Live Verdure Ltd
Appendix 4D
Half-year report

LiveVerdure

1. Company details

Name of entity:	Live Verdure Ltd
ABN:	28 614 347 269
Reporting period:	For the half-year ended 31 December 2022
Previous period:	For the half-year ended 31 December 2021

2. Results for announcement to the market

				$
Revenues from ordinary activities	up	34.9%	to	1,175,296
Loss from ordinary activities after tax attributable to the owners of Live Verdure Ltd	down	35.9%	to	(1,296,504)
Loss for the half-year attributable to the owners of Live Verdure Ltd	down	35.9%	to	(1,296,504)

Dividends
There were no dividends paid, recommended or declared during the current financial period.

Comments
The loss for the consolidated entity after providing for income tax amounted to $1,296,504 (31 December 2021: $2,022,650).

Financial Performance
During the half year period, revenue from ordinary activities increased to $1,175,296 compared to $871,400 in the previous corresponding period. The increase in revenue results from an increase in online sales and customer growth numbers.

Other income during the half-year period increased to $153,588 which primarily resulted from an increase in Research and Development tax incentive grants for FY21.

The Company saw an increase in online sales which was a result of additional marketing expenditure compared to the previous half-year period.

During the half-year period, a share based payment expense was booked amounting to $684,535 relating to the issue of options to employees and consultants.

Financial Position
The net assets increased during the half-year period from $362,117 at 30 June 2022 to $1,379,788. The increase in net assets of the Company was a result of the acquisition of Edible Beauty.

The cash reserves of the Company decreased to $412,106 as at 31 December 2022.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	0.40	0.65

4. Control gained over entities

Name of entities (or group of entities)	The Beauty Apothecary Australia Pty Ltd (Edible Beauty)
Date control gained	2 November 2022

	$'000
Contribution of such entities to the reporting entity's profit/(loss) from ordinary activities before income tax during the period (where material)	(66)
Profit/(loss) from ordinary activities before income tax of the controlled entity (or group of entities) for the whole of the previous period (where material)	-

5. Loss of control over entities

Not applicable.

6. Dividends

Current period
There were no dividends paid, recommended or declared during the current financial period.

Previous period
There were no dividends paid, recommended or declared during the previous financial period.

7. Dividend reinvestment plans

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable.

10. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report.

11. Attachments

Details of attachments (if any):

The Interim Report of Live Verdure Ltd for the half-year ended 31 December 2022 is attached.

Live Verdure Ltd
Appendix 4D
Half-year report

LiveVerdure

12. Signed

Signed 

Date: 28 February 2023

Gernot Abl
Non-executive Chairman

LiveVerdure

Live Verdure Ltd

ABN 28 614 347 269

Interim Report - 31 December 2022

Live Verdure Ltd
Corporate directory
31 December 2022

Directors	Mr Gernot Abl (Non-executive Chairman) Mr Ran Vaingold (Non-executive Director) Mr Corey Montry (Non-executive Director)
Chief Executive Officer	Mark Tucker
Company secretary	Mr Justin Mouchacca
Registered office	C/O - JM Corporate Services Level 21 459 Collins Street Melbourne, Victoria 3000 +61 3 8630 3321
Principal place of business	Level 21 459 Collins Street Melbourne, Victoria 3000
Auditor	JTP Assurance 10th Floor, 446 Collins Street Melbourne, Victoria 3000
Stock exchange listing	Live Verdure Ltd shares are listed on the Australian Securities Exchange (ASX code: LV1)
Website	www.liveverdure.com.au

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Live Verdure Ltd (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2022.

Directors
The following persons were directors of Live Verdure Ltd during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Mr Gernot Abl (Non-executive Chairman)
Mr Corey Montry (Non-executive Director)
Mr Ran Vaingold (Non-executive Director)

Principal activities
During the financial half-year the principal continuing activities of the consolidated entity consisted of development and sale of Australian hemp food, beauty and nutraceutical products.

Dividends
There were no dividends paid, recommended or declared during the current or previous financial half-year.

