

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: September 30, 2024

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___ to ___

Commission File Number: 001-41986



AUSTRALIAN OILSEEDS HOLDINGS LTD.

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of
incorporation or organization)

N/A

(I.R.S. Employer
Identification No.)

126 – 142 Cowcumbra Street, Cootamundra

Site 2: 52 Fuller Drive Cootamundra

(Address of principal executive offices)

N/A

(Zip Code)

Registrant's telephone number, including area code: +02 6942 4347

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Ordinary Shares, par value \$.0001 per share	COOT	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one Ordinary Share at an exercise price of \$11.50 per share	COOTW	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for comply with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of February 5, 2025, there were 23,224,102 ordinary shares of the registrant issued and outstanding.



AUSTRALIAN OILSEEDS HOLDINGS LTD.

Quarterly Report on Form 10-Q
Period Ended September 30, 2024

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AUSTRALIAN OILSEEDS HOLDINGS LTD.

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2024 AND 30 JUNE 2024**

	<u>Note</u>	<u>30 September 2024</u>	<u>30 June 2024</u>
		AUD\$	AUD\$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents		2,127,738	514,140
Trade and other receivables	3	5,087,251	4,470,101
Inventories	4	6,614,037	6,202,160
Other current assets	6	541,284	201,830
TOTAL CURRENT ASSETS		14,370,310	11,388,231
NON-CURRENT ASSETS			
Property, plant and equipment	5	15,537,051	14,617,513
Right-of-use asset	11	920,406	944,420
Other assets	6	4,513	429,841
Deferred tax assets		34,270	34,270
Intangible assets		2,582,495	2,582,495
TOTAL NON-CURRENT ASSETS		19,078,735	18,608,539
TOTAL ASSETS		33,449,045	29,996,770
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	7	12,899,081	10,455,684
Borrowings	8	5,840,889	978,574
Lease liability, current	11	89,109	89,109
Income Tax liabilities		-	128,927
Related party loans	21	5,935,338	4,111,661
Convertible note, net of discount	8	1,318,058	1,181,953
Warrant liabilities	10,24	238,613	238,613
Promissory note – related party, current	21	993,180	968,216
Employee benefits		212,289	201,024
TOTAL CURRENT LIABILITIES		27,526,557	18,353,761
NON-CURRENT LIABILITIES			
Borrowings	8	-	5,051,910
Promissory note - related party, non-current	21	273,676	273,676
Lease liability, non-current	11	857,069	879,347
Related party loans	21	4,530,507	4,530,507
TOTAL NON-CURRENT LIABILITIES		5,661,252	10,735,440
TOTAL LIABILITIES		33,187,809	29,089,201
NET ASSETS		261,236	907,569
EQUITY			
Share capital	9	3,562	3,562
Share premium	9	17,064,658	17,064,658
Accumulated losses		(18,563,884)	(17,950,222)
Total deficit attributable to equity holders of the Company		(1,495,664)	(882,002)
Non-controlling interest		1,756,900	1,789,571
TOTAL EQUITY		261,236	907,569

The accompanying notes are an integral part of these condensed consolidated financial statements.

AUSTRALIAN OILSEEDS HOLDINGS LTD.

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (LOSS)
FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2024 AND 30 SEPTEMBER 2023**

	<u>Note</u>	<u>2024</u> AUD\$	<u>2023</u> AUD\$
Sales revenue	12	10,328,865	9,738,472
Cost of sales	13	(9,498,485)	(7,265,691)
Gross profit		830,380	2,472,781
General and administrative expenses	14	(830,406)	(885,803)
Selling and marketing expenses	15	(199,345)	(68,873)
Other income	16	32,374	1,654
Operating (loss) profit		(166,997)	1,519,759
Finance expenses	18	(479,336)	(109,228)
(Loss) Profit before income tax		(646,333)	1,410,531
Income tax expense		-	-
(Loss) Profit for the period		(646,333)	1,410,531
Other comprehensive income for the period, net of tax		-	-
Total comprehensive (loss) income		(646,333)	1,410,531
(Loss) Profit attributable to:			
Members of the parent entity		(613,662)	1,096,364
Non-controlling interest		(32,671)	314,167
Total (Loss) Income		(646,333)	1,410,531
Total comprehensive (loss) income attributable to:			
Members of the parent entity		(613,662)	1,096,364
Non-controlling interest		(32,671)	314,167
Total		(646,333)	1,410,531
(Loss) Earnings per share attributable to the ordinary equity holders of the parent			
Profit or loss			
Basic (loss) earnings per share (cents)	19	(0.03)	0.08
Diluted (loss) earnings per share (cents)	19	(0.03)	0.08

The accompanying notes are an integral part of these condensed consolidated financial statements.

AUSTRALIAN OILSEEDS HOLDINGS LTD.

**UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2024 AND 30 SEPTEMBER 2023**

	<u>Note</u>	<u>Shares Capital</u> AUD\$	<u>Share Premium</u> AUD\$	<u>Accumulated Losses</u> AUD\$	<u>Non- controlling Interests</u> AUD\$	<u>Total</u> AUD\$
Balance on 30 June 2024		3,562	17,064,658	(17,950,222)	1,789,571	907,569
Loss for the period attributable to members of the parent entity		-	-	(613,662)	(32,671)	(646,333)
Balance on 30 September 2024		<u>3,562</u>	<u>17,064,658</u>	<u>(18,563,884)</u>	<u>1,756,900</u>	<u>261,236</u>

	<u>Note</u>	<u>Shares Capital</u> AUD\$	<u>Share Premium</u> AUD\$	<u>Retained Earnings</u> AUD\$	<u>Non- controlling Interests</u> AUD\$	<u>Total</u> AUD\$
Balance on 30 June 2023, restated		2,860	2,579,627	3,712,333	1,357,697	7,652,517
Profit for the period attributable to members of the parent entity		-	-	1,096,364	314,167	1,410,531
Balance on 30 September 2023		<u>2,860</u>	<u>2,579,627</u>	<u>4,808,697</u>	<u>1,671,864</u>	<u>9,063,048</u>

The accompanying notes are an integral part of these consolidated financial statements.

AUSTRALIAN OILSEEDS HOLDINGS LTD.

**UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2024 AND 30 SEPTEMBER 2023**

	<u>Note</u>	<u>2024</u> AUD\$	<u>2023</u> AUD\$
CASH FLOWS FROM OPERATING ACTIVITIES:			
Receipts from customers		9,744,089	8,867,322
Payments to suppliers and employees		(8,689,066)	(10,626,767)
Tax Refund received/Income tax paid		(160,692)	318,723
Interest paid		(305,990)	(96,441)
Net cash provided by/(used in) operating activities	20	<u>588,341</u>	<u>(1,537,163)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property, plant and equipment		(577,351)	(640,891)
Net cash (used in) investing activities		<u>(577,351)</u>	<u>(640,891)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from related parties' loans		1,819,164	3,567,182
Proceeds from secured borrowings		-	896,903
Repayment of secured borrowings		(189,594)	(1,992,041)
Repayment of lease liability		(26,962)	(34,207)
Net cash provided by/ financing activities		<u>1,602,608</u>	<u>2,437,837</u>
Net increase in cash and cash equivalents held		1,613,598	259,783
Cash and cash equivalents at beginning of year		514,140	121,273
Cash and cash equivalents at the end of September period		<u><u>2,127,738</u></u>	<u><u>381,056</u></u>

1 Establishment and Operations

Australian Oilseeds Holdings Limited (“Australian Oilseeds” or the “Company”) is a Cayman Islands exempted company that, directly and indirectly through its subsidiaries, is focused on the manufacture and sale of chemical free, non-GMO, sustainable edible oils and products derived from oilseeds. The Company believes that transitioning from a fossil fuel economy to a renewable and chemical free economy is the solution to many health problems the world is facing presently. To that end, the Company is committed to working with suppliers and customers to eliminate chemicals from the edible oil production and manufacturing systems to supply quality products such as non-GMO oilseeds and organic and non-organic food-grade oils to customers globally. Over the past 20 years, Australian Oilseeds Investments Pty Ltd., an Australian proprietary company (“AOI”) has grown to be the largest cold pressing oil plant in Australia, pressing strictly GMO free conventional and organic oilseeds.

The main business activities include the mill of GMO free conventional and organic oilseeds to produce vegetable oils and related products to wholesale and retail market.

The material accounting policies adopted in the preparation of the consolidated financial statements are set out in Note 2. The policies have been consistently applied to all the years presented, unless otherwise stated.

The condensed consolidated financial statements are presented in AUD, which is also the Company’s functional currency.

Amounts are rounded to the nearest dollar, unless otherwise stated.

These financial statements have been prepared in accordance with International Financial Reporting Standards and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRSs).

The preparation of financial statements in compliance with adopted IFRS requires the use of certain critical accounting estimates. It also requires Company management to exercise judgment in applying the Company’s accounting policies. The areas where significant judgments and estimates have been made in preparing the financial statements and their effects are disclosed in note 3.

Reverse Recapitalization

Australian Oilseeds Holdings Ltd (“PubCo”) was incorporated in Cayman Islands business company with limited liability and was formed for the purpose of participating in the transactions contemplated hereby and becoming the publicly traded holding company for the surviving corporation.

