

Leirio Personal User Only

Opyl

Annual Report 2022

Contents

Highlights	5
The Opyl Story	6
Future development and growth plans	7
Chairman and CEO's letter to shareholders	8
A year in review	10
Board changes	13
Outlook	13
Opyl Leadership	14
Opyl Business Structure	17
Opyl people	18
Directors' report	20
Auditors independence declaration	35
Statement of Profit or loss and other income	37
Directors declaration	61
Independent auditor's report	62
Report on the audit of financial report	65
Shareholder information	66
Corporate directory	70

Opyl Ltd
Engine House
105 Wellington Street
St Kilda Victoria 3182,
Australia
info@opyl.ai
www.opyl.ai
www.opin.ai

Share Register: Automic Pty Ltd
Level 5,126 Phillip Street
Sydney NSW 2000, Australia
+1300 288 664 (within Australia)
+61 29698 5414 (outside Australia)
hello@automic.com.au

ABN 71 063 144 865
ASX: OPL

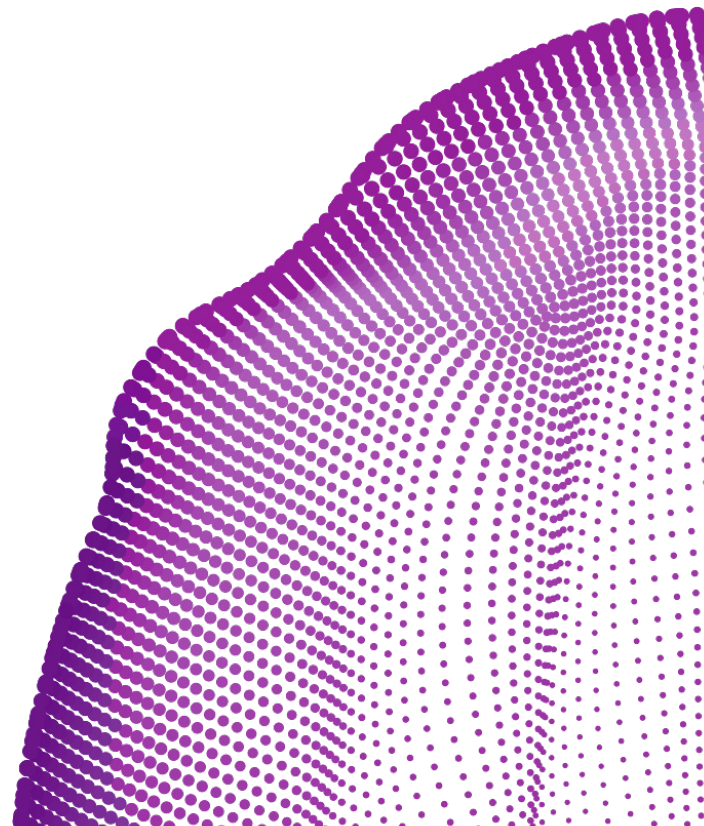
For personal use only



Opyl applies artificial intelligence and a data systems approach to improve clinical trial recruitment of participants, to design smarter trials that are more likely to succeed.

We solve two of the biggest problems that cause clinical trial failure: poor recruitment and poor protocol design, wasting hundreds of millions of dollars in each year.

Opyl's solutions saves our biopharma and medtech customers' precious time and money, derisking and supporting clinical trial success, delivering an improved return on investment for everyone, particularly patients and their families who need to access new medicines, diagnostics, and medical devices now.



Our goals

Having achieved the planned development and market validation milestones for OpIn, our global digital clinical trial recruitment platform, the priority now is to now accelerate the translation of value from the growing database of participants and expand the accompanying social-media specialist recruitment service into both clinical value for our patient-participants and our customers.

The focus is on creating a significant point of difference and share-of-voice in the fastgrowing APAC and South American markets as we move towards the dominant North American market in the coming years.

The other core activity is the continued development of our second SaaS platform, TrialKey a clinical trial protocol design and prediction software, ready for a pilot launch in H2 FY23.

1

Establish OpIn as a market leader in the \$4.7bn [1] global clinical trial recruitment solutions market, with demonstrable expertise and target 6% market share in the rapidly growing APAC and South American markets by year end 2024.

2

Accelerate OpIn growth by securing preferred vendor status with global biopharma and contract research organisations (CRO) providing priority access to multiple concentrated trials.

3

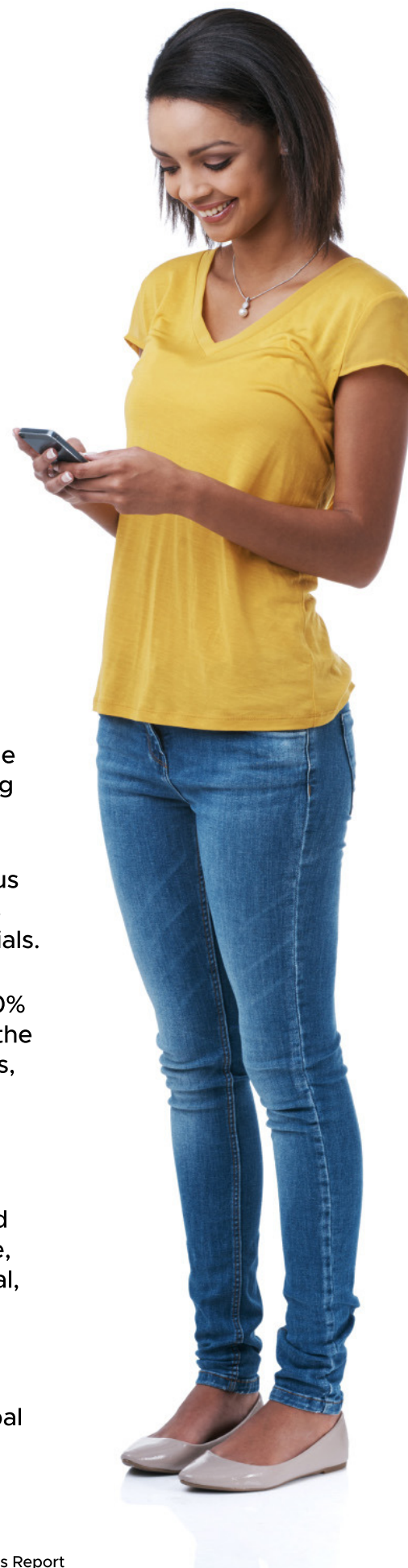
Improve TrialKey accuracy and predictive power to over 90% by addressing trial linkage data challenge, and then refine the model. Undertake market readiness and partnering analysis, and commence development a pilot SaaS user interface to achieve minimum viable product status.

4

Attract and develop the best talent with expertise in data science and clinical trial services, and a passion to build and maintain a creative, ethical, diverse, ambitious, accountable, and collaborative culture, as well as deliver technical, clinical, and commercial excellence focused on shared value and sustainability.

5

Work within and contribute to an informed and ethical global digital health industry ecosystem.



For personal use only

Highlights

During the past year Opyl has delivered to plan and advanced confidently towards becoming a highly successful, profitable global business. The company key highlights for the year are:

- Double digit annual revenue increase for the third year
- Clinical trial platforms, Opin and TrialKey, achieved 100% development milestones
- Global biopharma and contract research organisation (CRO) customers using Opin
- Validated Opin's recruitment efficiency and competitive advantage in APAC market
- Company set up for scale in the global \$4.7bn^[1] clinical trial recruitment market

Opin

During the past year Opyl has delivered to plan and advanced confidently towards becoming a highly successful, profitable global business. The company key highlights for the year are:

- Completion of the Opin platform with refreshed design and user experience ahead of plan
- +90% of Opin trials and studies are recruiting to plan or ahead of plan
- Success in recruiting trials and studies in recruitment distress further validating utility
- Expanded sales team and services team to build on the revenue
- Multi-language, international trial recruitment capabilities expanding the potential target markets
- Partnered with patient advocates to improve participation and user experience



TrialKey

As the second platform addressing clinical trial inefficiencies, TrialKey is a critical value creation opportunity for Opyl, applying novel artificial intelligence and data analysis to improving clinical trial design and return on investment for drug and device developers. The developing platform is already being applied to predicting recruitment outcomes for Opin, delivering competitive advantage for Opin and its customers.

- Secured Innovation Connections Grant enabling collaboration with MIT University and a full-time data scientist dedicated to TrialKey development
- Improved data integrity and improved prediction accuracy to greater than 90%
- Improved search capability for Opin use and TrialKey training data set
- Apply subject matter expertise to refining the success/failure variables in the TrialKey model, weighting for impact
- Commenced market readiness, identification of channel and licensing partners, pricing, and positioning plan
- Commenced user interface build plan



^[1] Patient Recruitment and Retention Services Market, 2021-2030. 2nd Edition. July 2021. Roots Analysis Report

The Opyl story

Our purpose and the problem we are solving

Opyl is a real-world health data optimisation company that applies artificial intelligence to improving clinical trial efficiencies. Opyl solves two costly problems in the clinical trials sector – poor recruitment of participants (patients) and poor trial or study design – both of which are key reasons why clinical trials fail.

Most drug and device discoveries fail to make it through all three clinical trials phases [1]. While trials fail for many reasons, many of them are associated with design and implementation inefficiencies in the trial itself [2]. Two of the most addressable inefficiencies that lead to trial failure are low, slow, or incomplete patient recruitment and poor trial design [3] that impacts on poor recruitment outcomes. The impact of trials and studies failing on research teams, investors, and healthcare providers is considerable in as much as hundreds of millions of dollars are unnecessarily wasted each year because of poor design and implementation.

Our goal is to improve clinical trial outcomes and reduce inefficiencies and failures in the system. Patients are the ones who pay the ultimate price when no treatment options are available, or they have exhausted all the opportunities, as they struggle to manage conditions that current therapies and diagnostics inadequately address.

Opyl's AI solutions deliver cost savings as well as efficiency gains for organisations investing in clinical trials and studies in both the public and private sector. This increases the probability of clinical trial success and de-risking development, thus also increasing the opportunities to provide more patients with access to more lifesaving and life-changing therapies.

Clinical trial recruitment is Opyl's core current focus. Our clinical trial recruitment platform, released in May 2021, www.Opin.ai gives patients and healthy volunteers free, equitable and easy access to every registered medical research study and clinical trial in the world. Our service supports biopharma and medtech researchers find participants, recruit participants into studies and to design trials more likely to succeed.

Opyl's second AI-enabled platform TrialKey, currently in advanced development, applies big data and predictive analytics to design clinical trial and study protocols most likely to succeed.

Our purpose is to develop and apply our technologies to ensure medical research delivers a far better return on investment for everyone in the development pathway, but most of all for patients.

Sources:

- [1] Patient Recruitment and Retention Services Market, 2021-2030. 2nd Edition. July 2021. Roots Analysis Report
- [2] Chi Heem Wong, Kien Wei Siah, Andrew W Lo. Estimation of clinical trial success rates and related parameters. *Biostatistics*, Volume 20, Issue 2, April 2019, Pages 273-286 doi:10.1093/biostatistics/kxx069
- [3] David B. Foggel. Factors associated with clinical trials that fail and opportunities for improving the likelihood of success: A review. *Contemporary Clinical Trials Communications*. Volume 11, September 2018, pages 156-164 doi: 10.1016/j.conctc.2018.08.001

Future development and growth plans

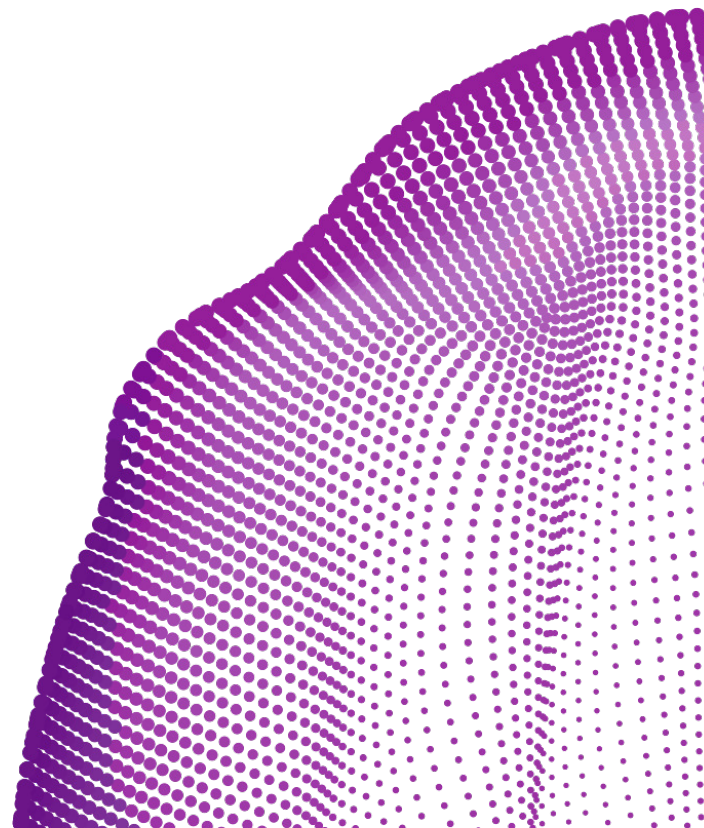
Opin and TrialKey are the investment and revenue priorities for the company looking forward.

Opin management and board expect to deliver escalating Opin revenue, targeting double to triple figure growth, and further expansion of platform capabilities. Opin has multiple revenue generating features in development with these streams opening in the near term now that the front end has been refreshed, data security and interoperability upgraded, and the growth and services team expanded and aligned. The sales pipeline is very strong in the APAC region, with far more growth potential within our own backyard.

Opin will undergo ISO and HIPPA accreditation in the first half of the new year, ensuring it meets the highest vendor requirements of the global biopharma sector, creating a clear path for Opin to become a preferred and accredited recruitment partner.

The Opin service and platform development team will expand in line with revenue to strengthen internal capacity and capabilities.

TrialKey will commence building the user front end, undergo user acceptance testing and evaluate market readiness.



Chairman and CEO's letter to shareholders

Dear Shareholders,

It is very satisfying to report that the Opyl team have confidently executed the strategic shift of the company into digital clinical trial efficiency solutions, realising the exponential value of OpIn, and achieving the complex development milestones required to advance TrialKey. In less than three years, the company has transformed the organisation and successfully built two key digital assets for the \$31.0bn clinical trial support services market [4], unlocking a new revenue stream with the launch of OpIn, that offers demonstrable, sustainable growth and significant global upside potential for Opyl.

The past 12 months has delivered validation of the OpIn clinical trial recruitment technology and services team's capabilities, with revenues commencing in H2 FY22 and showing strong signs of growth.

The OpIn team are continuing to release features and functionality designed to offer a competitive difference for our customers and information and engagement opportunities of value to our users.

OpInTrack, the newly released OpIn customer interface used by clinical trial sites and contract research organisations, and the accompanying expanded service offering that includes econsent and expert clinical screening, adds further revenue scale opportunities around the core recruitment service as well as ensuring OpIn meets its competition head-on and can differentiate itself.

