure is mounting on impulse buys at the retail register. Our experienced team continually monitors the retail environment and the supply chain situation to ensure we are delivering retailer supply on a timely basis and offer the consumer an excellent value proposition. Our strategic priorities for sales growth, sustainable profitability and cash flow for FY2023 are:

- 1) Keeping our top line sales growth momentum in both the US and AUS with increased distribution and competitive trade programs across all trade channels. We will be adding to our portfolio with new seasonal products and continue to evaluate Yowie line extensions and flankers. Additional markets outside of US and AUS are also being evaluated.
- 2) Building consumer awareness of our brand mission to educate consumers about conservation and endangered species, through effective licensing, digital engagement, new series and new confectionary items.
- 3) Focusing on fiscal discipline and cash management, to keep margins healthy in this inflationary environment and allow us to invest where appropriate.

We are pleased at having delivered solid results across the company. We certainly appreciate the support of the Yowie shareholders and are determined to provide a return on their investment.



**Mark Schuessler**  
Managing Director & Global Chief Executive Officer

Your Directors submit their report together with the financial report of Yowie Group Limited (“the Company”) and the consolidated entity (“the Group”) for the year ended 30 June 2022.

### DIRECTORS

The names and details of the Company’s Directors in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

As at the date of this report, the Company does not have an Audit, Remuneration or Nomination Committee of the Board of Directors. The full Board, therefore, assumes the responsibilities of these committees. As the Company continues to grow, these committees may be established.

#### ***Mr Sean Taylor***

Executive Chairman (*appointed on 8 December 2021*)

Mr Taylor had an extensive career in Advertising/Media working at DDB Needham/Bond Media/Southern Cross Media and Austereo prior to launching his own agency specialising in FMCG and Licensing. Major clients included The Walt Disney Company, Nestle, Kelloggs, Lion Nathan and Novartis. He sold this business to PLC Photon now Enero, remaining on in charge of all Activation agencies within the group. He was in the group in excess of 12 years.

Subsequently, he formed another agency which was then acquired by WPP/Ogilvy where he remained for 8 years with various roles including CEO of Ogilvy Action, Managing Director of Ogilvy Group Melbourne and CEO Geometry and VMLY&R Commerce. Mr Taylor completed his earnout there and has subsequently set up a number of digital Advertising/Media businesses which he currently Chairs.

#### ***Mr Mark Schuessler***

Global Chief Executive Officer  
Managing Director

Qualifications: BSBA, MBA Finance

Mr Schuessler is an experienced senior executive leader with more than 30 years’ of U.S. and international markets experience. Mr Schuessler has extensive cross discipline and cross category operational leadership experience in the consumer-packaged goods industry with Doumak Inc., The Campbell Soup Company, Procter and Gamble and early financial roles in the printing and banking industries.

**DIRECTORS (continued)*****Mr Mark Schuessler (continued)***

Mr Schuessler was President and Chief Operating Officer of Doumak Inc. from 2013, a privately held US\$100+ million confectionery manufacturer of the Campfire brand, private label marshmallows distributed throughout the U.S. and the Rocky Mountain brand distributed in more than 70 countries globally. During his leadership period, the Company experienced annual top line double digit growth and a significant increase in the bottom line through increased productivity, new item launches and a global market focus. Prior to being President and Chief Operating Officer, Mr Schuessler was Vice President and Chief Operating Officer of Sales and Marketing with significant sales and profit growth.

***Mr Nicholas Bolton***

Non-Executive Director

Mr Bolton has managed operational, investments and restructures assets in aviation, finance, property, energy, shipping, infrastructure and IT sectors. Mr Bolton is focused on delivering superior risk adjusted returns through active management and innovative solutions to challenging issues for investors and banking industries.

***Mr John Patton***

Non-Executive Director

Qualifications: B.Ec, CA (CAA), F Fin

Mr Patton is a chartered accountant with over 30 years of professional services and industry experience. He was previously a Partner with Ernst & Young in the Transactions Advisory Services division. Mr Patton has senior executive and extensive corporate finance credentials, having been involved in over 150 corporate transactions.

***Mr Scott Hobbs***

Non-Executive Director (*appointed on 8 December 2021*)

Scott Hobbs has over 20 years experience in FMCG, within retailers such as BIG W and Metcash IGA, primarily in the management and development of various product categories including confectionery. In addition to category and brand management, a large period of time has been within the manufacturing sector of the confectionery industry and the subsequent sales management of candy products to major Australian and International retailers.

**DIRECTORS (continued)**

**Mr Louis Carroll**

Non-Executive Chairman (*retired on 9 December 2021*)

Qualifications: BA (Hons) in English

Mr Carroll has had a successful international career, culminating in CEO and Chair roles, across a range of private and publicly owned companies.

He has had executive roles with Mars in Australia and the United Kingdom. He established the TeleTech business in Australia which grew to become TeleTech Asia Pacific with revenues of more than A\$200 million and more than 4,000 employees in six countries under his leadership. He was a Director of Cover-More through its Initial Public Offering in 2013, becoming Chairman two years later and driving that Company's successful sale in 2017 to Zurich.

**Directorships of other listed companies during the past three years**

<b>Name</b>	<b>Company</b>	<b>Ceased</b>
Mr S Taylor	No other directorships	-
Mr M Schuessler	No other directorships	-
Mr N Bolton	Keybridge Capital Limited	Current
Mr J Patton	Metgasco Limited Aurora Funds Management Limited, as Responsible Entity of HHY Fund and Aurora Global Income Trust	Current Current
Mr S Hobbs	No other directorships	-

**Interests in the shares and options of the Company**

As at the date of this report, the Directors (including their personal related parties) held the following ordinary shares, options and rights over ordinary shares in the Company as set out below.

<b>Name</b>	<b>Number of Ordinary Shares</b>	<b>Number of Options</b>	<b>Number of Rights</b>
Mr S Taylor	1,375,212	-	10,800,000
Mr M Schuessler	1,208,248	-	-
Mr N Bolton <sup>1</sup>	-	-	-
Mr J Patton <sup>2</sup>	26,526,643	-	-
Mr S Hobbs	-	-	-
<b>Total</b>	<b>29,110,103</b>	<b>-</b>	<b>10,800,000</b>

<sup>1</sup> Mr N Bolton disclosed in Appendix 3Y dated 12 May 2022 that he ceases to hold relevant interest in YOW securities held by Keybridge Capital Limited pursuant to section 608(1) of the Corporations Act

<sup>2</sup> Indirectly held – Aurora Funds Management Limited in its capacity as responsible entity for HHY Fund

### COMPANY SECRETARY

#### ***Mr Neville Bassett AM***

Company Secretary

Qualifications: BCom, FCA

Mr Bassett is a chartered accountant with more than 30 years of experience. He has been involved with a diverse range of Australian public listed companies in directorial, company secretarial and financial roles.

### SENIOR EXECUTIVES

#### ***Mr Wayne Brekke***

Global Chief Financial Officer

Qualifications: BBA, MBA Finance, CPA

Mr Brekke is a senior finance executive with over 30 years of broad US and international finance experience. Mr Brekke has held extensive finance leadership positions in food, consumer products and manufacturing with global companies such as, McDonald's, Kraft Foods and AC Nielsen.

Prior to joining Yowie Group Limited, Mr Brekke was the Group Controller for the Garvey Group, a subsidiary of Orora Limited (ASX: ORA) where he successfully implemented various operational efficiencies.

#### ***Ms Cynthia Thayer***

Global Chief Marketing Officer

Qualifications: BA

Ms Thayer has over 25 years of marketing expertise in key areas including brand architecture development, market research, consumer packaged goods (CPG) advertising across traditional and digital channels, retail and shopper marketing, licensing, toy design and new product development. Ms Thayer also has broad marketing expertise in food, consumer products, manufacturing and advertising agencies with the Chamberlain Group, TPN, Flair Communications, Creata and the Marketing Store.

Ms Thayer came from the largest global manufacturer of garage door openers, The Chamberlain Group, managing its newest product development growth area into the smart home category. She was a key player in bringing their newest smart technology brand to life from the ground up, then building out and implementing its go-to-market plan across TV advertising, digital advertising, SEO, social media, PR and retail merchandising.

**PRINCIPAL ACTIVITY**

Yowie Group Limited is a global brand licensing Company, specialising in the development of consumer products designed to promote learning, understanding and engagement with the natural world through the adventures and exploits of six endearing Yowie characters. Educating children and adults about the environment and ecology and 'Save the Natural World' is at the heart of the Yowie proposition. Yowie Group Limited employs its company-owned intellectual property rights to supply Yowie branded chocolate confectionery products, a digital platform and Yowie branded licensed consumer products. The Group's vision for the Yowie brand is to distribute on a widening basis the Yowie product in the US (United States of America) and ANZ (Australia and New Zealand) with further international expansion.

**OPERATING AND FINANCIAL REVIEW**

During the financial year, the Group continued to focus on building a strong sales and distribution network both in the US and ANZ markets, with some updates below.

**Sales and Distribution**

- Global net sales for the year ended 30 June 2022 were US\$15.6 million, 24% higher than the previous corresponding period.

The increase in revenue from ordinary activities is primarily due to increased distribution, strong trade promotion programs and continued consumer social media engagement/promotions driving increased brand awareness.

- US sales increased 21% across all trade channels. Nielsen US consumption has maintained positive trends over the past 52 weeks with a 17.3% total market increase. The Convenience (+47%) and Grocery (+22%) channels maintained their strong performance we've seen in prior quarters this year. The Group's largest US customer also yielded a 19% increase over the same period.
- Despite freight delays associated with global shipping issues, ANZ sales continued to show strength in weekly unit movement in Wholesale, Convenience and large Grocery accounts.

The Group has gained additional product distribution with Australia's second largest grocery retailer, Coles Supermarkets, and is showing encouraging results to date.

**Corporate**

Corporate developments during the current year included:

- Mr Sean Taylor joined the Board as Executive Chairman on 8 December 2021, replacing Mr Louis Carroll who retired from his position as Non-Executive Chairman.
- Mr Scott Hobbs joined the Board as Non-Executive Director on 8 December 2021.

**Financial Overview**

- The Group's gross margin remained steady at 48% during the financial year, despite the increase in raw materials costs.
- The Group's EBITDA\* for the year was US\$0.41 million, a significant improvement compared to last year's EBITDA loss of US\$0.027 million.

Improved EBITDA was mainly attributable to an increase in sales, offset by higher packaging, tolling and freight costs reflecting the global inflationary environment.

*\*EBITDA (Earnings before interest, taxes, depreciation, amortization, share-based payments expense and inventory write-down/reversal)*

- The Group booked a reversal of impairment of non-current assets of US\$0.77 million during the year (2021: US\$0.17 million). This reversal of impairment related to manufacturing equipment (US\$0.65 million) and product development (US\$0.12 million) previously impaired in FY2020. As the Group was able to utilise these assets, a portion of the original impairments were reversed, with these assets being subject to depreciation and amortisation.
- Net profit after tax for the year ended 30 June 2022 was US\$0.84 million compared to a net profit after tax of US\$0.89 million in the previous corresponding period.

Last year's net profit included a gain of US\$0.73 million from the reversal of prior period inventory write-downs which is mostly attributable to the use of toys that had been written down in FY2020. In the current year, an inventory write-down of US\$0.1 million was recognised.