EDOC Acquisition Corp (“EDOC” or “SPAC”) is a Cayman Islands exempted company formerly listed on the NASDAQ Stock Market under “ADOC”. EDOC has limited operations but is established as a public investment vehicle that has the express purpose of making an investment in an operating company.

On March 21, 2024 (the “Closing Date”), the Company consummated the previously announced Business Combination (defined below). The Business Combination was announced on December 7, 2022, where AOI, PubCo, and EDOC entered into a business combination agreement (“Business Combination Agreement”), pursuant to which, (a) EDOC merged with and into Merger Sub, with EDOC continuing as the surviving entity (the “Merger”), and with holders of EDOC securities receiving substantially identical securities of Pubco, and (b) immediately prior to the Merger, Pubco acquired all of the issued and outstanding ordinary shares of AOI (the “Purchased Shares”) from the Sellers in exchange for ordinary shares of Pubco, with AOI became a wholly-owned subsidiary of Pubco (the “Share Exchange”, and together with the Merger and the other transactions contemplated by the Business Combination Agreement, the “Transactions”).

The total consideration paid by Pubco to the sellers for the purchased shares was an aggregate number of Pubco ordinary shares (the “Exchange Shares”) with an aggregate value (the “Exchange Consideration”) equal to, without duplication, (i) USD\$190,000,000, plus (or minus, if negative) (ii) AOI’s net working capital less a target net working capital of USD\$4,000,000, minus (iii) the aggregate amount of any outstanding indebtedness, net of cash and cash equivalents, of AOI and its subsidiaries, and minus (iv) the amount of any unpaid transaction expenses of AOI, with each Pubco ordinary share issued to the sellers valued at USD\$10.00.

The Merger was consummated on March 21, 2024, and the Share Exchange and Business Combination were consummated on the Closing Date. Pursuant to the Business Combination Agreement, upon the consummation of the Business Combination at the effective time of the Business Combination (the “Effective Time”):

- each holder of EDOC pre-transaction privately-held Class A ordinary shares and the Class B ordinary share (the “EDOC Ordinary Shares”) received a number of Company Ordinary Shares, which are listed under the ticker “COOT” (less 200,000 Class A ordinary shares that were forfeited to the Company);
- each holder of AOI ordinary shares received Company Ordinary Shares on a one-for-one basis (the “Exchange Shares”);
- each holder of EDOC’s public Class A ordinary shares received Company Ordinary Shares on a one-for-one basis;
- EDOC’s warrants terminated and were exchanged for warrants of the Company (the “Warrants”), which Warrants are listed on the Nasdaq under “COOTW”;
- each holder of EDOC’s rights (the “Rights”) received 1/10 of a Company Ordinary Share for each such Right, as set forth herein;
- EDOC’s Rights will no longer be traded;
- EDOC’s 479,000 placement units (“Placement Units”) were exchanged for Company Ordinary Shares and Warrants of the Company; and
- EDOC’s USD\$1,500,000 of convertible promissory notes that were convertible at Closing into Company Ordinary Shares (“Convertible Shares”) and warrants (“Convertible Warrants”).

On March 22, 2024, the Ordinary Shares and PubCo Warrants commenced trading on the Nasdaq Capital Market (“Nasdaq”) under the symbols “COOT” and “COOTW,” respectively.

2 Summary of Material Accounting Policies

(a) Unaudited Interim Financial Information

The accompanying condensed consolidated statement of financial position as of 30 September 2024, and the condensed consolidated statements of profit or loss and other comprehensive income (loss), changes in equity and cash flows for the three months ended 30 September 2024 and 2023 are unaudited and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Certain information and note disclosures normally included in annual financial statements prepared in accordance with IFRS have been omitted pursuant to those rules or regulations. The unaudited interim condensed consolidated financial statements have been prepared on the same basis as the annual consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company’s financial position as of 30 September 2024 and the results of operations and cash flows for the three months ended 30 September 2024 and 2023. The financial data and other information disclosed in these notes to the condensed consolidated financial statements related to these three-month periods are unaudited. The results of operations for the three months ended 30 September 2024 are not necessarily indicative of the results to be expected for the year ending 30 June 2025 or for any other interim period or other future year. The following information should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K/A for the fiscal year ended 30 June 2024.

(b) Basis of consolidation

Australian Oilseeds Holdings Ltd. is a Cayman Islands exempted company (the “Company,” “we,” “us” or “Australian Oilseeds”) formed on December 29, 2022. The Company’s subsidiaries include Australian Oilseeds Investments Pty Ltd., an Australian proprietary company; Good Earth Oils Pty Ltd. an Australian proprietary company; Cowcumbra Investments Pty Ltd., an Australian proprietary company, which is 82.7% owned by the Company and which wholly owns Cootamundra Oilseeds Pty Ltd., which is incorporated in Australia; and EDOC Acquisition Corp., a Cayman Islands exempted company.

The Company’s financial statements comprise the financial statements of the Company and its subsidiaries as of September 30, each year. Subsidiaries are consolidated from the date of their acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that control ceases. The financial statements of subsidiaries are prepared for the same reporting year as the parent Company, using consistent accounting policies. Intra-company balances and transactions, including unrealized profits arising from intra-company transactions, have been eliminated. Unrealized losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Non-controlling interests represent the equity in subsidiaries that is not attributable, directly or indirectly, to the Parent shareholders.

Details of subsidiaries as of 30 September 2024 and 30 June 2024 were as follows:

<i>Subsidiaries</i>	<i>% of legal ownership 30 Sep 2024</i>	<i>% of legal ownership 30 Jun 2024</i>	<i>Country of Incorporation</i>	<i>Principal business activities</i>
Australian Oilseeds Pty Ltd.	100%	100%	Australia	Investment
Cootamundra Oilseeds Pty Ltd.	82.7%	82.7%	Australia	Oilseeds crushing business
Cowcumbra Investments Pty Ltd.	82.7%	82.7%	Australia	Investment
Good Earth Oils Pty Ltd.	100%	100%	Australia	Marketing and Distribution
EDOC Acquisition Limited	100%	100%	Cayman Islands	SPAC

The carrying amount of the Company’s investment in the subsidiary and the equity of the subsidiary is eliminated on consolidation.

(c) Substantial doubt regarding Going Concern

The Company incurred a loss after income tax of AUD\$646,333 for the three months ended 30 September 2024 and for the three months ended 30 September 2023 incurred profit of AUD\$1,410,531. The Company was in a net current liability position of AUD\$13,156,247 as at 30 September 2024 and a net current liability position of AUD\$6,965,530 as at 30 June 2024. Net cash inflows from operating activities were AUD\$588,341 for the three months ended 30 September 2024 and net cash outflows from operating activities were AUD\$1,537,163 for the three months ended 30 September 2023.

As at 30 September 2024 and 30 June 2024, the consolidated entity had cash in hand and at bank of AUD\$2,127,738 and AUD\$514,140, respectively.

Despite the breaching of the bank covenant with the Commonwealth Bank of Australia (abbreviated as “CBA”) on 5th December 2024 due to overstock of inventory balance, CBA has advised the Company that they will not exercise its right relating to the breach given the Company holds excessive canola seeds as inventory for the commission of expanded crushing plant in the quarter of September 2024. However, CBA reserves the right to exercise its rights relating to any breaches in the future. Loans relating to CBA have been reclassified as current.

Therefore, the Company's ability to continue its business activities as a going concern is dependent upon the Company deriving sufficient cash from the business operation and being able to draw down additional long-term debt from the senior debt provider, CBA, who has provided a total facility loan of AUD\$14,000,000 with unused facilities as at 30 September 2024 of AUD\$8,000,000 which is repayable on demand. In addition, the Company also has the ability to draw down an additional US\$6 million of redeemable debentures from the existing PIPE investors or executing a US\$50 million equity line of credit (ELOC) once the Company lodges the registration statement of the ELOC.

Accordingly, the directors have prepared the financial statements on a going concern basis which contemplates continuity of normal activities and realization of assets and settlement of liabilities in the normal course of business.

Should the Company be unable to obtain funding from banks or other financiers, PIPE investors or fail to execute the ELOC, the Company may be required to realise its assets and discharge its liabilities other than in normal course of business and at amounts different to those stated in these financial statements. The financial statements do not include any adjustments to the recoverability and classification of asset carrying amounts or amounts of liabilities that might result should the Company be unable to continue as a going concern.

(d) Financial instruments

Financial instruments are recognised initially on the date that the Company becomes party to the contractual provisions of the instrument.

On initial recognition, all financial instruments are measured at fair value plus transaction costs (except for instruments measured at fair value through profit or loss where transaction costs are expensed as incurred).

