

1. Company details

Name of entity:	Oliver's Real Food Limited
ABN:	33 166 495 441
Reporting period:	For the half-year ended 31 December 2024
Previous period:	For the half-year ended 31 December 2023

2. Results for announcement to the market

			\$
Revenue from ordinary activities	down	0.7% to	12,893,154
Earnings before interest, tax, depreciation and amortisation ('EBITDA')*	down	(2.0%) to	1,054,417
Earnings before interest, tax, depreciation and amortisation and impairments ('EBITDAI')*	down	(2.0%) to	1,054,417
Loss from ordinary activities after tax attributable to the owners of Oliver's Real Food Limited	up	238.0% to	(825,936)
Loss for the half-year attributable to the owners of Oliver's Real Food Limited	up	238.0% to	(825,936)

* EBITDA and EBITDAI are financial measures which are not prescribed by the Australian Accounting Standards ('AAS') and represent the profit/loss under AAS adjusted for specific non-cash and significant items not expected to recur between periods. The directors consider EBITDAI to reflect the core earnings of the consolidated entity.

A reconciliation between the statutory result after income tax, to EBITDA and EBITDAI is set out below:

	Consolidated	
	31 Dec 2024	31 Dec 2023
	\$	\$
Net loss after tax	(825,936)	(244,393)
Add: Depreciation and amortisation expenses	1,229,584	701,573
Add: Finance costs	667,737	621,360
Less: Interest revenue	(16,968)	(3,647)
EBITDA	<u>1,054,417</u>	<u>1,074,893</u>
EBITDAI	<u>1,054,417</u>	<u>1,074,893</u>
	2024	2023
	Cents	Cents
Basic earnings per share	(0.18)	(0.06)
Diluted earnings per share	(0.18)	(0.06)

Commentary on the results

For further commentary on the results, refer to the 'Review of operations' section of the directors' report.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	<u>(2.12)</u>	<u>(2.67)</u>
	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
Net liabilities	(17,059,497)	(17,633,561)
Less: Right-of-use assets	(7,940,660)	(8,814,818)
Less: Intangibles	(289,150)	(350,531)
Add: Lease liabilities	<u>13,804,800</u>	<u>15,021,020</u>
Net tangible assets	<u>(11,484,507)</u>	<u>(11,777,890)</u>
	Consolidated	
	31 Dec 2024	30 Jun 2024
Total number of shares	<u>540,731,917</u>	<u>440,731,917</u>

4. Control gained over entities

Not applicable.

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. 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 unmodified review report that contains a material uncertainty in relation to going concern is attached as part of the Interim Report.

10. Attachments

Details of attachments (if any):

The Interim Report of Oliver's Real Food Limited for the half-year ended 31 December 2024 is attached.

11. Signed

As authorised by the Board of Directors

Signed  _____

Date: 28 February 2025

Martin Green
Chairman



Oliver's Real Food Limited

ABN 33 166 495 441

Interim Report - 31 December 2024

Oliver's Real Food Limited
Contents
31 December 2024



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The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Oliver's Real Food Limited (referred to hereafter as the 'company' or 'parent entity' or 'Oliver's') and the entities it controlled at the end of, or during, the half-year ended 31 December 2024.

Directors

The following persons were directors of Oliver's Real Food Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Martin Green	Non-Executive Chairman
Steven Metter	Non-Executive Director
Kathryn Gregg	Non-Executive Director
Benjamin Williams	Non-Executive Director (Resigned 12 July 2024)

Principal activities

During the financial half-year, the principal continuing activities of the consolidated entity consisted of the provision of fast-food services specialising in delicious, nutrient dense meals, designed with the customers' wellbeing in mind.

Dividends

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

Review of operations

The revenue for the consolidated entity amounted to \$12,893,154 (31 December 2023: \$12,989,270), a decrease of 0.7%.

	31 Dec 2024	31 Dec 2023	Change	Change
	\$	\$	\$	%
Revenue	12,893,154	12,989,270	(96,116)	(1%)

The results for the six months July to December 2024 reflect the continued challenging trading conditions. The trading loss for the period was \$825,936 (31 December 2023: \$244,393).