- The net assets of the Group increased by US\$0.83 million, from US\$8.5 million at 30 June 2021 to US\$9.33 million at 30 June 2022. The increase in net assets was attributable to higher gross profit achieved from the improved sales during the year, which is then utilised to build the Group's inventory level.
- As at 30 June 2022 the Group's consolidated cash position was US\$8.2 million (30 June 2021: US\$8.4 million), with inventory up US\$1.6 million over last year.
- The Group's operating cash flow for the year ended 30 June 2022 was US\$0.045 million, compared to US\$2.43 million in the previous corresponding period. The decrease in operating cash flow was caused by the Group's effort to strategically build inventories, as opposed to minimal inventory purchase in the previous corresponding period.



**Financial Overview (continued)**

- Capital, funding and liquidity are managed at the corporate level. A summary of the cash flows for the Group is as follows:

Cash outflows used in:	<b>US\$</b>
- Operating activities	0.05 million
- Investing activities	(0.15 million)
- Financing activities	-
<b>Net cash outflows for the year</b>	<b>(0.1 million)</b>
Opening cash	8.41 million
Effect of foreign exchange movements	(0.13 million)
<b>Closing cash and cash equivalents balance</b>	<b>8.18 million</b>

**SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS**

In the opinion of the Directors, there were no matters that significantly affected the state of affairs of the Group during the financial year, other than those referred to in the review of operations.

**DIVIDENDS**

The Directors recommend that no amount be paid by way of dividend. No dividend has been paid or declared since the end of the financial year.

**DIRECTORS' MEETINGS**

The number of meetings attended by each Director during the year was as follows:

<i>Director</i>	<i>Eligible to Attend</i>	<i>Attended</i>
Mr S Taylor	3	3
Mr M Schuessler	7	7
Mr N Bolton	7	7
Mr J Patton	7	6
Mr S Hobbs	3	3
Mr L Carroll	4	4

**SHARES UNDER OPTION**

There were no unissued ordinary shares under options outstanding at 30 June 2022.

Unissued ordinary shares under rights outstanding at 30 June 2022 are as follows:

<i>Rights</i>	<i>Number of Securities</i>	<i>Exercise Price (A\$)</i>	<i>Expiry Date</i>
Service rights	10,800,000	-	8 Dec 2026

**Shares issued as a result of the exercise of options**

No shares were issued as a result of the exercise of options during the year ended 30 June 2022, including the period up to the date of this report.

### EVENTS SUBSEQUENT TO BALANCE DATE

No circumstances or events have arisen subsequent to the end of the year, that have had, or are likely to have, a material impact on the financial statements.

### LIKELY DEVELOPMENTS

Information on likely developments in the operations of the Group is contained within the operating and financial review.

### ENVIRONMENTAL REGULATION

The Group is not subject to any significant environmental regulation under the United States and Australian Commonwealth Federal or State law.

### REMUNERATION REPORT (audited)

This Remuneration Report outlines the Director and Executive remuneration arrangements of the Company and the Group in accordance with the requirements of the Corporations Act 2001 and its Regulations. For the purposes of this report, Key Management Personnel (KMP) of the Group are defined as those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any Director (whether Executive or otherwise) of the parent company.

The Directors present the Yowie Group Limited FY2022 remuneration report, outlining key aspects of our remuneration policy and framework, and remuneration awarded this year.

The report is structured as follows:

- (a) Key management personnel (KMP) covered in this report
- (b) Remuneration policy and link to performance
- (c) Elements of remuneration
- (d) Remuneration expenses for KMP
- (e) Contractual arrangements for KMP
- (f) Equity instrument disclosures relating to Key Management Personnel

**REMUNERATION REPORT (audited) (continued)****(a) Key Management Personnel (KMP) covered in this report**

<b>Name</b>	<b>Position</b>
Mr Sean Taylor	Executive Chairman ( <i>appointed on 8 December 2021</i> )
Mr Mark Schuessler	Global Chief Executive Officer Managing Director
Mr Nick Bolton	Non-Executive Director
Mr John Patton	Non-Executive Director
Mr Scott Hobbs	Non-Executive Director ( <i>appointed on 8 December 2021</i> )
Mr Louis Carroll	Non-Executive Chairman ( <i>retired on 9 December 2021</i> )
Mr Wayne Brekke	Global Chief Financial Officer
Ms Cynthia Thayer	Global Chief Marketing Officer

**(b) Remuneration policy and link to performance**

The Board of Directors is responsible for determining and reviewing compensation arrangements for the Directors and Executive officers. The Board will assess the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality Board and Executive team.

From time to time, the Board engages an external remuneration consultant to assist with reviewing the Group's remuneration policy.

In particular, the Board aims to ensure that remuneration practices are:

- competitive and reasonable, enabling the Company to attract and retain key talent;
- aligned to the Company's strategic and business objectives and the creation of shareholder value;
- transparent and easily understood; and
- acceptable to shareholders.

To assist in achieving these objectives, the Board has linked the nature and amount of executive KMP remuneration to the Company's financial and operational performance.

**REMUNERATION REPORT (audited) (continued)**

**(b) Remuneration policy and link to performance (continued)**

Executive KMP are those directly accountable for the operational management and strategic direction of the Company.

Having regard to the number of members currently comprising the Company’s Board and the stage of the Company’s development, the Company does not have a separately established remuneration committee. The functions that would be performed by a remuneration committee are currently performed by the full Board.

*Remuneration framework*

<b>Element</b>	<b>Purpose</b>
Fixed annual remuneration (FR)	Provide competitive market salary including superannuation and non-monetary benefits.
Short-term incentives (STI)	Reward available for meeting pre-determined performance hurdles within a 12-month time period. Performance pay is ‘at risk’ such that if performance hurdles are not met, the payment is not made, other than at the discretion of Directors to cover unforeseen circumstances. Performance pay may be paid in cash or in the form of share-based compensation at the Board’s absolute discretion through participation in the annual grants of service rights or performance rights where vesting is subject to performance hurdles.
Long-term incentives (LTI)	Performance hurdles are aligned to long-term shareholder value. Performance rights are ‘at risk’ such that if performance hurdles are not met, the performance rights do not vest. The long-term incentive once determined will be paid in cash or awarded as fully vested service rights. Performance rights are paid in the form of share-based compensation.
Service Rights	One-off issuance subject to Board’s discretion to attract and retain high calibre employee. Vesting of rights subject to Employee remaining employed by the Company on the vesting date.

**REMUNERATION REPORT (audited) (continued)****(b) Remuneration policy and link to performance (continued)***Balancing short-term and long-term performance*

Annual incentives are set at a maximum of 100% of fixed remuneration, in order to drive performance without encouraging undue risk-taking. Long-term incentives are assessed over a two or three year period and are designed for the achievement of long-term growth in shareholder returns.

*Assessing performance*

The Board is responsible for assessing performance against KPIs and determining the STI and LTI to be paid. To assist in this assessment, the Board receives detailed reports on performance from management, which are based on independently verifiable data such as financial measures, market share and data from independently run surveys.

*Minimum shareholding and holding conditions*

All Directors and employees are encouraged to own shares in the Company. The Company does not have a formal minimum shareholding policy or mandatory holding condition on awarded shares. However, it is important to note that the nominal value of share rights is determined at the commencement of the performance period motivating executives to hold shares and grow shareholder value.

*Use of remuneration consultants*

On an as-needed basis, the Company may engage a remuneration consultant to provide various services in relation to executive KMP remuneration. During the year ended 30 June 2022, the Company has not engaged any remuneration consultant.

**REMUNERATION REPORT (audited) (continued)**

**(c) Elements of remuneration**

*(i) Fixed annual remuneration (FR)*

Fixed remuneration consists of a base remuneration package, which includes Directors' fees (in the case of Directors), salaries, consulting fees, employer contributions to superannuation funds and non-monetary benefits such as health insurance and tax advisory services.

Fixed remuneration levels for Directors and Executive officers will be reviewed annually, or on promotion by the Board through a process that considers the individual's personal development, achievement of key performance objectives for the year, industry benchmarks wherever possible and CPI data.

Total remuneration for Non-Executive Directors is determined by resolution of shareholders. The Board determines actual payments to Directors and reviews their remuneration annually, based on market relativities and the duties and accountabilities of the Directors. The maximum available aggregate remuneration approved for Non-Executive Directors is A\$200,000. Non-Executive Directors do not receive any other retirement benefits other than a superannuation guarantee contribution required by government regulation, which was 10% of their fees for the year ended 30 June 2022.

Non-Executive Directors may provide specific consulting advice to the Company upon direction from the Board. Remuneration for this work is made at market rates. No such advice was provided in the year ended 30 June 2022.

*(ii) Short-term incentives (STI)*

<b>Feature</b>	<b>Description of STI</b>
Max opportunity	100% of fixed remuneration or as stipulated in the respective employment contract.
Performance metrics	The STI metrics align with our strategic priorities of market competitiveness, achieving financial budget, operational excellence, shareholder value and fostering talented and engaged people.
Achievement of award and Board's discretion	The Board has discretion to adjust remuneration outcomes up or down to prevent any inappropriate reward outcomes, including reducing (down to zero, if appropriate) any deferred STI award.
Delivery of STI	100% of the STI award is paid in cash or equity, subject to meeting vesting conditions of performance hurdles. The mode of delivery is at the discretion of the Board and, where applicable, subject to shareholders' approval.
Exercise price	Exercise price of options is determined based on premium to share price at which the company's shares are traded on the Australian Securities Exchange on date of the grant. Exercise price of performance rights are generally nil.
Forfeiture and termination	Options and performance rights will lapse if performance conditions are not met. Options and performance rights will be forfeited on cessation of employment unless the Board determines otherwise in its sole and absolute discretion, e.g. in the case of retirement due to injury, disability, death or redundancy.

**REMUNERATION REPORT (audited) (continued)**

**(c) Elements of remuneration (continued)**

*(iii) Long-term incentives (LTI)*

<b>Feature</b>	<b>Description of LTI</b>
Max opportunity	100% of fixed remuneration or as stipulated in the respective employment contract.
Performance metrics	The LTI metrics align with our strategic priorities of market competitiveness, achieving financial budget, operational excellence and long-term shareholder value.
Delivery of LTI	100% of the LTI award is paid in cash or equity, subject to meeting vesting conditions of performance hurdles. The mode of delivery is at the discretion of the Board and subject to shareholders' approval.
Exercise price	Exercise price of options is determined based on premium to share price at which the company's shares are traded on the Australian Securities Exchange on date of the grant. Exercise price of service rights and performance rights are generally nil.
Forfeiture and termination	Options and performance rights will lapse if performance conditions are not met. Options and performance rights will be forfeited on cessation of employment unless the Board determines otherwise in its sole and absolute discretion, e.g. in the case of retirement due to injury, disability, death or redundancy.

*(vi) Service rights (SR)*

<b>Feature</b>	<b>Description of SR</b>
Max opportunity	One off issuance subject to Board's discretion to attract and retain high calibre employee.
Performance metrics	Subject to employee remains employed by the Company on the vesting date.
Delivery of SR	100% of the SR award is paid in cash or equity, subject to meeting vesting conditions of performance hurdles. The mode of delivery is at the discretion of the Board and subject to shareholders' approval.
Exercise price	Exercise price of options is determined based on premium to share price at which the company's shares are traded on the Australian Securities Exchange on date of the grant. Exercise price of service rights and performance rights are generally nil.
Forfeiture and termination	Options and service rights will lapse if performance conditions are not met. Options and performance rights will be forfeited on cessation of employment unless the Board determines otherwise in its sole and absolute discretion, e.g. in the case of retirement due to injury, disability, death or redundancy.

