Elixinol Wellness Limited Appendix 4D Half-year report



1. Company details

Name of entity:	Elixinol Wellness Limited
ABN:	34 621 479 794
Reporting period:	For the half-year ended 30 June 2023
Previous period:	For the half-year ended 30 June 2022

2. Results for announcement to the market

The directors present this Appendix 4D on the consolidated entity (referred to as the 'Group') consisting of Elixinol Wellness Limited (referred to as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 30 June 2023.

			\$'000
Revenues from ordinary activities	up	7.4% to	3,455
Loss from ordinary activities after tax attributable to the owners of Elixinol Wellness Limited	down	52.4% to	(3,396)
Loss for the half-year attributable to the owners of Elixinol Wellness Limited	down	52.4% to	(3,396)
		30 Jun 2023 Cents	30 Jun 2022 Cents
Basic loss per share Diluted loss per share		(0.94) (0.94)	(2.26) (2.26)

Dividends

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

Comments

The loss for the Group after providing for income tax amounted to \$3,396,000 (30 June 2022: \$7,130,000).

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	1.89	4.13
Calculated as follows:	30 Jun 2023 \$'000	Group 30 Jun 2022 \$'000
Net assets Less: Right-of-use assets Less: Intangibles Add: Lease liabilities Net tangible assets	8,315 (523) (153) <u>991</u> 8,630	12,463 (957) (147) <u>1,695</u> 13,054
Total shares issued (no.)	456,858,258	316,132,461

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

	Reporting entity'sContribution to profit/(lepsilon) percentage holding (where mate			• • •
Name of associate / joint venture	Reporting period %	Previous period %	Reporting period \$'000	Previous period \$'000
<i>Associate:</i> - Altmed Pets LLC ('Pet Releaf')	25.43%	25.43%	139	32
Group's aggregate share of associates and joint venture entities' profit/(loss) (where material) Profit/(loss) from ordinary activities before income tax			139	32

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.



Elixinol Wellness Limited Appendix 4D Half-year report

11. Attachments

Details of attachments (if any):

The Interim Report of Elixinol Wellness Limited for the half-year ended 30 June 2023 is attached.

12. Signed

Authorised for release by the Board of Directors

30 August 2023





Elixinol Wellness Limited

ABN 34 621 479 794

Interim Report - 30 June 2023

Elixinol Wellness Limited Contents 30 June 2023

	•
Directors' report	2
Auditor's independence declaration	7
Consolidated statement of profit or loss and other comprehensive income	8
Consolidated statement of financial position	9
Consolidated statement of changes in equity	10
Consolidated statement of cash flows	11
Notes to the consolidated financial statements	12
Note 1. General information	12
Note 2. Material accounting policy information	12
Note 3. Critical accounting judgements, estimates and assumptions	13
Note 4. Operating segments	13
Note 5. Revenue	15
Note 6. Other income	16
Note 7. Cash and cash equivalents	16
Note 8. Property, plant and equipment	17
Note 9. Right-of-use assets	17
Note 10. Issued capital	18
Note 11. Contingent liabilities	18
Note 12. Commitments	18
Note 13. Earnings per share	19
Note 14. Share-based payments	19
Note 15. Events after the reporting period	20
Directors' declaration	22
Independent auditor's review report to the members of Elixinol Wellness Limited	23
Corporate directory	27



The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group' or 'Elixinol Wellness') consisting of Elixinol Wellness Limited (referred to hereafter as 'Elixinol Wellness Limited', the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 30 June 2023.

Directors

The following persons were directors of Elixinol Wellness Limited during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Helen Wiseman	Independent Non-Executive Director and Chair
David Fenlon	Independent Non-Executive Director
Ronald Dufficy	Managing Director and Group Chief Executive Officer (appointed 6 April 2023)
Pauline Gately	Non-Executive Director (appointed 17 August 2023)
Paul Benhaim	Non-Executive Director (retired 6 April 2023)
Oliver Horn	Non-Executive Director (retired 6 April 2023)

Principal activities

The principal activities of the Company during the half-year relate to its operation as a holding company for each of Elixinol LLC ('Elixinol Americas'), Elixinol Wellness (Byron Bay) Pty Ltd trading as Hemp Foods Australia ('Hemp Foods Australia') and Elixinol BV and Elixinol Limited (together 'Elixinol Europe')

The principal activities of the Group are:

Hemp Foods Australia (hemp-derived foods and skincare products)

Hemp Foods Australia is currently based in Australia, and was founded in 1999 to manufacture, market and distribute hempderived food, supplements and skincare products. Hemp Foods Australia distributes mainly within Australia but also supplies to export markets.

Elixinol Americas (hemp-derived cannabidiol ('CBD') dietary supplements and topicals)

Elixinol Americas is based in Colorado USA, and was established in 2014 and specialises in innovating, marketing and distribution of products made from premium quality, predominantly 'whole plant' full spectrum CBD, which is extracted from US grown industrial hemp.