The recruitment outcomes OpIn has achieved since launch far exceed expectations, with recent projects achieving 92% success rate in recruiting either ahead of plan or to plan, despite several them being in recruitment distress when they have selected OpIn to undertake recruitment.

The upside for the company is strong, as clinical trials are re-establishing and starting-up post COVID as hospital infrastructure becomes more available for trials and the global sector has become more comfortable with digital solutions such as social media recruitment of participants and telehealth. The global trials sector is without doubt experiencing a major leap forward in the adoption of digital technologies to improve trial efficiencies and implementation placing Opyl at exactly the right place and the right time.

[4] Clinical Trials Support Services Market Size, Share & Trends Analysis Report By Service (Clinical Trial Site Management, Patient Recruitment Management), By Phase, By Sponsor, By Region, And Segment Forecasts, 2022-2030

For personal use only

Data is becoming a valued asset in healthcare, particularly patient volunteered data that captures patient reported outcomes and experiences. Opin adds value to the company, not just in recruitment revenue but in the accumulation of valuable volunteered participant data. More than 1000 people a week register their information with Opin in the hope of finding a clinical trial that may help them or that is suitable for them to participate in.

Building a global data pool of people ready and willing to participate in studies provides an exceptionally valuable data lake to swiftly and accurately recruitment from, as well as future value in deriving consented insights from the shared real lived experience of patients and carers managing diseases, injuries, and disorders sharing and learning from patient reported experiences.

Social Insights has proven to be a valuable revenue stream for Opyl in the past and will be amplified with the long-term accumulation of shared consented data that Opin can collect.

The Opyl team have gone from strength to strength, upskilling, pivoting and expanding to meet the growing demands of a transforming business. Three senior roles were added to the Opin team in sales, services, and platform management in the latter half of the year supporting the scale plan. The growing team is now spread across Melbourne and Sydney, making use of technology to collaborate and work very effectively from anywhere. The board and advisors around Opyl continue to provide enormous value, practical hands-on support and insight for the company.

We extend our sincere thanks to customers and shareholders who have supported Opyl throughout this exciting period and we look forward to celebrating more wins in the year ahead as the company leans into a genuinely transformational period as Opin scales.



Michelle Gallaher
CEO

A handwritten signature in black ink, appearing to read "Michelle Gallaher".



Dr Julian Chick
Chairman

A handwritten signature in black ink, appearing to read "Julian Chick".

A year in review

Opin opens new revenue and scale

Building a strong track record and reputation for success is vital in scaling Opin successfully. Validation of the platform and service and its ability to deliver recruitment outcomes for customers has exceeded expectations. Over 90% of all Opin clinical trial recruitment projects are delivering to plan or ahead of plan for our customers, and many of the trials Opin is recruiting for are studies in considerable recruitment distress. Opin is making its mark as a social media trial recruitment specialist service, attracting the attention of global CRO's looking for vendor partners who can add a competitive advantage and de-risk recruitment projects with expertise on the digital space.

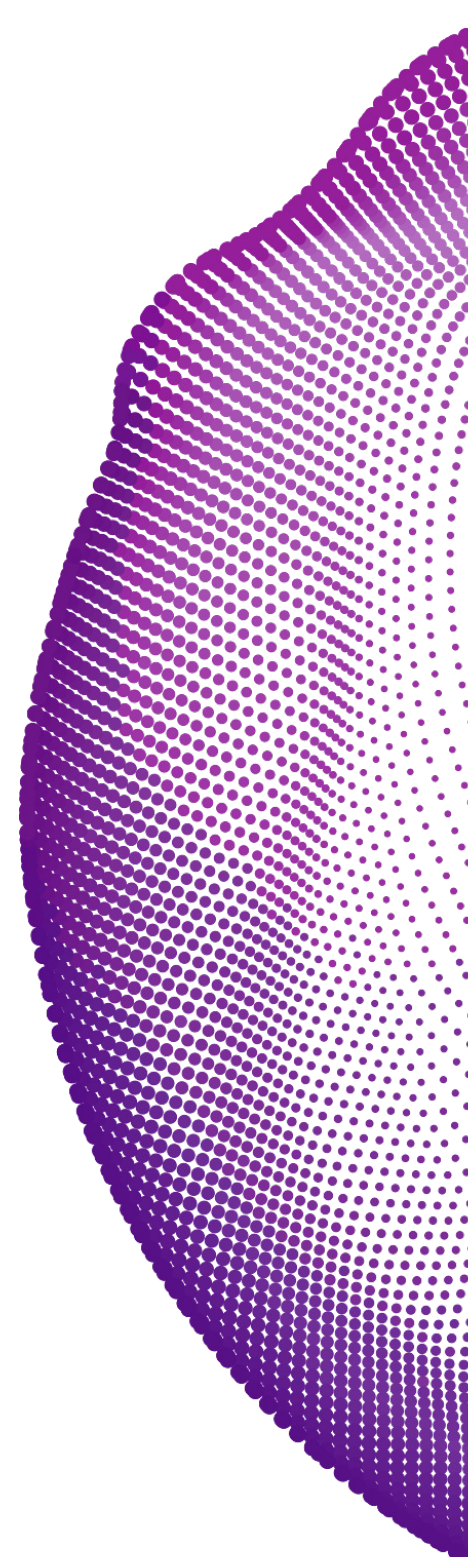
The front end, or user-facing aspect of the site www.opin.ai underwent a major refresh late in the period, completing ahead of plan and on budget. Improving the user experience was a significant investment but one that has paid off in terms of user and customer confidence, improved data security, capture and interoperability as well as data inflow and search accuracy.

Opin Track was launched in May 2022, a customer portal to view the recruitment progress on a trial or study as well as providing a secure data room for customers to access participant leads. The new refreshed patient user interface, and addition of Opin Track provides considerably more flexibility, utility, value, and security in terms of ongoing management and compliance with regulation, legislation and data security standards.

Looking forward there are clear signals that Opin will achieve forecast revenue targets and potential exceed them, based on customer acquisition rate. This is an important indicator of the successful transition that has been achieved in the company, moving internal resources from the Social Insights and Retainer teams into the Opin Recruitment team, whilst maintaining foundation revenues that have helped to sustain and stabilise the company during the transition.

Opin's advantage over recruitment competitors is the additional social media strategy, listening and implementation services that can more accurately discover, attract and triage participants through a digital process. The Opin services team compliment the platform advantages and ensure success, particularly for difficult trials and studies that require a more intensive or creative approach.

For personal use only



Coinciding with the platform's first move into international markets in May 2022 commencing recruitment to sites in South America, OpIn commenced recruitment in languages other than English.

The OpIn team presented at BioKorea and participated in a three-day roadshow across Korean CRO's and biopharma clusters, leveraging in-market advisors, building relationships in the Korean market, which is akin to the size of the Australian clinical trials market. OpIn also participated in Bio Taiwan opening discussions with CRO's and advisors in market. OpIn now offers recruitment services in Korean, Chinese, Spanish and English language.

A secondary value driver for OpIn is in accumulating volunteered participant (patient) data on the platform. The deeper the database of potential participants the more likely OpIn can recruit from its own data swiftly and cost-effectively, as well as grow a very significant company asset that contributes to the company's value.

The OpIn team are fundamental to the scale plan. During the period OpIn appointed two senior roles Head of Growth and Services Lead. Both executives based in Sydney, come with considerable global experience in the clinical trials management and clinical data sectors and have made a tangible and deep positive impact on developing the sales pipeline and tightening the services and quality systems to ensure OpIn can work with global partners and to global standards, in readiness for scale. In tandem, OpIn also expanded the technology development team in house during the period, further securing the intellectual property and providing greater direct platform control and security for OpIn and TrialKey.

TrialKey adds competitive advantage and second opportunity

TrialKey is OpIn's second platform, that also delivers efficiency to the clinical trials sector in applying big data and AI to predict the outcomes of proposed trials and studies and thus assist in the design of smarter trials that are more likely to succeed in recruitment, retention and meeting primary endpoints.

The goal is to build TrialKey as a SaaS model, used by biopharma, CRO's, SME biotech and medical research institutes and universities to plan and design optimised clinical trial and study protocols, more likely to reach primary endpoints and complete.

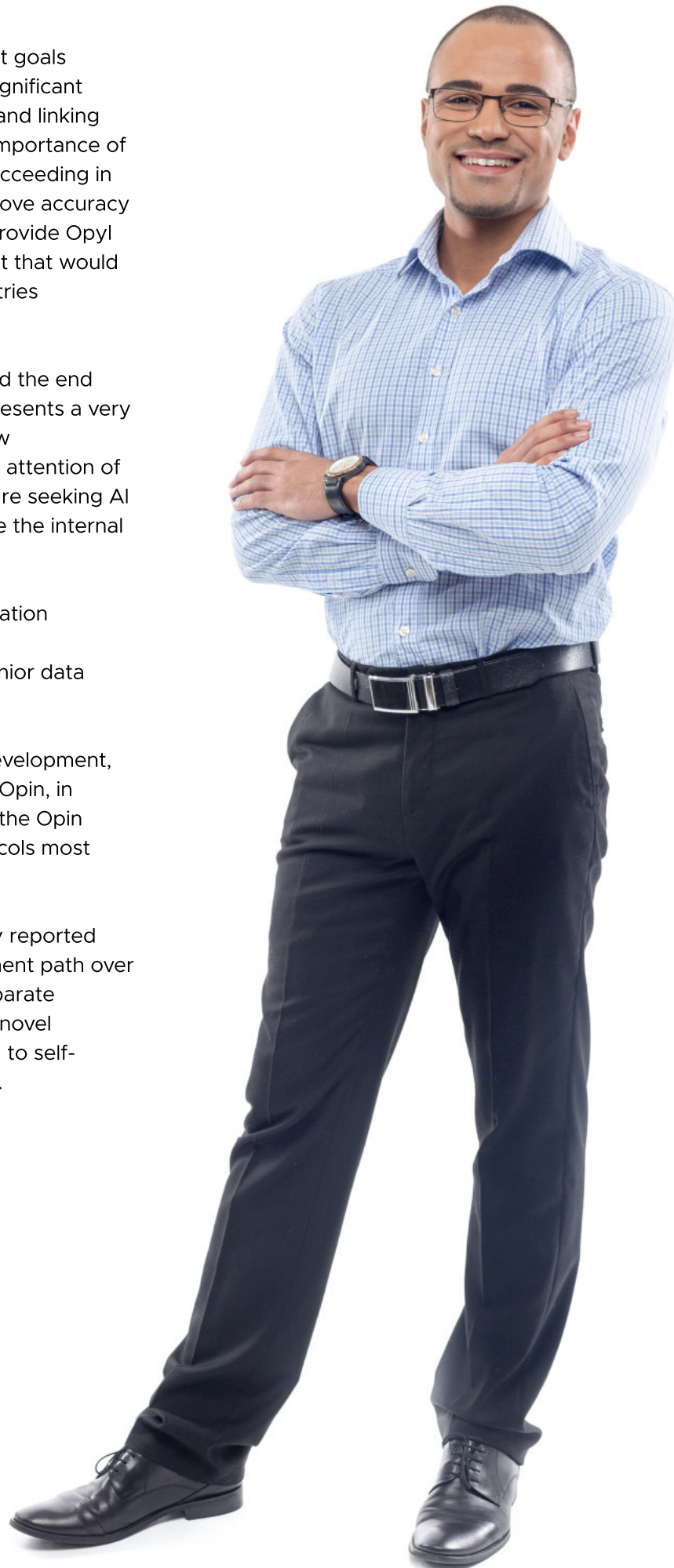
TrialKey has met and exceeded all its development goals during the period, addressing some of the more significant predictive challenges in closing a global data gap and linking trial outcomes held by clinical trial registries. The importance of closing the data gap cannot be understated, as succeeding in this challenge will reduce bias in the data set, improve accuracy of the TrialKey predictive and design power and provide Opyl with an enormously powerful and valuable data set that would be of considerable interest to CRO's and the registries themselves.

The development plan for TrialKey is ambitious and the end product likely to be disruptive, but this platform presents a very novel offering to the market, in which there are few competitors. TrialKey already serves to attract the attention of CRO's and global pharma to Opyl and Opin, who are seeking AI applications to de-risk clinical projects and improve the internal rate of return on R&D.

Development of TrialKey is supported by an Innovation Connections Grant with RMIT University School of Computational Sciences, providing a dedicated senior data scientist embedded in the Opyl team.

TrialKey at this stage is still a software model in development, but already provides a competitive advantage for Opin, in predicting the success of a protocol and assisting the Opin services team in selection of customers and protocols most likely to succeed and pricing of projects.

If successful at closing the data gap in trial registry reported outcomes, TrialKey will continue its own development path over the next 12 months evolving into a second and separate platform and revenue stream in 2023, providing a novel software solution for researchers in assisting them to self-design and model clinical trial and study protocols.



Board changes

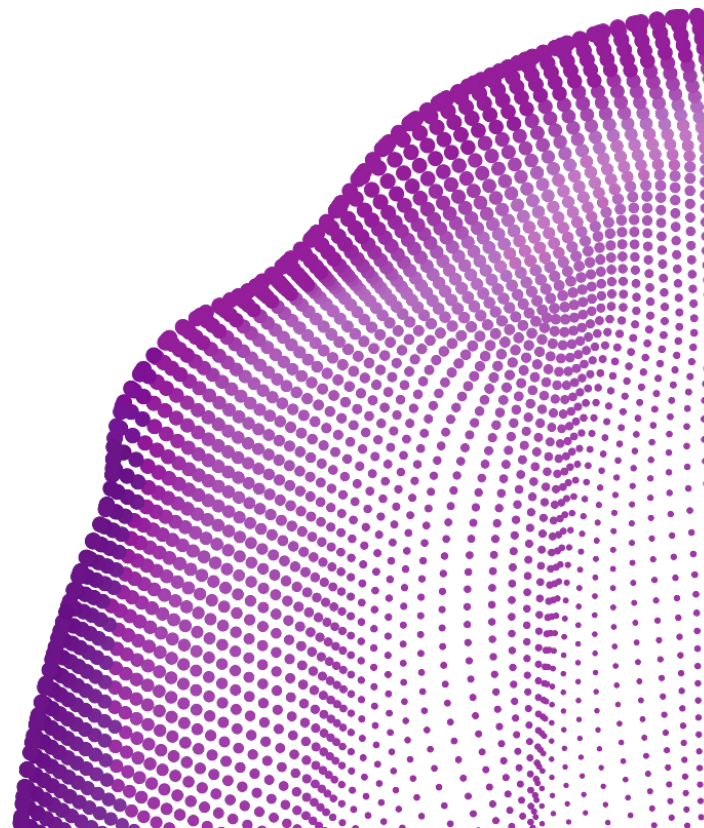
Mark Ziirsen is to replace Dr Julian Chick as Chair as part of a planned transition. Dr Chick is stepping down as Chair, due to external business commitments, however he will remain as a Non-Executive Director.