**REMUNERATION REPORT (audited) (continued)****(c) Elements of remuneration (continued)***Company performance*

The table below shows the performance of the Company for the past five financial years.

	<b>FY2022</b>	<b>FY2021</b>	<b>FY2020</b>	<b>FY2019</b>	<b>FY2018</b>
Total Income (US\$)	15,605,658	12,578,381	11,026,691	14,701,672	17,606,600
Net Income / (Loss) (US\$)	839,506	894,956	(8,132,605)	(5,099,511)	(4,926,820)
Return of Capital (US\$)	-	6,066,311	2,981,926	-	-
Closing Share Price (A\$)	0.046	0.041	0.035	0.05	0.07
Number of Shares	218,567,901	218,567,901	218,296,162	217,748,987	216,744,323
Market Capitalisation (A\$)	10,054,123	8,961,284	7,640,366	11,322,947	14,738,614

**(d) Remuneration expenses for KMP**

Remuneration packages may contain the following key elements:

- a) Short-term benefits, including salary and fees, bonus and other benefits;
- b) Post-employment benefits, including superannuation; and
- c) Share-based payments, including options and rights granted as remuneration.



## DIRECTORS' REPORT



### REMUNERATION REPORT (audited) (continued)

#### (d) Remuneration expenses for KMP (continued)

The following table discloses the remuneration of the key management personnel during the financial year:

#### FY2022

	Short-Term Benefits		Post-Employment Superannuation (US\$)	Share-based Payments <sup>2</sup>			Termination Payments (US\$)	Total (US\$)	Performance based (%)
	Salary and Fees <sup>1</sup> (US\$)	Bonus (US\$)		Performance-based (US\$)	Service-based (US\$)	Options (US\$)			
<b>Directors</b>									
Mr S Taylor	-	-	-	-	118,090	-	-	118,090	-
Mr M Schuessler	322,600	25,000	-	-	-	-	-	347,600	7%
Mr N Bolton	32,650	-	3,265	-	-	-	-	35,915	-
Mr J Patton	32,650	-	3,265	-	-	-	-	35,915	-
Mr S Hobbs	18,264	-	1,826	-	-	-	-	20,090	-
Mr L Carroll <sup>3</sup>	24,265	-	2,427	-	-	-	-	26,692	-
<b>Senior Executives</b>									
Mr W Brekke	207,600	20,000	-	-	-	-	-	227,600	9%
Ms C Thayer	222,600	20,000	-	-	-	-	-	242,600	8%
<b>Total</b>	<b>860,629</b>	<b>65,000</b>	<b>10,783</b>	<b>-</b>	<b>118,090</b>	<b>-</b>	<b>-</b>	<b>1,054,502</b>	<b>6%</b>

<sup>1</sup> This includes annual leave where applicable

<sup>2</sup> Calculated in accordance with AASB 2 Share-based Payments. Refer to Note 15

<sup>3</sup> Resigned on 9 December 2021

## REMUNERATION REPORT (audited) (continued)

### (d) Remuneration expenses for KMP (continued)

#### FY2021

	Short-Term Benefits		Post-Employment Superannuation (US\$)	Share-based Payments <sup>2</sup>			Termination Payments (US\$)	Total (US\$)	Performance based (%)
	Salary and Fees <sup>1</sup> (US\$)	Bonus (US\$)		Performance-based (US\$)	Service-based (US\$)	Options (US\$)			
<b>Directors</b>									
Mr L Carroll <sup>3</sup>	71,780	-	6,819	-	2,477	-	-	81,076	-
Mr M Schuessler	322,600	-	-	-	-	-	-	322,600	-
Mr N Bolton <sup>4</sup>	26,787	-	-	-	-	-	-	26,787	-
Mr J Patton <sup>5</sup>	15,826	-	-	-	-	-	-	15,826	-
Mr N Bassett <sup>6</sup>	29,687	-	-	-	-	-	-	29,687	-
Mr T Marsden-Huggins <sup>7</sup>	6,159	-	-	-	-	-	-	6,159	-
<b>Senior Executives</b>									
Mr W Brekke	207,600	15,291	-	-	-	-	-	222,891	-
Ms C Thayer	222,600	15,291	-	-	-	-	-	237,891	-
<b>Total</b>	<b>903,039</b>	<b>30,582</b>	<b>6,819</b>	<b>-</b>	<b>2,477</b>	<b>-</b>	<b>-</b>	<b>942,917</b>	<b>-</b>

<sup>1</sup> This includes annual leave where applicable.

<sup>2</sup> Calculated in accordance with AASB 2 Share-based Payments. Refer to Note 15.

<sup>3</sup> Mr L Carroll's annual salary was reduced from A\$110,000 (inclusive of superannuation) to A\$82,215 (inclusive of superannuation) effective from 1 May 2021.

<sup>4</sup> Appointed on 30 November 2020. Mr N Bolton's annual salary was reduced from A\$65,700 to A\$49,275 effective from 15 April 2021.

<sup>5</sup> Appointed on 5 February 2021

<sup>6</sup> Resigned as Non-Executive Director on 27 November 2020. Mr N Bassett's salary and fees also include his duties as the Company Secretary during the period he was considered KMP.

<sup>7</sup> Appointed on 7 October 2020 and removed on 27 November 2020.

**REMUNERATION REPORT (audited) (continued)****(d) Remuneration expenses for KMP (continued)***Share-based compensation to key management personnel*

The Yowie Employee Incentive Plan (EIP) which had an approval period of three years, expired on 23 November 2018. In the event that the Company wishes to issue equity securities under an EIP, a new EIP will need to be approved by shareholders.

Options or rights granted to key management personnel as remuneration during the year:

<b>Name</b>	<b>Security</b>	<b>Grant Date</b>	<b>No of Securities Granted</b>	<b>Exercise Price</b>	<b>Vesting Date</b>	<b>Expiry Date</b>	<b>Fair Value per Security at Grant Date</b>
Mr S Taylor	Service Rights	8 Dec 2021	10,800,000	Nil	8 Dec 2022 to 8 Dec 2024	8 Dec 2026	A\$0.044

The assessed fair value at grant date of options or rights granted is allocated equally over the period from grant date to vesting date, and the amount is included in the remuneration table. Refer to Note 15 for further details of the valuation of options and rights.

No options or rights vested, exercised or lapsed during the year.

**REMUNERATION REPORT (audited) (continued)**

**(e) Contractual arrangements for KMP**

Remuneration and other terms of employment for Executives are formalised in a service agreement. The KMP are remunerated on a total fixed remuneration (TFR) basis inclusive of superannuation and allowances.

Position	Executive	Total Annual Fixed Remuneration	Contract Duration	Termination Clause
Executive Chairman	Sean Taylor	Nil  Mr Taylor was issued a total of 10,800,000 service rights which will vest in three equal tranches subject to applicable vesting condition	Ongoing	Duration of the contract is ongoing
Managing Director and Global Chief Executive Officer	Mark Schuessler	US\$322,600	Ongoing	14 days written notice. Three months of base salary as severance pay in the event of termination by the Company
Non-Executive Director	Nick Bolton	A\$45,000 + 10% superannuation	Ongoing	Duration of the contract is ongoing
Non-Executive Director	John Patton	A\$45,000 + 10% superannuation	Ongoing	Duration of the contract is ongoing
Non-Executive Director	Scott Hobbs	A\$45,000 + 10% superannuation	Ongoing	Duration of the contract is ongoing
Global Chief Financial Officer	Wayne Brekke	US\$207,600	Ongoing	14 days written notice
Global Chief Marketing Officer	Cynthia Thayer	US\$222,600	Ongoing	14 days written notice

**REMUNERATION REPORT (audited) (continued)**

**(f) Equity Instrument Disclosures relating to Key Management Personnel**

*(i) Option Holdings*

No options over ordinary shares in the Company were held during the financial year by any of the KMP and their personally related parties.

*(ii) Rights Holdings*

The number of performance rights and service rights in the Company held during the financial year by each KMP, including their personally related parties, is set out in the following table.

<b>Name</b>	<b>Balance at Start of Year (No)</b>	<b>Granted as Remuneration (No)</b>	<b>Exercised (No)</b>	<b>Lapsed/ Forfeited (No)</b>	<b>Balance at End of Year (No)</b>
<b>Directors</b>					
Mr S Taylor	-	10,800,000	-	-	10,800,000
Mr M Schuessler	-	-	-	-	-
Mr N Bolton	-	-	-	-	-
Mr J Patton	-	-	-	-	-
Mr S Hobbs	-	-	-	-	-
Mr L Carroll	-	-	-	-	-
<b>Senior Executives</b>					
Mr W Brekke	-	-	-	-	-
Ms C Thayer	-	-	-	-	-
<b>Total</b>	-	<b>10,800,000</b>	-	-	<b>10,800,000</b>

**REMUNERATION REPORT (audited) (continued)**

**(f) Equity Instrument Disclosures relating to Key Management Personnel (continued)**

*(iii) Share Holdings (Ordinary Shares)*

The number of shares in the Company held during the financial year by each KMP, including their personally related parties, is set out in the following table. No shares were granted during the reporting year as compensation.

Name	Balance at Start of Year (No)	Granted as Remuneration (No)	Acquisition (No)	Exercise of Options/ Rights (No)	Other Changes <sup>1</sup> (No)	Balance at End of Year (No)
<b>Directors</b>						
Mr S Taylor	-	-	-	-	1,375,212 <sup>1</sup>	1,375,212
Mr M Schuessler	1,208,248	-	-	-	-	1,208,248
Mr N Bolton <sup>2</sup>	30,246,577	-	5,140,901	-	(35,387,478) <sup>2</sup>	-
Mr J Patton <sup>3</sup>	26,526,643	-	-	-	-	26,526,643
Mr S Hobbs	-	-	-	-	-	-
Mr L Carroll	1,565,217	-	-	-	(1,565,217) <sup>1</sup>	-
<b>Senior Executives</b>						
Mr W Brekke	-	-	-	-	-	-
Ms C Thayer	-	-	-	-	-	-
<b>Total</b>	<b>59,546,685</b>	<b>-</b>	<b>5,140,901</b>	<b>-</b>	<b>(35,577,483)</b>	<b>29,110,103</b>

<sup>1</sup> This movement refers to the shareholding of KMP at the commencement or resignation during the year. Disclosure of a KMP's equity holding is not required subsequent to his resignation.

<sup>2</sup> Mr N Bolton disclosed in Appendix 3Y dated 12 May 2022 that he ceases to hold relevant interest in YOW securities held by Keybridge Capital Limited pursuant to section 608(1) of the Corporations Act.

<sup>3</sup> Mr Patton indirectly held 26,526,643 shares through Aurora Funds Management Limited in its capacity as responsible entity for HHY Fund.

*Loans to and other transactions with key management personnel*

There were no loans outstanding or other transactions with key management personnel and their related parties during the year ended 30 June 2022 (2021: Nil).

**END OF AUDITED REMUNERATION REPORT**

**INDEMNITY AND INSURANCE OF DIRECTORS AND OFFICERS**

During the financial year, the Company maintained an insurance policy which indemnifies the Directors and Officers of Yowie Group Limited in respect of any liability incurred in connection with the performance of their duties as Directors or Officers of the Company to the extent permitted by the Corporations Act 2001. The Company's insurers have prohibited disclosure of the amount of the premium payable and the level of indemnification under the insurance contract.