Review of operations
The loss for the consolidated entity after providing for income tax amounted to $1,296,504 (31 December 2021: $2,022,650).

Financial Performance

During the half year period, revenue from ordinary activities increased to $1,175,296 compared to $871,400 in the previous corresponding period. The increase in revenue results from an increase in online sales and customer growth numbers.

Other income during the half-year period increased to $153,588 which primarily resulted from an increase in Research and Development tax incentive grants for FY21.

The Company saw an increase in online sales which was a result of additional marketing expenditure compared to the previous half-year period.

During the half-year period, a share based payment expense was booked amounting to $684,535 relating to the issue of options to employees and consultants.

Financial Position
The net assets increased during the half-year period from $362,117 at 30 June 2022 to $1,379,788. The increase in net assets of the Company was a result of the acquisition of Edible Beauty.

The cash reserves of the Company decreased to $412,106 as at 31 December 2022.

Significant changes in the state of affairs
The appointment of Mark Tucker, former L'Oréal Managing Director, as Chief Executive Officer (CEO) of the Company.

On 24 August 2022, the Company announced that it had entered into a binding sale and purchase agreement to acquire 100% of the issued shares in The Beauty Apothecary Australia Pty Ltd ("Edible Beauty") for $1 million (consisting of 75% in cash and 25% in shares) on a cash-free and debt-free basis, plus deferred consideration based on future revenue generated by Edible Beauty. Edible Beauty is a naturopathically formulated range providing pure, active, and sustainable skincare and wellness products, targeting the health-focused and environmentally conscious demographics.

To fund the acquisition noted above, the Company announced an equity placement (Placement) of $2.1 million through the issue of 14 million new shares with an issue price of $0.15 (15 cents) per share to professional and sophisticated investors.

On 5 September 2022, the Company announced that it had issued 2,500,000 fully paid ordinary shares for the conversion of 2,500,000 Class A performance rights which were on issue and had been exercised.

There were no other significant changes in the state of affairs of the consolidated entity during the financial half-year.

Matters subsequent to the end of the financial half-year
On 28 February 2023 the Company requested a trading halt on ASX to conduct a capital raising to fund ongoing business operations.

No other matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Auditor's independence declaration
A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Gernot Abl
Non-executive Chairman

28 February 2023

JTP | JTP ASSURANCE

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VIC 8007

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AUDITOR'S INDEPENDENCE REPORT
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF LIVE VERDURE LTD

I declare that, to the best of my knowledge and belief, during the half-year ended 31 December 2022 there have been:

(i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the review; and

(ii) no contraventions of any applicable code of professional conduct in relation to the review.

JTP Assurance

JTP ASSURANCE
Chartered Accountants

W. Tarrant

WAYNE TARRANT
Partner

Signed at Melbourne this 28th day of February 2023

ABN: 13 488 640 554. Liability limited by a scheme approved under Professional Standards Legislation

Live Verdure Ltd
Statement of profit or loss and other comprehensive income
For the half-year ended 31 December 2022

	Note	Consolidated 31 December 2022 $	Consolidated 31 December 2021 $
Revenue			
Revenue from sale of goods		1,175,296	871,400
Cost of sales		(438,878)	(224,775)
Gross profit		736,418	646,625
Other income	5	153,588	116,052
Expenses			
Administration, corporate & share based payments expenses		(1,008,931)	(863,137)
Technical, new product and market development		(330,907)	(385,669)
Selling and distribution		(199,864)	(131,737)
Finance costs		(49,735)	(10,249)
Marketing and promotional expenses		(584,601)	(1,378,503)
Depreciation and amortisation expense		(12,472)	(16,032)
Loss before income tax expense		(1,296,504)	(2,022,650)
Income tax expense		-	-
Loss after income tax expense for the half-year attributable to the owners of Live Verdure Ltd		(1,296,504)	(2,022,650)
Other comprehensive income for the half-year, net of tax		-	-
Total comprehensive income for the half-year attributable to the owners of Live Verdure Ltd		(1,296,504)	(2,022,650)
		Cents	**Cents**
Basic earnings per share	10	(1.95)	(3.66)
Diluted earnings per share	10	(1.95)	(3.66)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes

Live Verdure Ltd
Statement of financial position
As at 31 December 2022

LiveVerdure

	Note	Consolidated 31 December 2022 $	30 June 2022 $
Assets			
Current assets			
Cash and cash equivalents	6	412,106	533,075
Trade and other receivables		229,296	96,509
Inventories		1,211,667	593,758
Other		22,860	39,932
Total current assets		1,875,929	1,263,274
Non-current assets			
Property, plant and equipment		10,000	22,472
Intangibles acquired		1,085,950	-
Trademark registration		16,702	-
Other		34,835	-
Total non-current assets		1,147,487	22,472
Total assets		3,023,416	1,285,746
Liabilities			
Current liabilities			
Trade and other payables		1,270,386	866,710
Employee benefits		30,117	56,919
Provisions		18,000	-
Total current liabilities		1,318,503	923,629
Non-current liabilities			
Other Payables		325,125	-
Total non-current liabilities		325,125	-
Total liabilities		1,643,628	923,629
Net assets		1,379,788	362,117
Equity			
Issued capital	7	8,682,146	7,052,506
Reserves		3,394,679	2,710,144
Accumulated losses		(10,697,037)	(9,400,533)
Total equity		1,379,788	362,117

The above statement of financial position should be read in conjunction with the accompanying notes

Live Verdure Ltd
Statement of changes in equity
For the half-year ended 31 December 2022

LiveVerdure

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Total equity $
Balance at 1 July 2021	6,984,709	2,163,495	(5,436,476)	3,711,728
Loss after income tax expense for the half-year	-	-	(2,022,650)	(2,022,650)
Other comprehensive income for the half-year, net of tax	-	-	-	-
Total comprehensive income for the half-year	-	-	(2,022,650)	(2,022,650)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs	64,798	-	-	64,798
Share-based payments (note 11)	-	419,966	-	419,966
Balance at 31 December 2021	7,049,507	2,583,461	(7,459,126)	2,173,842

Consolidated	Issued capital $	Reserves $	Accumulated losses $	Total equity $
Balance at 1 July 2022	7,052,506	2,710,144	(9,400,533)	362,117
Loss after income tax expense for the half-year	-	-	(1,296,504)	(1,296,504)
Other comprehensive income for the half-year, net of tax	-	-	-	-
Total comprehensive income for the half-year	-	-	(1,296,504)	(1,296,504)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 7)	2,249,000	-	-	2,249,000
Share-based payments (note 11)	(619,360)	684,535	-	65,175
Balance at 31 December 2022	8,682,146	3,394,679	(10,697,037)	1,379,788

The above statement of changes in equity should be read in conjunction with the accompanying notes

Live Verdure Ltd
Statement of cash flows
For the half-year ended 31 December 2022

	Note	Consolidated 31 December 2022 $	Consolidated 31 December 2021 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		1,223,686	854,913
Payments to suppliers (inclusive of GST)		(2,970,772)	(2,272,619)
Interest received		-	843
Receipts of R & D tax refund		152,000	115,209
Net cash used in operating activities		(1,595,086)	(1,301,654)
Cash flows from investing activities			
Payment for purchase of business, net of cash acquired	8	(499,883)	-
Net cash used in investing activities		(499,883)	-
Cash flows from financing activities			
Proceeds from issue of equity securities	7	2,100,000	33,108
Proceeds from exercise of options		-	49,777
Share issue transaction costs		(126,000)	(18,310)
Net cash from financing activities		1,974,000	64,575
Net decrease in cash and cash equivalents		(120,969)	(1,237,079)
Cash and cash equivalents at the beginning of the financial half-year		533,075	3,658,056
Cash and cash equivalents at the end of the financial half-year		412,106	2,420,977

The above statement of cash flows should be read in conjunction with the accompanying notes

Note 1. General Information

The financial statements cover Live Verdure Ltd as a consolidated entity consisting of Live Verdure Ltd and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Live Verdure Ltd's functional and presentation currency

Live Verdure Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 21, 459 Collins Street
Melbourne, Victoria 3000

A description of the nature of the entity's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 28 February 2023.