The new Pheasants Nests stores which became operational in December 2023 are taking longer than expected to generate strong sales. The traffic through these service centres has been less than initially anticipated due to slower than expected changes in traffic patterns. As a result, we are currently in negotiation with the landlord with regards to ongoing costs at these stores.

We are pleased that our EBITDAI came in roughly in line with last year at just over \$1m. Significant effort was made during the half-year to reduce costs, and we are seeing benefits from this however same store sales are not growing, and our financials can only improve if we can quickly and meaningfully improve sales.

Same store sales were 4% below (\$482k) the prior corresponding period. Some of this decline is attributable to the one-off sales lift of roughly \$250k at Wyong North in the July to September 2023 period when Oliver's was the only QSR operating at the site whilst the service centre was being renovated.

Gross margins were 63.22% down slightly from 64% in the prior corresponding period.

A reconciliation between the statutory result after income tax, to earnings before interest, taxes, depreciation and amortisation ('EBITDA')* and EBITDAI* is set out below:

	31 Dec 2024	31 Dec 2023	Change	Change
	\$	\$	\$	%
Net loss after tax	(825,936)	(244,393)	(581,543)	238%
Add: Depreciation and amortisation expenses	1,229,584	701,573	528,011	75%
Add: Finance costs	667,737	621,360	46,377	7%
Less: Interest revenue	(16,968)	(3,647)	(13,321)	365%
EBITDA*	<u>1,054,417</u>	<u>1,074,893</u>	<u>(20,476)</u>	(2%)
EBITDAI*	<u><u>1,054,417</u></u>	<u><u>1,074,893</u></u>	<u><u>(20,476)</u></u>	(2%)

- * EBITDA and EBITDAI are financial measures which are not prescribed by the Australian Accounting Standards ('AAS') and represent the profit/loss under AAS adjusted for specific non-cash and significant items not expected to recur between periods. The directors consider EBITDAI to reflect the core earnings of the consolidated entity.

Going concern

The directors have prepared the financial statements on the basis that the consolidated entity is a going concern. Refer to note 2 to the financial statements for further information.

Outlook

The current economic climate remains very challenging, particularly for the hospitality industry, with a few thriving but most in survival mode, experiencing decreases in turnover and average customer spend, while dealing with a raft of seemingly endless price increases. Recent press reports have highlighted the difficulties faced by the retail and hospitality sectors. Automatic increases in rents, increased labour and energy costs will make trading conditions very challenging in the months ahead. Management remains very focused on continual improvements in our business, controlling what we can to increase sales and offsetting cost increases with savings.

As per previous announcements, Oliver's has made several significant structural changes to its business model, securing better supply agreements, streamlining the wages, improving the reporting and management hierarchy at store level, and all supported by a suite of updated and relevant technologies.

Unfortunately, all these very constructive initiatives have been met head on by the deteriorating economic climate. More broadly and noting many recent articles about the trading conditions for hospitality, Oliver's will embark on engagement with our landlords over the next 6 months to seek better outcomes. For many businesses in hospitality and QSR, like Oliver's, they face automatic preset rent increases or those linked to inflation and for many that is unsustainable.

Oliver's has some wonderful store locations and many are highly profitable. We will continue to review the performance of all stores and take appropriate action where necessary.

For some time, management has been developing an alternate store structure, based more on 'Food to Go', which essentially means a more streamlined menu, quicker service times, less personnel and equipment required, and most importantly significantly less space required than for the current store layout. We see this as the store for the future and should Oliver's embark on a 'High Street' model, this store structure would be ideal. We will be trialling such store in the next month or so and will advise the market as to its performance.

There are many pleasing aspects of the business' performance notwithstanding its disappointing trading results. Specifically, Oliver's has its gross margins slightly reduced by 1% from prior half-year period, and the wage percentage (against revenue) remains below average and steady. Expenses have been and continue to be trimmed, with a focus on improved efficiencies and the elimination of unnecessary expenditure. These positives have played their part in combating some of the cost increases in areas beyond our control, such as rents, energy prices, government taxes including workcover, etc.