**INDEMNITY AND INSURANCE OF AUDITOR**

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

**NON-AUDIT SERVICES**


Details of amounts paid or payable to the auditor for non-audit services provided during the year are outlined in Note 19 to the financial statements. The Directors are satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The Directors are of the opinion that the services do not compromise the auditor's independence as all non-audit services have been reviewed to ensure that they do not impact the integrity and objectivity of the auditor and none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional & Ethical Standards Board.

**AUDITOR'S INDEPENDENCE DECLARATION**

The auditor's independence declaration is included on page 29 of the financial report.

Signed in accordance with a resolution of the Directors.



**Sean Taylor**  
Executive Chairman  
31 August 2022



**RSM Australia Partners**

Level 32, Exchange Tower  
2 The Esplanade Perth WA 6000  
GPO Box R1253 Perth WA 6844

T +61 (0) 8 92619100  
F +61 (0) 8 92619111

[www.rsm.com.au](http://www.rsm.com.au)

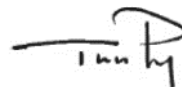
**AUDITOR'S INDEPENDENCE DECLARATION**

As lead auditor for the audit of the financial report of Yowie Group Limited for the year ended 30 June 2022, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.



RSM AUSTRALIA PARTNERS



TUTU PHONG  
Partner

Perth, WA  
Dated: 31 August 2022



**CONSOLIDATED STATEMENT OF PROFIT OR LOSS  
AND OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 JUNE 2022**



	Note	Consolidated	
		2022 US\$	2021 US\$
Sale of goods		15,605,658	12,578,381
Cost of sales		(8,180,182)	(6,417,335)
<b>Gross profit</b>		<b>7,425,476</b>	<b>6,161,046</b>
Selling and distribution		(3,880,059)	(3,299,320)
Marketing		(861,702)	(844,873)
Administration	5	(2,507,639)	(2,090,853)
Other income	4	2,718	92,887
Foreign exchange losses		(4,769)	(9,162)
(Write-down)/reversal of inventory	10	(105,665)	731,409
Reversal of plant and equipment impaired in prior years	11	650,000	156,138
Reversal of intangible assets impaired in prior years	12	124,898	10,817
Profit before income tax		843,258	908,089
Income tax expense	6	(3,752)	(13,133)
<b>Profit after income tax for the year</b>		<b>839,506</b>	<b>894,956</b>
<b>Other comprehensive income for the year</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Movement in foreign currency translation reserve		(125,727)	267,353
<b>Total comprehensive profit for the year net of tax attributable to members of the Company</b>		<b>713,779</b>	<b>1,162,309</b>
Profit per share attributable to members of the Company			
Basic profit per share (cents)	7	0.38	0.41
Diluted profit per share (cents)	7	0.38	0.41

*This consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes to the financial statements.*

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 30 JUNE 2022**



	Note	Consolidated	
		2022 US\$	2021 US\$
<b>Current Assets</b>			
Cash and cash equivalents	16(a)	8,177,210	8,408,157
Trade and other receivables	8	1,515,675	1,674,733
Prepayments	9	701,601	900,546
Inventories	10	2,624,665	995,019
<b>Total Current Assets</b>		<b>13,019,151</b>	<b>11,978,455</b>
<b>Non-Current Assets</b>			
Plant and equipment	11	221,104	2,021
Intangible assets	12	141,841	-
<b>Total Non-Current Assets</b>		<b>362,945</b>	<b>2,021</b>
<b>Total Assets</b>		<b>13,382,096</b>	<b>11,980,476</b>
<b>Current Liabilities</b>			
Trade and other payables	13	3,924,848	3,455,040
Provisions		37,582	30,911
Unearned income		93,272	-
<b>Total Current Liabilities</b>		<b>4,055,702</b>	<b>3,485,951</b>
<b>Total Liabilities</b>		<b>4,055,702</b>	<b>3,485,951</b>
<b>Net Assets</b>		<b>9,326,394</b>	<b>8,494,525</b>
<b>Equity</b>			
Issued capital	14(a)	46,687,677	46,687,677
Reserves	14(d)	(236,036)	(228,399)
Accumulated losses		(37,125,247)	(37,964,753)
<b>Total Equity</b>		<b>9,326,394</b>	<b>8,494,525</b>

*This consolidated statement of financial position should be read in conjunction with the accompanying notes to the financial statements.*

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 JUNE 2022**



	Note	Issued capital	Share-based payment reserve	Consolidated Foreign currency translation reserve	Accumulated losses	Total
		US\$	US\$	US\$	US\$	US\$
<b>Balance as at 1 July 2020</b>		<b>52,747,811</b>	<b>2,034,984</b>	<b>(2,498,232)</b>	<b>(38,887,123)</b>	<b>13,397,440</b>
Profit for the year		-	-	-	894,956	894,956
<b>Other comprehensive income</b>						
Foreign currency translation		-	-	267,353	-	267,353
<b>Total comprehensive income for the year</b>		-	-	267,353	894,956	1,162,309
<b>Transactions with owners recorded directly in equity</b>						
Return of capital	14(b)	(6,066,311)	-	-	-	(6,066,311)
Shares issued under YOW						
Employee Incentive Plan	14(b)	7,567	(7,567)	-	-	-
Share issue transaction costs	14(b)	(1,390)	-	-	-	(1,390)
Share-based payments	15(d)	-	2,477	-	-	2,477
Expired options and rights		-	(27,414)	-	27,414	-
<b>Balance as at 30 June 2021</b>		<b>46,687,677</b>	<b>2,002,480</b>	<b>(2,230,879)</b>	<b>(37,964,753)</b>	<b>8,494,525</b>
<b>Balance as at 1 July 2021</b>		<b>46,687,677</b>	<b>2,002,480</b>	<b>(2,230,879)</b>	<b>(37,964,753)</b>	<b>8,494,525</b>
Profit for the year		-	-	-	839,506	839,506
<b>Other comprehensive income</b>						
Foreign currency translation		-	-	(125,727)	-	(125,727)
<b>Total comprehensive income for the year</b>		-	-	(125,727)	839,506	713,779
<b>Transactions with owners recorded directly in equity</b>						
Shares issued under YOW						
Employee Incentive Plan		-	-	-	-	-
Share issue transaction costs		-	-	-	-	-
Share-based payments	15(d)	-	118,090	-	-	118,090
<b>Balance as at 30 June 2022</b>		<b>46,687,677</b>	<b>2,120,570</b>	<b>(2,356,606)</b>	<b>(37,125,247)</b>	<b>9,326,394</b>

*This consolidated statement of changes in equity should be read in conjunction with the accompanying notes to the financial statements.*

**CONSOLIDATED STATEMENT OF CASH FLOW  
FOR THE YEAR ENDED 30 JUNE 2022**



	Note	Consolidated	
		2022 US\$	2021 US\$
<b>Cash flow from operating activities</b>			
Receipts from customers		15,531,480	11,330,957
Other receipts		88	50,988
Payments to suppliers and employees		(15,486,950)	(9,197,069)
Interest received		2,687	8,120
Income taxes paid		(3,752)	233,431
<b>Net cash flows from/(used in) operating activities</b>	16(b)	<b>43,553</b>	<b>2,426,427</b>
<b>Cash flow from investing activities</b>			
Payments for plant and equipment		(3,820)	(22,038)
Payments for intangible assets		(141,841)	-
<b>Net cash outflows used in investing activities</b>		<b>(145,661)</b>	<b>(22,038)</b>
<b>Cash flow from financing activities</b>			
Return of capital		-	(6,066,311)
Payment of share issue transaction costs		-	(1,508)
<b>Net cash outflows used in financing activities</b>		<b>-</b>	<b>(6,067,819)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(102,108)</b>	<b>(3,663,430)</b>
Cash and cash equivalents at beginning of the year		8,408,157	11,796,909
Effect of foreign exchange movements		(128,839)	274,678
<b>Cash and cash equivalents at end of the year</b>	16(a)	<b>8,177,210</b>	<b>8,408,157</b>

*This consolidated statement of cash flows should be read in conjunction with the accompanying notes to the financial statements.*

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022



## 1. CORPORATE INFORMATION

Yowie Group Limited (“the Company”) is a public company limited by shares incorporated and domiciled in Australia, whose shares are publicly traded on the Australian Securities Exchange.

These financial statements are presented in United States Dollar. The financial report was authorised for issue by the Directors on 31 August 2022 in accordance with a resolution of the Directors.

The nature of the operations and principal activities of the Company are described in the Directors’ Report on page 12.

## 2. BASIS OF PREPARATION

The financial statements are a general purpose financial report which has been prepared in accordance with the requirements of the Corporations Act 2001 and Australian Accounting Standards and Accounting Interpretations. The financial statements have been prepared on a historical cost basis. Yowie Group Limited is a for-profit entity for the purpose of preparing these financial statements.

The financial statements of the Group also comply with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

## 3. SEGMENT REPORTING

The Group has only one reportable segment, which relates to the operations of its confectionery business, with production carried out under a contract manufacturing arrangement. The net result is presented on a consolidated basis. All non-current assets are located in one geographical location, the United States of America.

### Major customer information

The revenue from major customers set out below arises from the sale of Yowie chocolate confectionery product.

	Consolidated	
	2022 US\$	2021 US\$
Major customer	4,807,878	4,102,196
% of Total Net Sales	31%	33%

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2022**



**4. OTHER INCOME**

	Consolidated	
	2022	2021
	US\$	US\$
Interest income	2,687	8,120
Government grant <sup>1</sup>	-	31,234
Other income	31	53,533
	<b>2,718</b>	<b>92,887</b>

<sup>1</sup> FY2021

In FY2020, the Group received a total of US\$151,653 Paycheck Protection Program (PPP) Loan from the US Government. US\$120,419 of the amount was recognised as government grant (other income) in FY2020 as the Group considers it has reasonable assurance that it will meet the terms for the forgiveness of the loan, while the remaining US\$31,234 was recognised as other income in FY2021.