Rest of World (hemp-derived cannabidiol ('CBD') food and cosmetics)

Rest of World includes Elixinol Europe, which is based in Utrecht, The Netherlands, and in London, United Kingdom. Elixinol Europe was established in 2018 to specialise in the development, sourcing, marketing and distribution of hemp-derived CBD products including skincare. In 2021, the operations ceased and the business model moved to a licensing model that includes Elixinol Europe, Japan and South Africa.

Review of operations

Operating and financial review

The loss for the Group after providing for income tax and non-controlling interest amounted to \$3,396,000 (30 June 2022: \$7,130,000).

The Group's revenues from continuing operations for the period ended 30 June 2023 were \$3,455,000 (30 June 2022: \$3,216,000).



The Group's earnings before interest, tax, depreciation and amortisation ('EBITDA') including share of associates' net loss and excluding impairments and share-based payments for the period ended 30 June 2023 was an Adjusted EBITDA loss of \$2,596,000 (30 June 2022: Adjusted EBITDA loss of \$5,406,000). EBITDA and Adjusted EBITDA are financial measures which are not prescribed by Australian Accounting Standards ('AAS') and represent the statutory result under AAS, adjusted for certain items. The directors consider EBITDA and Adjusted EBITDA to reflect the core earnings of the Group.

The Group's reconciliation of its statutory loss after income tax for the current and previous half-year period to EBITDA and Adjusted EBITDA is as follows:

	30 Jun 2023 \$'000	Group 30 Jun 2022 \$'000
Loss after income tax	(3,396)	(7,130)
<i>Add back/(deduct):</i> Income tax expense Finance costs Interest income Depreciation and amortisation	2 28 (140) 264	2 37 (11) 442
EBITDA	(3,242)	(6,660)
Add back/(deduct): Impairment of intangibles Impairment of other assets Share-based payments	280 366	234 892 128
Adjusted EBITDA	(2,596)	(5,406)

The Group's cash flow used in operations for the period ended 30 June 2023 was \$614,000 (30 June 2022: \$5,336,000 used in operations).

The Group recognised non-cash impairments of assets of \$280,000 (30 June 2022: \$1,126,000) for the period ended 30 June 2023 relating to inventory, fixed assets and intangibles.

Financial summary

The Group's continued focus on revenue growth, cost margin and reduction improvement initiatives enabled the Group to continue to deliver on its EBITDA targets. Elixinol Wellness' profitability-focused initiatives led to a further 52% improvement to the Adjusted EBITDA result vs H1 FY22, continuing its trajectory towards profitability. The Group has now reported EBITDA improvement across seven consecutive half year financial reporting periods.

The Company reported revenue of \$3,455,000 for H1 FY23, up 9% vs PCP (H1 FY22 \$3,216,000).

With improving cash flow, the Company finished H1 FY23 with cash on hand of \$3.0m including \$1.5m which was received from the US Internal Revenue Service ('IRS') from its COVID-19 relief measures and a further \$0.9m received from the successful German arbitration. Also received during the half-year were the proceeds from a \$1.25m capital raise via an institutional placement and a further fully underwritten SPP of \$1.0m.

The Group also delivered numerous strategic objectives designed to position for future growth, including acquiring The Sustainable Nutrition Group via a scheme of arrangement which was completed on 17 August 2023.

Hemp Foods Australia

The Hemp Foods Australia segment comprises the trading results from Elixinol Wellness (Byron Bay) Pty Ltd (formerly Hemp Foods Australia Pty Ltd, known as 'Hemp Foods Australia'). Hemp Foods Australia reported revenue growth of 24% vs PCP (H1 FY23: \$2,100,000 vs H1 FY22: \$1,690,000). The solid start to the year was driven by continued strong sales of the Seed Mix range through Coles nationally, the rollout of Hemp Seed Oil across Woolworths stores nationally and promotional activity with Costco.

On 29 November 2022, Hemp Foods Australia was afforded a two-year period of 'market exclusivity' by the Australian Therapeutic Goods Administration ('TGA') to use and supply Hemp Seed Oil for listed complementary medicines in the Australian market. This exclusivity provides a first mover advantage and serves as a point of differentiation with competitors. This will enable Hemp Foods Australia to exclusively produce, sell and/or licence products that include the Hemp Seed Oil ingredient for two years with exclusivity to make claims on those products over that period.

In August 2023, the Company launched its new TGA-approved range of Hemp Seed Oil capsules in health food and specialty stores supported both by distributors and in the online channel.

Elixinol Americas

The Americas segment comprises the trading results of Elixinol LLC and its investments in Pet Releaf ('Elixinol Americas').