Note 2. Significant accounting policies

These general purpose financial statements for the interim half-year reporting period ended 31 December 2022 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2022 and any public announcements made by the company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The principal accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the policies stated below.

Going Concern

The financial report has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and liabilities in the ordinary course of business. The going concern of the consolidated entity is dependent upon it maintaining sufficient funds for its operations and commitments.

The consolidated entity made a loss after tax of $1,296,504 during the half year ended 31 December 2022 (2021: loss of $2,022,650) and the net cash used in operating activities was $1,595,086 (2021: $1,301,654 net outflow).

The cash balance as at 31 December 2022 was $412,106 (30 June 2022: $533,075). The surplus of current assets over current liabilities as at 31 December 2022 was $557,426 (30 June 2022: current assets over current liabilities of $339,645). Notwithstanding these results, the directors believe that the company will be able to continue as a going concern and as a result the financial statements have been prepared on a going concern basis. The accounts have been prepared on the assumption that the company is a going concern for the following reasons:

- the Company aims to continue to grow its brand awareness and product mix through research and development activities;
- the Board is of the opinion that the consolidated entity has, or shall have access to, sufficient funds to meet the planned corporate activities and working capital requirements, and
- as the Company is an ASX-listed entity it has the ability to raise additional funds if required.

On 28 February 2023 the Company requested a trading halt on ASX to conduct a capital raising to fund ongoing business operations.

In the event that the consolidated entity is unable to achieve the outcomes noted above and not be able to continue as a going concern, it may be required to realise its assets at amounts different to those currently recognised, settle liabilities other than in the ordinary course of business and make provisions for other costs which may arise as a result of cessation or curtailment of normal business operations.

Note 2. Significant accounting policies (continued)

New or amended Accounting Standards and Interpretations adopted
The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions
The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

Allowance for expected credit losses
The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Provision for impairment of inventories
The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence.

Deferred consideration in relation to acquisition
As detailed in note 8, the company acquired 'Edible Beauty' during the period. The purchase consideration includes deferred consideration payable at a rate of 10% of the unaudited revenue generated by Edible Beauty across the 24 months following completion. The company has provided for this based on the current evidence available.

Employee benefits provision
The liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Note 4. Operating segments

Identification of reportable operating segments
The company is organised into one operating segments: sale of hemp and food nutraceutical products. This operating segment is based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

Note 5. Other income

	Consolidated	
	31 December 2022 $	31 December 2021 $
Interest income	1,512	843
R&D tax incentive income	152,076	115,209
Other income	153,588	116,052

Note 6. Current assets - cash and cash equivalents

	Consolidated	
	31 December 2022 $	30 June 2022 $
Cash at bank	412,106	533,075

$250,000 of this balance is held in a trust account pending release as part of the acquisition of Edible Beauty.

Note 7. Equity - issued capital

	Consolidated			
	31 December 2022 Shares	30 June 2022 Shares	31 December 2022 $	30 June 2022 $
Ordinary shares - fully paid	73,759,056	55,425,722	8,682,146	7,052,506

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2022	55,425,722		7,052,506
Exercise of performance rights	5 September 2022	2,500,000	-	-
Issue of shares for capital raising	5 September 2022	13,333,334	$0.15	2,000,000
Issue of shares for acquisition of Edible Beauty	3 November 2022	1,666,667	$0.15	250,000
Issue of shares to settle creditors	3 November 2022	166,667	$0.15	25,000
Issue of shares for capital raising	3 November 2022	666,666	$0.15	100,000
Capital raising costs		-	-	(745,360)
Balance	31 December 2022	73,759,056		8,682,146

Ordinary shares
Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Share buy-back
There is no current on-market share buy-back.