We expect the next 6 months to be very similar to the past. There are obviously major global geo-political movements, the impacts of which cannot be established clearly at this time. We have a Federal election in April/May, and that may also have an impact, which we also cannot anticipate. We have record insolvencies in Australia, NSW leading the way closely followed by Victoria. The flow-on impact of these factors on our business are clearly visible, and we therefore remain tight and vigilant.

Significant changes in the state of affairs

Closure of company stores

The company's Lithgow and Coffs Harbour stores closed on 29 July 2024 and 14 October 2024, respectively.

Shares issued as loan repayment

During the half-year, \$1,400,000 in an unsecured debt facility was provided by Michael Gregg, a related party, and the facility is repayable on or before 31 December 2025.

On 2 December 2024, the company issued 100,000,000 ordinary shares at \$0.014 per share to Michael Gregg as full settlement of the unsecured loan of \$1,400,000. This was approved by shareholders at the AGM held on 29 November 2024.

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 26 February 2025, a further \$750,000 in committed funding has been provided, if required, by the lenders to the Company.

No other matter or circumstance has arisen since 31 December 2024 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

A handwritten signature in black ink, appearing to read "M Green", written over a horizontal line.

Martin Green
Chairman

28 February 2025

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Auditor's Independence Declaration

To the Directors of Oliver's Real Food Limited

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the review of Oliver's Real Food Limited for the half-year ended 31 December 2024. I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
- b no contraventions of any applicable code of professional conduct in relation to the review.

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants



P J Woodley
Partner – Audit & Assurance

Sydney, 28 February 2025

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Oliver's Real Food Limited
Statement of profit or loss and other comprehensive income
For the half-year ended 31 December 2024



		Consolidated	
	Note	31 Dec 2024	31 Dec 2023
		\$	\$
Revenue	4	12,893,154	12,989,270
Other income		8,747	1,250
Interest revenue calculated using the effective interest method		16,968	3,647
Expenses			
Raw materials and consumables used		(4,741,903)	(4,653,513)
Employee benefits expense		(4,824,825)	(5,013,647)
Depreciation and amortisation expense		(1,229,584)	(701,573)
Administration expenses		(1,131,024)	(1,248,661)
Store-facility occupancy expenses		(1,149,732)	(999,806)
Finance costs		(667,737)	(621,360)
Loss before income tax expense		(825,936)	(244,393)
Income tax expense		-	-
Loss after income tax expense for the half-year attributable to the owners of Oliver's Real Food Limited		(825,936)	(244,393)
Other comprehensive income for the half-year, net of tax		-	-
Total comprehensive loss for the half-year attributable to the owners of Oliver's Real Food Limited		<u>(825,936)</u>	<u>(244,393)</u>
		Cents	Cents
Basic earnings per share	14	(0.18)	(0.06)
Diluted earnings per share	14	(0.18)	(0.06)

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

Oliver's Real Food Limited
Statement of financial position
As at 31 December 2024