Elixinol Americas reported revenue decline of 12% vs PCP (H1 FY23: \$1,332,000 vs H1 FY22: \$1,512,000). Revenues from eCommerce were maintained in a highly competitive market, and, notably, this was achieved from a cost base 43% lower than the previous year. This was enabled by servicing a loyal customer base and through offering subscription-based ordering which continued to contribute approximately one-third of eCommerce revenue for the half. The traditional retail channel for Elixinol's branded CBD products continues to underperform due to the continued unclear regulatory status of CBD products in the USA.

As at 30 June 2023, the Company was well progressed in plans to launch a new non-CBD vitamin, mineral and supplements ('VMS') line, targeting both retail and online channels. Upon receiving inventory in August 2023, the Company launched the products on its primary consumer website.

This product launch is strategically important as it will enable Elixinol-branded products to be more readily sold in traditional retail channels in the US while the regulatory pathway for CBD products is outlined by the Food and Drug Administration.

Rest of World

The Rest of World segment, which comprises Elixinol BV and Elixinol Limited ('Elixinol Europe'), and licencing agreements around the world, reported revenue of \$23,000 for the period ended 30 June 2023 (30 June 2022: \$14,000).

Share of associates' profit

Share of associates profit during the period ended 30 June 2023 was \$nil (30 June 2022: \$32,000).

Review of financial position

At 30 June 2023 the net assets of the Group were \$8,315,000 which included \$3,043,000 of cash and cash equivalents. The key impact during the period was total comprehensive loss of \$3,260,000.

Significant changes in the state of affairs

On 14 February 2023, the Company announced that the dispute between CannaCare Health GmbH ('CannaCare') and the Company's wholly owned subsidiary, Elixinol BV, was successfully concluded, with the arbitration award made in the Company's favour and the arbitrator ordering a final award of approximately 543,000 EUR (\$835,000). The arbitration award is vindication of the Company's position that it was owed the payments the subject of the arbitration and that the claims made by CannaCare's shareholders were without merit.

On 6 April 2023, as part of the Company's long-term strategy, which includes reducing corporate costs, Directors Mr Paul Benhaim and Mr Oliver Horn notified the Company of their intention to retire as Non-Executive Directors. Both Mr Benhaim and Mr Horn brought significant experience and expertise to Elixinol Wellness in management roles and as long-standing members of the Board.

On 6 April 2023, additionally, the Board expanded Group CEO Ron Dufficy's role to also include the role of Managing Director. Mr Dufficy's terms of employment, as announced to the market on 29 July 2022, remain unchanged as a result of the role expansion.

On 19 April 2023, Ms Kim Bradley-Ware of Company Matters resigned as joint Company Secretary of the Company. Ms Sarah Prince from Company Matters was appointed as joint Company Secretary.

On 23 May 2023, Ms Teresa Cleary resigned as Company Secretary of the Company and Ms Josephine Lorenz, the Company's Group Chief Financial Officer, was appointed as joint Company Secretary.



Placement and Underwritten Share Purchase Plan Successfully Completed

On 5 April 2023, Elixinol Wellness announced that it had successfully completed a \$1.25m placement ('Placement') with support from new and existing institutional and sophisticated investors, and that it would undertake an underwritten Share Purchase Plan ('SPP') to make the offer available on the same terms to existing shareholders.

Placement shares were offered to sophisticated and institutional investors at the offer price of \$0.018 per share, representing a 25% discount to the last price close on 31 March 2023 (\$0.024 per share) and a 19.2% discount to the volume weighted average price of shares over the five-day and fifteen-day periods up to the last close on 31 March 2023 (\$0.022 per share). A total of 69,444,445 New Shares were issued within the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A.

Participants in the Placement and SPP were entitled to subscribe for one Attaching Option for every New Share issued. Each Attaching Option is exercisable for one share at an exercise price of \$0.02 and will expire two years after the date of issue.

On 24 May 2023, Elixinol Wellness announced the successful completion of the SPP which was fully underwritten by Canaccord Genuity (Australia) Limited (Canaccord). The approval of the underwriting was approved by the Company's shareholders at the Annual General Meeting (AGM) held on 31 May 2023.

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

Matters subsequent to the end of the financial half-year

Acquisition of The Sustainable Nutrition Group

On 17 August 2023, the scheme of arrangement to acquire 100% of the ordinary shares of The Sustainable Nutrition Group Ltd (ASX:TSN) ('TSN'), that was approved by holders of TSN shares on 2 August 2023 and by the Federal Court of Australia on 7 August 2023 ('Scheme'), was implemented. As a result, on the 17 August 2023, 158,163,595 ordinary shares were issued as consideration to Scheme Participants (other than ineligible shareholders) who held TSN shares at the record date of 10 August 2023, at a value of \$0.012.

Due to the timing of the scheme completing, the detailed breakdown of the net assets acquired is still to be finalised.

Also, a result of the implementation of the scheme of arrangement, Ms Pauline Gately was appointed as a non-executive director on 17 August 2023.