Concentration of Key Customers

A substantial portion of the Company's products are sold to its top five customers. For the three months ending 30 September 2024 and 2023, 72.7% and 74.3%, respectively, of total sales by the Company were to its top five customers. The Company's top three customers accounted for 61.7% and 53.1% of total sales for the three months ending 30 September 2024 and 2023, respectively. The Company's top five customers (and top three) for the three months ending 30 September 2024 and 2023, along with the total sales from each customer, are summarized in the following tables:

Customer	Unaudited Total Sales for the Three Months Ended 30 September 2024 AUD\$	Outstanding Balance of Trade Receivables as at 30 September 2024 AUD\$
Costco Wholesale Australia	4,101,072	1,316,796
Energreen Nutrition Australia Pty Ltd.	1,267,707	957,260
Woolworths	1,006,489	500,694
Rivalea (Australia) Pty Ltd. – Animal Nutrition	608,088	-
Daabon Organic Australia & Daabon Japan Pty Ltd.	530,545	1,161,249

Customer	Total Sales for the Three Months Ended 30 September 2023 AUD\$	Outstanding Balance of Trade Receivables as at 30 September 2023 AUD\$
Costco Wholesale Australia	2,621,177	1,737,738
100% Bottling Company Pty Ltd..	1,323,554	945,828
Hygain NSW (Proprietary) Limited	1,224,208	550,480
Energreen Nutrition Australia Pty Ltd.	1,190,125	-
Daabon Organic Australia & Daabon Japan Pty Ltd.	881,379	980,981

If the sales performance of any of the Company's key customers declines or if they terminate their cooperation with us or start to cooperate with any of the Company's competitors, or if there is any modification as to the sales and purchase terms entered into with any of our key customers, our business, financial condition and revenue would be seriously impacted.

Impairment of financial assets

Impairment of financial assets is recognised on an expected credit loss (ECL) basis for the following assets:

- financial assets measured at amortised cost; and
- debt investments measured at FVOCI.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company uses the presumption that an asset which is more than 30 days past due has seen a significant increase in credit risk.

The Company uses the presumption that a financial asset is in default when:

- the other party is unlikely to pay its credit obligations to the Company in full, without recourse to the Company to actions such as realising security (if any is held); or
- the financial assets is more than 90 days past due.

Credit losses are measured as the present value of the difference between the cash flows due to the Company in accordance with the contract and the cash flows expected to be received. This is applied using a probability weighted approach.

Trade receivables and contract assets

Impairment of trade receivables and contract assets have been determined using the simplified approach in IFRS 9 which uses an estimation of lifetime expected credit losses. The Company has determined the probability of non-payment of the receivable and contract assets and multiplied this by the amount of the expected loss arising from default.

The amount of the impairment is recorded in a separate allowance account with the loss being recognised in finance expense. Once the receivable is determined to be uncollectable then the gross carrying amount is written off against the associated allowance.

Where the Company renegotiates the terms of trade receivables due from certain customers, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in profit or loss.

Other financial assets measured at amortised cost

Impairment of other financial assets measured at amortised cost are determined using the expected credit loss model in IFRS 9. On initial recognition of the asset, an estimate of the expected credit losses for the next 12 months is recognised. Where the asset has experienced significant increase in credit risk then the lifetime losses are estimated and recognised.

Financial liabilities

The Company measures all financial liabilities initially at fair value less transaction costs, subsequently financial liabilities are measured at amortised cost using the effective interest rate method.

The financial liabilities of the Company comprise trade payables, bank and other loans, lease liabilities, and financial instruments.

Financial instruments were reviewed at Quarter end and there were no material changes in their fair values noted between balance dates.

(e) Impairment of non-financial assets

At the end of each reporting period the Company determines whether there is evidence of an impairment indicator for non-financial assets.

Where an indicator exists and regardless of goodwill, indefinite life intangible assets and intangible assets not yet available for use, the recoverable amount of the asset is estimated.

Where assets do not operate independently of other assets, the recoverable amount of the relevant cash-generating unit (CGU) is estimated.

The recoverable amount of an asset or CGU is the higher of the fair value, less costs of disposal and the value in use. Value in use is the present value of the future cash flows expected to be derived from an asset or cash-generating unit.

Where the recoverable amount is less than the carrying amount, an impairment loss is recognised in profit or loss.

Reversal indicators are considered in subsequent periods for all assets which have suffered an impairment loss, except for goodwill.

(f) Intangible assets

Goodwill

Goodwill is carried at cost less accumulated impairment losses.

The value of goodwill recognised on the acquisition of each subsidiary in which the Company holds less than 100% interest will depend on the method adopted in measuring the aforementioned non-controlling interest. The Company can elect to measure the non-controlling interest in the acquiree either at fair value (full goodwill method) or at the non-controlling interest's proportionate share of the subsidiary's identifiable net assets (proportionate interest method). The Company determines which method to adopt for each acquisition.

Under the 'full goodwill method', the fair values of the non-controlling interests are determined using valuation techniques which make the maximum use of market information where available.

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisition of associates is included in investments in associates. Goodwill is not amortised but is tested for impairment annually at the end of financial year and is allocated to the Company's cash generating units or groups of cash generating units, which represent the lowest level at which goodwill is monitored but where such a level is not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity sold.

(g) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and short-term investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

(h) Employee benefits

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be wholly settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits expected to be settled more than one year after the end of the reporting period have been measured at the present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wage increases and the probability that the employee may satisfy vesting requirements. Cashflows are discounted using market yields on high quality corporate bond rates incorporating bonds rated AAA or AA by credit agencies, with terms to maturity that match the expected timing of cashflows. Changes in the measurement of the liability are recognised in profit or loss.

(i) Provisions

Provisions are recognised when the Company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result, and that outflow can be reliably measured.

Provisions are measured at the present value of management's best estimate of the outflow required to settle the obligation at the end of the reporting period. The discount rate used is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the unwinding of the discount is taken to finance costs in the consolidated statement of profit or loss and other comprehensive income.

(j) Convertible Promissory Note

Convertible notes are presented as a financial liability in the consolidated statement of financial position. On issuance of the convertible notes, the liability is measured at fair value, and subsequently carried at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption. Convertible notes are classified as current liabilities based on the expected conversion date in accordance with the convertible note's agreements.

(k) Derivative warrant liabilities

The Company does not use derivative instruments to hedge exposures to cash flow, market, or foreign currency risks. The Company evaluates all of its financial instruments, including issued share purchase warrants, to determine if such instruments are derivatives or contain features that qualify as embedded derivatives, pursuant to IAS 32 and IFRS 9. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period.

The Company accounts for its 479,000 Private Warrants and 450,000 Representative's Warrants issued in connection with its Initial Public Offering as derivative warrant liabilities in accordance with IAS 32 and IFRS 9. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's statements of profit or loss. The fair value of warrants issued by the Company in connection with the Public Offering and Private Placement has been estimated using Monte-Carlo simulations at each measurement date.

The Company accounts for its 458,720 Warrants issued in connection with the issuance of the convertible debenture as derivative warrant liabilities in accordance with IAS 32 IFRS 9. Accordingly, the Company recognizes the warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. The liabilities are subject to re-measurement at each balance sheet date until exercised, and any change in fair value is recognized in the Company's statements of profit or loss.

(l) Embedded Derivatives

A derivative embedded in a hybrid contract is separated from the host and accounted for as a separate derivative if, the economic characteristics and risks are not closely related to the host, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

(m) Segment Reporting

Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (“CODM”) in deciding how to allocate resources to an individual segment and in assessing performance. The CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Company has determined that it operates as one operating segment.

(n) New and amended standards and interpretations

i) New standards, amendments to published approved accounting and reporting standards and interpretations which are effective during the year

The Company has applied the following standards and amendments for the first time for its annual reporting for the period commencing 1 July 2024:

- Definition of Accounting Estimates - amendments to IAS 8
- International Tax Reform - Pillar Two Model Rules - amendments to IAS
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction - amendments to IAS 12
- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

ii) Standards, amendments to published standards and interpretations that are not yet effective and have not been early adopted by the Company

- Amendments to IFRS 10 and IAS 28 - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
- Amendments to IAS 1 - Classification of Liabilities as Current or Non-current
- Amendments to IAS 7 and IFRS 7 - Supplier Finance Arrangements
- Amendments to IFRS 16 - Lease Liability in a Sale and Leaseback
- Amendments to IFRS 18 – Presentation and Disclosure in Financial Statements

The amendments listed above have been published but are not mandatory for 30 September 2024 reporting periods and have not been early adopted by the Company. These amendments are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

3 Trade and Other Receivables

		Unaudited	30 June 2024
		30 September 2024	30 June 2024
		AUD\$	AUD\$
CURRENT			
Related party receivable		957,261	-
Trade receivables, net ⁽¹⁾	Note 21	4,129,990	4,470,101
Total current trade and other receivables		5,087,251	4,470,101

(1) Trade receivables are presented net of expected net credit loss of AUD\$97,406 and AUD\$138,000 at 30 September 2024 and 30 June 2024, respectively.

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements.

The expected credit loss for the three months ended 30 September 2024 and the year ended 30 June 2024 was AUD\$97,406 and AUD\$138,000, respectively.