Outlook

The Group's focus this period has continued to be on establishing and growing OpIn, transitioning the company into the new business model, and supporting TrialKey in its development path. In only two years the company has planned and built OpIn, unlocking new revenue streams, transforming a predominantly service delivery consulting business model into a highly scalable and more sustainable global multi-platform organisation with a clear focus. The pace of development, and trial recruitment outcomes OpIn has achieved since launch has far exceed expectations.

These factors, together with those listed below are what is driving the company's ambitious future goals:

- The release of new features in OpIn including e-consent and expanded data collection
- Achieving independent accreditation and certification (ISO and HIPPA)
- TrialKey achieving a critical trial-linkage machine learning challenge, that will improve the predictive accuracy of the platform beyond any accuracy outcome published in the world
- Release of the TrialKey user dashboard enabling commercialisation and scale



Opyl leadership



Michelle Gallaher

Chief Executive
Officer

With over 25 years of experience in the biopharmaceuticals and healthcare sector, Michelle is an award-winning and recognised leader in the Australian health innovation industries.

For the past 15 years, Michelle has worked at an executive level in biotechnology, most recently as CEO of the peak body for biotechnology and MedTech in Victoria. Michelle holds an allied health qualification in applied science from La Trobe University, a postgraduate Diploma in Business from RMIT and a Global Executive MBA from Monash University.

Michelle has served on numerous government and industry advisory boards and committees, currently serving as a NED on the boards of Cancer Trials Australia, Praxis Australia, Medtech Actuator and the Lifesciences executive committee of Springboard Enterprises Australia.

Michelle is also co-founder and co-chair of Women in STEMM Australia, Telstra Victorian Business Woman of the Year and Entrepreneur of the Year in 2017 and was inducted into the Victorian Honour Roll for Women in 2018. Michelle is a GAICD and FAIM.



Dr Julian Chick

Chairman
(Non-Executive
Director from
September 2022)

Julian has over 25 years of experience in capital markets and LSHC, on both the investor and operational side of businesses, giving him a unique understanding of technology companies' value drivers, value inflection points and commercialisation strategies.

Included in his previous roles, Julian has worked in funds management and venture capital and private funding. Julian's funds under management grew from \$115 million to over \$300 million over a 5-year period, with an average annual return of over 20%.

Julian has spent the past 15 years at an executive level of life sciences companies across therapeutics, diagnostics and medical devices (including 8 early-stage and start-up companies), multiple IPOs and public offerings in Australia and Singapore, 3 global 3 product approvals (including through the US FDA and the European Medicines Agency) and launches.

Julian serves as an Executive Director and NED on multiple technology and health-related boards. Julian has a Bachelor of Science and PhD in Physiology from La Trobe University and Oxford University.



Mark Ziirsen
Non-Executive Director
(Chairman from
September 2022)

Mark is an experienced ASX listed, non-executive director and CFO. He served as non-executive director and chair of Respi Limited, an Health SaaS company supporting respiratory health management, and as non-executive director and chair of the Audit and Risk Committee of Orcoda Limited, a SaaS-based technology company. His executive career includes senior finance leadership roles with major AX listed companies including Cochlear Limited, Aristocrat Leisure Limited, Coca-Cola Amatil Limited and Goldman Fielder Limited.

He commenced his career with EY in business advisory, tax and management consulting. Most recently, he was CFO and company secretary for Nasdaq listed Cenntro Electric Group. Prior to that he was CFO of ASX listed Wiseway Group Limited and global medtech company Anteris. Technologies Limited and before that, Director of Finance and IT for Asia Pacific at hearing implant maker Cochlear Limited.

Mark's qualifications include a Bachelor of Commerce, CPA designation and an MBA majoring in international business. He is also a member of the Australian Institute of Company Directors.



Damon Rasheed
Executive Director / CTO

Damon's skills and expertise in data science and analytics have been applied to a wide range of industries over 20+ years, specifically in financial services and professional services where he co-founded one of Australia's leading data and artificial intelligence companies, Advantage Data.

Damon is also the founder of Rate Detective, an Australian financial service comparison site specialising in life insurance, income protection insurance and home loans. Damon holds a Masters in Economics from the University of Melbourne and has been involved in many start-up internet businesses, regularly appears in the media as a commentator and at events as a professional industry speaker on the value of data and digital in the growing sharing economy.

Prior to running his own businesses, Damon worked as an economist at the Australian Competition and Consumer Commission (ACCC).



Dr Megan Robertson
Non-Executive Director

Megan is an alumna of the University of Melbourne where she completed a Bachelor of Medicine, Bachelor of Surgery (MBBS). She is the current Group Chief Research Officer at St Vincent's Health Australia and Director of Research at St Vincent's Hospital, Melbourne. She also works as a Senior Intensive Care Consultant at Epworth Healthcare (Richmond and Freemasons).

She is on the boards of the Digital Health CRC, St Vincent's Institute of Medical Research, FearLess (PTSD-ANZ), Queen's College (University of Melbourne) and the Tuckwell Scholarship Selection Panel at ANU. She also works with national bodies including the Australian Commission on Safety and Quality in Healthcare, AusBiotech and the National Health and Medical Research Council. Previously, she held positions as the Director of Professional Affairs, CICM, as the Executive Director of Research at Epworth HealthCare and as the Co-Director of the Intensive Care Unit at Epworth Freemasons.

She has successfully led major initiatives in the St Vincent's Research Directorate including the establishment of the St Vincent's Research Valet Service, development of the Victorian Clinical Trial Gateway portal, Clinical Trials Business Development model, facilitated research activities of the research Governance Unit, and built linkages between clinicians/researchers and industry, as well as linkages between clinicians/researchers and community.

Megan is a fellow of the Royal Australian College of Physicians (FRACP), the Australian and New Zealand College of Anaesthetists (FANZCA) and the College of Intensive Care Medicine (FCICM).



David Lila
Company Secretary

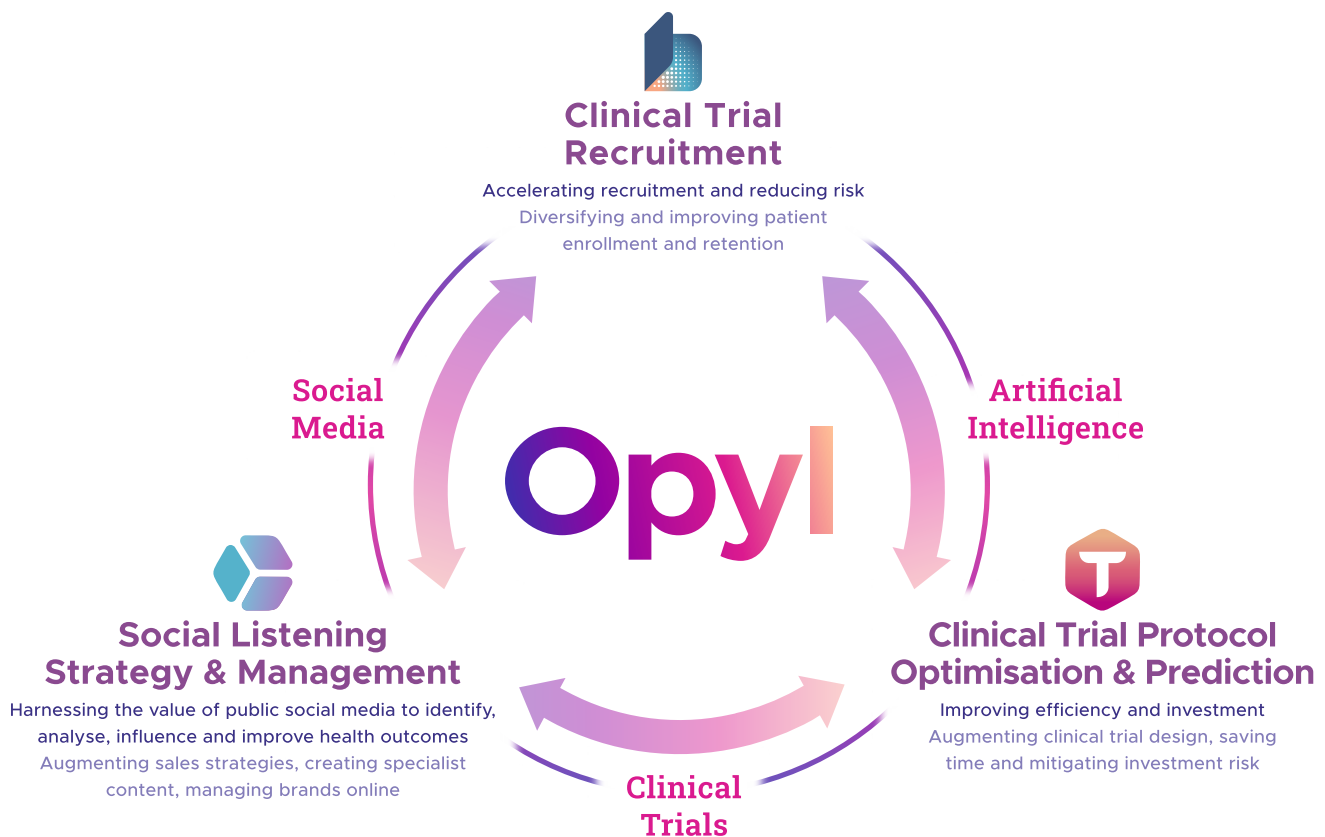
David is the founder of DLK Advisory and has spent more than 20 years supporting clients in managing and coordinating their accounting and tax obligations.

Prior to founding DLK Advisory, David held senior leadership positions with Crowe Horwath, Smartgroup, KPMG and EY, which has provided him with broad expertise, experience, and business insight across a wide range of clients and industry sectors.

David is an active Angel Investor, working with startups to become investment ready, including ensuring the companies maximise tax benefits such as R&D and the Early Stage Innovation Company (ESIC) concession for its investors. David has a Bachelor of Business (Accounting) from Victoria University, a Master of Taxation from Monash University, and an MBA from the Australian Institute of Business.

David is a member of the Institute of Public Accountants and a Chartered Tax Advisor and Registered Tax Agent.

Opyl business structure



Opin – a fast and efficient global patient recruitment platform that empowers patients, by leveraging volunteered data and social media channels



TrialKey – a predictive analytics and design platform that models the outcome of clinical trial protocols (plans) and identifies variables in a protocol that if adjusted, will deliver a higher probability of success



SocialInsight – a unique public social media listening approach for the healthcare sector, that utilises a suite of technologies and methodologies delivering deep market intelligence and insights

For personal use only

Opyl people

One of the most valuable assets at Opyl is our people and their ability to be creative, experimental, and challenged to grow.

We are a company working at the 'sandy edge' of innovation and digital disruption; therefore, the mindset and culture that we work to create is one that supports behaviours and an ecosystem that can inform and drive our ambitious and disruptive vision whilst providing growth and support for everyone.

Our team are a remarkable group of people who bring a wealth of experience in technology, healthcare, medical research, business, data science and communications. Our team consists of qualified and skilled professionals from clinical, technology, and business backgrounds bringing a diversity of language, experience, and professional networks.

More than ever, we welcome new learning at Opyl and understand that the field of digital health and particularly clinical trials is growing and changing as artificial intelligence and digital transformation infiltrates the global sector, accelerated by COVID19.

We are open-minded about bringing individuals into the team who have both diverse experience and fresh perspectives to truly understand how we can leverage emerging technologies other sectors, improve the participation rate in trials and create a more inclusive opportunity for trial design and implementation.

Our team is passionate, hard-working, and built from a culture of diversity, inclusion, and belonging. Our language and behaviours reflect this commitment, expanding this culture out into development of new technologies and the type of ethical, person-centred service we want to provide.

We believe that diversity and inclusion is not only important at Opyl but in all environments globally. This means we often need to work much harder to understand each other, to be understood, to challenge, and to collaborate effectively. We know that diversity and the thinking and behaviours that it demands deliver far better results particularly when disrupting with new technologies in a risk-averse sector such as health and medical research, and simply imagining and building something that has never been seen before.



For personal use only



Opyl Limited

ABN 71 063 144 865

Annual Report - 30 June 2022

For personal use only

Opyl Limited
Directors' report
30 June 2022

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity') consisting of Opyl Limited (referred to hereafter as the 'company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2022.

Directors

The following persons were directors of the company during the whole of the financial year and up to the date of this report, unless otherwise stated:

Julian Chick - Chairman and Non-Executive Director
Damon Rasheed - Executive Director
Marat Basyrov - Non-Executive Director (resigned on 18 November 2021)
Mark Ziirsen - Non-Executive Director
Megan Robertson - Non-Executive Director

Principal activities

The principal activities of the company during the course of the financial year were predominantly the continued development of its digital tools that improve the healthcare experience for patients, deliver deep market insights from social media data and improve the efficiency and value of clinical research process.

Dividends

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

Review of operations

During the past year Opyl has made enormous advancing towards becoming a highly successful, profitable business. The company key highlights for the year are:

- Completion of the clinical trial recruitment technology and the Opin platform
- Validation of the Opin platform in its ability to successfully recruit patients
- Illustrated that the Opin platform has
- Have progressed the Opin platform to a point it can be scaled globally enabling the company to be able to target \$100M in company revenue in the future
- A number of multinational pharmaceutical companies as clients on the Opin platform
- Successful rescue of struggling clinical studies that further illustrates the utility
- Expanded the sales team to build on the revenue
- Built a platform that will allow Opyl to grow revenue by high double to triple digit revenue growth in the coming years
- Increased the average client contract to around \$100,000 per contract
- Multi-language, international trial recruitment capabilities expanding the potential target market for the Opin platform
- Double digital annual revenue increase for the third straight year

Therefore, the past 12 months has been rather transforming for the company as it moves from developing its technology into generating returns from the Opin platform and moving into a scaling up position with the core technologies within the company. Opyl continued to invest in its platforms and undertake R&D in clinical trials. The abilities to AI to benefit patients, perspective patients, companies, organisations and health outcomes in general remains at the core of what Opyl does.

During the year, Opyl Limited's operations continued to focus on the ongoing development and refinement of the Opin platform to deliver digital clinical trial recruitment services, improving features and functionality such as data capture, data management, data integrity and user experience. The considerable improvements to the platform and expansion of the service capabilities, reinforced by the excellent recruitment outcomes delivered to early customers, provide strong evidence supporting realisable value and growth in the scalability potential of the platform and service as the company enters the wider APAC market and the US market.

Opyl's second platform integrating artificial intelligence, Trial Key, continues to advance following support from a collaboration grant with RMIT University. Core challenges in applying AI to predicting and therefore designing smarter clinical trials protocols that are more likely to succeed are being addressed under the collaboration agreement, achieving every one of the mid-year milestones and improving the predictive power and accuracy of the platform.

Opyl delivered to expectations for the financial year ended 30 June 2022. Following the launch of the Opin platform, Opin reached recruitment targets ahead of time and continues to deliver in line growth targets in customer acquisition and average recruitment project value.