The acquisition increases size and scale for both Elixinol Wellness and TSN and will see the Group expand to own and operate brands across four key verticals: plant-based food and nutrition, hemp-based nutraceuticals (including cannabinoids such as CBD), pet nutritional supplements and skin health. TSN brands include Australian Primary Hemp, Mt Elephant, Field Day and The Australian Superfood Company.

On 17 August 2023, 9,036,068 ordinary shares were issued as consideration for corporate advisory services provided in relation to the scheme of arrangement of TSN.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Rounding of amounts

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

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

Helen Many

Helen Wiseman Independent Non-Executive Director and Chair

30 August 2023



DECLARATION OF INDEPENDENCE BY LEAH RUSSELL TO THE DIRECTORS OF ELIXINOL WELLNESS LIMITED

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

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

This declaration is in respect of Elixinol Wellness Limited and the entities it controlled during the period.

Kunell_

Leah Russell Director

BDO Audit Pty Ltd Sydney

30 August 2023

Elixinol Wellness Limited Consolidated statement of profit or loss and other comprehensive income For the half-year ended 30 June 2023



	Note	30 Jun 2023 \$'000	Group 30 Jun 2022 \$'000
Revenue	5	3,455	3,216
Other income Interest income calculated using the effective interest method	6	311 140	109 11
Expenses Raw materials and consumables used and processing expenses Employee benefits expenses and Directors' fees Share-based payments Depreciation and amortisation expense Impairment of intangibles Impairment of other assets Professional services expenses Sales and marketing expenses Administrative expenses Distribution costs Finance costs		(1,903) (2,055) (366) (264) (280) (727) (522) (805) (350) (28)	(1,731) (3,617) (128) (442) (234) (892) (849) (822) (1,273) (439) (37)
Loss before income tax expense		(3,394)	(7,128)
Income tax expense		(2)	(2)
Loss after income tax expense for the half-year attributable to the owners of Elixinol Wellness Limited		(3,396)	(7,130)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss Foreign currency translation		136	388
Other comprehensive income for the half-year, net of tax		136	388
Total comprehensive loss for the half-year attributable to the owners of Elixinol Wellness Limited	:	(3,260)	(6,742)
		Cents	Cents
Basic loss per share Diluted loss per share	13 13	(0.94) (0.94)	(2.26) (2.26)

Elixinol Wellness Limited Consolidated statement of financial position As at 30 June 2023



	Note	30 Jun 2023 \$'000	Group 31 Dec 2022 \$'000
Assets			
Current assets Cash and cash equivalents Trade and other receivables Inventories Income tax refund due Prepayments, deposits and other Total current assets	7	3,043 2,827 1,743 13 520 8,146	2,864 3,974 1,740 59 675 9,312
Non-current assets Trade and other receivables Investments accounted for using the equity method Property, plant and equipment Right-of-use assets Intangibles Total non-current assets	8 9	33 2,918 274 523 153 3,901	83 2,826 375 737 152 4,173
Total assets		12,047	13,485
Liabilities			
Current liabilities Trade and other payables Contract liabilities Borrowings Lease liabilities Income tax Employee benefits Accrued expenses Total current liabilities		1,379 39 103 755 2 188 819 3,285	1,377 22 320 697 - 216 808 3,440
Non-current liabilities Borrowings Lease liabilities Employee benefits Total non-current liabilities		194 236 17 447	250 637
Total liabilities		3,732	4,327
Net assets	:	8,315	9,158
Equity Issued capital Reserves Accumulated losses Total equity	10	220,410 9,947 (222,042) 8,315	218,122 9,682 (218,646) 9,158

Elixinol Wellness Limited Consolidated statement of changes in equity For the half-year ended 30 June 2023



Group	Issued capital \$'000	Foreign currency translation reserve \$'000		Accumulated losses \$'000	Total equity \$'000
Balance at 1 January 2022	218,058	8,675	419	(208,075)	19,077
Loss after income tax expense for the half-year Other comprehensive income for the half-year, net of tax	-	- 388	-	(7,130)	(7,130) 388
Total comprehensive income/(loss) for the half- year	-	388	-	(7,130)	(6,742)
<i>Transactions with owners in their capacity as owners:</i> Contributions of equity, net of transaction costs Share-based payments (note 14)	64	-	(64) 128	-	- 128
Balance at 30 June 2022	218,122	9,063	483	(215,205)	12,463

Group	lssued capital \$'000	Foreign currency translation reserve \$'000		Accumulated losses \$'000	Total equity \$'000
Balance at 1 January 2023	218,122	9,086	596	(218,646)	9,158
Loss after income tax expense for the half-year Other comprehensive income for the half-year,	-	-	-	(3,396)	(3,396)
net of tax		136	-		136
Total comprehensive income/(loss) for the half- year	-	136	-	(3,396)	(3,260)
<i>Transactions with owners in their capacity as owners:</i> Contributions of equity, net of transaction costs					
(note 10)	2,288	-	-	-	2,288
Share-based payments (note 14)		-	129		129
Balance at 30 June 2023	220,410	9,222	725	(222,042)	8,315