The table below presents the expected credit losses on trade receivables for the three months ended 30 September 2024:

	Unaudited				
	Current sales	[30] days	[60] days	[90] days	Total
Balance as at reporting date	\$ 3,276,277	\$ 812,259	\$ 953,453	\$ 142,668	\$ 5,184,657
Expected loss rate	0.73%	2.27%	4.86%	6.16%	
ECL allowance	\$ 23,842	\$ 18,438	\$ 46,338	\$ 8,788	\$ 97,406

The table below presents the expected credit losses on trade receivables for the year ended 30 June 2024:

	Current sales	[30] days	[60] days	[90] days	Total
Balance as at reporting date	\$ 1,937,078	\$ 704,576	\$ 1,047,911	\$ 918,534	\$ 4,608,099
Expected loss rate	0.75%	2.27%	4.86%	6.16%	
ECL allowance	\$ 14,520	\$ 15,995	\$ 50,935	\$ 56,550	\$ 138,000

4 Inventories

	Unaudited 30 September 2024 AUD\$	30 June 2024 AUD\$
CURRENT		
Raw materials and consumables	4,835,993	5,678,351
Finished Goods	1,724,144	466,787
Consumables	53,900	57,022
Total inventories	<u>6,614,037</u>	<u>6,202,160</u>

5 Property, plant and equipment

	Unaudited 30 September 2024 AUD\$	30 June 2024 AUD\$
LAND AND BUILDINGS		
Freehold land		
At cost	312,377	312,377
Total Land	<u>312,377</u>	<u>312,377</u>
Buildings		
At cost	5,490,655	5,490,655
Accumulated depreciation	(1,189,455)	(1,155,138)
Total buildings	<u>4,301,200</u>	<u>4,335,517</u>
Total land and buildings	<u>4,613,577</u>	<u>4,647,894</u>
PLANT AND EQUIPMENT		
Plant and equipment		
At cost	14,111,191	13,118,595
Accumulated depreciation	(3,236,313)	(3,200,732)
Total plant and equipment	<u>10,874,878</u>	<u>9,917,863</u>
Motor vehicles		
At cost	84,136	84,136
Accumulated depreciation	(48,767)	(45,354)
Total motor vehicles	<u>35,369</u>	<u>38,782</u>
Office equipment		
At cost	59,561	58,890
Accumulated depreciation	(46,334)	(45,916)
Total office equipment	<u>13,227</u>	<u>12,974</u>
Total plant and equipment	<u>10,923,474</u>	<u>9,969,619</u>
Total property, plant and equipment	<u>15,537,051</u>	<u>14,617,513</u>

(a) Movements in carrying amounts of property, plant and equipment

Movement in the carrying amounts for each class of property, plant and equipment for the three months ended 30 September 2024 and for the year ended 30 June 2024:

	<u>Land</u>	<u>Buildings</u>	<u>Plant and</u>	<u>Motor</u>	<u>Office</u>	<u>Total</u>
	<u>AUD\$</u>	<u>AUD\$</u>	<u>Equipment</u>	<u>Vehicles</u>	<u>Equipment</u>	<u>AUD\$</u>
	<u>AUD\$</u>	<u>AUD\$</u>	<u>AUD\$</u>	<u>AUD\$</u>	<u>AUD\$</u>	<u>AUD\$</u>
Three Months Ended 30 September 2024						
Balance at 30 June 2024	312,377	4,335,517	9,917,863	38,782	12,974	14,617,513
Additions	-	-	1,006,522	-	671	1,007,193
Depreciation expense	-	(34,317)	(49,507)	(3,413)	(418)	(87,655)
Balance at 30 September 2024	312,377	4,301,200	10,874,878	35,369	13,227	15,537,051
Year ended 30 June 2024						
Balance at 30 June 2023	312,377	4,472,783	5,743,013	-	14,419	10,542,592
Additions	-	-	4,432,465	38,291	6,679	4,477,435
Reclassification	-	-	(8,094)	9,840	(1,746)	-
Depreciation expense	-	(137,266)	(249,521)	(9,349)	(6,378)	(402,514)
Balance at 30 June 2024	312,377	4,335,517	9,917,863	38,782	12,974	14,617,513

6 Other assets

	Unaudited	
	30 September 2024	30 June 2024
	AUD\$	AUD\$
CURRENT		
Other current assets	541,284	201,830
Total non-financial assets	541,284	201,830
	30 September 2024	30 June 2024
	AUD\$	AUD\$
NON-CURRENT		
Prepayment of equipment	4,513	429,841

7 Trade and Other Payables

	Unaudited	
	30 September 2024	30 June 2024
	AUD\$	AUD\$
CURRENT		
Related parties – payable (Note21)	4,363,215	589,166
Trade payables	8,535,866	9,866,518
Total trade and other payables	12,899,081	10,455,684

Trade and other payables including related party payables are unsecured, non-interest bearing and are normally settled within 30 days. The carrying value of trade and other payables is considered a reasonable approximation of fair value due to the short-term nature of the balances. The increase in trade payables and other payables from the three months ended 30 September 2024 over 30 June 2024 is attributable to AUD3.1m canola seed and AUD0.636m coconut oil purchase from Energreen Nutrition and AUD0.339m canola oil purchase from Soon Soon Oilmills. .

8 Borrowings

Secured bank loan

The Company obtained an AUD\$14 million bank facility to fund the expansion of the Cootamundra facility. The Company has deployed the AUD\$14 million bank facility as follows: (i) AUD\$4 million was allocated for equipment finance, (ii) AUD\$8 million for working capital to purchase canola seed with max trade advance tenor of 120 days with BBSY plus 1.5% margin rate per annum, and (iii) AUD\$2 million for interest only loan over three years with interest rate of variable base rate minus a margin of 3.48% per annum for business growth and working capital related to the crushing plant's expansion.

On February 14, 2024, the Company issued a note for an equipment loan to the Commonwealth Bank of Australia in an aggregate principal amount of AUD\$4,000,000 (the “Secured Bank Loan”). The note has a term of 60 months and a variable interest rate of 7.95%. The Secured Bank loan is payable in twenty (20) quarterly payments of AUD\$244,643, commencing on May 19, 2024. Commonwealth Bank of Australia, as senior lender, has a total of \$2 million secured by first mortgages over the Company’s freehold land and buildings. The financial assets pledged as collateral represent a floating charge and cannot be disposed of without the consent of the financier. On 5th December 2024, the Company received the breach letter of loan covenant from CBA. It relates to the inventory balance to Net working capital ratio set at 50% for September Quarter of 2024 has been breached. The breach was caused by the fact that the Company purchased large amount of canola seed to fulfil the commission of expanded crushing plant in Cootamundra, NSW, Australia. CBA has decided not to exercise its right relating to the breach but reserve the right to exercise its rights relating to any breaches in the future. Total balance of AUD\$4,862,315 of secured borrowings have been reclassified into current borrowings as a result of breach in covenants.

Convertible Note

In connection with the closing of the Business Combination, the Company closed the private placement, pursuant to the private offering rules under the Securities Act of 1933, as amended (the “Securities Act”), of the Arena Warrants and Debentures pursuant to the Securities Purchase Agreement dated August 23, 2023 between the Company, AOI, EDOC, certain AOI subsidiaries and Arena Investors, LP (the “PIPE Investors”) and executed the Arena Transaction Documents including the 10% Original Issue Discount Secured Convertible Debenture, the Arena Warrant, the Registration Rights Agreement and related documents.

On February 29, 2024, the Company entered into Amendment No.3 to the Securities Purchase Agreement for the purchase and sale of Debentures and Warrants.

The following table summarizes outstanding borrowings as of 30 September 2024 and 30 June 2024:

	Unaudited 30 September 2024			30 June 2024		
	AUD\$			AUD\$		
	Current	Non-Current	Total	Current	Non-Current	Total
Equipment Finance secured bank loan	3,709,515	-	3,709,515	978,574	2,900,259	3,878,833
Interest only secured bank loan	2,131,374	-	2,131,374	-	2,151,651	2,151,651
Total secured bank loan	5,840,889	-	5,840,889	978,574	5,051,910	6,030,484
Convertible note, net of debt discount	1,318,058	-	1,318,058	1,181,953	-	1,181,953
Total	7,158,947	-	7,158,947	2,160,527	5,051,910	7,212,437

The future payments of the equipment finance secured bank loan as of 30 September 2024 were as follows:

Calendar year	AUD\$
Remainder of 2024	244,643
2025	978,573
2026	978,573
2027	978,573
2028	978,573
2029	244,643
Total payments outstanding	4,403,578
Less: accrued interest	(694,063)
Total equipment finance secured loan outstanding	3,709,515

The following table summarizes the outstanding Convertible Note as of 30 September 2024 and 30 June 2024:

	30 September 2024	30 June 2024
	AUD\$	AUD\$
Principal value of Convertible Note	1,874,574	1,874,574
Debt discount ⁽²⁾ , net of amortization	(556,516)	(692,621)
Convertible Note	<u>1,318,058</u>	<u>1,181,953</u>

9 Issued Capital

There were no movements or changes in issued capital since 30 June 2024.

10 Warrants

The Company accounts for the Public warrants, the Private Placement warrants, the Representative warrants, the Penny warrants, and the Arena Ordinary share warrants in accordance with the guidance contained in IAS 32 and IFRS 9 under which the Public warrants meet the criteria for equity treatment and are recorded as equity due to the settlement provision in the warrant agreement. In accordance with IAS 32 and IFRS 9, the Private Placement warrants, Representative warrants, the Penny warrants and Arena Ordinary share warrants (collectively the “Warrants”) are initially required to be classified as liability instruments in its entirety; therefore, the Warrants are required to be measured at fair value at each reporting period with changes in fair value recorded within earnings.