Note 8. Business combinations

On 24 August 2022, the Company announced that it had entered into a binding sale and purchase agreement to acquire 100% of the issued shares in The Beauty Apothecary Australia Pty Ltd ("Edible Beauty") for $1 million (consisting of 75% in cash and 25% in shares) on a cash-free and debt-free basis, plus deferred consideration based on future revenue generated by Edible Beauty. Edible Beauty is a naturopathically formulated range providing pure, active, and sustainable skincare and wellness products, targeting the health-focused and environmentally conscious demographics.

Details of the acquisition and provisional fair values of the identifiable net assets acquired are as follows:

	Fair value $
Cash and cash equivalents	7,094
Trade receivables	74,084
Other receivables	12,420
Inventories	572,410
Trademarks	16,702
Trade payables	(193,272)
Borrowings	(34,834)
Net assets acquired	454,604
Goodwill and intangibles	1,085,950
Acquisition-date fair value of the total consideration transferred	1,540,554
Cash used to acquire business, net of cash acquired:	
Less: amount held in escrow	(250,000)
Less: shares issued by company as part of consideration	(250,000)
Less: total deferred consideration	(533,577)
Less: cash acquired	(7,094)
Net cash used	(499,883)

The Company is to pay a cash consideration of $0.75 million ($250,000 of this is held in trust pending release to the vendors) and issued 1,666,667 fully paid ordinary shares with a fair value of $0.15 per share to the vendors of Edible Beauty. The acquisition is also subject to deferred consideration and an estimate of $533,577 has been recorded as at 31 December 2022. The deferred consideration payable is equal to 10% of the unaudited revenue generated by Edible Beauty across the 24 months following completion.

(a) Acquisition related costs

Acquisition-related costs amounting to 209,549 are not included as part of consideration for the acquisition and have been recognised as transaction costs. These costs have been included within administration expenses in the statement of profit or loss and other comprehensive income.

Note 8. Business combinations (continued)

(b) Identifiable net assets

As at 31 December 2022, the Company has provisionally assessed the net identifiable assets which have been acquired as part of the acquisition as follows:

- Brand Intellectual Property - $0.099 million
- Customer database - $0.162 million
- Trademarks - $0.072 million
- Domain names - $0.018 million
- Social media accounts - $0.009 million
- Formulations - $0.036 million
- Manufacturer contract - $0.018 million

(c) Goodwill

Goodwill of $0.671 million was primarily related to the providing the company a significant opportunity to accelerate growth in the consumer health and wellness sectors. Goodwill was allocated to a single cash generating unit as at acquisition date. The goodwill that arose from this business combination is not deductible for tax purposes.

(d) Contribution to the Consolidated Entity's result

Edible Beauty contributed revenues of $0.54 million and net loss of $0.066 million from the date of the acquisition to 31 December 2022.

In accordance with the Australian Accounting Standards (AASB3), the consolidated entity has up to 12 months from the date of acquisition to complete its initial acquisition accounting. The consolidated entity will commence an exercise to consider the fair value of intangible assets acquired. As at the date of this report, this assessment is not complete.

Note 9. Events after the reporting period

On 28 February 2023 the Company requested a trading halt on ASX to conduct a capital raising to fund ongoing business operations.

No other matter or circumstance has arisen since 31 December 2022 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 10. Loss per share

	Consolidated	
	31 December 2022	**31 December 2021**
	$	**$**
Loss after income tax attributable to the owners of Live Verdure Ltd	(1,296,504)	(2,022,650)
	Number	**Number**
Weighted average number of ordinary shares used in calculating basic earnings per share	66,341,023	55,306,819
Weighted average number of ordinary shares used in calculating diluted earnings per share	66,341,023	55,306,819
	Cents	**Cents**
Basic earnings per share	(1.95)	(3.66)
Diluted earnings per share	(1.95)	(3.66)

Note 11. Share-based payments

During the half year period, the Company issued 8,000,000 broker options with an exercise price of $0.25 on before 31 August 2025 in accordance with a lead manager mandate. The value of the options using a Black Scholes valuation method is $619,360.