Elixinol Wellness Limited Consolidated statement of cash flows For the half-year ended 30 June 2023



	Note	30 Jun 2023 \$'000	Group 30 Jun 2022 \$'000
Cash flows from operating activities Receipts from customers (inclusive of GST) Payments to suppliers and employees (inclusive of GST) Government grants Interest received Interest and other finance costs paid Income taxes refunded Income taxes paid	6	3,595 (5,672) 1,404 39 (28) 48	3,338 (8,970) 324 11 (37) - (2)
Net cash used in operating activities		(614)	(5,336)
Cash flows from investing activities Payments for property, plant and equipment Payments for intangibles Payments for loans in other entities Proceeds from disposal of property, plant and equipment Net cash from/(used in) investing activities		(1) (952) - (953)	(2) 52 50
Cash flows from financing activities Proceeds from issue of shares Share issue transaction costs Repayment of lease liabilities	10 10	2,250 (199) (343)	(390)
Net cash from/(used in) financing activities		1,708	(390)
Net increase/(decrease) in cash and cash equivalents Cash and cash equivalents at the beginning of the financial half-year Effects of exchange rate changes on cash and cash equivalents		141 2,864 38	(5,676) 12,649 (40)
Cash and cash equivalents at the end of the financial half-year		3,043	6,933



Note 1. General information

The financial statements cover Elixinol Wellness Limited as a group consisting of Elixinol Wellness Limited ('Company' or 'parent entity') and the entities it controlled at the end of, or during, the period ('Group'). The financial statements are presented in Australian dollars, which is Elixinol Wellness Limited's functional and presentation currency.

Elixinol Wellness Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office is:

Level 12 680 George Street Sydney NSW 2000

A description of the nature of the Group'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 30 August 2023.

Note 2. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 30 June 2023 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 31 December 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 accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

Going concern

The half year financial statements have been prepared on a going concern basis, which contemplates the continuation of normal business operations and the realisation of assets and settlement of liabilities in the normal course of business.

During the half-year ended 30 June 2023, the Group incurred a net loss before tax of \$3,396,000 (30 June 2022: \$7,130,000). During the half-year, net cash outflows from operating activities were \$614,000 (30 June 2022: \$5,336,000).

On 29 November 2022, the Group announced a proposed acquisition of The Sustainable Nutrition Group ('TSN') that will increase the size and scale of the Australia's operations and enable economies of scale to be realised through the combined group. The proposed acquisition also included a commitment of up to \$2,400,000 with \$2,100,000 of this drawdown occurring prior to 30 June 2023. The Scheme of arrangement to acquire 100% of TSN's ordinary shares completed on 17 August 2023.

As at 30 June 2023, the Group has net assets of \$8,315,000 including cash of \$3,043,000. During the half year, the Group also successful completed a \$1,250,000 Placement to institutional and sophisticated investors, together with a \$1,000,000 underwritten Share Purchase Plan to shareholders on equal terms with a free attaching 1:1 option.

The Directors regularly monitor the Group's cash position on an ongoing basis and continues to explore debt funding and capital markets to support the going concern and working capital requirements associated with its revenue base.

In addition, the net loss before tax has been significantly reduced in H1 FY2023 from that recorded in H1 FY2022 and the net cash outflow from operating activities reduced to \$910,000 (excluding non-recurring transaction and severance costs) in Q2 FY2023 as expenditure was reduced and the scale of the business operations was reset.



Note 2. Material accounting policy information (continued)

The current cash flow forecasts support the business as a going concern and the Group has plans in place to defer discretionary expenditure including reducing headcount if necessary and further costs in the current cash flow forecast period to take steps to moderate the cash outflows of the business as needed. In addition, the Group has a history of raising capital as required and is exploring options to raise additional capital and or debt funding.

However, there is a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

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 judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are consistent with those of the latest Annual Report.

Note 4. Operating segments

Identification of reportable operating segments

The Group is organised into three operating segments: Australia, Americas and Rest of World. There is one single business segment, being the sale of nutraceutical and related hemp products. 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 Adjusted EBITDA (earnings before interest, tax, depreciation and amortisation), adjusted for impairment. 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.

Types of products and services

The principal products and services of each of these operating segments are as follows:

Australia	This includes the results from operations of Elixinol Wellness (Byron Bay) Pty Ltd ('Hemp Foods Australia').
Americas	This includes the trading results of Elixinol LLC ('Elixinol Americas') and its investments and joint ventures in the US through the manufacture and distribution of hemp-derived cannabidiol ('CBD') products.
Rest of World	This includes the results from the trading operations of Elixinol BV and Elixinol Ltd (together 'Elixinol Europe') and through the manufacture and distribution of hemp-derived CBD products, and licencing agreements in place across the rest of the world.