The following table presents the warrants outstanding and exercisable on 30 September 2024 and 30 June 2024:

Public warrants	9,000,000
Private Placement warrants	479,000
Representative warrants	450,000
Arena Ordinary share warrants	458,720
Total warrants	<u>10,387,720</u>

Public, Private, and Representative Warrants

As part of EDOC’s IPO, EDOC issued warrants to third-party investors where each whole warrant entitles the holder to purchase one share of the Company’s ordinary shares at an exercise price of USD\$11.50 per share (the “Public Warrants”). Simultaneously with the closing of the IPO, EDOC completed the private sale of warrants where each warrant allows the holder to purchase one share of the Company’s ordinary shares at USD\$11.50 per share. Additionally, the Company issued to the underwriters a warrant (“Representative’s Warrant”) to purchase up to 450,000 Class A ordinary shares stock at an exercise price of USD\$11.50 per share.

These warrants expire on the fifth anniversary of the Business Combination or earlier upon redemption or liquidation and are exercisable commencing 30 days after the Business Combination, provided that the Company has an effective registration statement under the Securities Act covering the shares of common stock issuable upon exercise of the warrants and a current prospectus relating to them is available (or the Company permits holders to exercise their warrants on a cashless basis under the circumstances specified in the warrant agreement) and registered, qualified or exempt from registration under the securities, or blue sky, laws of the state of residence of the holder.

The Company may call the warrants for redemption (excluding the private warrants, and any outstanding Representative's Warrants, and any warrants underlying units issued to the Sponsor, initial shareholders, officers, directors or their affiliates in payment of Working Capital Loans made to the Company), in whole and not in part, at a price of USD\$0.01 per warrant:

- at any time while the warrants are exercisable,
- upon not less than 30 days' prior written notice of redemption to each warrant holder,
- if, and only if, the reported last sale price of the Class A ordinary shares equals or exceeds \$18.00 per share (as adjusted for stock splits, stock dividends, reorganizations and recapitalizations), for any 20 trading days within a 30-trading day period ending on the third trading business day prior to the notice of redemption to warrant holders, and
- if, and only if, there is a current registration statement in effect with respect to the issuance of the Class A ordinary shares underlying such warrants at the time of redemption and for the entire 30-day trading period referred to above and continuing each day until the date of redemption.

Arena Ordinary Share Warrants

In connection with the closing of the Business Combination, the Company closed the private placement, pursuant to the private offering rules under the Securities Act of 1933, as amended (the "Securities Act"), of the Arena Warrants and Debentures pursuant to the Securities Purchase Agreement dated August 23, 2023 between the Company, AOI, EDOC, certain AOI subsidiaries and Arena Investors, LP (the "PIPE Investors") and executed the Arena Transaction Documents including the 10% Original Issue Discount Secured Convertible Debenture, the Arena Warrant, the Registration Rights Agreement and related documents. The Ordinary Shares pursuant to the Arena Warrants grant the PIPE Investors the right to purchase the number of Ordinary Shares underlying the Warrants equal to 25% of the total principal amount of the related Debenture purchased by the PIPE Investor on the applicable closing date divided by 92.5% of the average of the three (3) lowest daily VWAP of the Ordinary Shares for the ten (10) consecutive trading day period ended on the last trading day immediately preceding such closing date, subject to adjustment upon the occurrence of certain events as set forth in such Arena Warrant be exercisable at the exercise price set forth in the Arena Warrants, as may be adjusted pursuant to the terms of the Arena Warrants.

Penny Warrants

In connection with the Amendment No. 3 to the Securities Purchase Agreement the Company agrees that in the event that (w) the Company fails to achieve the transfer of all of Energreen's equity interests in CQ Oilseeds to the Company such that CQ Oilseeds becomes a wholly-owned subsidiary of the Company on or prior to the Substantial Completion Date, (x) the Company fails to achieve the transfer of the Australian Crushing Plant Lease from Energreen to CQ Oilseeds on or prior to the Substantial Completion Date, (y) CQ Oilseeds fails to grant to the Purchaser a first priority security interest in all of its assets, free and clear of all other liens and encumbrances other than the first priority security interests of the Purchaser pursuant to the Australian CQ Oilseeds General Security Deed and the Australian Leasehold Mortgage on or prior to the Substantial Completion Date, on or prior to the Substantial Completion Date, and/or (z) any of CQ Oilseeds, Energreen, the Company or the Company fails to comply with, or breaches any of the covenants in any Transaction Document, then (i) the Company shall issue to the Purchaser a warrant to purchase ten million (10,000,000) Ordinary Shares at an exercise price of USD\$0.01 per Ordinary Share (as the same may be amended, amended and restated or otherwise modified from time to time, a "Penny Warrant") and (ii) the Company shall enter into a Registration Rights Agreement with the Purchaser providing registration rights with respect to the Underlying Shares issuable under the Penny Warrant with terms substantially similar to the terms provided in the First Registration Rights Agreement. The Penny Warrant shall, among other things, (i) provide for the purchase by the Purchaser of ten million (10,000,000) Ordinary Shares (the "Penny Warrant Shares"), subject to adjustment upon the occurrence of certain events as set forth in such Penny Warrant; (ii) be exercisable at a price of USD\$0.01 per Ordinary Share; and (iii) be substantially in the form of Exhibit C attached hereto. The Company and AOI agree that, from time to time, upon written notice from the Purchaser, the Company shall provide and cause their Subsidiaries to provide the Purchaser with any information and documentation related to the progress of the construction of the CQ Oilseeds Facility as the Purchaser may request in its discretion.

11 Lease liabilities and right-of-use assets

The Company's leases include rental of a solar power system and plant space.

Lease liabilities are secured by the related leased assets.

Solar power system lease

The solar power system lease has a term commencing on October 31, 2015 through October 31, 2035.

Land lease

The Company leases land in Cootamundra, Australia, where the oilseed processing plant and ancillary buildings accommodating the equipment and facilities are located. The Cootamundra land lease has a term commencing on January 1, 2023 through December 31, 2025. Balances of the right-of-use assets and lease liabilities are set forth on the accompanying statement of financial position.

The following table shows the remaining contractual maturities of the Company's lease liabilities and the right-of-use assets as of 30 September 2024 and 30 June 2024:

	Unaudited 30 September 2024	30 June 2024
Right-of-use assets		
At cost	\$ 1,347,718	\$ 1,347,718
Less accumulated amortisation	(427,312)	(403,298)
Total	<u>\$ 920,406</u>	<u>\$ 944,420</u>
	30 September 2024	30 June 2024
Lease liabilities		
Within 1 year (Current)	\$ 89,109	\$ 89,109
After 1 year but within 2 years	80,750	80,750
After 2 years but within 5 years	224,930	224,930
After 5 years	551,389	573,667
Non-current	857,069	879,347
Total	<u>\$ 946,178</u>	<u>\$ 968,456</u>

12 Revenue

The Company derives its revenue principally from wholesale and retail sales of chemical free, non-GMO, sustainable edible oils and products derived from oilseeds. The Company derives revenue from the transfer of goods at a point in time. The table below shows the Company's revenue disaggregated by product type.

	Three Months Ended 30 September	
	2024	2023
	AUD\$	AUD\$
Wholesale oils	\$ 2,089,223	\$ 3,155,535
Hype protein meals	2,510,473	2,693,470
Toll crushing service	-	222,095
Seeds	-	23,490
Other sales	24,977	77,128
Retail oils	5,704,192	3,566,754
Total revenues	<u>\$ 10,328,865</u>	<u>\$ 9,738,472</u>

13 Cost of Sales

	Three Months Ended 30 September	
	2024	2023
	AUD\$	AUD\$
Cost of finished goods	\$ 2,148,528	\$ 971,500
Cost of material	5,827,421	4,819,280
Direct labor	587,631	521,835
Freight and storage	697,451	620,446
Depreciation	83,823	125,457
Occupancy costs	145,464	112,189
Repairs and maintenance	8,167	94,984
Total cost of sales	<u>\$ 9,498,485</u>	<u>\$ 7,265,691</u>

14 General and administrative expenses

	Three Months Ended 30 September	
	2024	2023
	AUD\$	AUD\$
Professional fees	\$ 260,860	\$ 536,322
Employee costs	187,093	70,067
Insurance	155,382	45,565
Other expenses	51,508	63,930
Subscriptions and dues	507	62,560
Management fee	78,000	78,000
Travel expenses	76,406	11,359
Depreciation	3,832	1,887
Technology costs	1,336	1,148
Occupancy costs	10,914	11,053
Security	2,228	2,097
Utilities	2,340	1,815
Total general and administrative expenses	<u>\$ 830,406</u>	<u>\$ 885,803</u>

15 Selling and marketing expenses

	Three Months Ended 30 September	
	2024	2023
	AUD\$	AUD\$
Professional fees	\$ 87,750	\$ 52,500
Advertising and marketing expenses	111,595	16,373
Total selling and marketing expenses	\$ 199,345	\$ 68,873

16 Other Income

	Three Months Ended 30 September	
	2024	2023
	AUD\$	AUD\$
Other income	\$ 32,374	\$ 1,654
Total other income	\$ 32,374	\$ 1,654

17 Key management personnel compensation

Key management personnel remuneration included within employee expenses for the three months ended 30 September 2024 and 2023 is shown below:

	Three Months Ended 30 September	
	2024	2023
	AUD\$	AUD\$
Short-term employee benefits	\$ 131,154	\$ 33,602
Post-employment benefits	15,083	3,360
Total	\$ 146,237	\$ 36,962

18 Finance Expenses

	Three Months Ended 30 September	
	2024	2023
	AUD\$	AUD\$
Amortization of debt discount	141,342	-
Realised and unrealised currency losses (gains)	24,009	(15,191)
Interest expense	313,985	124,419
Total finance expenses	479,336	109,228

19 (Loss) Earnings per share

(a) Basic (loss) earnings per share

	Three Months	Three Months
	Ended 30	Ended 30
	September 2024	September 2023
	AUD\$	AUD\$
Total basic (loss) earnings per share attributable to the ordinary equity holders of the company	(0.03)	0.08

(b) Diluted (loss) earnings per share

	Three Months	Three Months
	Ended 30	Ended 30
	September 2024	September 2023
	AUD\$	AUD\$
Total diluted (loss) earnings per share attributable to the ordinary equity holders of the company	(0.03)	0.08

(c) Weighted average number of shares used as the denominator

	Three Months Ended 30 September 2024	Three Months Ended 30 September 2023
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	23,224,102	18,646,643
Adjustments for calculation of diluted earnings per share:		
Amounts uncalled on partly paid shares and calls in arrears	-	-
Options	-	-
Deferred shares	-	-
Convertible notes	-	-
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	23,224,102	18,646,643

20 Cash Flow Information

(a) Reconciliation of cash

Cash for the three months ended 30 September 2024 and 2023 as shown in the consolidated statement of cash flows is reconciled to items in the consolidated statement of financial position as follows:

	30 September 2024	30 September 2023
	AUD\$	AUD\$
Cash and cash equivalents	2,127,738	381,056

(b) Reconciliation of result for the year to cashflows from operating activities

Reconciliation of net income to net cash provided by operating activities:

Reconciliation of net income to net cash provided by operating activities:

(Loss) Profit for the year	(646,333)	1,410,531
Non-cash flows in (loss) profit:		
– cash flows excluded from profit attributable to operating activities	165,752	12,787
– depreciation	111,668	151,357
Changes in assets and liabilities:		
– (increase)/decrease in trade and other receivables	(617,150)	(872,804)
– (increase)/decrease in other assets	(339,454)	(424,534)
– (increase)/decrease in inventories	(411,877)	(1,428,885)
– increase/(decrease) in trade and other payables	2,443,397	(734,568)
– increase/(decrease) in provisions	(117,662)	348,953
Cash flows from/(used in) operations	<u>588,341</u>	<u>(1,537,163)</u>

Non-cash investing and financing activities were as follows:

	30 September 2024	30 September 2023
Acquisition of ROU assets and lease liabilities	-	1,040,472
Accrued expenses and warrant liabilities assumed upon closing of the merger with EDOC	136,105	-
Promissory note – related party assumed upon closing of the merger with EDOC	24,964	-
Prepayment on purchase of plant and equipment at 30 June 2024	429,841	-

21 Related Parties

(a) The Company's main related parties are as follows:

Key management personnel — refer to Note 17.

Other related parties include close family members of key management personnel and entities that are controlled or significantly influenced by those key management personnel or their close family members and American Physicians, LLC, shareholders from the Sponsor of EDOC.

(b) Transactions with related parties

The following transactions occurred with related parties:

For the three months ended 30 September 2024 and the year ended 30 June 2024 a related party loan is owed to JSKS Enterprises Pty Ltd., which is the trustee of Gary Seaton Family Trust, and interest rate charge is 6% per annum. to be repaid within 12 months after the year end, and the remaining principal shall be repaid more than 12 months after the year end.

For the three months ended 30 September 2024 and the year ended 30 June 30 2024 a related party loan is owed to Energreen Nutrition Australia Pty Ltd., which is controlled by Gary Seaton, and interest rate charge is 6% per annum and expected to be repaid in full within 12 months after the year end.

For the three months ended 30 September 2024 and the year ended 30 June 2024 the remaining related party loan relates to an interest free loan owed to CQ Oilseeds Pty Ltd.

	Purchases of Seed for the Three Months Ended 30 September 2024	Purchases of Oils for the Three Months Ended 30 September 2024	Sales of Meals for the Three Months Ended 30 September 2024	Other Sales for the Three Months Ended 30 September 2024	Management Fee for the Three Months Ended 30 September 2024	Lease for the Three Months Ended 30 September 2024
	AUD\$	AUD\$	AUD\$	AUD\$	AUD\$	AUD\$
Related parties						
Energreen Nutrition Australia Pty Ltd.	4,828,100	678,506	1,267,707	-	78,000	-
Soon Soon Oilmills Sdn Bhd. *	-	348,895	-	11,368	-	-
Sunmania Pty Ltd.	-	-	-	-	-	14,000

	Purchases of Seed for the Year Ended 30 June 2024	Sales of Meals for the Year Ended 30 June 2024	Management Fee for the Year Ended 30 June 2024
	AUD\$	AUD\$	AUD\$
Related parties			
Energreen Nutrition Australia Pty Ltd.	12,651,382	4,838,204	312,000
Soon Soon Oilmills Sdn Bhd. *	-	2,234	-
Sunmania Pty Ltd.	104,000	-	-

* Gary Seaton has a 20% share of Soon Soon Oilmills Sdn Bhd.

(a) Loans to/from related parties

The current loans are payable on demand and the non-current loans have a maturity date which is more than 12 months from the date of 30 September 2024.

	Balance		
	as of 30 September 2024		
	Current AUD\$	Non-current AUD\$	Total AUD\$
Due to related parties			
Energreen Nutrition Australia Pty Ltd. loan	5,682,413	43,668	5,726,081
JSKS Enterprises Pty Ltd. Loan	100,925	4,387,468(1)	4,488,393
CQ Oilseeds Pty Ltd. loan	-	59,371	59,371
Sunmania Pty Ltd loan	152,000	40,000	192,000
Total due to related parties	<u>5,935,338</u>	<u>4,530,507</u>	<u>10,461,332</u>
American Physicians LLC promissory note ⁽²⁾	<u>993,180</u>	<u>273,676</u>	<u>1,266,856</u>
Energreen Nutrition Australia Pty Ltd. accounts payable (Note 7)	<u>4,363,215</u>	<u>-</u>	<u>4,363,215</u>
Due from related parties			
Energreen Nutrition Australia Pty Ltd. (Note 3)	957,260	-	957,260

The current loans are payable on demand and the non-current loans have a maturity date which is more than 12 months from the date of 30 June 2024.

	Balance		
	as of 30 June 2024		
	Current	Non-current	Total
	AUD\$	AUD\$	AUD\$
Due to related parties			
Energreen Nutrition Australia Pty Ltd. loan	3,863,250	-	3,863,250
JSKS Enterprises Pty Ltd. Loan	100,925	4,431,136	4,532,061
CQ Oilseeds Pty Ltd. loan		59,371	59,371
Sunmania Pty Ltd loan	152,000	40,000	192,000
Less: Origin Food loan receivable	(4,514)	-	(4,514)
Total due to related parties	4,111,661	4,530,507	8,642,168
American Physicians LLC promissory note ⁽³⁾	968,216	273,676	1,241,892
Energreen Nutrition Australia Pty Ltd. accounts payable (Note 7)	589,166	-	589,166

(1) Includes \$1,164,860 of accrued interest.

(2) Includes \$24,964 of accrued interest.

Interest paid to Energreen Nutrition Australia Pty Ltd. was Nil and AUD\$28,874 for the three months ended 30 September 2024 and 2023, respectively.

Promissory Notes

On March 21, 2024, the Company issued two promissory notes in the principal amounts of USD\$450,000 (the "First Promissory Note") and USD\$500,000 (the "Second Promissory Note") to American Physicians, LLC.

The First Promissory Note accrues interest on the principal outstanding from time to time at a rate per annum equal to term SOFR for the interest period commencing on March 21, 2024. Interest shall be calculated on the basis on a 360-day year and actual days elapsed. The First Promissory Note principal and accrued interest are due and payable as follows:

- (i) USD\$112,500 plus any accrued but unpaid interest shall be paid on September 21, 2024;
- (ii) USD\$112,500 plus any accrued but unpaid interest shall be paid on December 21, 2024;
- (iii) USD \$112,500 plus any accrued but unpaid interest shall be paid on March 21, 2025;
- (iv) USD\$112,500 plus any accrued but unpaid interest shall be paid on June 21, 2025.

As of 30 September 2024, and 30 June 2024, there was AUD\$690,184 (USD\$450,000) and AUD\$690,184 (USD\$450,000) outstanding under the First Promissory Note, respectively.

The Second Promissory Note accrues interest on the principal outstanding from time to time at a rate per annum equal to term SOFR for the interest period commencing on March 21, 2024. Interest shall be calculated on the basis on a 360-day year and actual days elapsed. The Second Promissory Note principal and accrued interest are due and payable as follows:

- (i) USD\$165,000 plus any accrued but unpaid interest shall be paid on June 21, 2025;
- (ii) USD\$165,000 plus any accrued but unpaid interest shall be paid on September 21, 2025;
- (iii) Remaining balance plus any accrued but unpaid interest shall be paid on December 21, 2025.