**5. ADMINISTRATION**

	Consolidated	
	2022	2021
	US\$	US\$
<i>Administration expenses include:</i>		
Employee benefits	1,326,560	1,221,676
Business development and travel	17,306	23,757
Legal, tax, listing, compliance and insurance	674,020	558,453
Share-based payments (refer to Note 15)	118,090	2,477
Depreciation and amortisation	113,509	44,313
Other administrative expenses	258,154	240,177
	<b>2,507,639</b>	<b>2,090,853</b>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2022**



**6. TAXATION**

(a) The major components of income tax expense are:

	Consolidated	
	2022	2021
	US\$	US\$
Current income tax expense	3,752	-
Adjustments for current tax of prior periods	-	13,133
<b>Total current tax expense</b>	<b>3,752</b>	<b>13,133</b>
Deferred income tax		
Decrease in deferred tax assets	-	-
	-	-
Income tax (benefit)/expense reported in the statement of profit and loss and other comprehensive income	<b>3,752</b>	<b>13,133</b>

(b) The prima facie tax on operating loss differs from the income tax provided in the accounts as follows:

	Consolidated	
	2022	2021
	US\$	US\$
Profit from ordinary activities before tax	843,258	908,089
Prima facie tax expense on profit at 25% (2021: 26%)	(210,815)	(236,103)
Effect of different tax rates on overseas losses	(1,173,058)	(357,181)
US net operating loss carry-back recoupment	-	-
Income tax benefit not recognised	1,380,121	580,151
Income tax expense	<b>(3,752)</b>	<b>(13,133)</b>

6. TAXATION (continued)

(c) Deferred income tax at 30 June relates to the following:

	Consolidated	
	2022	2021
	US\$	US\$
<b>Deferred tax assets</b>		
Share issue and acquisition costs	18,377	42,530
Plant and equipment	-	-
Inventory	239,104	406,328
Intercompany loans – unrealised foreign exchange losses	702,154	978,873
Provisions and accruals	678,495	676,863
Revenue tax losses	7,951,300	8,164,921
Deferred tax assets used to offset deferred tax liabilities	(645,826)	(287,680)
Deferred tax assets not brought to account <sup>1</sup>	(8,943,604)	(9,981,835)
	-	-
<b>Deferred tax liabilities</b>		
Plant and equipment	52,029	50,991
Other assets	13,664	11,314
Intercompany loans – unrealised foreign exchange gains	580,132	225,375
Deferred tax assets used to offset deferred tax liabilities	(645,825)	(287,680)
	-	-

<sup>1</sup> Deferred tax assets have not been brought to account to the extent that it is not probable within the immediate future that taxable profits will be available against which deductible temporary differences can be utilised. This also applies to deferred tax assets for unused tax losses carried forward.

The Group's unrecognised tax losses in Australia of US\$2,675,993 and Hong Kong of US\$3,569,358 are available for offset against future profits subject to continuing to meet the relevant statutory tests. The Parent Company and its Australian subsidiary have formed a tax consolidated group. Unrecognised tax losses in the US of US\$1,705,949 can be used for up to 20 years.



**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2022**



**7. PROFIT OR LOSS PER SHARE**

**Classification of securities as ordinary shares**

The Company has only one category of ordinary shares included in basic earnings per share.

**Classification of securities as potential ordinary shares**

There are currently no securities to be classified as dilutive potential ordinary shares on issue.

	Consolidated	
	2022 Number	2021 Number
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share	<u>218,567,901</u>	<u>218,503,875</u>
	US\$	US\$
Basic and diluted profit attributable to ordinary equity holders of the parent	839,506	894,956
Basic and diluted profit per share (cents)	<u>0.38</u>	<u>0.41</u>

**8. TRADE AND OTHER RECEIVABLES**

	Consolidated	
	2022 US\$	2021 US\$
<b>Current</b>		
Trade debtors	1,507,816	1,668,412
Other debtors	-	58
GST receivable	<u>7,859</u>	<u>6,263</u>
	<u>1,515,675</u>	<u>1,674,733</u>

Trade debtors generally have 30-day terms. GST receivables have repayment terms applicable under the relevant government authority. No amounts are past due or impaired. The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. The Group's exposure to risks is summarised in Note 22.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2022**



**9. PREPAYMENTS**

	Consolidated	
	2022 US\$	2021 US\$
<b>Current</b>		
Prepayments – raw materials	532,806	735,023
Prepayments – other	168,795	165,523
	<b>701,601</b>	<b>900,546</b>

**10. INVENTORIES**

	Consolidated	
	2022 US\$	2021 US\$
<b>Current</b>		
Raw materials	2,239,550	976,809
Work in progress	2,393	65,225
Finished goods	639,751	521,160
Allowance for disposal	(257,029)	(568,175)
	<b>2,624,665</b>	<b>995,019</b>

- (i) Inventories are valued at the lower of cost or net realisable value.
- (ii) Inventories recognised as an expense to cost of sales during the year ended 30 June 2022 amounted to US\$8,180,182 (2021: US\$6,417,335).
- (iii) Net write-downs (reversal of write-downs) of inventories to net realisable value during the year ended 30 June 2022 amounted to US\$105,665 (2021: net reversal of US\$731,409).

The Group recorded a large allowance for disposal during the year ended 30 June 2020 related to outdated Yowie Series and other raw materials that had been deemed to have zero realisable value. A portion of those materials were used in production during the year ended 30 June 2021 and 2022. Refer to Note 23(u) for key accounting estimate on allowance for disposal of inventories.

Movement in the allowance for disposal of inventories is set out below.

Balance at the beginning of the year	(568,175)	(1,470,212)
Disposal	311,146	228,185
Reversal	-	925,086
Additional allowance	-	(251,234)
Balance at the end of the year	<b>(257,029)</b>	<b>(568,175)</b>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2022**



**11. PLANT AND EQUIPMENT**

	Consolidated	
	2022 US\$	2021 US\$
<b>Manufacturing plant and equipment</b>		
Cost	4,089,521	4,089,521
Accumulated depreciation	(1,182,480)	(749,867)
Accumulated impairment losses	(2,689,654)	(3,339,654)
	<b>217,387</b>	-
<b>Manufacturing plant and equipment under construction</b>		
Cost	730,509	765,870
Accumulated impairment losses	(730,509)	(765,870)
	-	-
<b>Office equipment</b>		
Cost	17,015	13,305
Accumulated depreciation	(13,298)	(11,284)
	<b>3,717</b>	2,021
<b>Total plant and equipment</b>	<b>221,104</b>	2,021

Movements in the carrying amount of each class are set out below.

<b>Manufacturing plant and equipment</b>		
Balance at the beginning of the year	-	89,862
Additions	-	21,351
Depreciation	(432,613)	(267,351)
Reversal of impairment <sup>1</sup>	650,000	219,233
Amounts written off	-	(63,095)
Carrying amount at the end of the year	<b>217,387</b>	-
<b>Manufacturing plant and equipment under construction</b>		
Balance at the beginning of the year	-	-
Disposal	(35,361)	-
Reversal of impairment	35,361	-
Carrying amount at the end of the year	-	-

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2022**



**11. PLANT AND EQUIPMENT (continued)**

	Consolidated	
	2022	2021
	US\$	US\$
<b>Office equipment</b>		
Balance at the beginning of the year	2,021	3,850
Additions	3,820	749
Depreciation	(2,112)	(2,658)
Foreign exchange adjustment	(12)	80
Carrying amount at the end of the year	3,717	2,021
<b>Total impairment and amounts written off</b>		
Reversal of impairment <sup>1</sup>	650,000	219,233
Amounts written off	-	(63,095)
	650,000	156,138

<sup>1</sup> This relates to the reversal of impairment on manufacturing equipment which was recorded in FY2020 following the identification of impairment indicators during that period. The Group was able to utilise the asset, resulting in the recognition of depreciation and reversal of a portion of the impairment.

**12. INTANGIBLE ASSETS**

	Consolidated	
	2022	2021
	US\$	US\$
<b>Rights and licenses <sup>1</sup></b>		
Cost	225,398	225,398
Accumulated impairment losses	(225,398)	(225,398)
	-	-
<b>Software</b>		
Cost	370,916	372,117
Accumulated amortisation	(302,802)	(304,003)
Accumulated impairment losses	(68,114)	(68,114)
	-	-
<b>Product development <sup>2</sup></b>		
Cost	1,129,641	1,001,300
Accumulated amortisation	(987,800)	(876,402)
Accumulated impairment losses	-	(124,898)
	141,841	-
<b>Total intangible assets</b>	<b>141,841</b>	<b>-</b>

<sup>1</sup> Rights and licenses relate to the Yowie trademark which management has assessed as having an indefinite useful life.

<sup>2</sup> Product development relates to capitalised costs associated with the development of Yowie collectables.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2022**



**12. INTANGIBLE ASSETS (continued)**

Movements in the carrying amount of each class are set out below.

	Consolidated	
	2022 US\$	2021 US\$
<b>Product development</b>		
Balance at the beginning of the year	-	17,338
Additions	<b>128,340</b>	13,500
Amortisation	<b>(111,397)</b>	(41,655)
Reversal of impairment <sup>1</sup>	<b>124,898</b>	70,646
Amounts written off <sup>2</sup>	-	(59,829)
Carrying amount at the end of the year	<b>141,841</b>	-
<b>Total impairment and amounts written off</b>		
Reversal of impairment <sup>1</sup>	<b>124,898</b>	70,646
Amounts written off <sup>2</sup>	-	(59,829)
	<b>124,898</b>	10,817

<sup>1</sup> This relates to the reversal of impairment on product development which was recorded in FY2020 following the identification of impairment indicators during that period. The Group was able to utilise the asset, resulting in the recognition of depreciation and reversal of a portion of the impairment.

<sup>2</sup> This relates to the write-off of intangible assets associated with outdated Yowie series.

**13. TRADE AND OTHER PAYABLES**

	Consolidated	
	2022 US\$	2021 US\$
<b>Current</b>		
Trade payables and accruals	<b>1,284,898</b>	1,057,106
Rebate allowances <sup>1</sup>	<b>2,638,197</b>	2,396,022
Other	<b>1,753</b>	1,912
	<b>3,924,848</b>	3,455,040

<sup>1</sup> Rebate allowances include estimated accrual for promotional discounts, prompt payment discounts and spoilage of goods. Refer to Note 23(u) for key accounting estimate on rebate allowances.

Trade creditor amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. The Group's exposure to risks is summarised in Note 22.

**14. ISSUED CAPITAL AND RESERVES**

**(a) Issued capital**

	Consolidated	
	2022 US\$	2021 US\$
Ordinary shares, fully paid	<b>46,687,677</b>	46,687,677

**(b) Movements in share capital**

	US\$	Number
<b>As at 1 July 2020</b>	<b>52,747,811</b>	<b>218,296,162</b>
Return of capital <sup>1</sup>	(6,066,311)	-
Conversion of rights	7,567	271,739
Share issue costs	(1,390)	-
<b>As at 30 June 2021</b>	<b>46,687,677</b>	<b>218,567,901</b>
Conversion of rights	-	-
Share issue costs	-	-
<b>As at 30 June 2022</b>	<b>46,687,677</b>	<b>218,567,901</b>

<sup>1</sup> FY2021 – Return of capital of A\$0.04 per share with a total of A\$8.73 million (equivalent to US\$6.07 million) was completed in July 2020.

**(c) Terms and conditions of issued capital**

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings.

In the event of winding up of the Company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any proceeds of liquidation.

**14. ISSUED CAPITAL AND RESERVES (continued)**

**(d) Nature and purpose of reserves**

*Share-based payment reserve*

The share-based premium reserve is used to recognise the value of options, service rights and performance rights issued as share-based payments.

*Foreign currency translation reserve*

The foreign currency translation reserve is used to record exchange differences arising from the translation balances of entities which have functional currency other than USD.

	Consolidated	
	2022 US\$	2021 US\$
Share-based payment reserve	2,120,570	2,002,480
Foreign currency translation reserve	(2,356,606)	(2,230,879)
	(236,036)	(228,399)

**(e) Capital management**

When managing capital, management's objective is to ensure the Group continues as a going concern as well as to generate optimal returns to shareholders and benefits for other stakeholders. Management also aims to maintain a capital structure that ensures the lowest cost of capital available to the entity. The Company under the direction of management may issue new shares to provide for future development activity. The Group currently has no debt other than trade payables.

**15. SHARE-BASED PAYMENTS**

**(a) Weighted average exercise prices**

There were neither movement in outstanding share-based payment options during the year nor were there any outstanding share-based payment options at balance date.