		Consolidated	
	Note	31 Dec 2024	30 Jun 2024
		\$	\$
Assets			
Current assets			
Cash and cash equivalents	5	863,024	459,601
Trade and other receivables	6	25,794	88,072
Inventories - stock on hand		435,517	314,767
Other assets		90,094	123,190
Total current assets		<u>1,414,429</u>	<u>985,630</u>
Non-current assets			
Term deposits		446,365	446,365
Property, plant and equipment	7	3,898,083	4,057,775
Right-of-use assets	8	7,940,660	8,814,818
Intangibles	9	289,150	350,531
Other assets		102,812	102,812
Total non-current assets		<u>12,677,070</u>	<u>13,772,301</u>
Total assets		<u>14,091,499</u>	<u>14,757,931</u>
Liabilities			
Current liabilities			
Trade and other payables	10	3,934,243	4,139,604
Borrowings	11	684,889	1,499,238
Lease liabilities		2,355,576	2,394,509
Employee benefits		310,811	367,149
Total current liabilities		<u>7,285,519</u>	<u>8,400,500</u>
Non-current liabilities			
Borrowings	11	12,035,000	10,985,000
Lease liabilities		11,449,224	12,626,511
Employee benefits		110,776	109,004
Provisions		270,477	270,477
Total non-current liabilities		<u>23,865,477</u>	<u>23,990,992</u>
Total liabilities		<u>31,150,996</u>	<u>32,391,492</u>
Net liabilities		<u>(17,059,497)</u>	<u>(17,633,561)</u>
Equity			
Issued capital	12	37,461,382	36,061,382
Accumulated losses		<u>(54,520,879)</u>	<u>(53,694,943)</u>
Total deficiency in equity		<u>(17,059,497)</u>	<u>(17,633,561)</u>

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

Oliver's Real Food Limited
Statement of changes in equity
For the half-year ended 31 December 2024



	Issued capital \$	Accumulated losses \$	Total deficiency in equity \$
Consolidated			
Balance at 1 July 2023	36,061,382	(51,381,936)	(15,320,554)
Loss after income tax expense for the half-year	-	(244,393)	(244,393)
Other comprehensive income for the half-year, net of tax	-	-	-
Total comprehensive loss for the half-year	-	(244,393)	(244,393)
Balance at 31 December 2023	<u>36,061,382</u>	<u>(51,626,329)</u>	<u>(15,564,947)</u>
Consolidated	Issued capital \$	Accumulated losses \$	Total deficiency in equity \$
Balance at 1 July 2024	36,061,382	(53,694,943)	(17,633,561)
Loss after income tax expense for the half-year	-	(825,936)	(825,936)
Other comprehensive income for the half-year, net of tax	-	-	-
Total comprehensive loss for the half-year	-	(825,936)	(825,936)
<i>Transactions with owners in their capacity as owners:</i>			
Issue of shares (note 12)	1,400,000	-	1,400,000
Balance at 31 December 2024	<u>37,461,382</u>	<u>(54,520,879)</u>	<u>(17,059,497)</u>

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

Oliver's Real Food Limited
Statement of cash flows
For the half-year ended 31 December 2024



	Consolidated	
	31 Dec 2024	31 Dec 2023
	\$	\$
Cash flows from operating activities		
Receipts from customers (inclusive of GST)	14,065,390	13,511,430
Payments to suppliers and employees (inclusive of GST)	<u>(13,497,114)</u>	<u>(12,297,013)</u>
	568,276	1,214,417
Interest received	16,968	3,647
Interest and other finance costs paid	<u>(375,199)</u>	<u>(151,080)</u>
Net cash from operating activities	<u>210,045</u>	<u>1,066,984</u>
Cash flows from investing activities		
Payments for property, plant and equipment	(218,513)	(2,316,932)
Payments for security deposits	-	(188,721)
Proceeds from disposal of property, plant and equipment	<u>3,000</u>	<u>1,250</u>
Net cash used in investing activities	<u>(215,513)</u>	<u>(2,504,403)</u>
Cash flows from financing activities		
Proceeds from borrowings	1,700,000	3,161,500
Repayment of lease liabilities	(1,188,775)	(978,584)
Repayment of borrowings	<u>(102,334)</u>	<u>(77,141)</u>
Net cash from financing activities	<u>408,891</u>	<u>2,105,775</u>
Net increase in cash and cash equivalents	403,423	668,356
Cash and cash equivalents at the beginning of the financial half-year	<u>459,601</u>	<u>275,944</u>
Cash and cash equivalents at the end of the financial half-year	<u><u>863,024</u></u>	<u><u>944,300</u></u>

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

Note 1. General information

The financial statements cover Oliver's Real Food Limited (the 'company' or 'parent entity') as a consolidated entity consisting of Oliver's Real Food Limited and the entities it controlled at the end of, or during, the half-year (collectively referred to as the 'consolidated entity'). The financial statements are presented in Australian dollars, which is Oliver's Real Food Limited's functional and presentation currency.