As of 30 September 2024, and 30 June 2024, there was AUD\$526,744 (USD\$343,437) and AUD\$526,744 (USD\$343,437) outstanding under the Second Promissory Note. As of June 30, 2023, there was nothing outstanding under the Second Promissory Note.

Accrued interest on the First Promissory Note and the Second Promissory Note was AUD\$49,928 and AUD\$24,964 as of 30 September 2024 and 30 June 2024, respectively.

The following table summarizes the promissory notes – related party as of 30 September 2024 and 30 June 2024:

	Unaudited			30 June 2024		
	30 September 2024			AUD\$		
	AUD\$	AUD\$	AUD\$	AUD\$	AUD\$	AUD\$
	Current	Non-Current	Total	Current	Non-Current	Total
Promissory notes – related party	993,180	273,676	1,266,856	968,216	273,676	1,241,892

(b) Superannuation contributions

	Three Months Ended 30 September	
	2024	2023
	AUD\$	AUD\$
Contributions to superannuation funds on behalf of employees	58,940	50,078

22 Fair value measurement

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurement are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: quoted market price (unadjusted) in an active market for identical assets or liabilities that the entity can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability; either directly or indirectly.
- Level 3: inputs that are unobservable inputs for the asset or liability.

The carrying amounts of the financial assets and financial liabilities approximate their fair values.

The fair values of cash and cash equivalents, prepaid assets, accounts payable and accrued expenses are estimated to approximate the carrying values as of 30 September 2024 and 30 June 2024, due to the short maturities of such instruments.

The following table presents information about the Company's liabilities that are measured at fair value on a recurring basis on 30 September 2024 and 30 June 2024, and indicates the fair value hierarchy of the valuation inputs the Company utilized to determine such fair value:

Description:	Level	30 September 2024 AUD\$	30 June 2024 AUD\$
Liabilities:			
Warrant liability—Private and Representative Warrants	3	12,676	12,676
Warrant liability – Penny Warrants	3	146,730	146,730
Warrant liability – Arena Ordinary Share Warrants	3	79,207	79,207
Total		238,613	238,613

The Private Warrants, Representative's Warrants, Penny Warrants, and Arena Ordinary Share Warrants are accounted for as liabilities and are measured at fair value as of each reporting period. Changes in the fair value of the Warrants are recorded in the statements of operations for each period.

The Private Warrants, Representative Warrants, Penny Warrants, and Arena Ordinary Share Warrants were valued using a Montel Carlo simulation model, which is considered to be a Level 3 fair value measurement. Inherent in an options pricing model are assumptions related to expected share-price volatility, expected life, risk-free interest rate and dividend yield. The Company estimates the volatility of its ordinary shares based on historical volatility that matches the expected remaining life of the warrants. The risk-free interest rate is based on the U.S. Treasury zero-coupon yield curve on the grant date for a maturity similar to the expected remaining life of the warrants. The expected life of the warrants is assumed to be equivalent to their remaining contractual term. The dividend rate is based on the historical rate, which the Company anticipates remaining at zero.

There were no transfers between Levels 1, 2 or 3 during the three months ended 30 September 2024 and the year ended 30 June 2024.

The following table provides quantitative information regarding Level 3 fair value measurements for Private Warrants as of 30 September 2024 and 30 June 2024. The Representative Warrants were valued using similar information, except for the strike price which is USD\$12.

	30 September and 30 June 2024 \$USD
Exercise price	\$ 11.50
Share price	\$ 0.97
Volatility	54.9%
Expected life	4.73
Risk-free rate	4.33%
Dividend yield	-%

The following table provides quantitative information regarding Level 3 fair value measurements for the Penny Warrants and the Arena Ordinary Share Warrants as of 30 September 2024 and 30 June 2024.

	30 September and 30 June 2024	Initial value April 8, 2024
	\$USD	\$USD
	92.5% of average lowest daily VWAP during the 10 preceding trading days	92.5% of average lowest daily VWAP during the 10 preceding trading days
Exercise price		
Share price	\$ 0.97	\$ 1.43
Volatility	54.9%	51.9%
Expected life	4.83	5.0
Risk-free rate	4.33%	4.43%
Dividend yield	-%	-%

The following table presents a summary of the changes in the fair value of the Private Warrants Penny Warrants, and Arena Warrants, Level 3 liabilities, measured on a recurring basis.

	Private Placement	Representative	Arena Ordinary Share	Penny	Total Warrant Liabilities
	\$AUD	\$AUD	\$AUD		\$AUD
Fair value as of 30 June 2024	\$ 12,655	\$ 21	\$ 79,207	\$ 146,730	\$ 238,613
Change in fair value	-	-	-	-	-
Fair value as of 30 September 2024	\$ 12,655	\$ 21	\$ 79,207	\$ 146,730	\$ 238,613

There were no significant changes to fair values of above instruments from 30 June 2024 to 30 September 2024.

23 Commitments and Contingencies

In the opinion of the Directors, the Company did not have any contingencies on 30 September 2024 and 30 June 2024.

Other Commitments

On March 21, 2024, the Company entered into a fee modification agreement (the “Agreement”) with I-Bankers Securities, Inc. (“IBS”) related to the fees owed to IBS at the closing of the Business Combination pursuant to the original retainer letter (the “Owed Amounts”), for which IBS provided financial representation to EDOC regarding the Business Combination. Pursuant to the Agreement, IBS agreed to accept a payment plan for the Owed Amounts as follows:

- (a) USD\$1,550,000 of the Owed Amounts were paid to IBS at the closing of the Business Combination directly out of the Trust Account.
- (b) The remaining balance owed of USD\$1,161,250 is to be paid after the closing of the Business Combination in up to three separate tranches (“Deferred Cash Payment Obligations”). The first payment is to be paid within three (3) business days of funding the second tranche of the Arena PIPE in an amount equal to at least 15% of that tranche, or USD\$375,000. The second payment is to be paid within three (3) business days of funding of the third tranche of the Arena PIPE in an amount equal to at least 15% of that tranche, or USD\$375,000. The balance is due at the Company’s discretion but at no time later than 16-months post Business Combination. The full amount of USD\$1,161,250 shall be paid in full regardless of Arena PIPE funding and by no later than sixteen (16) months post-closing.
- (c) Deferred Cash Payment Obligations shall be accelerated in the event the Company issues debt, equity, or other equity-linked securities in one or more public or private offerings (“Capital Event”). Upon the occurrence of a Capital Event the Company shall pay from the Proceeds of the applicable capital sources within no more than three (3) business days following the consummation of such Capital Event of at least twenty percent (20%) of the Proceeds, up to the amount of any then-outstanding Deferred Cash Payment Obligations.

As of 30 September 2024 and 30 June 2024, the Company has paid Nil and USD\$1,550,000, respectively of the Owed Amounts to IBS and AUD\$1,781,058 and AUD\$1,781,058 are outstanding and recorded in trade and other payables, respectively, in the accompanying statement of financial position.

In June 2024, the Company entered into a payment agreement with Ellenoff Grossman & Schole LLP (“EGS”) related to the fees owed to EGS at the closing of the Business Combination for which EGS provided legal representation to EDOC regarding the Business Combination. Pursuant to the agreement, the EGS agreed to reduce the amount owed by the Company by USD\$250,000 to USD\$2,100,000 to be paid in payments beginning in June 2024 and ending in December 2025. The Company agreed to pay monthly payments of USD\$100,000 per month, with the exception of a payment of USD\$200,000 in December 2024 and December 2025.

As of 30 September 2024 and 30 June 2024, the Company has paid [] and USD\$100,000 to EGS, respectively and [] and AUD\$3,220,859 are outstanding and recorded in trade and other payable, respectively, in the accompanying consolidated statement of financial position.

24 Net Tangible Assets

Net tangible assets per ordinary share have been determined using the net assets on the consolidated statement of financial position adjusted for non-controlling interests, intangible assets and goodwill.

25 Events Occurring After the Reporting Date

The consolidated financial report was authorised for issue by the board of directors.

No matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

References to the "Company," "our," "us" or "we" refer to Australian Oilseeds Holdings Ltd. The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the unaudited condensed financial statements and the notes thereto contained elsewhere in this Quarterly Report on Form 10-Q (this "Quarterly Report"). Certain information contained in the discussion and analysis set forth below includes forward-looking statements that involve risks and uncertainties.

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "could," "would," "expect," "plan," "anticipate," "believe," "estimate," and "continue," or the negative of such terms or other similar expressions. Such statements include, but are not limited to, possible business combinations and the financing thereof, and related matters, as well as all other statements other than statements of historical fact included in this Form 10-Q. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those described in our other SEC filings. Except as expressly required by applicable securities law, we disclaim any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Company Overview

The Company is a Cayman Islands exempted company that, directly and indirectly through its subsidiaries, is focused on the manufacture and sale of chemical free, non-GMO, sustainable edible oils and products derived from oilseeds. The Company believes that transitioning from a fossil fuel economy to a renewable and chemical free economy is the solution to many health problems the world is facing presently. To that end, the Company is committed to working with suppliers and customers to eliminate chemicals from the edible oil production and manufacturing systems to supply quality products such as non-GMO oilseeds and organic and non-organic food-grade oils to customers globally. Over the past 20 years, Australian Oilseeds Investments Pty Ltd., an Australian proprietary company ("AOI") has grown to be the largest cold pressing oil plant in Australia, pressing strictly GMO free conventional and organic oilseeds.