The statement of profit or loss and other comprehensive income shows a loss of \$2,085,550 (2021: \$1,143,432) for the year. As at 30 June 2022 Opyl had a cash position of \$786,334 (2021: \$2,316,340), and no external borrowings. After operating, financing, and investing activities, the group incurred a net cash outflow for the year of \$1,530,006 (2021 net cash inflow: \$1,516,252).

Operational progress

During the year Opyl focused on the Opin (www.opin.ai) platform and expanding its offering and unlocking new revenue streams in the clinical trial recruitment sector. Demand continues to build for clinical trial recruitment services and Opin's outstanding patient recruitment results, expanded services capabilities, and new user features escalate the scaling of the platform. This ongoing progression of the value proposition of the Opin platform drove a stronger APAC sales pipeline in Q3 and Q4. The recruitment of a new Business Development Lead has also contributed to the strong sales pipeline and combined will continue to drive business growth in the coming year.

Retainer clients and social media insights project clients continue to generate consistent revenue.

Full details of movements in share capital for the year are detailed in note 12 to the financial statements.

Share-based payments

During the year, the consolidated entity granted options over ordinary shares in the company to certain key management personnel of the consolidated entity and other employees. The options are issued for nil consideration and are granted in accordance with performance guidelines established by the Nomination and Remuneration Committee. Details for the options granted as follows:

On 27 July 2021, 90,000 options were granted to employees at an exercise price of \$0.16 totalling a fair value of \$13,975 which was determined using a Black-Scholes model.

On 10 September 2021, 3 lots of 500,000 options were granted to key management personnel at exercise prices of \$0.30, \$0.50 and \$0.75 totalling a fair value of \$159,793 which was determined using a Black-Scholes model.

On 10 September 2021, 1,083,333 performance rights options were granted to the CEO of the Group totalling a fair value of \$109,075 which was determined using a combination of the Monte Carlo and Geometric Brownian Motion models.

On 10 December 2021, 4 lots of 300,000 options were granted to key management personnel at exercise prices of \$0.30, \$0.50 and \$0.75 totalling a value of \$112,143 which was determined using a Black-Scholes model.

On 3 September 2021, the CEO of the Group signed an Executive Service Agreement with a bonus incentive condition. A bonus incentive of \$400,000 will be paid to the executive in the event of the Opyl share price trading \$1 for 10 or more consecutive days within the first 24 months of executing the agreement, so long as the Executive is employed at the company. The board has the option to pay the bonus in a combination of shares and cash to the value of \$400,000. The bonus is payable to the executive within 90 days if the bonus conditions being met or in the event of the business being acquired, or in the event of a complete takeover of the company. As at the reporting date of 30 June 2022, there is a very low probability that the market performance of the bonus incentive will be realised, as such the fair value of the bonus provision has not been included in the financial statements for the year ended 30 June 2022.

Further details of the options granted are set out on accompanying note 25 of the Annual report.

Board and leadership changes

Mr Marat Basyrov resigned from the Board of Directors on 18 November 2021.

There were no other changes to the board or leadership team during the period.

Significant changes in the state of affairs

There were no significant changes to the consolidated entity's state of affairs during the financial year.

Matters subsequent to the end of the financial year

As announced on 1 August 2022, the company issued 580,000 option securities with a grant date of 26 July 2022, under the employee incentive scheme to eligible employees.

On 26 August 2022, the group executed an R&D-related financing facility for up to \$350,000. The facility is for a rolling 3-month term. As at the date of this report, the facility remains undrawn

No other matter or circumstance has arisen since 30 June 2022 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.

Likely developments and expected results of operations

Likely developments in the operations of Opyl Limited and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to Opyl Limited.

Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name: Dr Julian Chick
Title: Chairman and Non-Executive Director
Experience and expertise: Julian is an executive with more than 25 years of experience in the biotechnology and medical technology industry as well as five years in investment banking.

Leading public and private companies, Julian's previous roles include investment adviser, healthcare analyst for private equity investors, portfolio manager, investment banker and venture capitalist.

Julian has advanced a number of technologies from discovery through to market as well as leading numerous capital raisings, M&A transactions, company restructuring, business development and licensing transactions.

Other current directorships: N/A
Former directorships (last 3 years): N/A
Interests in shares: 1,426,329 ordinary shares
Interests in options: 784,998

Name: Damon Rasheed
Title: Executive Director
Experience and expertise: Damon has more than 20 years' experience in the tech sector, including founding several successful start-ups. He is the founder of Rate Detective Group, one of Australia's largest financial comparison websites. He is also the co-founder of Advantage Data, a leading machine learning and AI consultancy business. His most recent venture is Aurum Data which has built a propriety AI model to value data and discover commercialisation strategies for data sets. He has sat on the boards of several private technology companies both in Australia and overseas.

Damon's former roles include CEO of iBus Media Limited, one of the world's largest online media companies and as an economist assessing mergers at the Australian Competition and Consumer Commission (ACCC).

Damon holds a Masters Degree in Commerce (Hons) and a Degree in Economics (Hons) majoring in statistics.

Other current directorships: N/A
Former directorships (last 3 years): N/A
Interests in shares: 262,667 ordinary shares
Interests in options: 729,998

Name: Marat Basyrov (Resigned 18 November 2021)
Title: Non-Executive Director
Experience and expertise: Marat is an experience investor and serial entrepreneur, applying creative and technology-forward data and digital solutions across a large cross-section of industries to solve complex challenges. He sits on the board of advisors to Forbes AI.

As a Chief Executive Officer of artificial intelligence software and app solutions provider, Edway Apps Studio and Intelligent Profit Solutions, Marat has a track record of success through building a number of data-driven startup companies including Adevi.io.

Marat has a broad high-value professional network of directors, investors and collaborators across the globe. He holds a Bachelor of Business in Accounting and Management from Central Queensland University and is a Certified Practicing Accountant (Australia).

Other current directorships: N/A
Former directorships (last 3 years): N/A
Interests in shares: 802,000
Interests in options: 429,998

Name: Mark Ziirsen
 Title: Non-Executive Director
 Experience and expertise: Mark is an experienced ASX listed, non-executive director, and CFO. He served as non-executive director and chair of Respiro Limited, an eHealth SaaS company supporting respiratory health management, and as non-executive director and chair of the Audit and Risk Committee of Orcoda Limited, a SaaS-based technology company. His executive career includes senior finance leadership roles with major ASX listed companies including Cochlear Limited, Aristocrat Leisure Limited, Coca-Cola Amatil Limited and Goldman Fielder Limited.

He commenced his career with EY in business advisory, tax and management consulting. Most recently, he was CFO and company secretary for Nasdaq-listed Centro Electric Group. Prior to that he was CFO of ASX listed Wiseway Group Limited and global Medtech company Anteris Technologies Limited and before that, Director of Finance and IT for Asia Pacific at hearing implant maker Cochlear Limited.

Mark's qualifications include a Bachelor of Commerce, CPA designation, and an MBA majoring in international business. He is also a member of the Australian Institute of Company Directors.

Other current directorships: N/A
 Former directorships (last 3 years):
 Special responsibilities: Chairman - Audit committee
 Interests in shares: 67,500 ordinary shares
 Interests in options: 600,000

Name: Dr Megan Robertson
 Title: Non-Executive Director
 Experience and expertise: Megan is an alumna of the University of Melbourne where she completed a Bachelor of Medicine, Bachelor of Surgery (MBBS). She is the current Group Chief Research Officer at St Vincent's Health Australia and Director of Research at St Vincent's Hospital, Melbourne. She also works as a Senior Intensive Care Consultant at Epworth Healthcare (Richmond and Freemasons). She is on the boards of the Digital Health CRC, St Vincent's Institute of Medical Research, FearLess (PTSD-ANZ), Queen's College (University of Melbourne) and the Tuckwell Scholarship Selection Panel at ANU. She also works with national bodies including the Australian Commission on Safety and Quality in Healthcare, AusBiotech and the National Health and Medical Research Council. Previously, she held positions as the Director of Professional Affairs, CICM, as the Executive Director of Research at Epworth HealthCare and as the Co-Director of the Intensive Care Unit at Epworth Freemasons.

She has successfully led major initiatives in the St Vincent's Research Directorate including the establishment of the St Vincent's Research Valet Service, development of the Victorian Clinical Trial Gateway portal, Clinical Trials Business Development model, facilitated research activities of the research Governance Unit, and built linkages between clinicians/researchers and industry, as well as linkages between clinicians/researchers and community.

Megan is a fellow of the Royal Australian College of Physicians (FRACP), the Australian and New Zealand College of Anaesthetists (FANZCA) and the College of Intensive Care Medicine (FCICM).

Other current directorships: N/A
 Former directorships (last 3 years): N/A
 Special responsibilities: Chairwoman - Remuneration committee
 Interests in shares: 46,901 ordinary shares
 Interests in options: 300,000

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary

David Lilja

David Lilja is a qualified accountant and experienced company secretary with over 20 years' within the professional services industry working across a wide range of industries. David will supply his services through his firm, DLK Advisory, which provides a breadth of support to its clients including outsourced CFO and company secretarial services.

Meetings of directors

The number of meetings of the company's board of directors ('the Board') held during the year ended 30 June 2022, and the number of meetings attended by each director were:

	Full Board		Nomination and Remuneration Committee		Audit and Risk Committee	
	Attended	Held	Attended	Held	Attended	Held
Julian Chick	10	10	1	1	1	1
Damon Rasheed	10	10	-	-	-	-
Marat Basyrov	3	3	-	-	-	-
Mark Ziirsen	10	10	1	1	1	1
Megan Robertson	9	10	1	1	1	1

Held: represents the number of meetings held during the time the director held office.

There were 10 meetings of directors held during the year ended 30 June 2022.

Remuneration report (audited)

The remuneration report details the key management personnel remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders and it is considered to conform to the market best practice for the delivery of reward. The Board ensures that executive reward satisfies the following key criteria for good reward governance practices:

- Competitiveness and reasonableness
- Acceptability to shareholders
- Performance linkage / alignment of executive compensation
- Transparency
- Capital management

The company has structured an executive remuneration framework that is market competitive and complimentary to the reward strategy of the organisation.

Alignment to shareholders' and program participants' interests:

Opyl Limited
Directors' report
30 June 2022

- Focuses on sustained growth in shareholder wealth
- Attracts and retains high calibre executives
- Rewards capability and experience
- Provides a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of non-executive director and executive remuneration is separate.

Non-executive directors remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time receive advice from independent remuneration consultants to ensure non-executive director's fees and payments are appropriate and in line with the market.

ASX listing rules require the aggregate non-executive director's remuneration be determined periodically by a general meeting. The most recent determinations was at the Annual General Meeting held on 27 November 2015, where the shareholders approved a maximum annual aggregate remuneration of \$300,000.

Executive remuneration

The consolidated entity aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has four components:

- base pay and non-monetary benefits
- short-term performance incentives
- share-based payments
- other remuneration such as superannuation and long service leave

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the consolidated entity, and comparable market remunerations.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPIs') being achieved. KPIs include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include long service leave and share-based payments. Shares are awarded to executives over a period of three years based on long-term incentive measures. These include increase in shareholders' value relative to the entire market and the increase compared to the consolidated entity's direct competitors. The Nomination and Remuneration Committee reviewed the long-term equity-linked performance incentives specifically for executives during the year ended 30 June 2022.

Voting and comments made at the Company's 2021 Annual General Meeting ('AGM')

At the 2021 AGM, more than 99% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2022. The company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration

Details of the remuneration of key management personnel of the Group are set out in the following tables.

The key management personnel of the company consisted of the following directors and other personnel of the company:

- Julian Chick - Chairman - Non-Executive Director
- Damon Rasheed - Executive Director
- Marat Basyrov - Non-Executive Director - Resigned 18 November 2021
- Mark Ziirsen - Non-Executive Director
- Megan Robertson - Non-Executive Director
- Michelle Gallaher - Chief Executive Officer

	Short-term benefits		Post-employment benefits	Short-term benefits non-monetary	Long-term benefits and Long service leave	Share-based payments	Total
	Cash salary and fees	Cash Bonus	Super-annuation	and Annual leave	leave	Equity-settled option	
30 June 2022	\$	\$	\$	\$	\$	\$	\$
<i>Non-executive directors:</i>							
Marat Basyrov*	16,667	-	1,667	-	-	-	18,334
Julian Chick	40,000	-	4,000	-	-	9,662	53,662
Mark Ziirsen	40,000	-	4,000	-	-	9,662	53,662
Megan Robertson	40,000	-	4,000	-	-	9,662	53,662
<i>Executive Directors:</i>							
Damon Rasheed	40,000	-	4,000	-	-	9,662	53,662
<i>Other Key Management Personnel:</i>							
Michelle Gallaher**	230,831	119,884	23,199	16,370	3,010	108,976	502,270
	<u>407,498</u>	<u>119,884</u>	<u>40,866</u>	<u>16,370</u>	<u>3,010</u>	<u>147,624</u>	<u>735,252</u>

* Marat Basyrov resigned effective 18 November 2021.

**The payment of a cash bonus to Michelle of \$120,000 inclusive of any superannuation guarantee in recognition of her performance during the financial year ended 30 June 2021 to be paid pursuant to the release of the company 2021 Financial Results to the market.

	Short-term benefits		Post-employment benefits	Short-term benefits non-monetary	Long-term benefits	Share-based payments	Total
	Cash salary and fees	Cash Bonus	Super-annuation	and Annual leave	and Long service leave	Equity-settled option	
30 June 2021	\$	\$	\$	\$	\$	\$	\$
<i>Non-executive directors:</i>							
Marat Basyrov	40,000	-	3,800	-	-	41,200	85,000
Julian Chick	40,000	-	3,800	-	-	41,200	85,000
Mark Ziirsens	31,212	-	2,965	-	-	41,200	75,377
Megan Robertson	6,349	-	603	-	-	-	6,952
<i>Executive Directors:</i>							
Damon Rasheed	40,000	-	3,800	-	-	41,200	85,000
<i>Other Key Management Personnel:</i>							
Michelle Gallaher	230,000	-	21,850	13,404	13,230	-	278,484
	<u>387,561</u>	<u>-</u>	<u>36,818</u>	<u>13,404</u>	<u>13,230</u>	<u>164,800</u>	<u>615,813</u>

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk - LTI	
	30 June 2022	30 June 2021	30 June 2022	30 June 2021
<i>Non-Executive Directors:</i>				
Marat Basyrov*	100%	52%	-	48%
Julian Chick	82%	52%	18%	48%
Mark Ziirsens	82%	45%	18%	55%
Megan Robertson	82%	100%	18%	-
<i>Executive Directors:</i>				
Damon Rasheed	82%	52%	18%	48%
<i>Other Key Management Personnel:</i>				
Michelle Gallaher	78%	100%	22%	-

* Marat Basyrov resigned effective 18 November 2021.