Oliver's Real Food Limited (ABN: 33 166 495 441) is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

5 Lenton Place North Rocks, NSW 2151

A description of the nature of the consolidated 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 2025. The directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 31 December 2024 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 2024 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 accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

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. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the consolidated entity during the financial half-year ended 31 December 2024 and are not expected to have a significant impact for the full financial year ending 30 June 2025.

The revised Standard effective for the current half-year that is relevant to the consolidated entity is set out below:

AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-Current and AASB 2022-6 Amendments to Australian Accounting Standards - Non-current Liabilities with Covenants

AASB 2020-1 was issued in March 2020 and is applicable to annual periods beginning on or after 1 January 2024, as extended by AASB 2020-6. Early adoption is permitted. AASB 2022-6 was issued in December 2022 and is applicable to annual periods beginning on or after 1 January 2024. Early adoption is permitted where AASB 2020-1 is also early adopted.

Note 2. Material accounting policy information (continued)

These standards amend AASB 101 'Presentation of Financial Statements' to clarify requirements for the presentation of liabilities in the statement of financial position as current or non-current. The amendments clarify that a liability is classified as non-current if an entity has the right at the end of the reporting period to defer settlement of the liability for at least 12 months after the reporting period. If the deferral right is subject to the entity complying with covenants in the loan arrangement based on information up to and including reporting date, the deferral right will exist where the entity is able to comply with the covenant on or before the end of the reporting date even if compliance is assessed after the reporting date. The deferral right will be deemed to exist at reporting date if the entity is required to comply with the covenant only after the reporting date based on post-reporting date information. Additional disclosure is required about loan arrangements classified as non-current liabilities in such circumstances which enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period. Classification of a liability as non-current is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability for at least 12 months after the reporting date or even if the entity settles the liability prior to issue of the financial statements. The meaning of settlement of a liability is also clarified.

The amendments did not impact the classification of the consolidated entity's borrowings.

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

Going concern

The financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realisation of assets and the discharge of liabilities in the normal course of business.

The consolidated entity made a loss after tax of \$825,936 (31 December 2023: \$244,393) and has net cash inflows from operating activities of \$210,045 (31 December 2023: net cash inflows of \$1,066,984) for the half-year ended 31 December 2024. As at 31 December 2024, the statement of financial position reflected an excess of current liabilities over current assets of \$5,871,090 (30 June 2024: \$7,414,870).

The directors believe that it is appropriate to continue to adopt the going concern basis of preparation as the detailed cash flow forecast prepared by management, using their best estimate assumptions, indicated the consolidated entity will meet its ongoing compliance with its financial undertakings in the 12-month period to February 2026. This is highly dependent on the ability of the business to operate in line with the detailed cash flow forecasts, the ongoing support of key lenders and future market conditions which are out of the control of the consolidated entity and, as a result, may be subject to change.

These factors indicate a material uncertainty which may cast significant doubt as to whether the consolidated entity will continue as a going concern, and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts in these financial statements.

However, the directors believe that the consolidated entity will be able to continue as a going concern, after consideration of the following factors:

- the consolidated entity has support from two leading shareholders and its funders Michael and Suzanne Gregg and Gelba Pty. Limited ('principal lenders') with undrawn facilities of \$750,000 as of the date of this report which enables the consolidated entity to meet its financial obligations, should it be required. The principal lenders' have advised the directors that no debts or accrued interest will be called for repayment for a period of 12 months from the date of signing the interim financial report for 31 December 2024, if the company does not have financial capacity to support such repayment of either interest or capital;
- the Board requested management prepare plans to further improve sales and profit, on what has already been achieved and continue to ensure the business is cash flow positive.

Provided the consolidated entity achieves the commitments in the forecast and meets its legal obligations under the terms of the loans, the lenders will continue to support the consolidated entity.

Based on the above, the directors are confident that the consolidated entity will meet its obligations and accordingly have prepared the financial statements on a going concern basis.