**(b) Remaining contractual life**

There were no share-based payment options outstanding as at 30 June 2022 (2021: nil).

The weighted average remaining contractual life for the share-based payment rights outstanding as at 30 June 2022 was 4.44 years.

There were no share-based payment rights outstanding as at 30 June 2021.

**15. SHARE-BASED PAYMENTS (continued)**

**(c) Outstanding share options and rights under share-based payments**

There were no share-based payment options outstanding as at 30 June 2022 (2021: nil).

Service rights outstanding at the end of the year have the following expiry date:

Type	Grant Date	Vesting Date	Expiry Date	Rights 30 June 2022	Rights 30 June 2021
Service rights	8 Dec 2021	8 Dec 2022	8 Dec 2026	3,600,000	-
Service rights	8 Dec 2021	8 Dec 2023	8 Dec 2026	3,600,000	-
Service rights	8 Dec 2021	8 Dec 2024	8 Dec 2026	3,600,000	-

**(d) Expenses arising from share-based payment transactions**

The share-based payments expense for the year is US\$118,090 (2021: US\$2,477). The Group recognises the share-based payments expense over the vesting period for any options and rights granted.

	Consolidated	
	2022 US\$	2021 US\$
Rights issued to KMPs	118,090	2,477

Options and rights issued to KMPs, other employees and consultants were issued as remuneration for future services. The Group fair valued the instruments granted.

**(e) Fair values**

The weighted average fair value of options and rights granted during the year ended 30 June 2022 was A\$0.044 (2021: nil).

Management has estimated that all rights are expected to vest during the vesting period.

The following tables list the inputs to the models used for the valuation of options and rights issued during the year ended 30 June 2022.

Service Rights	
Number of securities	10,800,000
Exercise price (A\$)	-
Grant date	8 Dec 2021
Expiry date	8 Dec 2026
Share price at grant date (A\$)	0.044
Expected volatility	88%
Risk-free rate	0.55%
Fair value per security (A\$)	0.044
Valuation method	Binomial

No new rights or options were issued during the year ended 30 June 2021.



**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2022**



**16. CASH FLOW RECONCILIATION**

**(a) Cash and cash equivalents**

For the purposes of the statement of cash flows, cash and cash equivalents include cash at bank and deposits at call.

Cash and cash equivalents at the end of the year as shown in the statement of cash flow are reconciled to the related item in the statement of financial position as follows:

	<b>Consolidated</b>	
	<b>2022</b>	<b>2021</b>
	<b>US\$</b>	<b>US\$</b>
Cash at bank	7,625,850	6,906,757
Short-term deposits	551,360	1,501,400
	<b>8,177,210</b>	<b>8,408,157</b>

**(b) Reconciliation of operating profit after income tax to net cash from operating activities**

	<b>Consolidated</b>	
	<b>2022</b>	<b>2021</b>
	<b>US\$</b>	<b>US\$</b>
Operating profit after income tax	839,506	894,956
Adjusted for:		
Depreciation and amortisation as per profit or loss	113,509	44,313
Depreciation and amortisation in cost of sales and closing inventories	432,613	267,351
Share-based payments	118,090	2,477
Foreign exchange loss/(gain)	2,967	(7,188)
Write-down/(reversal) of inventory	105,665	(731,409)
Reversal of impairment of non-current asset	(774,898)	(166,955)
Changes in operating assets and liabilities		
(Increase)/decrease in trade and other receivables	159,058	(861,161)
(Increase)/decrease in prepayments	198,945	(563,411)
(Increase)/decrease in inventories	(1,735,311)	2,552,994
(Increase)/decrease in current tax assets	-	249,573
Increase/(decrease) in trade and other payables	483,466	767,217
Increase/(decrease) in current tax liability	-	-
Increase/(decrease) in provisions	6,671	8,904
Increase/(decrease) in unearned revenue	93,272	(31,234)
Net cash from operating activities	<b>43,553</b>	<b>2,426,427</b>

**(c) Non-cash investing and financing activities**

During the year there were no reportable non-cash financing and investing activities.

**17. RELATED PARTY DISCLOSURES**

**(a) Compensation of key management personnel**

	Consolidated	
	2022 US\$	2021 US\$
Short-term benefits	925,629	933,621
Post-employment benefits	10,783	6,819
Share-based payments expensed	118,090	2,477
	<b>1,054,502</b>	<b>942,917</b>

**(b) Other transactions with key management personnel**

There are no other transactions with key management personnel.

**18. COMMITMENTS AND CONTINGENCIES**

**(a) Commitments**

The Group had no significant commitments at the end of the reporting year.

**(b) Contingencies**

Yowie North America Inc. (“YNA”), a wholly owned subsidiary of the Group, has previously brought claims against Whetstone Chocolate Factory (“WCF”) and Atlantic Candy Company (“ACC”) for the release and return of the RASCH “Type FI” wrapping machine (“Wrapper”) owned by the Group and located at ACC’s facility, as well as for monetary damages. YNA negotiated a settlement agreement with ACC for the release and return of the wrapper and the wrapper has been returned. Consequently, the provision for impairment relating to the wrapping machine that was previously recognized was reversed during the half-year ended 31 December 2017.

In this same case (which has, since the last report, been consolidated with the other pending Florida state court action), ACC, Whetstone Industries (“WI”), and Henry M. Whetstone, Jr. (“Whetstone”) have filed counterclaims against YNA alleging that YNA breached the Manufacturing Agreement, the Patent Agreement, violated the Florida Uniform Trade Secrets Act (“FUTSA”), breached fiduciary duties owed to WI and ACC, and fraudulently induced ACC, WI, and Whetstone to enter into amendments to the Manufacturing and Patent Agreements.

For its claim of the breach of the Manufacturing Agreement, ACC and WI (as the purported successor-in-interest to the Manufacturing Agreement) allege that the Manufacturing Agreement was a requirements contract that required YNA to manufacture with ACC and WI until the agreement expired in 2027; however, YNA believes this is inconsistent with the plain language in the Manufacturing Agreement which only requires YNA to manufacture with ACC and WI when YNA is using Whetstone’s patents to produce its chocolate and toy combination products.

**18. COMMITMENTS AND CONTINGENCIES (continued)**

**(b) Contingencies (continued)**

For its claim for breach of the Patent Agreement, Whetstone alleges that YNA owes him royalty fees from that time until 2027 under the Patent Technology and License Agreement regardless of whether the Company uses Whetstone's patent. Because the Company is no longer using Mr. Whetstone's (now expired) patent in its manufacturing process (and hasn't for several years), it believes that there is no legal basis under YNA's contract with Mr. Whetstone to pay him any royalty. For its FUTSA claim, WI and ACC claim that YNA impermissibly appropriated the technology from its manufacturing line to start its line with Madelaine. YNA rejects this as false and notes that the manufacturing line used at Madelaine is much newer and modern than WI's and ACC's manufacturing lines. For its breach of fiduciary duty claim, WI and ACC claim that YNA owed fiduciary duties to them, but this is inconsistent with Florida law which does not apply fiduciary duties in situation like these. Finally, for its fraudulent inducement claim, there is no support for any claim that YNA (or any of its agents) acted to coerce WI and ACC to enter into any amendment agreements.

Both parties filed and argued cross-motions for summary judgment on issues related to the Patent Agreement in October 2017. On 13 September 2018, the Court entered an order denying both parties motions for summary judgment. On 8 July 2022, the parties agreed to dismiss WI's and Whetstone's FUTSA, fiduciary duty, and fraudulent inducement claims. YNA filed a second motion for summary judgment on the remaining claims on 14 June 2022. This motion was denied on 3 August 2022. A trial was set for August 2022, but was continued by the Court. No new trial has been set but the parties anticipate that it will be in Q4 of 2022 calendar year or Q1 of 2023 calendar year. Further, for all the above causes of action, YNA has disclaimed liability and is defending the action. YNA considers no provision is warranted in relation to this counterclaim.

On 16 November 2017, in a related action, Whetstone Industries and Mr. Whetstone filed tortious interference claims against the Group and former Directors, Wayne Loxton, Patricia Fields, and Trevor Allen in Middle District of Florida. The Group, Wayne Loxton, Patricia Fields, and Trevor Allen were served with copies of these lawsuits in February 2018 and filed motions to dismiss for lack of personal jurisdiction in April 2018. On 25 July 2018, the court found jurisdiction in Florida. On 17 August 2018, all defendants filed a motion to dismiss the Complaint in its entirety for failure to state a claim upon which relief can be granted. The Court denied this motion to dismiss in August 2019. On 18 March 2022, Yowie Group and the former Directors filed a motion for summary judgment on all of claims brought against them by WI and Whetstone. On 5 July 2022, this motion was granted and judgment was entered in Yowie Group and the former Directors' favour on all claims brought against them by WI and Whetstone. Whetstone and WI have until 4 August 2022 to appeal this ruling, but declined to take an action so Whetstone and WI cannot challenge the Court's summary judgement ruling. Yowie and the former Directors have filed a motion requesting their attorney's fees which is currently pending before the Court.

**18. COMMITMENTS AND CONTINGENCIES (continued)**

**(b) Contingencies (continued)**

Management is not able to reliably estimate the ultimate settlement amounts at this time nor does management believe any material payments would be made as a result of these cases, and therefore no provision in relation to the claim has been recognised in the financial statements. The Company will incur ongoing legal costs due to these cases. However, due to inherent uncertainties, no accurate quantification of any cost, or timing of such cost, which may arise from the legal proceedings, no provision has been made for legal costs.

**19. AUDITOR'S REMUNERATION**

The auditor of the Group is RSM Australia (2021: RSM Australia).

	Consolidated	
	2022 US\$	2020 US\$
Amounts received or due and receivable:		
<b>RSM Australia</b>		
Audit and review of financial reports	53,910	48,858
<b>Deloitte Touche Tohmatsu Perth</b>		
Audit and review of financial reports	-	9,552
Tax consulting	22,244	19,700
	76,154	78,110
<b>Network firms of Deloitte Touche Tohmatsu Perth</b>		
Tax consulting	56,192	53,865
	56,192	53,865

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2022**



**20. PARENT ENTITY AND SUBSIDIARY INFORMATION**

**(a) Parent Entity Financial Information (Yowie Group Limited)**

	2022 US\$	2021 US\$
Current assets	1,256,845	1,965,415
Non-current assets	4,045,697	6,669,540
<b>Total assets</b>	<b>5,302,542</b>	<b>8,634,955</b>
Current liabilities	118,952	140,431
Non-current liabilities	-	-
<b>Total liabilities</b>	<b>118,952</b>	<b>140,431</b>
<b>Net assets</b>	<b>5,183,590</b>	<b>8,494,524</b>
Issued capital	48,257,987	48,257,987
Reserves	(4,670,576)	(2,038,444)
Accumulated losses	(38,403,821)	(37,725,019)
<b>Total equity</b>	<b>5,183,590</b>	<b>8,494,524</b>
Loss of the parent entity	(678,802)	(1,773,659)
Total comprehensive (loss)/profit of the parent entity	(3,429,024)	1,162,308

**(b) Commitment and Contingencies of the Parent Entity**

The parent entity had no significant commitments or contingent liabilities as at 30 June 2022 or 30 June 2021. Refer to Note 18 for a discussion of contingencies of the Group.