Service agreements

Remuneration and other terms of employment for key management personnel are formalised in service agreements. Details of these agreements are as follows:

Name:	Michelle Gallaher
Title:	Chief Executive Officer
Agreement commenced:	3 September 2021
Term of agreement:	(a) Remuneration: Fixed annual salary \$231,050 plus 10.5% employer superannuation contribution;
	(b) Short-term incentives: the Board may, at its discretion, determine that Ms Gallaher may be eligible for short-term incentives in the form of a cash bonus;

- i) A bonus incentive of \$400,000 will be paid to the executive in the event of the Opyl share price trading at \$1 for 10 or more consecutive days within the first 24 months of executing the agreement so long as the Executive is employed at the company. The board has the option to pay the bonus in a combination of shares and cash to the value of \$400,000. The bonus is payable to the executive within 90 days if the bonus conditions being met or in the event of the business being acquired.
- ii) The \$400,000 incentive bonus is paid to the executive in the event of a complete takeover of the company.

(c) Non-cash benefits: the Board may, at its discretion, determine that Ms Gallaher may participate in the company's share plan, subject to shareholder and regulatory approval;

(d) Termination: the company and Ms Gallaher may terminate the Executive Services Agreement without cause giving the other party six months' notice.

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

As at 30 June 2022, no other key management personnel have any service agreement with the consolidated entity.

Share-based compensation

Issue of shares

There were no shares issued to directors and other key management personnel as part of compensation during the year ended 30 June 2022.

Options

The terms and conditions of each grant of options over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of options granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Damon Rasheed	100,000	10/12/2021	10/12/2022	10/12/2026	\$0.300	\$0.098
	100,000	10/12/2021	10/12/2023	10/12/2026	\$0.500	\$0.093
	100,000	10/12/2021	10/12/2024	10/12/2026	\$0.750	\$0.089
Julian Chick	-	-	-	-	-	-
	100,000	10/12/2021	10/12/2022	10/12/2026	\$0.300	\$0.098
	100,000	10/12/2021	10/12/2023	10/12/2026	\$0.500	\$0.093
Mark Ziirsen	100,000	10/12/2021	10/12/2022	10/12/2026	\$0.300	\$0.098
	100,000	10/12/2021	10/12/2023	10/12/2026	\$0.500	\$0.093
	100,000	10/12/2021	10/12/2024	10/12/2026	\$0.750	\$0.089
Megan Robertson	-	-	-	-	-	-
	100,000	10/12/2021	10/12/2022	10/12/2026	\$0.300	\$0.098
	100,000	10/12/2021	10/12/2023	10/12/2026	\$0.500	\$0.093
Michelle Gallaher	500,000	10/09/2021	10/09/2022	10/09/2027	\$0.300	\$0.112
	500,000	10/09/2021	10/09/2023	10/09/2028	\$0.500	\$0.106
	500,000	10/09/2021	10/09/2024	10/09/2029	\$0.750	\$0.101

Options granted carry no dividend or voting rights.

Performance Rights

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of Performance rights granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Michelle Gallaher	500,000	10/09/2021	10/09/2024	10/09/2024	N/A	\$0.109
	333,333	10/09/2021	10/09/2024	10/09/2024	N/A	\$0.098
	250,000	10/09/2021	10/09/2024	10/09/2024	N/A	\$0.088

Performance rights granted carry no dividend or voting rights.

Additional information

The earnings of the Group for the five years to 30 June 2022 are summarised below:

	2022 \$	2021 \$	2020 \$	2019 \$	2018 \$
Sales revenue	902,413	767,719	620,783	927,041	390,956
Loss after income tax	(2,085,550)	(1,143,432)	(934,904)	(3,105,138)	(3,035,627)

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2022	2021	2020	2019	2018
Share price at financial year end (\$)	0.047	0.180	0.087	0.001	0.005
Basic earnings per share (cents per share)	(3.835)	(2.831)	(6.785)	(0.180)	(0.330)
Diluted earnings per share (cents per share)	(3.835)	(2.831)	(6.785)	(0.180)	(0.330)

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the company held during the financial year by each director and other members of key management personnel of the company, including their personally related parties, is set out below:

	Balance at the start of the year	Additions	Balance at the end of the year
<i>Ordinary shares</i>			
Julian Chick	614,741	811,588	1,426,329
Damon Rasheed	192,667	70,000	262,667
Marat Basyrov *	802,000	-	802,000
Megan Robertson	-	46,901	46,901
Mark Ziirsen	-	67,500	67,500
Michelle Gallaher	100,000	115,776	215,776
	<u>1,709,408</u>	<u>1,111,765</u>	<u>2,821,173</u>

*resigned 18 November 2021.

The additions of ordinary shares to key management personnel arose from the purchase of on-market shares at market value.

Option holding

The number of options over ordinary shares in the company held during the financial year by each director and other members of key management personnel of the company, including their personally related parties, is set out below:

	Balance at the start of the year	Granted	Balance at the end of the year
<i>Options over ordinary shares</i>			
Julian Chick	484,998	300,000	784,998
Damon Rasheed	429,998	300,000	729,998
Marat Basyrov *	429,998	-	429,998
Mark Ziirsen	300,000	300,000	600,000
Megan Robertson	-	300,000	300,000
Michelle Gallaher	90,000	1,500,000	1,590,000
	<u>1,734,994</u>	<u>2,700,000</u>	<u>4,434,994</u>

	Vested options	Unvested options	Balance at the end of the year
<i>Options over ordinary shares</i>			
Julian Chick	484,998	300,000	784,998
Damon Rasheed	429,998	300,000	729,998
Marat Basyrov*	429,998	-	429,998
Mark Ziirsen	300,000	300,000	600,000
Megan Robertson	-	300,000	300,000
Michelle Gallaher	90,000	1,500,000	1,590,000
	<u>1,734,994</u>	<u>2,700,000</u>	<u>4,434,994</u>

* resigned 18 November 2021.

During the financial year ended 30 June 2022, the consolidated entity did not employ or use the services of remuneration consultants.

Other transactions with key management personnel and their related parties

During the financial year ended 30 June 2022, RDI Consulting Pty Ltd, Zappli Pty Ltd, and Edway Media Pty Ltd have been engaged to develop software for a machine learning/artificial intelligence algorithm that can predict the likelihood of clinical trial passing its primary objective. A total of \$304,019 has been incurred.

	30 June 2022
	\$
RDI Consulting	112,105
Edway Media Pty Ltd	131,920
Zappli Pty Ltd	<u>59,994</u>
	<u><u>304,019</u></u>

As Damon Rasheed is a shareholder of RDI Consulting, as such RDI is considered a related party. RDI Consulting is a major shareholder of Zappli Pty Ltd, Zappli Pty is considered a related party. Marat Basyrov (resigned 18 November 2021) is a shareholder of Edway Media Pty Ltd, Edway Media Pty Ltd is also considered a related party.

Performance rights over ordinary shares

On 10 September 2021, 1,083,333 performance rights were granted to CEO of the company totalling a fair value of \$109,075 which was determined using a combination of the Monte Carlo and Geometric Brownian Motion models.

Name	Number of Performance rights granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Michelle Gallaher	500,000	10/09/2021	10/09/2021	10/09/2024	N/A	\$0.109
	333,333	10/09/2021	10/09/2021	10/09/2024	N/A	\$0.098
	250,000	10/09/2021	10/09/2021	10/09/2024	N/A	\$0.088

There were no other performance rights issued over ordinary shares during the financial year.

This concludes the remuneration report, which has been audited.

Shares under option and performance rights

Unissued ordinary shares of Opyl Limited under option at the date of this report are as follows:

Shares under option

Grant date	Expiry date	Exercise price	Number under option
15/12/2016	05/12/2026	\$1.200	42,480
06/02/2017	06/02/2027	\$0.800	6,000
20/03/2017	20/03/2027	\$2.500	14,916
01/04/2017	01/04/2027	\$0.600	60,000
10/11/2017	10/11/2022	\$0.500	36,666
21/02/2018	20/02/2023	\$0.600	30,000
06/03/2018	04/05/2023	\$0.500	90,000
17/04/2018	17/04/2023	\$0.500	40,000
04/05/2018	04/05/2023	\$0.500	25,000
24/07/2018	24/07/2023	\$0.100	250,000
15/10/2018	18/09/2023	\$0.400	3,000
15/10/2018	09/06/2023	\$0.400	3,000
15/10/2018	06/03/2023	\$0.400	7,500
15/10/2018	06/03/2023	\$0.400	20,000
08/02/2019	08/02/2024	\$0.500	109,998
21/03/2019	21/03/2024	\$0.500	109,998
13/05/2019	13/05/2024	\$0.500	109,998
27/11/2019	27/11/2024	\$0.300	20,000
27/11/2019	27/11/2024	\$0.300	20,000
27/11/2019	27/11/2024	\$0.300	20,000
10/12/2019	29/01/2024	\$0.800	2,335,000
07/11/2020	07/11/2025	\$0.300	400,000
07/11/2020	07/11/2025	\$0.500	400,000
07/11/2020	07/11/2025	\$0.750	400,000
26/07/2021	26/07/2024	\$0.250	90,000
10/09/2021	10/06/2027	\$0.300	500,000
10/09/2021	10/09/2028	\$0.500	500,000
10/09/2021	10/09/2029	\$0.750	500,000
10/12/2021	10/12/2026	\$0.300	400,000
10/12/2021	10/12/2026	\$0.500	400,000
10/12/2021	10/12/2026	\$0.750	400,000
			7,343,556

Performance rights

Grant date	Expiry date	Exercise price	Number under performance rights
10/09/2021	10/09/2024	N/A	500,000
10/09/2021	10/09/2024	N/A	333,333
10/09/2021	10/09/2024	N/A	250,000
			<u>1,083,333</u>

Shares issued on the exercise of options

There were no ordinary shares of Opyl Limited issued on the exercise of options during the year ended 30 June 2022 and up to the date of this report.

Indemnity and insurance of officers

The company has indemnified the directors and executives of the company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the company paid a premium in respect of a contract to insure the directors and executives of the company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

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

During the financial year, the company has not paid a premium in respect of a contract to insure the auditor of the company or any related entity.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the company, or to intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings.

Non-audit services

There were no non-audit services provided during the financial year by the auditor.

Officers of the company who are former partners of William Buck

There are no officers of the company who are former partners of William Buck.

Auditor

William Buck continues in office in accordance with section 327 of the Corporations Act 2001.

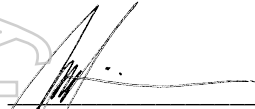
Auditor's independence declaration

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.

Opyl Limited
Directors' report
30 June 2022

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors



Mark Ziirsen
Director

30 August 2022

For personal use only

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF OPYL LIMITED

I declare that, to the best of my knowledge and belief during the year ended 30 June 2022 there have been:

- no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

William Buck

William Buck Audit (Vic) Pty Ltd

ABN 59 116 151 136



N. S. Benbow

Director

Melbourne, 30th August 2022

Opyl Limited
Contents
30 June 2022

Consolidated statement of profit or loss and other comprehensive income	37
Consolidated statement of financial position	38
Consolidated statement of changes in equity	39
Consolidated statement of cash flows	40
Notes to the consolidated financial statements	41
Directors' declaration	61
Independent auditor's report to the members of Opyl Limited	62
Shareholder information	66

General information

The financial statements cover Opyl Limited as a consolidated entity. The financial statements are presented in Australian dollars, which is Opyl Limited's functional and presentation currency.

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

105 Wellington Street
St Kilda, VIC 3182, Australia

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
2022. The directors have the power to amend and reissue the financial statements.

Opyl Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2022



	Note	30 June 2022 \$	30 June 2021 \$
Revenue from contracts with customers	4	902,413	767,719
Other income	5	361,437	472,294
Expenses			
Employee benefits expense	6	(1,522,605)	(1,164,936)
Depreciation and amortisation expense	6	(25,778)	(4,281)
Corporate compliance and management		(79,473)	(121,489)
Finance costs	6	(2,059)	(2,168)
Occupancy costs		(60,682)	(41,400)
Administration		(931,174)	(716,906)
Consultancy costs		(163,654)	(63,691)
Research & development costs		(563,975)	(268,574)
Loss before income tax expense		(2,085,550)	(1,143,432)
Income tax expense		-	-
Loss after income tax expense for the year attributable to the owners of Opyl Limited		(2,085,550)	(1,143,432)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year attributable to the owners of Opyl Limited		(2,085,550)	(1,143,432)
		Cents	Cents
Basic earnings per share	24	(3.835)	(2.831)
Diluted earnings per share	24	(3.835)	(2.831)

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

Opyl Limited
Consolidated statement of financial position
As at 30 June 2022



Note	30 June 2022	30 June 2021
	\$	\$
Assets		
Current assets		
	786,334	2,316,340
7	Cash and cash equivalents	
	123,858	98,445
8	Trade and other receivables	
	7,621	10,797
	Prepayments and other deposits	
	<u>917,813</u>	<u>2,425,582</u>
	Total current assets	
Non-current assets		
	20,766	18,734
	Property, plant and equipment	
	40,638	58,054
	Capitalised software development	
	<u>61,404</u>	<u>76,788</u>
	Total non-current assets	
	<u>979,217</u>	<u>2,502,370</u>
	Total assets	
Liabilities		
Current liabilities		
	430,850	211,041
9	Trade and other payables	
	114,674	77,769
10	Employee benefits	
	131,863	-
11	Contract liabilities	
	<u>677,387</u>	<u>288,810</u>
	Total current liabilities	
Non-current liabilities		
	34,822	25,941
10	Employee benefits	
	<u>34,822</u>	<u>25,941</u>
	Total non-current liabilities	
	<u>712,209</u>	<u>314,751</u>
	Total liabilities	
	<u>267,008</u>	<u>2,187,619</u>
	Net assets	
Equity		
	19,271,401	19,271,401
12	Issued capital	
	366,683	327,560
13	Reserves	
	<u>(19,371,076)</u>	<u>(17,411,342)</u>
	Accumulated losses	
	<u>267,008</u>	<u>2,187,619</u>
	Total equity	

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

Opyl Limited
Consolidated statement of changes in equity
For the year ended 30 June 2022

	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2020	16,837,024	885,062	(17,002,910)	719,176
Loss after income tax expense for the year	-	-	(1,143,432)	(1,143,432)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(1,143,432)	(1,143,432)
Shares issued during the year	2,680,011	-	-	2,680,011
Cost of issue	(179,544)	-	-	(179,544)
Lapse of expired options	-	(735,000)	735,000	-
Share buy-back	(66,090)	-	-	(66,090)
Option expense	-	177,498	-	177,498
Balance at 30 June 2021	19,271,401	327,560	(17,411,342)	2,187,619
	Issued capital \$	Reserves \$	Accumulated losses \$	Total equity \$
Balance at 1 July 2021	19,271,401	327,560	(17,411,342)	2,187,619
Loss after income tax expense for the year	-	-	(2,085,550)	(2,085,550)
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive loss for the year	-	-	(2,085,550)	(2,085,550)
Lapse of expired options	-	(125,816)	125,816	-
Option expense	-	164,939	-	164,939
Balance at 30 June 2022	19,271,401	366,683	(19,371,076)	267,008

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

Opyl Limited
Consolidated statement of cash flows
For the year ended 30 June 2022



Note	30 June 2022	30 June 2021
	\$	\$
Cash flows from operating activities		
Receipts from customers	997,871	710,308
Government grants and tax incentives	361,437	472,250
Payments to suppliers and employees	(2,860,185)	(2,036,353)
Interest received	-	46
	<u>(1,500,877)</u>	<u>(853,749)</u>
Income taxes paid	(18,735)	(49,900)
Net cash used in operating activities	23 <u>(1,519,612)</u>	<u>(903,649)</u>
Cash flows from investing activities		
Payments for property, plant and equipment	<u>(10,394)</u>	<u>(14,476)</u>
Net cash used in investing activities	<u>(10,394)</u>	<u>(14,476)</u>
Cash flows from financing activities		
Proceeds from issue of shares	12 -	2,680,011
Share issue transaction costs	12 -	(179,544)
Share buy-back costs	12 -	(66,090)
Net cash from financing activities	<u>-</u>	<u>2,434,377</u>
Net increase/(decrease) in cash and cash equivalents	(1,530,006)	1,516,252
Cash and cash equivalents at the beginning of the financial year	7 <u>2,316,340</u>	<u>800,088</u>
Cash and cash equivalents at the end of the financial year	7 <u><u>786,334</u></u>	<u><u>2,316,340</u></u>

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

Note 1. Significant accounting policies

The principle 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.