Note 2. Material accounting policy information (continued)

Accordingly, no adjustments have been made to the financial statements relating to the recoverability and classification of the asset carrying amounts or the amount and classification of liabilities that might be necessary should the consolidated entity not continue as a going concern. At this time, the directors are of the opinion that no asset is likely to be realised for an amount less than the amount at which it is recorded in the financial statements as at the reporting date.

Note 3. Operating segments

Identification of reportable operating segments

The consolidated entity is organised into one operating segment being Quick Service Restaurants in Australia. These operating segments are 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.

The CODM reviews earnings before interest, tax, depreciation, amortisation and impairment ('EBITDAI'). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

A reconciliation of the statutory result after income tax to EBITDAI is as follows:

	Consolidated	
	31 Dec 2024	31 Dec 2023
	\$	\$
Net loss after tax	(825,936)	(244,393)
Add: Depreciation and amortisation expense	1,229,584	701,573
Add: Finance costs	667,737	621,360
Less: Interest revenue	<u>(16,968)</u>	<u>(3,647)</u>
EBITDAI	<u>1,054,417</u>	<u>1,074,893</u>

Note 4. Revenue

	Consolidated	
	31 Dec 2024	31 Dec 2023
	\$	\$
<i>Revenue from contracts with customers</i>		
Revenue from sale of goods - retail	<u>12,791,962</u>	<u>12,845,941</u>
<i>Other revenue</i>		
Royalties	84,699	135,739
Rent	15,014	6,284
Other revenue	<u>1,479</u>	<u>1,306</u>
	<u>101,192</u>	<u>143,329</u>
Revenue	<u>12,893,154</u>	<u>12,989,270</u>

Disaggregation of revenue

Revenue from the sale of goods and royalties are generated from the sale of food and beverage generated in Australia and recognised when the goods are transferred at a point in time.

Note 5. Cash and cash equivalents

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
<i>Current assets</i>		
Cash on hand	150,271	129,323
Cash at bank	712,753	330,278
	<u>863,024</u>	<u>459,601</u>

Note 6. Trade and other receivables

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
<i>Current assets</i>		
Trade receivables	22,285	71,194
Less: Allowance for expected credit losses	(5,214)	(5,214)
	<u>17,071</u>	<u>65,980</u>
Other receivables	8,723	22,092
	<u>25,794</u>	<u>88,072</u>

Note 7. Property, plant and equipment

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
<i>Non-current assets</i>		
Leasehold improvements - at cost	7,622,833	7,519,981
Less: Accumulated depreciation	(3,021,679)	(2,859,028)
Less: Impairment	(1,824,248)	(1,824,248)
	<u>2,776,906</u>	<u>2,836,705</u>
Plant and equipment - at cost	5,507,681	5,476,180
Less: Accumulated depreciation	(3,234,980)	(3,112,789)
Less: Impairment	(1,154,464)	(1,154,464)
	<u>1,118,237</u>	<u>1,208,927</u>
Motor vehicles - at cost	109,077	109,077
Less: Accumulated depreciation	(106,137)	(96,934)
	<u>2,940</u>	<u>12,143</u>
	<u>3,898,083</u>	<u>4,057,775</u>

Note 7. Property, plant and equipment (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current financial half-year are set out below:

Consolidated	Leasehold improvements \$	Plant and equipment \$	Motor vehicles \$	Total \$
Balance at 1 July 2024	2,836,705	1,208,927	12,143	4,057,775
Additions	102,852	31,501	-	134,353
Depreciation expense	<u>(162,651)</u>	<u>(122,191)</u>	<u>(9,203)</u>	<u>(294,045)</u>
Balance at 31 December 2024	<u>2,776,906</u>	<u>1,118,237</u>	<u>2,940</u>	<u>3,898,083</u>

Note 8. Right-of-use assets

Non-current assets

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
Lease of premises - right-of-use	21,543,103	21,543,103
Less: Accumulated depreciation	(6,705,533)	(5,831,375)
Less: Impairment	<u>(6,896,910)</u>	<u>(6,896,910)</u>
	<u>7,940,660</u>	<u>8,814,818</u>