**(c) Subsidiaries**

Name	Country of Incorporation	Percentage Interest	
		2022 %	2021 %
Yowie Enterprises Pty Ltd	Australia	100	100
Yowie North America, Inc.	USA	100	100
Yowie Natural World, Inc.	USA	100	100
Yowie Hong Kong Holdings Limited	Hong Kong (China)	100	100
Yowie Hong Kong Enterprises Limited	Hong Kong (China)	-	100

**21. SUBSEQUENT EVENTS**

No circumstances or events have arisen subsequent to the end of the year, that have had, or are likely to have, a material impact on the financial statements.

**22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial instruments comprise cash and cash equivalents, receivables and payables.

The net fair values of the financial assets and liabilities at reporting date of the Group approximate the carrying amounts in the financial statements, except where specifically stated.

The Group manages its exposure to key financial risks, including interest rate, foreign currency risk, credit risk and liquidity risk in accordance with the Group's financial risk management policy. The objective of the policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group uses different methods to measure and manage different types of risks to which it is exposed. These include monitoring levels of exposure to interest rate and foreign exchange risk and assessments of market forecasts for interest rate and foreign exchange rates. Liquidity risk is monitored through the development of future rolling cash flow forecasts.

**22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

The Board reviews and agrees policies for managing each of these risks as summarised below.

Primary responsibility for identification and control of financial risks rests with the Board. The Board reviews and agrees policies for managing each of the risks identified below.

**Risk exposures and responses**

Interest rate risk

The Group's exposure to market interest rates relates primarily to the Group's cash and short-term deposits.

At reporting date, the Group had the following financial assets exposed to Australian variable interest rate risk that are not designated in cash flow hedges:

<b>Consolidated</b>	<b>2022</b>	<b>2021</b>
	<b>US\$</b>	<b>US\$</b>
Cash at bank	<b>596,403</b>	1,622,758

The following sensitivity analysis is based on the interest rate risk exposures in existence at the reporting date.

At reporting date, if interest rates had moved as illustrated in the table below, with all other variables held constant, post tax profit and equity would have been affected as follows:

	<b>Post tax profit</b>		<b>Equity</b>	
	<b>Higher / (lower)</b>		<b>Higher / (lower)</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>	<b>US\$</b>
+0.5% (2021: +0.5%)	<b>2,982</b>	8,114	<b>2,982</b>	8,114
-0.5% (2021: -0.5%)	<b>(2,982)</b>	(8,114)	<b>(2,982)</b>	(8,114)

The movements are due to higher or lower interest revenue from cash balances. A sensitivity of 0.5% is considered reasonable given the current level of both short term and long term Australian Dollar interest rates.

Foreign currency risk

As a result of the Australian entities having a functional currency in Australian Dollar which is different to the Group's presentation currency of US Dollar, the Group's statement of financial position can be affected significantly by movements in the Australian Dollar/US Dollar exchange rate.

The Group also has transactional currency exposures. Such exposure arises from sales or purchases by an operating entity in currencies other than the functional currency.

**22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

**Risk exposures and responses (continued)**

Operational transactions are denominated in US Dollar. The Group's approach is to target specific levels at which to convert Australian Dollar to United States Dollar by entering into either spot or short term forward exchange contracts. The Group does not enter into transactions that qualify as hedging for hedge accounting purposes, with the exception of a number of spot and short term forward exchange contracts in relation to working capital management.

The financial assets and liabilities of the US and Hong Kong subsidiaries are held in the functional currency of these subsidiaries, which is US Dollar.

At 30 June, the US Dollar equivalence of assets and liabilities held in Australian Dollar and subject to foreign exchange risk are as follows:

<b>Consolidated</b>	<b>2022 US\$</b>	<b>2021 US\$</b>
<i>Assets and liabilities of entities with AUD functional currencies</i>		
<b>Assets</b>		
Cash and cash equivalents	1,233,068	1,947,159
Trade and other receivables	7,860	6,323
<b>Total Assets</b>	<b>1,240,928</b>	<b>1,953,482</b>
<b>Liabilities</b>		
Trade and other payables	81,369	109,520
<b>Total Liabilities</b>	<b>81,369</b>	<b>109,520</b>

Intercompany loans are denominated in Australian Dollar and US Dollar. These loans are eliminated upon consolidation.

At 30 June, the effects on post tax profit or loss and equity from a change in the Australian Dollar/US Dollar exchange rate would be as follows:

	Profit or loss Higher / (lower)		Equity Higher / (lower)	
	2022 US\$	2021 US\$	2022 US\$	2021 US\$
Exchange Rate + 10% (2021: +10%)	-	-	(105,415)	(167,634)
Exchange Rate - 10% (2021: -10%)	-	-	105,415	167,634



**22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**

**Risk exposures and responses (continued)**

Credit risk

Credit risk arises from the financial assets of the Group, which comprise cash and cash equivalents and trade and other receivables. The Group's exposure to credit risk arises from potential default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

The Group does not hold any credit derivatives to offset its credit exposure. It holds its cash deposits with major banks with high credit ratings.

*Cash at bank and short-term bank deposits*

	Consolidated	
	2022	2021
	US\$	US\$
AAA rated banks	-	-
AA rated banks	1,261,650	1,988,465
A rated banks	6,915,560	6,419,692
	<b>8,177,210</b>	<b>8,408,157</b>

Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulty in meeting its financial obligations. The Group's objective is to maintain adequate funding to meet its needs, currently represented by cash and short-term deposits sufficient to meet the Group's current cash requirements.

*Maturity analysis for financial liabilities*

	Consolidated	
	2022	2021
	US\$	US\$
Within one year	3,924,848	3,455,040
Between one and five years	-	-
	<b>3,924,848</b>	<b>3,455,040</b>

Contractual cash flows for financial liabilities are the same as carrying value.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**(a) New and amended accounting standards adopted by the Group**

The Group has adopted all of the new and revised Standards and Interpretations, including amendments to the existing standards issued by the Australian Accounting Standards Board (the AASB) that are relevant to their operations and effective for the current reporting period.

The adoption of these amendments has not resulted in any significant effect on the measurement or disclosure of the amounts reported for the current or prior periods.

**(b) New accounting standards and interpretations issued but not yet effective**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2022. The Group has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(c) Basis of consolidation**

The consolidated financial statements comprise the financial statements of Yowie Group Limited and its subsidiaries (“the Group”) as at 30 June 2022.

Subsidiaries are entities over which the Group has the power to govern the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the group controls another entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profits and losses resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is obtained by the Group and cease to be consolidated from the date on which control is transferred out of the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. The acquisition method of accounting involves recognising at acquisition date, separately from goodwill, the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree. The identifiable assets acquired and the liabilities assumed are measured at their acquisition date fair values.

The difference between the above items and the fair value of consideration (including the fair value of any pre-existing investment in the acquiree) is goodwill or discount on acquisition.

Non-controlling interests not held by the Group are allocated their share of net profit after tax in the statement of profit or loss and other comprehensive income and are presented within equity in the consolidated statement of financial position, separately from parent shareholders’ equity.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(d) Foreign currency translation**

***Functional and presentation currency***

The functional currency of Yowie Group Limited and Yowie Enterprises Pty Ltd is Australian Dollar (AUD). The functional currency of the other entities is United States Dollar (USD).

The presentation currency of Yowie Group Limited is United States Dollar (USD).

***Transactions and balances***

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date.

All exchange differences in the consolidated financial report are taken to the statement of profit or loss and other comprehensive income.

***Group companies***

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates, unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions; and
- all resulting exchange differences are recognised in the statement of profit or loss and other comprehensive income.

**(e) Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts. Bank overdrafts are included within interest-bearing loans and borrowings in current liabilities on the statement of financial position.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(f) Trade and other receivables**

Trade receivables, which generally have 30-60 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for any uncollectible amounts. Refer to Note 23(q) for details on assessment of uncollectible amounts.

**(g) Inventories**

Inventories are measured at the lower of cost or net realisable value. Raw material inventories are accounted for at purchase cost on a weighted average cost basis. Finished goods and work in progress are accounted for at the purchase cost of direct materials plus manufacturing costs, including depreciation of manufacturing equipment. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**(h) Property, plant and equipment**

Plant and equipment is stated at cost, less accumulated depreciation and accumulated impairment losses.

The carrying amount of plant and equipment is reviewed annually to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated over the useful lives to the Group of the assets, commencing from the time the asset is held ready for use, as follows:

<b>Class</b>	<b>Depreciation method</b>
Manufacturing plant and equipment	Units of production basis
Office equipment	Straight line basis over 2.5 years

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(i) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are expensed to profit and loss as incurred.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Rights and licenses

The Group made cash payments to purchase rights and licenses and they are valued at cost. They are assessed as having an indefinite useful life.

Product development

Expenditure on product development is recognised as an intangible asset when the Group can demonstrate:

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

Product development costs are recorded as intangible assets and amortised using the units of production method from the point at which the asset is available for use.

Software

Costs associated with maintaining software programmes are recognised as an expense as incurred.

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(i) Intangible assets (continued)**

Other directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of other directly attributable costs.

Software costs are recorded as intangible assets and amortised from the point at which the asset is available for use over 3 years.

**(j) Trade and other payables**

Trade payables and other payables are carried at amortised cost. They 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. The amounts are unsecured and are usually paid within 30 days of recognition.

**(k) Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the time value of money and the risks specific to the liability.

**(l) Issued capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**(m) Revenue recognition**

The Group recognises revenue predominately from the sale of goods.

Sale of goods

Revenue is recognised when control of the product is transferred, being either when the product is delivered to the customer or, in some instance, when the customer picks up the product, and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(m) Revenue recognition (continued)**

Revenue from sales is recognised based on the arrangement between the customer and the Group. The arrangements in place do not commit customers to purchasing a specified quantity nor commit Yowie to deliver the same, but set out the terms and conditions that apply between the parties at the time an order is placed by a customer and accepted by the Group. The terms and conditions cover, as appropriate to the customer, pricing, settlement of liabilities, rebate allowances and any other negotiated performance obligations.

The rebate allowances relate to the customers right to claim promotional discounts and spoilage of goods. At the point of sale, promotional discounts, spoilage allowance and corresponding adjustment to revenue is recognised for those allowances expected to be claimed by customers. The Group uses its accumulated historical experience and, whenever available, mutually agreed terms to estimate the rebate allowances on a per customer basis.

No element of financing is present in the pricing arrangement. Settlement terms are generally credit terms of 30 to 60 days. Terms reflect negotiations with customers, policies, procedures and controls held by each business unit as it relates to customer credit risk. For customers who purchase on credit, a receivable is recognised when the products are delivered or picked up as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Interest revenue

Revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest revenue over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

**(n) Income tax and other taxes**

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 based on the current period's taxable income. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.



**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(n) Income tax and other taxes (continued)**

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

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability 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 differences can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax credits 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 deferred income tax asset relating to the 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 the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset 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 deferred income tax assets is reviewed at each reporting 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 deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities 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 reporting date.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(n) Income tax and other taxes (continued)**

Current and deferred income tax is recognised in the statement of financial position, except to the extent that it relates to items recognised in other comprehensive income or direct in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case, it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST recoverable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the statement of financial position.

Cash flows are included in the consolidated statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from or payable to taxation authorities are classified as operating cash flows.