'Unallocated' represents corporate, being Elixinol Wellness Limited (corporate).

Intersegment transactions

Intersegment transactions were made at market rates. Intersegment transactions are eliminated on consolidation.

Intersegment receivables, payables and loans

Intersegment loans are initially recognised at the consideration received. Intersegment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates. Intersegment loans are eliminated on consolidation.

Note 4. Operating segments (continued)

Operating segment information

Group - 30 Jun 2023	Australia \$'000	Americas \$'000	Rest of World \$'000	Unallocated \$'000	Total \$'000
Revenue Sales to external customers Licence revenue	2,100	1,332	- 23	-	3,432 23
Total revenue	2,100	1,332	23	-	3,455
Adjusted EBITDA Depreciation and amortisation Impairment of other assets Interest revenue Finance costs Share-based payments Loss before income tax expense Income tax expense Loss after income tax expense	(380)	(1,019)	166 _	<u>(1,363)</u> 	(2,596) (264) (280) 140 (28) (366) (3,394) (2) (3,396)
Assets Segment assets Total assets	2,426	4,681	38	4,902	12,047 12,047
Liabilities Segment liabilities Total liabilities	1,308	1,134	77	1,213	<u>3,732</u> <u>3,732</u>
Group - 30 Jun 2022	Australia \$'000	Americas \$'000	Rest of World \$'000	Unallocated \$'000	Total \$'000
Revenue Sales to external customers Licence revenue	1,690	1,512	- 14	-	3,202 14
Total revenue	1,690	1,512	14	-	3,216
Adjusted EBITDA Depreciation and amortisation Impairment of intangibles Impairment of other assets Interest revenue Finance costs Share-based payments Loss before income tax expense Income tax expense Loss after income tax expense	(502)	(2,547)	(151)	<u>(2,206)</u> 	(5,406) (442) (234) (892) 11 (37) (128) (7,128) (2) (7,130)
Group - 31 Dec 2022					
Assets Segment assets Total assets	2,832	6,578	618	3,457	<u>13,485</u> 13,485
Liabilities Segment liabilities Total liabilities	1,388	1,343	101	1,495	4,327 4,327



Note 4. Operating segments (continued)

Geographical information

	Sales to exter	nal customers	Geographica	l non-current assets
	30 Jun 2023 \$'000	30 Jun 2022 \$'000	30 Jun 2023 \$'000	31 Dec 2022 \$'000
Australia Americas	2,100 1,332	1,690 1,512	387 4,019	544 3,404
Rest of World Unallocated		14	172	- 224
	3,455	3,216	4,578	4,172

The geographical non-current assets above are exclusive of, where applicable, financial instruments, deferred tax assets and post-employment benefits assets.

Note 5. Revenue

	30 Jun 2023 \$'000	Group 30 Jun 2022 \$'000
Sale of goods Licence revenue	3,432 23	3,202 14
Revenue	3,455	3,216

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

Group - 30 Jun 2023	Retail	eCommerce	Other *	Total
	\$'000	\$'000	\$'000	\$'000
<i>Geographical regions</i> Australia Americas Rest of World	1,634 317	232 989 -	234 26 23	2,100 1,332 23
	1,951	1,221	283	3,455
<i>Timing of revenue recognition</i>	1,951	1,221	260	3,432
Goods transferred at a point in time		-	23	23
Services transferred over time		1,221	283	3,455

* Other includes bulk and private label.



Group - 30 Jun 2022	Retail	eCommerce	Other *	Total
	\$'000	\$'000	\$'000	\$'000
<i>Geographical regions</i> Australia Americas Rest of World	1,192 423 -	218 1,023 -	280 66 14	1,690 1,512 14
	1,615	1,241	360	3,216
<i>Timing of revenue recognition</i>	1,615	1,241	346	3,202
Goods transferred at a point in time		-	14	14
Services transferred over time		1,241	360	3,216

* Other includes bulk and private label.

Note 6. Other income

	30 Jun 2023 \$'000	Group 30 Jun 2022 \$'000
Net foreign exchange gain/(loss) Net loss on disposal of property, plant and equipment Government grants Sub-lease income and other	1 (8) - 318	(127) (31) 15 252
Other income	311	109

Government grants

During the comparative half-year, the Group received a Business Growth Grant from the Australian Government amounting to \$15,000 which was in relation to marketing and export of goods. This grant was recognised as government grants in the financial statements and recorded as other income. The grant was taxable.