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

Conceptual Framework for Financial Reporting (Conceptual Framework)

The consolidated entity has adopted the revised Conceptual Framework from 1 July 2020. The Conceptual Framework contains new definition and recognition criteria as well as new guidance on measurement that affects several Accounting Standards, but it has not had a material impact on the consolidated entity's financial statements.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB')

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the consolidated entity's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

Going concern

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

The consolidated entity has incurred a net loss after tax of \$2,085,550 and net cash outflows from operations of \$1,519,612 for the year ended 30 June 2022, and had working capital surplus of \$240,426 at 30 June 2022. The cash balance at 30 June 2022 was \$786,334 while there were no borrowings as at 30 June 2022.

Note 1. Significant accounting policies (continued)

These conditions give rise to a material uncertainty that casts significant doubt upon the consolidated entity's ability to continue as a going concern.

The directors believe that the consolidated entity will continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report after consideration of a range of factors including, but not limited to, the following:

- The success of Opin since launch, the global clinical trial recruitment platform and service;
- Building demand for clinical trial recruitment services and Opin's outstanding patient recruitment results, expanded services capabilities and new user features that are attracting considerable interest from customers, which has seen a strong and expanding sales pipeline in Q4 of the 2022 financial year;
- Consistent year-on-year retainer client revenues;
- Opportunities to take Opin into markets outside Australia and/or enter new market segments;
- New partnerships and alliances;
- Unlocking new revenue from commercialisation of Opyl's other technologies such as the Trial Key platform;
- Accessing government grants and incentives available to technology innovation companies like Opyl, beyond the R&D tax concession;
- Currently available and undrawn finance facility totalling \$350,000;
- The cash flow forecasts model that incorporates some but not all of the above factors, thus providing some upside sensitivity;
- Monitoring, management and containment of discretionary costs, particularly for non-core parts of the business and streamlining operations; and
- The Directors further believe that the consolidated entity has the capacity to raise additional capital or debt finance should it be required in the future.

Should the consolidated entity be unable to implement the above strategies or source alternative funding, it may be necessary to realise some or all assets and discharge liabilities at amounts different from those stated in the financial statements.

No adjustments have been made to the recoverability and classification of assets and the amount and classification of liabilities that might be necessary should the consolidated entity be unable to continue as a going concern and meet its debts as and when they fall due.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 20.

The parent entity disclosure related to the legal parent entity, Opyl Limited.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Opyl Limited ('company' or 'parent entity') as at 30 June 2022 and the results of all subsidiaries for the year then ended. Opyl Limited and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvements with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisitions of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Note 1. Significant accounting policies (continued)

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Foreign currency translation

The financial statements are presented in Australian dollars, which is Opyl Limited's functional and presentation currency.

Foreign currency transactions

Foreign currency transactions are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

The foreign currency reserve is recognised in profit or loss when the foreign operation or net investment is disposed of.

Revenue recognition

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Rendering of services

The consolidated entity primarily generates revenue from sale of its annual subscription services, which enable its customer to access an online platform that allows them to search and source user generated content. The consolidated entity also sells advertising and content services that are sold in a one-off basis rather than a subscription model.

The consolidated entity recognises subscription revenue over the subscription period (generally 1 year) on a straight-line basis. For contracts where the consolidated entity is able to provide advertising services for a specific contract period, advertising revenue is recognised ratably over the advertising term.

In relation to the revenue streams of the consolidated entity, the main revenue streams are recognised as follows:

SaaS revenue - This refers to SaaS platform that customers pay for in order to be compliant in how they market to consumers, gather data and respect consumer privacy. Revenue from the sale of annual subscription services, which enable customers to access an online platform that allows them to search and source user generated content, is recognised over the subscription period (generally 1 year) on a straight line basis. The performance obligation is satisfied over time. As at 30 June 2022, there is no deferred SaaS revenue as the consolidated group does not have any outstanding performance obligations.

Note 1. Significant accounting policies (continued)

Retainer revenue - For retainer contracts, revenue from its social media marketing agency arm is recognised when the performance obligations are satisfied at a point in time.

Project revenue - Project revenue is from ad-hoc projects. For project contracts, revenue is recognised when the performance obligations are satisfied over time.

Interest

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

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Deferred revenue

Deferred revenue includes billings or payments received in advance of revenue recognition and is recognised as the revenue recognition criteria are met. Deferred revenue primarily consists of unearned portion of subscription fees.

Government grants

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

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Note 1. Significant accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The consolidated entity has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Capitalised software development costs

As the consolidated entity recognises software development costs, these costs are capitalised and recognised as an asset when certain conditions are met. This means that expenditure arising during the development phase is only capitalised if the project is assessed to be technically and commercially feasible, we are able to use or sell the asset and we have sufficient resources and intent to complete the development. Internally generated intangible assets have a finite life and are amortised on a straight-line basis over their useful lives, usually 3 years. Amortisation of internally generated intangible assets commences when the assets are ready for use.

Trade and other payables

Trade and other payables present liabilities for goods and services provided to the consolidated entity prior to year end that are unpaid and arise when the consolidated entity becomes obliged to make future payments in respect of the purchase of those goods and services. The amounts are unsecured and are usually paid within 30 days of recognition. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Note 1. Significant accounting policies (continued)

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

Issued capital

Ordinary shares are classified as equity.

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

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of Opyl Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Note 1. Significant accounting policies (continued)

Goods and Services Tax ('GST') and other similar taxes

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

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

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Note 2. Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions

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

Non-recognition of deferred tax assets

We apply management judgement to recognise a deferred tax asset and review its carrying amount at each reporting date. The carrying amount is only recognised to the extent that it is probable that sufficient taxable profit will be available in the future to utilise this benefit. Any amount unrecognised could be subsequently recognised if it has become probable that future taxable profit will allow us to benefit from this deferred tax asset.

Non-recognition of research and development tax offset receivable

For financial reporting purposes, the R&D tax offset is analogised as other income see note 5. A credit will be recognised within other income when the entity satisfies the criteria to receive the credit. The criteria is usually satisfied post reporting date upon lodgment of the Consolidated group's income tax return and as such management has opted to treat R&D tax refunds on a cash basis and recorded in the year they are received.

Accrual of research and development grant credits

The company is entitled to claim grant credits from the Australian Government in recompense for its research and development program expenditure. The program is overseen by AusIndustry, which is entitled to audit and/or review claims lodged for the past 4 years. In the event of a negative finding from such an audit or review AusIndustry has the right to rescind and claw back those prior claims, potentially with penalties. Such a finding may only occur in the event that those expenditures do not appropriately qualify for the grant program. In their estimation, considering also the independent external expertise they have contracted to draft and claim such expenditures, the directors of the company consider that such a negative review has a remote likelihood of occurring.

Opyl Limited
Notes to the consolidated financial statements
30 June 2022

Note 3. Operating segments

Identification of reportable operating segments

Management has determined the operating segments based on the reports reviewed by the Board of Directors. During the year, the Group continued to operate in one geographical segment, Australia.

Note 4. Revenue from contracts with customers

	30 June 2022	30 June 2021
	\$	\$
Retainer revenue	253,380	415,329
Project revenue	627,380	340,645
Other	21,653	11,745
	<u>902,413</u>	<u>767,719</u>
Revenue from contracts with customers	<u>902,413</u>	<u>767,719</u>

Disaggregation of revenue

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

	30 June 2022	30 June 2021
	\$	\$
<i>Timing of revenue recognition</i>		
Services transferred at a point in time	253,380	352,390
Services transferred over time	649,033	415,329
	<u>902,413</u>	<u>767,719</u>

Major customer revenue contribution

	30 June 2022	30 June 2021
	\$	\$
Customers contributing more than 10% of revenue		
PharmiWeb Solutions Australia Pty Ltd	-	198,040
Aspiring Trial Study Group	105,000	-
Edwards Lifesciences	278,470	-
UCB Australia	94,864	-
Revenue amount	<u>478,334</u>	<u>198,040</u>
	%	%

Percentage of total revenue

PharmiWeb Solutions Australia Pty Ltd	-	26%
Aspiring Trial Study Group	12%	-
Edwards Lifesciences	31%	-
UCB Australia	11%	-

Opyl Limited
Notes to the consolidated financial statements
30 June 2022

Note 5. Other income

	30 June 2022	30 June 2021
	\$	\$
Government subsidy	-	118,718
COVID 19 - Jobkeeper	-	67,500
Interest income	-	46
R&D tax refund	361,437	249,001
Government Grants	-	37,029
	<u>361,437</u>	<u>472,294</u>
Other income	<u>361,437</u>	<u>472,294</u>

Note 6. Expenses

	30 June 2022	30 June 2021
	\$	\$
Loss before income tax includes the following specific expenses:		
<i>Finance costs</i>		
Interest and finance charges paid/payable	<u>2,059</u>	<u>2,168</u>
<i>Share issue to key management personnel & employees</i>		
Share based payments	<u>164,939</u>	<u>177,498</u>
<i>Superannuation expense</i>		
Defined contribution superannuation expense	<u>107,933</u>	<u>83,585</u>

Note 7. Cash and cash equivalents

	30 June 2022	30 June 2021
	\$	\$
<i>Current assets</i>		
Cash on hand	12	12
Cash at bank	<u>786,322</u>	<u>2,316,328</u>
	<u>786,334</u>	<u>2,316,340</u>

Note 8. Trade and other receivables

	30 June 2022	30 June 2021
	\$	\$
<i>Current assets</i>		
Trade receivables	89,801	118,502
Less: Allowance for expected credit losses	-	(20,057)
	<u>89,801</u>	<u>98,445</u>
Other receivables	<u>34,057</u>	<u>-</u>
	<u>123,858</u>	<u>98,445</u>

Allowance for expected credit losses

The company has recognised no loss (2021: (\$20,057)) in profit or loss in respect of the expected credit losses for the year ended 30 June 2022.

Opyl Limited
Notes to the consolidated financial statements
30 June 2022

Note 8. Trade and other receivables (continued)

Management believes that the amounts that are past due by more than 30 days are still collectable in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customer's credit scores if they are available. The ageing of the consolidated entity's trade receivables that were not impaired was as follows:

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

	30 June 2022	30 June 2021
	\$	\$
Neither past due not impaired	89,801	73,379
Past due 31 - 90 days	-	5,895
Past due 90+ days	-	19,171
	<u>89,801</u>	<u>98,445</u>

Note 9. Trade and other payables

	30 June 2022	30 June 2021
	\$	\$
<i>Current liabilities</i>		
Trade payables	174,911	53,489
Other payables and accruals	255,939	157,552
	<u>430,850</u>	<u>211,041</u>

Refer to note 15 for further information on financial instruments.

Note 10. Employee benefits

	30 June 2022	30 June 2021
	\$	\$
<i>Current liabilities</i>		
Annual leave	114,674	77,769
<i>Non-current liabilities</i>		
Long service leave	34,822	25,941
	<u>149,496</u>	<u>103,710</u>

Note 11. Contract liabilities

	30 June 2022	30 June 2021
	\$	\$
<i>Current liabilities</i>		
Contract liabilities	131,863	-

Unsatisfied performance obligations

The aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied at the end of the reporting period was \$131,863 as at 30 June 2022 (30 June 2021: Nil) as is expected to be recognised as revenue in future periods as follows:

Note 11. Contract liabilities (continued)

	30 June 2022	30 June 2021
	\$	\$
Within 6 months	98,145	-
6 to 12 months	33,718	-
12 to 18 months	-	-
18 to 24 months	-	-
	<u>131,863</u>	<u>-</u>

Note 12. Equity - issued capital

	30 June 2022	30 June 2021	30 June 2022	30 June 2021
	Shares	Shares	\$	\$
Ordinary shares - fully paid	<u>54,385,385</u>	<u>54,385,385</u>	<u>19,271,401</u>	<u>19,271,401</u>

Movements in ordinary share capital

Details	Date	Shares	\$
Balance	1 July 2020	36,892,002	16,837,024
Issue of shares - placement	6 April 2021	9,200,000	1,380,000
Off-market share buy-back	8 April 2021	(373,355)	(66,090)
Issue of shares - placement	26 April 2021	8,666,738	1,300,011
Share issue costs		-	(179,544)
Balance	30 June 2021	<u>54,385,385</u>	<u>19,271,401</u>
Balance	30 June 2022	<u>54,385,385</u>	<u>19,271,401</u>

Ordinary shares

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

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

Capital risk management

The consolidated entity's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, issue new shares or sell assets to reduce debt.

Capital is regarded as total equity, as recognised in the financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the consolidated entity may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The consolidated entity would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current company's share price at the time of the investment. The consolidated entity is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

Note 13. Equity - Reserves

	30 June 2022	30 June 2021
	\$	\$
Foreign currency reserve	(381,075)	(381,075)
Options reserve	747,758	708,635
	<u>366,683</u>	<u>327,560</u>

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Option reserve

The reserve is used to recognise the value of equity benefits provided to employees, directors and other parties as part of their remuneration and compensation for services.

Note 14. Dividends

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

Note 15. Financial instruments

Financial instruments consist of cash and cash equivalents, receivables, and payables. Financial risk is measured at Board level and managed through cashflow forecasting techniques. The only material financial instrument risk exposures faced by the group are credit risk and liquidity risk.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The company has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The company obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for expected credit losses of those assets, as disclosed in the statement of financial position and notes to the financial statements. The company does not hold any collateral.

The consolidated entity deemed its credit risk to be minimal as its financial assets are mainly cash held at financial institutions.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

Liquidity risk

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities

All financial liabilities were payable within 60 days.

Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Opyl Limited
Notes to the consolidated financial statements
30 June 2022

Note 16. Key management personnel disclosures

Directors

The following persons were directors of Opyl Limited during the financial year:

Julian Chick
Damon Rasheed
Marat Basyrov - Resigned 18 November 2021
Mark Ziirsen
Megan Robertson

Other key management personnel

The following person also had the authority and responsibility for planning, directing and controlling the major activities of the company, directly or indirectly, during the financial year:

Michelle Gallaher

Compensation

The aggregate compensation made to directors and other members of key management personnel of the company is set out below:

	30 June 2022	30 June 2021
	\$	\$
Short-term employee benefits	543,752	400,965
Post-employment benefits	40,866	36,818
Long-term benefits	3,010	13,230
Share-based payments including performance rights	147,624	164,800
	<u>735,252</u>	<u>615,813</u>

Note 17. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by William Buck, the auditor of the company.

	30 June 2022	30 June 2021
	\$	\$
Audit services		
Audit or review of the financial statements - William Buck	<u>27,200</u>	<u>29,150</u>

Note 18. Contingent liabilities

On 3 September 2021, the CEO of the Group signed an Executive Service Agreement with a bonus incentive condition. A bonus incentive of \$400,000 will be paid to the executive in the event of the Opyl share price trading \$1 for 10 or more consecutive days within the first 24 months of executing the agreement, so long as the Executive is employed at the company. The board has the option to pay the bonus in a combination of shares and cash to the value of \$400,000. The bonus is payable to the executive within 90 days if the bonus conditions being met or in the event of the business being acquired, or in the event of a complete takeover of the company. As at the reporting date of 30 June 2022, there is a very low probability that the market performance of the bonus incentive will be realised, as such the fair value of the bonus provision has not been included in the financial statements for the year ended 30 June 2022.

The company had no other contingent liabilities as at 30 June 2022 (30 June 2021: NIL)

Note 19. Related party transactions

Parent entity

Opyl Limited is the parent entity.

Key management personnel

Disclosures relating to key management personnel are set out in note 16 and the remuneration report included in the directors' report.

Transactions with related parties

During the financial year ended 30 June 2022, RDI Consulting Pty Ltd, Zappli Pty Ltd and Edway Media Pty Ltd have been engaged to develop software for a machine learning/artificial intelligence algorithm which can predict the likelihood of clinical trial passing its primary objective. A total of \$304,019 has been incurred.

	30 June 2022	30 June 2021
	\$	\$
RDI Consulting	112,105	132,035
Edway Media Pty Ltd	131,920	136,539
Zappli Pty Ltd	59,994	-

As Damon Rasheed is a shareholder of RDI Consulting, as such RDI is considered a related party. RDI Consulting is a major shareholder of Zappli Pty Ltd, Zappli Pty is considered a related party. Marat Basyrov is a shareholder of Edway Media Pty Ltd, Edway Media Pty Ltd is also considered a related party.

Receivable from and payable to related parties

There were no trade receivables from or trade payables to related parties at the current and previous reporting date.

Loans to/from related parties

There were no loans to or from related parties at the current reporting date and previous reporting date.

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Opyl Limited
Notes to the consolidated financial statements
30 June 2022

Note 20. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	30 June 2022	30 June 2021
	\$	\$
Loss after income tax	(1,566,367)	(1,193,264)
Total comprehensive income	<u>(1,566,367)</u>	<u>(1,193,264)</u>

Statement of financial position

	30 June 2022	30 June 2021
	\$	\$
Total current assets	629,765	2,196,289
Total non-current assets	40,637	29,054
Total assets	<u>670,402</u>	<u>2,225,343</u>
Total current liabilities	335,101	178,972
Total non-current liabilities	16,240	13,230
Total liabilities	<u>351,341</u>	<u>192,202</u>
Equity		
issued capital	19,235,830	18,586,126
Options reserve	747,617	1,266,137
Accumulated losses	<u>(21,103,614)</u>	<u>(19,011,494)</u>
Total equity/(deficiency)	<u>(1,120,167)</u>	<u>840,769</u>

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2022 and 30 June 2021.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2022 and 30 June 2021.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2022 and 30 June 2021.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following.

- Investments in subsidiaries are accounted for at cost, less impairment, in the parent entity.
- Investments in associates are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 21. Interest in subsidiaries

(a) Ultimate parent

Opyl Limited is the ultimate parent entity and the parent entity of the consolidation entity from a legal perspective. For accounting purposes, Opyl Limited is the deemed ultimate parent of the consolidated entity in line with reverse acquisition accounting.

(b) Corporate structure

The legal corporate structure of the consolidated entity is set out below;

Note 21. Interest in subsidiaries (continued)

Name	Principal place of business / Country of incorporation	Ownership of interest 2022 %	Ownership of interest 2021 %
Legal parent			
Opyl Limited	Australia	-	-
ShareRoot Inc	United States of America	100.00%	100.00%
ShareRoot (Australian Ops) Pty Ltd	Australia	100.00%	100.00%
Opyl Services (Formerly The Social Science Pty Ltd)	Australia	100.00%	100.00%
Ludomade, Inc	United States of America	100.00%	100.00%

Note 22. Events after the reporting period

As announced on 1 August 2022, the company issued 580,000 option securities with a grant date of 26 July 2022, under the employee incentive scheme to eligible employees.

On 26 August 2022, the group executed an R&D-related financing facility for up to \$350,000. The facility is for a rolling 3-month term. As at the date of this report, the facility remains undrawn

No other matter or circumstance has arisen since 30 June 2022 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.

Note 23. Reconciliation of loss after income tax to net cash used in operating activities

	30 June 2022 \$	30 June 2021 \$
Loss after income tax expense for the year	(2,085,550)	(1,143,432)
Adjustments for:		
Depreciation and amortisation	25,778	4,281
Share-based payments	164,939	177,498
Change in operating assets and liabilities:		
Increase in trade and other receivables	(25,413)	(37,455)
Decrease/(increase) in prepayments	3,176	(2,699)
Increase/(decrease) in deferred revenue	131,863	-
Increase/(decrease) in trade and other payables	265,595	98,158
Net cash used in operating activities	<u>(1,519,612)</u>	<u>(903,649)</u>

Note 24. Earnings per share

	30 June 2022 \$	30 June 2021 \$
Loss after income tax attributable to the owners of Opyl Limited	<u>(2,085,550)</u>	<u>(1,143,432)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>54,385,385</u>	<u>40,391,886</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>54,385,385</u>	<u>40,391,886</u>
	Cents	Cents
Basic earnings per share	(3.835)	(2.831)
Diluted earnings per share	(3.835)	(2.831)

The amount of the dilution is the average market price of ordinary shares during the period minus the issue price. Therefore, to calculate diluted earnings per share, potential ordinary shares are treated as consisting of both the following:

- a contract to issue a certain number of the ordinary shares at their average market price during the period. Such ordinary shares are assumed to be fairly priced and to be neither dilutive nor antidilutive. They are ignored in the calculation of diluted earnings per share.
- a contract to issue the remaining ordinary shares for no consideration. Such ordinary shares generate no proceeds and have no effect on profit or loss attributable to ordinary shares outstanding. Therefore, such shares are dilutive and are added to the number of ordinary shares outstanding in the calculation of diluted earnings per share.

As the consolidated entity is in a loss position at the end of the financial year, the options on issue are not considered to be dilutive.

Note 25. Share based payments

A share option plan has been established by the consolidated entity and approved by shareholders at a general meeting, whereby the consolidated entity may, at the discretion of the Board of Directors, grant options over ordinary shares in the company to certain personnel of the consolidated entity. Share options are issued at nil consideration.

In addition, options may also be issued to advisers of the company for example to assist with capital raising activities.

On 26 July 2021, 90,000 options were granted to employees at an exercise price of \$0.16 totalling a fair value of \$13,975 which was determined using a Black-Scholes model.

On 10 September 2021, 3 lots of 500,000 options were granted to key management personnel at exercise prices of \$0.30, \$0.50 and \$0.75 totalling a fair value of \$159,753 which was determined using a Black-Scholes model.

On 10 December 2021, 4 lots of 300,000 options were granted to key management personnel at exercise prices of \$0.30, \$0.50 and \$0.75 totalling a value of \$112,143 which was determined using a Black-Scholes model.

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

Note 25. Share based payments (continued)

Grant Date	Expiry Date	Exercise Price	Balance at the start of the year	Granted	Exercised	Expiry/ Forfeited/ Other	Balance at the end of the year
27/06/2017	27/06/2022	\$0.500	30,000	-	-	(30,000)	-
15/12/2016	05/12/2026	\$1.200	42,480	-	-	-	42,480
06/02/2017	06/02/2027	\$0.800	6,000	-	-	-	6,000
20/03/2017	20/03/2027	\$2.500	14,916	-	-	-	14,916
01/04/2017	01/04/2027	\$0.600	52,500	-	-	-	52,500
19/02/2018	19/02/2023	\$0.500	30,000	-	-	-	30,000
10/11/2017	10/11/2022	\$0.500	36,666	-	-	-	36,666
21/02/2018	05/06/2022	\$0.700	80,000	-	-	(80,000)	-
21/02/2018	13/04/2022	\$0.500	118,421	-	-	(118,421)	-
21/02/2018	20/02/2023	\$0.600	30,000	-	-	-	30,000
06/03/2018	04/05/2023	\$0.500	90,000	-	-	-	90,000
17/04/2018	17/04/2023	\$0.500	3,000	-	-	-	3,000
04/05/2018	04/05/2023	\$0.500	25,000	-	-	-	25,000
24/07/2018	24/07/2023	\$0.100	250,000	-	-	-	250,000
15/10/2018	18/09/2023	\$0.400	3,000	-	-	-	3,000
15/10/2018	09/06/2023	\$0.400	3,000	-	-	-	3,000
15/10/2018	06/03/2023	\$0.400	7,500	-	-	-	7,500
15/10/2018	06/03/2023	\$0.400	20,000	-	-	-	20,000
08/02/2019	08/02/2024	\$0.500	109,998	-	-	-	109,998
21/03/2019	21/03/2024	\$0.500	109,998	-	-	-	109,998
13/05/2019	13/05/2024	\$0.500	109,998	-	-	-	109,998
27/11/2019	27/11/2024	\$0.300	20,000	-	-	-	20,000
27/11/2019	27/11/2024	\$0.300	20,000	-	-	-	20,000
27/11/2019	27/11/2024	\$0.300	20,000	-	-	-	20,000
10/12/2019	29/01/2024	\$0.800	2,335,000	-	-	-	2,335,000
07/11/2020	07/11/2025	\$0.300	400,000	-	-	-	400,000
07/11/2020	07/11/2025	\$0.500	400,000	-	-	-	400,000
07/11/2020	07/11/2025	\$0.750	400,000	-	-	-	400,000
26/01/2018	26/01/2023	\$0.600	7,500	-	-	-	7,500
05/04/2018	05/04/2023	\$0.500	4,000	-	-	-	4,000
05/04/2018	05/04/2023	\$0.500	3,000	-	-	-	3,000
26/07/2021	26/07/2024	\$0.250	-	90,000	-	-	90,000
10/09/2021	10/09/2027	\$0.300	-	500,000	-	-	500,000
10/09/2021	10/09/2028	\$0.500	-	500,000	-	-	500,000
10/09/2021	10/09/2029	\$0.750	-	500,000	-	-	500,000
10/12/2021	10/12/2026	\$0.300	-	400,000	-	-	400,000
10/12/2021	10/12/2026	\$0.500	-	400,000	-	-	400,000
10/12/2021	10/12/2026	\$0.750	-	400,000	-	-	400,000
			<u>4,781,977</u>	<u>2,790,000</u>	<u>-</u>	<u>(228,421)</u>	<u>7,343,556</u>
Weighted average exercise price			\$0.645	\$0.508	\$0.000	\$0.570	\$0.595

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

Note 25. Share based payments (continued)

Grant date	Expiry date	2022 Number	2021 Number
15/12/2016	05/12/2026	42,480	42,480
06/02/2017	06/02/2027	6,000	6,000
20/03/2017	20/03/2027	14,916	14,916
01/04/2017	01/04/2027	60,000	60,000
27/06/2017	27/06/2022	-	30,000
10/11/2017	10/11/2022	36,666	36,666
21/02/2018	05/06/2022	-	80,000
21/02/2018	13/04/2022	-	118,421
21/02/2018	20/02/2023	30,000	30,000
06/03/2018	04/05/2023	90,000	90,000
17/04/2018	17/04/2023	40,000	40,000
04/05/2018	04/05/2023	25,000	25,000
24/07/2018	24/07/2023	250,000	250,000
15/10/2018	18/09/2023	3,000	3,000
15/10/2018	09/06/2023	3,000	3,000
15/10/2018	06/03/2023	27,500	27,500
08/02/2019	08/02/2024	109,998	109,998
21/03/2019	21/03/2024	109,998	109,998
13/05/2019	13/05/2024	109,998	109,998
27/11/2019	27/11/2024	60,000	60,000
10/12/2019	29/01/2024	2,335,000	2,335,000
07/11/2020	07/11/2025	1,200,000	1,200,000
26/07/2021	26/07/2024	90,000	-
10/09/2021	10/09/2027	500,000	-
10/09/2021	10/09/2028	500,000	-
10/09/2021	10/09/2029	500,000	-
10/12/2021	10/12/2026	1,200,000	-
		<u>7,343,556</u>	<u>4,781,977</u>

The weighted average remaining contractual life of options outstanding at the end of the financial year was 3.31 years (30 June 2021: 2.97 years).

For the options granted during the current financial 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
26/07/2021	26/07/2024	\$0.18	\$0.25	140.00%	-	0.20%	\$0.155
10/09/2021	10/09/2027	\$0.14	\$0.30	140.00%	-	0.20%	\$0.112
10/09/2021	10/09/2028	\$0.14	\$0.50	140.00%	-	0.20%	\$0.106
10/09/2021	10/09/2029	\$0.14	\$0.75	140.00%	-	0.20%	\$0.101
10/12/2021	10/12/2026	\$0.12	\$0.30	140.00%	-	0.20%	\$0.098
10/12/2021	10/12/2026	\$0.12	\$0.50	140.00%	-	0.20%	\$0.093
10/12/2021	10/12/2026	\$0.12	\$0.75	140.00%	-	0.20%	\$0.089

Note 25. Share based payments (continued)

Performance rights

On 10 September 2021, 1,083,333 performance rights options were granted to the CEO of the Group totalling a fair value of \$109,075 to be recognised over the vesting period which was determined using a combination of the Monte Carlo and Geometric Brownian Motion models as follows:

- 500,000 Tranche A at an exercise price of \$0.50;
- 333,333 Tranche B at an exercise price of \$0.75; and
- 250,000 Tranche C at an exercise price of \$1.00.