**(o) Share-based payment transactions**

The Group provides benefits to directors, employees and consultants 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 these equity-settled transactions with directors, employees and consultants is measured by reference to the fair value at the date at which they are granted. The fair value is determined using an appropriate valuation model.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions for which vesting is conditional upon a market or non-vesting condition. These are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(o) Share-based payment transactions (continued)**

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. An additional expense is recognised for any modification that increases the total fair value of the share-based arrangement, or is otherwise beneficial to the recipient, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted loss per share.

**(p) Earnings / loss per share**

Basic earnings / loss per share is calculated as net profit or loss attributable to members of the parent entity, adjusted to exclude any costs of servicing equity (other than dividends), divided by the weighted average number of ordinary shares of the Company, adjusted for any bonus element.

Diluted loss per share is calculated as net profit or loss attributable to members of the parent, adjusted for:

- costs of servicing equity (other than 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 period 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.

**(q) Financial instruments**

Financial assets

AASB 9 has three classification categories for financial assets; amortised cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss.

The classification is based on the business model under which the financial asset is managed and its contractual cash flows. Compared to AASB 139, the FVOCI and amortised cost categories have been added and the held-to-maturity, loans and receivables and available for sale classification categories have been removed. The Group only have financial assets measured at amortised cost.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(q) Financial instruments (continued)**

*Amortised cost*

A financial asset is measured at amortised cost if both of the following conditions are met:

- (i) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that meet the sole payment of principal and interest (SPPI) requirements.

*Impairment of financial assets*

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

*Financial liabilities*

AASB 9 largely retains the existing requirements of AASB 139 for the classification and measurement of financial liabilities. Financial liabilities are measured at amortised cost, except for those financial liabilities that are designated to be measured at fair value through profit or loss.

*Trade and other payables*

Liabilities are recognised for amounts to be paid for goods or services received. Trade payables are settled on terms aligned with the normal commercial terms in operations.

**(r) Impairment of assets**

At each reporting date, the Group reviews the carrying values of tangible assets and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(s) Segment disclosures**

Operating segments are presented in a manner consistent with the management reports provided to the chief operating decision makers, which are currently represented by the full Board.

The Group has only one reportable segment, which relates to the operations of its confectionery business. All production and sales to date have taken place in the United States, with production carried out under a contract manufacturing arrangement. The net result is presented on a consolidated basis.

**(t) Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

A forgivable loan from government is treated as a government grant when there is reasonable assurance that the Group will meet the terms for forgiveness of the loan.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

**(u) Significant accounting judgements, estimates and assumptions**

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management bases its judgements and estimates on historical experience and on other factors it believes to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

Management has identified the following critical accounting policies for which significant judgements, estimates and assumptions are made.

***Share-based payments***

The Group measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. The estimate also requires making assumptions about the most appropriate inputs to the valuation model, including the expected life of the share option, volatility and dividend yield. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 15.

**23. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(u) Significant accounting judgements, estimates and assumptions (continued)**

Income taxes

Judgement is required in assessing whether deferred tax assets are recognised in the statement of financial position. Deferred tax assets are recognised only when it is considered more likely than not that they will be recovered, which is dependent on the generation of sufficient future taxable profits. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. Judgements are also required about the application of income tax legislation.

Allowance for disposal of inventories

The allowance for disposal of inventories assessment requires a degree of estimation and judgement. The level of the allowance is assessed by taking into account the recent sales experience, the ageing of inventories, future production plans and their alignment with the remaining term of any applicable contract manufacturing agreements, as well as any and other factors that affect inventory obsolescence. To the extent that these judgements and estimates prove incorrect, the Group may be exposed to potential additional inventory write-downs or reversals in future periods.

Rebate allowances

The rebate allowances relate to the customers right to claim promotional discounts and spoilage of goods. At the point of sale, promotional discounts, spoilage allowance and corresponding adjustment to revenue is recognised for those allowances expected to be claimed by customers. The Group uses its accumulated historical experience and, whenever available, mutually agreed terms to estimate the rebate allowances on a per customer basis.

## DIRECTORS' DECLARATION

---



In accordance with a resolution of the directors of Yowie Group Limited, I state that:

1. In the opinion of the Directors:
  - (a) the financial statements and notes of the consolidated entity are in accordance with the *Corporations Act 2001*, including:
    - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2022 and of its performance for the year ended on that date; and
    - (ii) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
  - (b) there are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.
2. This declaration has been made after receiving the declarations required to be made to the directors in accordance with section 295A of the *Corporations Act 2001*

Note 2 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

**On behalf of the Board**

A handwritten signature in blue ink, appearing to read "Sean Taylor", with a circular stamp or mark in the center of the signature.

**Sean Taylor**  
Executive Chairman

31 August 2022

**RSM Australia Partners**

Level 32, Exchange Tower  
2 The Esplanade Perth WA 6000  
GPO Box R1253 Perth WA 6844

T +61 (0) 8 92619100  
F +61 (0) 8 92619111

[www.rsm.com.au](http://www.rsm.com.au)

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF  
YOWIE GROUP LIMITED**

**Opinion**

We have audited the financial report of Yowie Group Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2022, 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 statements, 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 2022 and of its financial performance for the year then ended; 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 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 (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.

**THE POWER OF BEING UNDERSTOOD**  
AUDIT | TAX | CONSULTING



## 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.

Key Audit Matter	How our audit addressed this matter
<p><b>Revenue</b></p> <p>Revenue was considered a key audit matter as it is the most significant account balance in the statement of profit or loss and other comprehensive income.</p> <p>For the year ended 30 June 2022, the Group recognised revenue from the sale of goods of \$15,605,658.</p> <p>Significant judgement is required in determining the timing of revenue recognition, given the shipping terms, and the related timing of when control passes to the end customer.</p>	<p>We performed the following audit procedures, amongst others, in relation to the recognition of revenue:</p> <ul style="list-style-type: none"> <li>· Assessed whether the revenue recognition policies are in compliance with Australian Accounting Standards;</li> <li>· Evaluated and tested the operating effectiveness of the Group's controls related to revenue recognition;</li> <li>· Performed substantive analytical procedures. The substantive analytical review involved setting expectations of revenue by using historical data and budgets, and ensuring gross profit recognised was within an acceptable margin;</li> <li>· Sampled a selection of sales invoices and delivery documentation to address the risks of occurrence and accuracy of the revenue recorded; and</li> <li>· Reviewed sales transactions before and after the reporting date to ensure that revenue is recognised in the correct financial period.</li> </ul>

## Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2022 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 accordingly 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 have 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/auditors\\_responsibilities/ar2.pdf](https://www.auasb.gov.au/auditors_responsibilities/ar2.pdf). This description forms part of our auditor's report.

## Report on the Remuneration Report

### *Opinion on the Remuneration Report*

We have audited the Remuneration Report included within the directors' report for the year ended 30 June 2022.

In our opinion, the Remuneration Report of Yowie Group Limited, for the year ended 30 June 2022, 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.



RSM AUSTRALIA PARTNERS



TUTU PHONG  
Partner

Perth, WA  
Dated: 31 August 2022

Additional information as required by the Australian Securities Exchange Listing Rules and not disclosed elsewhere in this report is set out below. This information is current as at 25 August 2022.

**Distribution of Quoted Securities**

<b>Ranges</b>	<b>No. of Holders of Ordinary Shares</b>	<b>No. of Ordinary Shares</b>
1 - 1,000	1,043	262,383
1,001 - 5,000	521	1,460,337
5,001 - 10,000	248	1,979,461
10,001 – 100,000	566	19,565,848
100,000 and over	152	195,299,872
<b>Total</b>	<b>2,530</b>	<b>218,567,901</b>

There were 1,830 shareholders holding less than a marketable parcel of ordinary shares.

**Quoted and Unquoted Equity Securities**

<b>Equity Security</b>	<b>Quoted</b>	<b>Unquoted</b>
Ordinary shares	218,567,901	-
Service rights <i>Exercise price: Nil</i> <i>Expiry date: 8 Dec 2026</i>	-	10,800,000

**Unlisted Employee/Consultant Options/Rights**

Exercise Price	Expiry Date	Service Rights	No. of Holders
Nil	8 Dec 2026	10,800,000	1

Holder: Systems Update Pty Ltd <ISS Investment Trust>

**Twenty Largest Holders of Ordinary Shares**

	Name	Shares Held	Percentage %
1	BNP Paribas Nominees Pty Ltd	28,303,428	12.95
2	Reash Pty Ltd <The Watson Family Trust>	19,056,955	8.72
3	Keybridge Capital Limited	17,127,903	7.84
4	Recruitment Investments Pty Ltd	11,243,150	5.14
5	Scarborough Equities Pty Ltd	11,243,150	5.14
6	Citicorp Nominees Pty Ltd	10,122,798	4.63
7	Bentley Capital Limited	9,956,110	4.56
8	Keybridge Capital Limited	9,592,375	4.39
9	Mr Keith Phillip Hudson & Mrs Ann Hudson	7,423,661	3.40
10	Keybridge Capital Limited	6,423,799	2.94
11	Abdullah Hani Abdallah	5,666,667	2.59
12	Mr Ian Morton & Mrs Deborah Morton	5,627,946	2.57
13	Mr Jan Pluta	2,758,458	1.26
14	Bart Superannuation Pty Ltd	2,709,604	1.24
15	Patricia Mary Fields	2,000,000	0.92
16	Kamga Pty Ltd	2,000,000	0.92
17	Dr Gregory Bryan Makin	1,757,027	0.80
18	Mr Asok Kumar & Mrs Renu Kumar	1,500,000	0.69
19	Agri Export Australia Pty Ltd	1,448,689	0.66
20	Systems Update Pty Ltd	1,375,212	0.63
21	Mr Keith Phillip Hudson	1,285,032	0.59
22	Mark Schuessler	1,208,248	0.55
	<b>TOTAL</b>	<b>159,830,212</b>	<b>73.13</b>

**Substantial Shareholders**

Substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are as follows:

Shareholder	No. of Shares	Percentage %
Aurora Funds Management Limited in its capacity as responsible entity of HHY Fund	26,526,643	12.14
Australian Style Group Pty Ltd	17,002,903	7.78
Bentley Capital Limited	21,199,260	9.70
Keybridge Capital Limited	69,701,233	31.89
Orion Equities Limited	21,199,260	9.70
Queste Communications Ltd	21,199,260	9.70
Reash Pty Ltd <The Watson Family Trust>	18,857,387	8.62
Recruitment Investments Pty Ltd	11,243,150	5.14
Scarborough Equities Pty Ltd	21,199,260	9.70
Wilson Asset Management Group	69,701,233	31.89

### **Voting Rights**

Ordinary shares carry one vote per share. There are no voting rights attached to the options in the Company.

### **Stock Exchange**

The Company is listed on the Australian Securities Exchange and has been allocated the code "YOW". The "Home Exchange" is Perth.

### **On-market Buy-back**

There is no current on-market buy-back.

### **Other Information**

Yowie Group Limited is incorporated and domiciled in Australia, and is publicly listed company limited by shares.

### **Corporate Governance Statement**

The Board of Directors of the Company is responsible for the Corporate Governance of the Company. The Board is committed to achieving and demonstrating the highest standard of corporate governance applied in a manner that is appropriate to the Company's circumstances.

The Company has taken note of the Corporate Governance Principles and Recommendations 4th edition, which became effective for the first full financial year commencing on or after 1 January 2020.

The Company's Corporate Governance Statement is current as of the date of this report and it has been approved by the Board. The Corporate Governance Statement is available on the Company's website at: [www.yowieworld.com](http://www.yowieworld.com)