Note 7. Cash and cash equivalents

	30 Jun 2023 \$'000	Group 31 Dec 2022 \$'000
<i>Current assets</i> Cash at bank Cash on deposit	2,922	2,746 118
	3,043	2,864

Note 8. Property, plant and equipment

	30 Jun 2023 \$'000	Group 31 Dec 2022 \$'000
Non-current assets Leasehold improvements - at cost Less: Accumulated depreciation Less: Impairment	249 (108) (141)	279 (127) (124) 28
Furniture, fittings and equipment - at cost Less: Accumulated depreciation	136 (124) 12	134 (119) 15
Computer equipment - at cost Less: Accumulated depreciation	724 (715) 9	707 (693) 14
Machinery - at cost Less: Accumulated depreciation Less: Impairment	1,975 (902) (820) 253	1,929 (848) (763) 318
	274	375

Reconciliations

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

Group	Leasehold improve- ments \$'000	Furniture, fittings and equipment \$'000	Computer equipment \$'000	Machinery \$'000	Total \$'000
Balance at 1 January 2023 Disposals Exchange differences Impairment of assets	28 (8) - (17)	15 - -	14 - -	318 - 1 (37)	375 (8) 1 (54)
Depreciation expense	(3)	(3)	(5)	(29)	(40)
Balance at 30 June 2023		12	9	253	274

Note 9. Right-of-use assets

	30 Jun 2023 \$'000	Group 31 Dec 2022 \$'000
<i>Non-current assets</i> Land and buildings - right-of-use Less: Accumulated depreciation Less: Impairment	3,396 (2,169) (704)	3,351 (1,910) (704)
	523	737





Note 9. Right-of-use assets (continued)

Reconciliations

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

Group	Land and buildings - right-of-use \$'000
Balance at 1 January 2023 Exchange differences Depreciation expense	737 10 (224)
Balance at 30 June 2023	523

Note 10. Issued capital

	30 Jun 2023 Shares	31 Dec 2022 Shares	30 Jun 2023 \$'000	Group 31 Dec 2022 \$'000
Ordinary shares - fully paid	456,858,258	316,132,461	220,410	218,122
Movements in ordinary share capital				

Details	Date	Shares	Issue price	\$'000
Balance	1 January 2023	316,132,461		218,122
Issue of shares - Placement	14 April 2023	69,444,445	\$0.018	1,250
Issue of shares - Vested performance rights	27 April 2023	9,247,011	\$0.020	185
Issue of shares - Share Purchase Plan offer	26 May 2023	38,055,603	\$0.018	685
Issue of shares - Vested performance rights	31 May 2023	3,478,785	\$0.015	52
Issue of shares - Underwritten	7 June 2023	17,499,953	\$0.018	315
Issue of shares - Underwriting fee to Canaccord	7 June 2023	3,000,000	\$0.018	54
Share issue transaction costs			_	(253)
Balance	30 June 2023	456,858,258	=	220,410

Note 11. Contingent liabilities

The Group had no contingent liabilities at 30 June 2023 or 31 December 2022.

Note 12. Commitments

	30 Jun 2023 \$'000	Group 31 Dec 2022 \$'000
<i>Inventory purchase commitments</i> Committed at the reporting date but not recognised as liabilities, payable: Inventory purchases under contract	277	1,081

In conjunction with the proposed acquisition of The Sustainable Nutrition Group ('TSN'), the Company has agreed to provide a loan to TSN of up to \$2,400,000. A total of \$2,100,000 was drawn down on this loan at 30 June 2023 with a remaining commitment of \$300,000 that was funded prior to closing of the scheme.





	30 Jun 2023 \$'000	Group 30 Jun 2022 \$'000
Loss after income tax attributable to the owners of Elixinol Wellness Limited	(3,396)	(7,130)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	360,020,184	316,017,575
Weighted average number of ordinary shares used in calculating diluted earnings per share	360,020,184	316,017,575
	Cents	Cents
Basic loss per share Diluted loss per share	(0.94) (0.94)	(2.26) (2.26)

Options and performance rights (note 14) have not been included in the calculation of diluted earnings per share as their inclusion would be anti-dilutive to the Group at 30 June 2023 and 30 June 2022.

Note 14. Share-based payments

The Group has established a long-term incentive share-based payment ('LTIP'). Under the LTIP, the Board at is absolute discretion can include options and performance rights over ordinary shares in the Company to directors, key management personnel and employees.

Performance rights are awarded based on the fixed amount to which the individual is entitled. Upon satisfaction of vesting and employment conditions, each performance right will, at the Company's election, convert to a share on a one-for-one basis or entitle the participant to receive in cash to the value of a share at the Board's discretion in lieu of an allocation of shares.