Reconciliations

Reconciliations of the written down values at the beginning and end of the current financial half-year are set out below:

Consolidated	Lease of premises \$
Balance at 1 July 2024	8,814,818
Depreciation expense	<u>(874,158)</u>
Balance at 31 December 2024	<u>7,940,660</u>

Note 9. Intangibles

Non-current assets

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
Software - at cost	350,426	350,426
Less: Accumulated amortisation	<u>(216,852)</u>	<u>(178,251)</u>
	<u>133,574</u>	<u>172,175</u>
Reacquired rights - at cost	505,000	505,000
Less: Accumulated amortisation	(346,903)	(324,123)
Less: Impairment	<u>(2,521)</u>	<u>(2,521)</u>
	<u>155,576</u>	<u>178,356</u>
	<u>289,150</u>	<u>350,531</u>

Note 9. Intangibles (continued)

Reconciliations

Reconciliations of the written down values at the beginning and end of the current financial half-year are set out below:

Consolidated	Software \$	Reacquired rights \$	Total \$
Balance at 1 July 2024	172,175	178,356	350,531
Amortisation expense	<u>(38,601)</u>	<u>(22,780)</u>	<u>(61,381)</u>
Balance at 31 December 2024	<u>133,574</u>	<u>155,576</u>	<u>289,150</u>

Note 10. Trade and other payables

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
<i>Current liabilities</i>		
Trade payables	1,952,835	1,837,475
Accrued expenses	1,145,420	1,076,294
GST payable	529,463	797,297
Other payables	<u>306,525</u>	<u>428,538</u>
	<u>3,934,243</u>	<u>4,139,604</u>

Note 11. Borrowings

	Consolidated	
	31 Dec 2024	30 Jun 2024
	\$	\$
<i>Current liabilities</i>		
Insurance premium funding - unsecured ⁽¹⁾	9,729	74,078
Loan from related party - Green Superannuation Fund - secured ⁽²⁾	300,160	300,160
Loan from related party - Gelba Pty. Limited - secured ⁽³⁾	75,000	375,000
Loan from related party - Michael and Suzanne Gregg - secured ⁽³⁾	175,000	375,000
Revolving line of credit from related party - Gelba Pty. Limited ⁽⁴⁾	62,500	187,500
Revolving line of credit from related party - Michael and Suzanne Gregg ⁽⁴⁾	<u>62,500</u>	<u>187,500</u>
	<u>684,889</u>	<u>1,499,238</u>
<i>Non-current liabilities</i>		
Loan from related party - Gelba Pty. Limited - secured ⁽³⁾	1,425,000	1,125,000
Loan from related party - Michael and Suzanne Gregg - secured ⁽³⁾	3,325,000	3,125,000
Revolving line of credit from related party - Gelba Pty. Limited ⁽⁴⁾	2,433,342	2,208,342
Revolving line of credit from related party - Michael and Suzanne Gregg ⁽⁴⁾	1,941,658	1,616,658
New site line of credit from related party - Michael and Suzanne Gregg ⁽⁵⁾	2,085,000	2,085,000
New site line of credit from related party - Gelba Pty Limited ⁽⁵⁾	<u>825,000</u>	<u>825,000</u>
	<u>12,035,000</u>	<u>10,985,000</u>
	<u>12,719,889</u>	<u>12,484,238</u>

Note 11. Borrowings (continued)