Each Right will convert to one ordinary share in the Company during the performance period subject to the satisfaction of the following conditions respectively:

- For Tranche A: Market-based (Performance Hurdle 1) - OPL's 15-day Target Share Price of \$0.50 over a 3-year period;
- For Tranche B: Market-based (Performance Hurdle 2) - OPL's 15-day Target Share Price of \$0.75 over a 3-year period;
- For Tranche C: Market-based (Performance Hurdle 3) - OPL's 15-day Target Share Price of \$1.00 over a 3-year period; and
- Non-market based (continuous employment) - continuing employment of the employee during the vesting period.

For the 15-day share price hurdle, the future share price of OPL was projected using a Geometric Brownian Motion model over 759 steps, with the volatility of each step representing the daily volatility of the Company's share price over the last year from the valuation date.

- A Monte Carlo simulation of 250,000 simulations was conducted for the above Geometric Brownian Motion model to obtain a theoretical distribution for the 15-day share price and was used to determine the percentile rank. This ranking outcome was weighted by the vesting condition and applied to the average price of the Rights realised in each ranking outcome.
- The weighted value of each Right as mentioned above, was then aggregated to arrive at the expected value of the Right.

The terms and conditions of each grant of performance rights over ordinary shares affecting remuneration of directors and other key management personnel in this financial year or future reporting years are as follows:

Name	Number of Performance rights granted	Grant date	Vesting date and exercisable date	Expiry date	Exercise price	Fair value per option at grant date
Michelle Gallaher	500,000	10/09/2021	10/09/2024	10/09/2024	N/A	\$0.109
	333,333	10/09/2021	10/09/2024	10/09/2024	N/A	\$0.098
	250,000	10/09/2021	10/09/2024	10/09/2024	N/A	\$0.088

Opyl Limited
Directors' declaration
30 June 2022

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Accounting Standards AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- The financial statements also comply with International Financial Reporting Standards as disclosed in note 1.
- the attached financial statements and notes give a true and fair view of the company's financial position as at 30 June 2022 and of its performance for the financial 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.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



Mark Ziirsen
Director

30 August 2022

Opyl Limited
Independent auditor's report to members

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Opyl Limited (the Company) and its controlled entities (together, the Group), which comprises the consolidated statement of financial position as at 30 June 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

In our opinion, the accompanying financial report of the Group, is in accordance with the *Corporations Act 2001*, including:

- i. giving a true and fair view of the Group's financial position as at 30 June 2022 and of its financial performance for the year ended on that date; and
- ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial report, which indicates that the Group incurred a net loss of \$2,085,550 and net cash outflows from operating activities of \$1,519,612 for the year ended 30 June 2022. As stated in Note 1, these events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

REVENUE RECOGNITION	
Area of focus Refer also to notes 4 and 5	How our audit addressed it
<p>Revenue is disclosed in Notes 4 and 5 of the financial statements.</p> <p>The group's revenue is generated through bespoke contracts with customers related mainly to project and retainer income along with the research and development incentives government grant.</p> <p>This area is a key audit matter as each revenue stream requires a bespoke revenue recognition model which requires judgement by management in identifying performance obligations, allocation of the transaction price and satisfaction of performance obligations over time or at a point in time. This risk is particularly prominent for project revenue contracts which have various performance obligations included in each project.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> – The evaluation of revenue recognition policies for all material sources of revenue to ensure that revenue is recognised in-accordance with AASB 15; – Examining management's assessment of achievement of performance milestones relevant to material revenue contracts; – Performing detailed cut-off testing to ensure that revenue transactions throughout the year end had been recorded in the correct financial period. <p>In-addition, we also examined key disclosures relating to the recognition of revenue in the financial statements.</p>
SHARE-BASED PAYMENT TRANSACTIONS	
Area of focus Refer also to note 25	How our audit addressed it
<p>During the year, the Group issued a number of equity settled share-based payments in the form of options and performance rights to key management personnel and employees. Some of these share-based payment arrangements have vesting terms connected with market performance conditions.</p> <p>This area is a key audit matter as valuation of these instruments is inherently complex and subject to significant management estimates and judgement and as such, the Group engaged an independent valuation expert to assist with the process.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> – Verifying the key terms of the equity settled share-based payments to letters of offer to the instrument holders and approved board minutes; – Assessing the appropriateness of the determination of the grant date; – Examining the credentials of the independent expert; – Assessing the fair value of the share-based payments based on the Group's external valuation by agreeing the inputs to underlying support, reviewing the assumptions used for reasonableness and evaluating the accuracy of calculations; and – Reviewing the attributes of the vesting conditions and ensuring that the expense is recorded over the appropriate vesting period.

For personal use only

SHARE-BASED PAYMENT TRANSACTIONS

Area of focus Refer also to note 25	How our audit addressed it
A total of \$164,939 has been recognised as a share-based payment expense during the year as detailed in Note 25.	We also assessed the appropriateness of disclosures relating to these items in the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information in the Group's annual report for the year ended 30 June 2022 but does not include the financial report and the auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

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

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of these financial statements is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

For personal use only

This description forms part of our independent auditor's report.

Report on the Remuneration Report

Opinion on the Remuneration Report

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

In our opinion, the Remuneration Report of Opyl Limited, for the year ended 30 June 2022, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

William Buck

William Buck Audit (Vic) Pty Ltd
ABN: 59 116 151 136



N. S. Benbow

Director

Melbourne, 30th August 2022

For personal use only

The shareholder information set out below was applicable as at 30 June 2022.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Ordinary shares		Options over ordinary shares	
	Number of holders	% of total shares issued	Number of holders	% of total options issued
1 to 1,000	89	0.04	-	-
1,001 to 5,000	197	1.22	9	0.41
5,001 to 10,000	148	2.20	10	0.98
10,001 to 100,000	265	18.00	31	19.74
100,001 and over	117	78.54	13	78.87
	816	100.00	63	100.00
Holding less than a marketable parcel	-	-	-	-

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
SCINTILLA STRATEGIC INVESTMENTS LIMITED	2,350,000	4.32
CELERITY INVESTMENTS PTY LIMITED	2,168,844	3.99
SOUTHAM INVESTMENTS 2003 PTY LTD (WARWICKSHIRE INVESTMENT A/C)	2,144,281	3.94
KYRIACO BARBER PTY LTD	1,398,224	2.57
HONGKONG FRANK PTY LTD (DAVIS SUPER FUND A/C)	1,350,000	2.48
MR MOHAMMED AKBAR ASEM	1,224,376	2.25
HARLUND INVESTMENTS PTY LTD (HART FAMILY SUPER FUND A/C)	1,024,932	1.88
VAMOS TRADING PTY LTD	1,000,000	1.84
REWOP PTY LTD (SCOTT POWER SUPER FUND A/C)	840,669	1.55
MR FIRDAUS BASYROV	802,000	1.47
VIOMAJ PTY LTD (THE CHICK FAMILY A/C)	738,088	1.36
ROPEHAWN INVESTMENTS PTY LTD (ROPEHAWN SUPER FUND A/C)	700,000	1.29
DR DEREK ANTHONY JELLINEK	683,153	1.26
MR ROBERT GARETH PRICE & MR STEVEN DAVID PRICE (SIMEST SUPER FUND A/C)	606,150	1.11
JALOO PTY LIMITED (G W SUPER FUND NO 1 A/C)	600,000	1.10
MR ELIE CHAKKOUR	600,000	1.10
ALTOR CAPITAL MANAGEMENT PTY LTD (ALTOR ALPHA FUND A/C)	564,210	1.04
STONE COLD CAPITAL PTY LTD	528,110	0.97
MR JOEL DAVID WEBB	500,000	0.92
DLK INVESTMENTS GROUP PTY LTD (THE DLK INVESTMENTS UNIT A/C)	500,000	0.92
	20,323,037	37.36

Opyl Limited
Shareholder information
30 June 2022



Twenty largest unquoted equity security holders

The names of the twenty largest security holders of unquoted equity securities are listed below:

	Options over ordinary shares	
	Number held	% of total options issued
MICHELLE GALLAHER	1,590,000	21.65
DAMON RASHEED	729,998	9.94
DR JULIAN CHICK & DR VIOLETA TARICEVSK (TRAICEVSKI-CHICK S/F A/C)	600,000	8.17
MR MARK ZIIRSEN	600,000	8.17
MR ANTANAS GUOGA	440,000	5.99
MR MARAT BASYROV	429,998	5.86
MEGAN ROBERTSON PTY LTD (MEGAN ROBERTSON P/L S/F A/C)	300,000	4.09
ANTANAS GUOGA	250,000	3.40
DDPEVCIC (WA) PTY LTD (DOMINIC FAMILY A/C)	233,333	3.18
GE EQUITY INVESTMENTS PTY LTD	166,667	2.27
SCINTILLA STRATEGIC INVESTMENTS LIMITED	166,667	2.27
JULIAN CHICK	159,998	2.18
SANLAM PRIVATE WEALTH PTY LTD (WESTBOURNE LONG SHORT A/C)	125,000	1.70
HIRSCH FINANCIAL PTY LTD	100,000	1.36
WALSH PRESTIGE PTY LTD (WALSH FAMILY A/C)	100,000	1.36
AUSTRALIAN TRAVEL DIRECTORY (AUST) PTY LTD	100,000	1.36
MR MARK ANDREW TKOCZ	100,000	1.36
MR BIN LIU	100,000	1.36
HELMET NOMINEES PTY LTD (TIM WEIR FAMILY FUND A/C)	83,333	1.13
DEMASIADO PTY LTD (DEMASIADO FAMILY A/C)	83,333	1.13
	6,458,327	87.93

Opyl Limited
Shareholder information
30 June 2022



Unquoted equity securities

There are no unquoted equity securities.

	Number on issue	Number of holders
UNL OPTIONS EXP 17/04/23 @ \$0.50	3,000	1
UNL OPTIONS EXP 19/02/23 @ \$0.50	30,000	1
UNL OPTIONS EXP 05/04/23 @ \$0.50	4,000	2
UNL OPTIONS EXP 18/04/23 @ \$0.50	3,000	1
UNL OPTIONS EXP 04/05/23 @ \$0.50	115,000	2
UNL OPTIONS EXP 06/02/27 @ \$0.80	6,000	1
UNL OPTIONS EXP 20/03/27 @ \$2.50	14,916	3
UNL OPTIONS EXP 01/04/27 @ \$0.60	52,500	4
UNL OPTIONS EXP 26/01/28 @ \$0.60	7,500	1
UNL ESS OPT EXP 24/07/2023 @ \$1.00	250,000	1
UNL OPT EXP 6/03/2023 @ \$0.40	27,500	2
UNL OPT EXP 18/09/2023 @ \$0.40	3,000	1
UNL OPT EXP 9/06/2023 @ \$0.40	3,000	1
UNL OP EX 8/2/2024 @ \$0.50 VEST 11/2/20	36,666	1
UNL OP EX 8/2/2024 @ \$0.50 VEST 11/2/21	36,666	1
UNL OP EX 8/2/2024 @ \$0.50 VEST 11/2/22	36,666	1
UNL OP EX 21/3/24 @ \$0.50 VEST 21/3/20	36,666	1
UNL OP EX 21/3/24 @ \$0.50 VEST 21/3/21	36,666	1
UNL OP EX 21/3/24 @ \$0.50 VEST 21/3/22	36,666	1
UNL OP EXP 13/5/24 @ \$0.50 VEST 13/5/20	36,666	1
UNL OP EXP 13/5/24 @ \$0.50 VEST 13/5/21	36,666	1
UNL OP EXP 13/5/24 @ \$0.50 VEST 13/5/22	36,666	1
UNL OP EXP 10/12/24 @ \$0.30	60,000	3
UNL OPTIONS EXP 10YRS GRANT DAY @ \$1.20	42,480	4
UNL OP EXP 10/12/24 @ \$0.80	2,335,000	28
UNL OP EXP 10/12/25 @ \$0.30	400,000	4
UNL OP EXP 10/12/25 @ \$0.50	400,000	4
UNL OP EXP 10/12/25 @ \$0.75	400,000	4
UNL OPT @ \$0.25 EXP 26/07/2024	90,000	3
UNL OPT @ \$0.30 EXP 10/09/2027	500,000	1
UNL OPT @ \$0.50 EXP 10/09/2028	500,000	1
UNL OPT @ \$0.75 EXP 10/09/2029	500,000	1
UNL OP EXP 10/12/26 @ \$0.30	400,000	4
UNL OP EXP 10/12/26 @ \$0.50	400,000	4
UNL OP EXP 10/12/26 @ \$0.75	400,000	4
UNL OPTIONS EXP 10/11/2022 @ \$0.50	36,666	1
UNL OPTIONS EXP 20/02/2023 @ \$0.60	30,000	1
	<u>7,343,556</u>	<u>97</u>

Substantial holders

Substantial holders in the company are set out below:

	Ordinary shares % of total shares issued	
	Number held	%
SCINTILLA STRATEGIC INVESTMENTS LIMITED	2,350,000	4.32
CELERITY INVESTMENTS PTY LIMITED	2,168,844	3.99
SOUTHAM INVESTMENTS 2003 PTY LTD (WARWICKSHIRE INVESTMENT A/C)	2,144,281	3.94
KYRIACO BARBER PTY LTD	1,448,224	2.66
HONGKONG FRANK PTY LTD (DAVIS SUPER FUND A/C)	1,350,000	2.48

	Options over ordinary shares	
	Number held	% of total options issued
MICHELLE GALLAHER	1,590,000	21.65
DR JULIAN CHICK	784,998	10.69
DAMON RASHEED	729,998	9.94
MR MARK ZIIRSEN	600,000	8.17
MR ANTANAS GUOGA	440,000	5.99
MR MARAT BASYROV	429,998	5.86

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

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.

Options

All quoted and unquoted options do not carry any voting rights

Corporate Directory

Directors Julian Chick - Chairman and Non-Executive Director
Mark Ziirsen - Non-Executive Director (Chairman from September 2022)
Damon Rasheed - Executive Director CTO
Dr Megan Robertson - Non-Executive Director
David Lila - Company Secretary

Notice of annual general meeting The details of the annual general meeting of Opyl Limited at www.opyl.ai/investors

Company Secretary David Lilja

Registered office 105, Wellington Street
St Kilda, VIC 3182, Australia

Principal place of business 105, Wellington Street
St Kilda, VIC 3182, Australia

Share register Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000, Australia
Telephone: +1300 288 664 (within Australia); +61 2 9698 5414 (outside Australia)
Email: hello@automic.com.au

Auditor William Buck
Level 20, 181 William Street
Melbourne VIC 3000, Australia

Solicitor JRT Partnership
Level 2, 99 Queen Street
Melbourne VIC 3000, Australia

Montgomery Pacific LLP
150 Spear Street, Suite 800
San Francisco, CA 94105, USA

Bankers Westpac Banking Corporation
Level 13 109, St Georges Terrace
Perth WA 6000, Australia

First Republic Bank
44 Montgomery Street
San Francisco, CA 94104, USA

Stock exchange listing Opyl Limited shares are listed on the Australian Stock Exchange (ASX code: OPL)

Website www.opyl.ai    

Corporate Governance Statement www.opyl.ai/investors

For personal use only