During the 2021 financial year, the Company issued 5,000,000 unlisted performance rights to Directors of the Company. The performance rights will vest in two equal tranches following satisfaction of vesting conditions as follows and expire 5 years from 14 December 2020:

- 2,500,000 unlisted performance rights (Class A Rights) will vest following 3 consecutive months of Monthly Recurring Revenue of no less than $150,000 per month. The vesting conditions of these performance rights were previously achieved and exercised during the current period; and
- 2,500,000 unlisted performance rights (Class B Rights) will vest following 3 consecutive months of Monthly Recurring Revenue of no less than $250,000 per month.

In accordance with conditions to the waiver from Listing Rule 1.1 condition 12 as set out in the Company's announcement of 11 December 2020, the Company confirms that the 2,500,000 performance rights with a nil exercise price issued to its Managing Director and Non-executive Chairman, remain on issue and have not been converted.

Below is a summary of options granted during the current and previous financial periods:

31 December 2022

Grant date	Expiry date	Exercise price	Balance at the start of the half-year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the half-year
03/12/2020	14/12/2025	$0.3000	8,000,000	-	-	-	8,000,000
03/12/2020	14/12/2023	$0.2000	4,000,000	-	-	-	4,000,000
09/04/2021	05/03/2024	$0.2500	2,000,000	-	-	-	2,000,000
15/07/2021	15/07/2024	$0.3000	1,000,000	-	-	-	1,000,000
09/08/2021	09/08/2024	$0.3975	400,000	-	-	-	400,000
26/08/2021	26/08/2024	$0.3000	1,000,000	-	-	-	1,000,000
26/11/2021	09/08/2024	$0.3975	1,000,000	-	-	-	1,000,000
28/10/2022	31/08/2025	$0.2500	-	8,000,000	-	-	8,000,000
			17,400,000	8,000,000	-	-	25,400,000

Set out below are the options exercisable at the end of the financial half-year:

Grant date	Expiry date	31 December 2022 Number	31 December 2021 Number
03/12/2020	14/12/2025	8,000,000	8,000,000
03/12/2020	14/12/2023	4,000,000	4,000,000
09/08/2021	09/08/2024	200,000	-
26/08/2021	26/08/2024	300,000	100,000
26/11/2021	09/08/2024	500,000	500,000
15/07/2021	15/07/2024	666,667	-
09/04/2021	05/03/2024	1,249,999	-
28/10/2022	31/08/2025	8,000,000	-
		22,916,666	12,600,000

For the options granted during the current financial half-year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
28/10/2022	31/08/2025	$0.1500	$0.2500	100.00%	-	3.43%	$0.07742

Live Verdure Ltd
Directors' declaration
31 December 2022

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;

- the attached financial statements and notes give a true and fair view of the consolidated entity's financial position as at 31 December 2022 and of its performance for the financial half-year ended on that date; and

- there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Gernot Abl
Non-executive Chairman

28 February 2023

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INDEPENDENT AUDITOR'S REVIEW REPORT TO THE MEMBERS OF LIVE VERDURE LTD
ABN 28 614 347 269

Report on the Half-year Financial Report

We have reviewed the accompanying half-year financial report of Live Verdure Ltd (the "Company ") and Controlled entities (the "Group ") , which comprises the consolidated statement of financial position as at 31 December 2022, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' Responsibility for the Half-year Financial Report

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

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410: Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of Live Verdure Ltd's financial position as at 31 December 2022 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Live Verdure Ltd, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

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

Independence

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

Material Uncertainty Related to Going Concern

We draw your attention to note 2, Going Concern, in the financial report, which indicates the Group incurred an operating loss of $1,296,504 and a negative cash outflow from operating activities of $1,595,086.

As stated in note 2, this event or condition, along with the other matters as set forth in note 2, indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

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Conclusion
Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Live Verdure Ltd is not in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of Live Verdure Ltd 's financial position as at 31 December 2022 and of its performance for the half-year ended on that date; and
(ii) complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001.





JTP ASSURANCE
Chartered Accountants

WAYNE TARRANT
Partner

Signed at Melbourne this 28th day of February 2023

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