- (1) Insurance premium funding is payable in monthly instalments and carries an interest rate of 5.3% (30 June 2024: 5.3%) variable. This facility is unsecured.
- (2) Loan is associated with Martin Green who is a trustee of the Green Superannuation Fund and carries an interest rate of 6% (30 June 2024: 6%) per annum. This facility is secured by a fixed and floating charge of the assets of the consolidated entity. The loan is only repayable when the consolidated entity has recorded positive NPAT for two calendar quarters.
- (3) The related party loan carries an interest rate of 7.3% (30 June 2024: 7.3%) per annum calculated daily and payable quarterly in arrears maturing 30 September 2030. Repayment of \$250,000 per quarter from 1 October 2025 with the first repayment due 31 December 2025. This facility is secured, namely first ranking security over assets of the consolidated entity.
- (4) The related party revolving line of credit carries an interest rate of 7.3% (30 June 2024: 7.3%) per annum calculated daily and payable monthly in arrears. \$2,500,000 is secured and fully drawn, maturing on 30 September 2030. Repayment of \$125,000 per quarter from 1 October 2025 with first repayment due 31 December 2025.
- (5) The related party new site facility carries an interest rate of 7.3% (30 June 2024: 7.3%) per annum calculated daily and payable monthly in arrears. \$2,910,000 is secured and matures on 30 September 2026.

Note 12. Issued capital

	Consolidated			
	31 Dec 2024	30 Jun 2024	31 Dec 2024	30 Jun 2024
	Shares	Shares	\$	\$
Ordinary shares - fully paid	<u>540,731,917</u>	<u>440,731,917</u>	<u>37,461,382</u>	<u>36,061,382</u>

Movements in ordinary share capital

Details	Date	Shares	Issue price	\$
Balance	1 July 2024	440,731,917		36,061,382
Conversion of debt into shares	2 December 2024	<u>100,000,000</u>	\$0.014	<u>1,400,000</u>
Balance	31 December 2024	<u>540,731,917</u>		<u>37,461,382</u>

Ordinary shares

Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up in proportions that consider both the number of shares held and the extent to which those shares are paid up. 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.

Conversion of debt into shares

On 2 December 2024, the company issued 100,000,000 ordinary shares at \$0.014 per share to Michael Gregg, a related party, as full settlement of the unsecured loan of \$1,400,000. This was approved by shareholders at the AGM held on 29 November 2024.

Share buy-back

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

Note 13. Dividends

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

Note 14. Earnings per share

	Consolidated	
	31 Dec 2024	31 Dec 2023
	\$	\$
Loss after income tax attributable to the owners of Oliver's Real Food Limited	<u>(825,936)</u>	<u>(244,393)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>457,036,265</u>	<u>440,731,917</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>457,036,265</u>	<u>440,731,917</u>
	Cents	Cents
Basic earnings per share	(0.18)	(0.06)
Diluted earnings per share	(0.18)	(0.06)

* In the prior period, 47,500,000 warrants have been excluded from the calculation of diluted earnings per share, as they were anti-dilutive. The warrants expired on 10 December 2024.

Note 15. Events after the reporting period

On 26 February 2025, a further \$750,000 in committed funding has been provided, if required, by the lenders to the Company.

No other matter or circumstance has arisen since 31 December 2024 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.

Oliver's Real Food Limited
Directors' declaration
31 December 2024



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 2024 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

A handwritten signature in black ink, appearing to read "M Green", written over a horizontal line.

Martin Green
Chairman

28 February 2025

Independent Auditor's Review Report

To the Members of Oliver's Real Food Limited

Report on the half-year financial report

Conclusion

We have reviewed the accompanying half-year financial report of Oliver's Real Food Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half year ended on that date, including material accounting policy information, other selected explanatory notes, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Oliver's Real Food Limited does not comply with the Corporations Act 2001 including:

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

Basis for Conclusion

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

Material uncertainty related to going concern

We draw attention to Note 2 in the financial report, which indicates that the Group incurred a net loss of \$825,936 during the half-year ended 31 December 2024 and, as of that date, the Group's current liabilities exceeded its current assets by \$5,871,090. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Directors' responsibility for the half-year financial report

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

Auditor's responsibility for the review of the financial report

Our responsibility is to express a conclusion on the half-year financial report based on our review. 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 the Group's financial position as at 31 December 2024 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

Grant Thornton

Grant Thornton Audit Pty Ltd
Chartered Accountants



P J Woodley
Partner – Audit & Assurance

Sydney, 28 February 2025