Grant dates and details

Set out below are summaries of options granted under the plan:

30 Jun 2023 Balance at Expired/ Balance at Exercise the start of forfeited/ the end of the half-year Grant date Expiry date price Granted Exercised other the half-year 07/06/2023 07/06/2025 \$0.020 131,000,001 131,000,001 131,000,001 131,000,001



Note 14. Share-based payments (continued)

Set out below are summaries of performance rights granted under the plan:

30 Jun 2023

50 501 2025		Balance at the start of			Expired/ forfeited/	Balance at the end of
Grant date	Expiry date	the half-year	Granted	Exercised	other	the half-year
30/07/2020	30/10/2025	62,271	-	-	-	62,271
07/07/2021	07/10/2026	2,210,204	-	-	(662,828)	1,547,376
27/05/2022	27/08/2027	7,756,755	-	-	(186,813)	7,569,942
21/01/2022	21/04/2027	467,692	-	-	(2,914,450)	(2,446,758)
27/05/2022	27/08/2027	1,631,780	-	-	(465,753)	1,166,027
21/04/2023	22/07/2028	-	9,247,011	(9,247,011)	-	-
21/04/2023	22/07/2028	-	5,582,545	-	(2,021,408)	3,561,137
31/05/2023	31/08/2028	-	4,778,785	(3,478,785)	-	1,300,000
31/05/2023	31/08/2028	-	9,166,668	-	-	9,166,668
		12,128,702	28,775,009	(12,725,796)	(6,251,252)	21,926,663

Valuation model inputs

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
07/06/2023	07/06/2025	\$0.140	\$0.020	105.80%	-	3.57%	\$0.0097

For the performance rights 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	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
21/04/2023	22/07/2028	\$0.019	-	-	-	\$0.0200
21/04/2023	22/07/2028	\$0.019	-	-	-	\$0.0200
31/05/2023	31/08/2028	\$0.015	-	-	-	\$0.0150
31/05/2023	31/08/2028	\$0.015	-	-	-	\$0.0150

Note 15. Events after the reporting period

Acquisition of The Sustainable Nutrition Group

On 17 August 2023, the scheme of arrangement to acquire 100% of the ordinary shares of The Sustainable Nutrition Group Ltd (ASX:TSN) ('TSN'), that was approved by holders of TSN shares on 2 August 2023 and by the Federal Court of Australia on 7 August 2023 ('Scheme'), was implemented. As a result, on the 17 August 2023, 158,163,595 ordinary shares were issued as consideration to Scheme Participants (other than ineligible shareholders) who held TSN shares at the record date of 10 August 2023, at a value of \$0.012.

Due to the timing of the scheme completing, the detailed breakdown of the net assets acquired is still to be finalised.

Also, a result of the implementation of the scheme of arrangement, Ms Pauline Gately was appointed as a non-executive director on 17 August 2023.

The acquisition increases size and scale for both Elixinol Wellness and TSN and will see the Group expand to own and operate brands across four key verticals: plant-based food and nutrition, hemp-based nutraceuticals (including cannabinoids such as CBD), pet nutritional supplements and skin health. TSN brands include Australian Primary Hemp, Mt Elephant, Field Day and The Australian Superfood Company.



Note 15. Events after the reporting period (continued)

On 17 August 2023, 9,036,068 ordinary shares were issued as consideration for corporate advisory services provided in relation to the scheme of arrangement of TSN.

No other matter or circumstance has arisen since 30 June 2023 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Elixinol Wellness Limited Directors' declaration 30 June 2023



In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2023 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

Helen Many

Helen Wiseman Independent Non-Executive Director and Chair

30 August 2023



INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Elixinol Wellness Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Elixinol Wellness Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, a summary of significant accounting policies and other explanatory information, 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 the Group does not comply with the *Corporations Act 2001* including:

- (i) Giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the half-year ended on that date; and
- (ii) 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 the audit of the annual 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 the same terms if given to the directors as at the time of this auditor's review report.

Material uncertainty relating to going concern

We draw attention to Note 2 in the financial report which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.



Responsibility of the directors for the financial report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that 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. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the Corporations Act 2001 including giving a true and fair view of the Group's financial position as at 30 June 2023 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.

BDO Audit Pty Ltd

BDO

-Runell

Leah Russell Director

Sydney, 30 August 2023

Elixinol Wellness Limited Corporate directory 30 June 2023



Directors	Helen Wiseman - Non-Executive Director and Chair David Fenlon - Independent Non-Executive Director Ronald Dufficy - Managing Director and Group Chief Executive Officer Pauline Gately - Non-Executive Director
Group Chief Financial Officer	Josephine Lorenz
Company Secretaries	Sarah Prince Josephine Lorenz
Registered office	Level 12 680 George Street Sydney NSW 2000 Tel: (02) 4044 4585 (within Australia) Tel: +61 (0) 2 4044 4585 (outside Australia)
Mailing address:	PO Box 20547 World Square NSW 2002
Share register	Automic Pty Ltd Level 5 126 Phillip Street Sydney NSW 2000 Tel: 1300 288 664 (within Australia) Tel: +61 (0) 2 9698 5414 (outside Australia)
Auditor	BDO Audit Pty Ltd Level 11 1 Margaret Street Sydney NSW 2000
Stock exchange listing	Elixinol Wellness Limited shares are listed on the Australian Securities Exchange (ASX code: EXL)
Website	www.elixinolwellness.com
Twitter	EXLWellness