Business Combination

On March 21, 2024 (the "Closing Date"), Australian Oilseeds Holdings Limited., a Cayman Islands exempted company ("Australian Oilseeds" or the "Company"), consummated the previously announced business combination pursuant to the Business Combination Agreement, dated as of December 5, 2022 (as amended on March 31, 2023 and December 7, 2023 (the "Business Combination Agreement")), between the Company, EDOC Acquisition Corp., a Cayman Islands exempted company ("EDOC"), American Physicians LLC, a Delaware limited liability company, in the capacity as the representative, from and after the Closing Date for the shareholders of Purchaser and the Company (other than the Sellers (as defined below)) in accordance with the terms and conditions of the Business Combination Agreement (the "Purchaser Representative"), AOI Merger Sub, a Cayman Islands exempted company and a wholly-owned subsidiary of the Company ("Merger Sub"), Australian Oilseeds Investments Pty Ltd., an Australian proprietary company ("AOI"), Gary Seaton, in his capacity as the representative for the Sellers, in accordance with the terms and conditions of the Business Combination Agreement (the "Seller Representative"), and each of the holders of AOI's outstanding ordinary shares named on Annex I to the Business Combination Agreement (the "Primary Sellers"), as amended from time to time, to include subsequent parties that execute and deliver to Purchaser, the Company and AOI, a Joinder (the "Joining Sellers"), and the holders of AOI's outstanding ordinary shares who are bound by the provisions of the Business Combination Agreement pursuant to the drag-along rights set forth in AOI's memorandum and articles of association (the "Drag-Along Sellers," and collectively with the Joining Sellers, the "Sellers"). The transactions contemplated by the Business Combination Agreement are referred to herein as the "Business Combination."

Pursuant to the Business Combination Agreement, on the Closing Date, EDOC merged with and into Merger Sub, with EDOC continuing as the surviving entity (the “Merger”), as a result of which, EDOC became a wholly-owned subsidiary of the Company, and each issued and outstanding security of EDOC prior to the Closing Date was cancelled in exchange for the receipt of substantially identical securities of the Company. Also on the Closing Date, the Company acquired all of the issued and outstanding ordinary shares of AOI (the “Purchased Shares”) from the Sellers in exchange for the Company’s ordinary shares (“Company Ordinary Shares”) par value \$0.0001 per share (the “Share Exchange”). More specifically, pursuant to the Business Combination Agreement, at the effective time of the Business Combination (the “Effective Time”):

- (i) Each holder of EDOC pre-transaction privately-held Class A ordinary shares and the Class B ordinary share (the “EDOC Ordinary Shares”) received Company Ordinary Shares, which are listed under the ticker “COOT” (less 200,000 Class A ordinary shares that were forfeited by EDOC back to the Company);
- (ii) Each holder of AOI ordinary shares received Company Ordinary Shares on a one-for-one basis (the “Exchange Shares”);
- (iii) Each holder of EDOC’s public Class A ordinary shares received Company Ordinary Shares on a one-for-one basis;
- (iv) EDOC’s warrants terminated and were exchanged for warrants of the Company (the “Warrants”), which Warrants are listed on the Nasdaq under “COOTW”;
- (v) Each holder of EDOC’s rights (the “Rights”) received 1/10 of a Company Ordinary Share for each such Right, as set forth herein;
- (vi) EDOC’s Rights were no longer be traded;
- (vii) EDOC’s 479,000 placement units (“Placement Units”) were exchanged for Company Ordinary Shares and Warrants of the Company; and
- (viii) EDOC’s \$1,500,000 of convertible promissory notes that were convertible at Closing into Company Ordinary Shares (“Convertible Shares”) and warrants (“Convertible Warrants”).

In connection with the closing of the Business Combination, EDOC and/or the Company entered into or amended, as applicable, certain agreements with their vendors or service providers, including the underwriter in EDOC’s IPO, to pay various business combination transaction expenses otherwise due at Closing, including deferral agreements with vendors or service providers, requiring deferred cash payments by the registrant to such parties to be satisfied over specified time periods after Closing, and certain other fee modification agreements with vendors or service providers pursuant to which such parties received newly issued Ordinary Shares at Closing and/or deferred cash payments (or a combination of both). Pursuant to such agreements, an aggregate of 840,891 Company Ordinary Shares (694,391 to Arc Group Limited and 146,500 to I-Bankers Securities, Inc.) were issued to such providers.

In addition, in connection with the closing of the Business Combination, the Company closed the private placement of the Arena Warrants and Debentures pursuant to the Securities Purchase Agreement dated August 23, 2023 between the Company, AOI, EDOC, certain AOI subsidiaries and Arena Investors, LP (the “PIPE Investors”) and executed the Arena Transaction Documents including the 10% Original Issue Discount Secured Convertible Debenture, the Arena Warrant, the Registration Rights Agreement and related documents.

In addition, at the Closing, the Company, the Primary Sellers, the Purchaser Representative, the Seller Representative and the Escrow Agent entered into an escrow agreement (the “Subscription Escrow Agreement”), pursuant to which a number of Exchange Shares equal to 15% of the estimated Exchange Consideration issuable to the Sellers at the Closing (such Exchange Shares, together with any equity securities paid as dividends or distributions with respect to such shares or into which such shares are exchanged or converted the “Escrow Shares”) are subject to the restrictions of the Escrow Agreement and shall be held by the Escrow Agent, along with any dividends, distributions or income thereon (together with the Escrow Shares, the “Escrow Property”) in a segregated account (the “Escrow Account”) and disbursed in accordance with the Business Combination Agreement and the Subscription Escrow Agreement. The Escrow Shares will be held in the Escrow Account for a period of 12 months after the Closing and shall be the sole and exclusive source of payment for any post-Closing purchase price adjustment and for any post-closing indemnification claims (other than certain fraud claims and breaches of AOI and the Sellers’ fundamental representations, as in the Business Combination Agreement). At the 12-month anniversary of the Closing, on March 21, 2025, all remaining Escrow Property will be released to the Sellers in accordance with the Business Combination Agreement. However, the amount of Escrow Property equal to the value of any pending and unresolved claims will remain in the Escrow Account until finally resolved.

The transaction was unanimously approved by the board of directors of EDOC and was approved at the extraordinary general meeting of EDOC's shareholders held on March 6, 2024 (the "Special Meeting"). EDOC's shareholders also voted to approve all other proposals presented at the Special Meeting. As a result of the Business Combination, AOI and EDOC became wholly-owned direct subsidiaries of the Company. On March 22, 2024, the Ordinary Shares and public warrants of the Company (the "Public Warrants") commenced trading on the Nasdaq Global Market, or "Nasdaq," under the symbols "COOT" and "COOTW," respectively.

Key Components of Consolidated Statements of Profit or Loss and Other Comprehensive Income

Sales revenue

Revenues consist of sales of edible oils, sales of protein meals and tolling revenue from oilseeds crushing activities. The Company's edible oil sales comprise of two segments: sales of bulk oils to wholesalers who use it as food ingredients or white labeling; sales of packaged oils as the company's own branding to major supermarket channels. Sales of protein meals are bulk sales and mainly distributed to local farmers and feedlots as protein supplements. Tolling revenue is the service charge fee of crushing oilseeds to produce edible oils and protein meals.

Cost of sales

Cost of sales consist of costs directly related to the manufacturing process of edible oils and protein meals. It includes the cost of materials which mainly consist of the procurement cost of non-GMO canola seeds, canola seeds freight and storage cost from the suppliers, direct labor in the factory plant, occupancy costs of energy consumption of manufacturing process, depreciation expense of the crushing plant and relevant equipment and vehicles, and repairs and maintenance.

General and Administrative expenses

General and administrative expenses primarily consist of personnel expenses, professional fees, occupancy costs, depreciation expense, insurance expense, management fees, office expenses, security expenses, travel expenses, staff training expenses, utilities expenses, and subscription and dues expenses.

Sales and marketing expenses

Sales and marketing expenses primarily consist of sales directors' salaries and supermarket promotion activities.

Other income

Other income primarily consists of fuel tax credit and recovery cost of freight and overdue interest.

Finance expenses

Finance expenses consist of interest paid related to bank loan and facility interest, related party loan interest and foreign exchange gain or loss.

Change in fair value of warrant liabilities

This consists of the change in fair value of certain warrant liabilities.

Results of Operations

The following selected consolidated financial data are derived from the unaudited financial statements of the Company for the three months ended 30 September 2024 and 2023 and should be read in conjunction with our consolidated financial statements, the related notes and the rest of the section of this Report entitled “Key Components of Consolidated Statements of Operations.” The historical results are not necessarily indicative of the results of future operations.

The following tables set forth our Consolidated Statements of Operations data for the periods presented:

Three Months Ended 30 September 2024 Compared to the Three Months Ended 30 September 2023

	<u>2024</u>	<u>2023</u>	<u>Change</u>	<u>%</u>
	<u>AUD\$</u>	<u>AUD\$</u>		
Sales revenue	10,328,865	9,738,472	590,393	6.1%
Cost of sales	(9,498,485)	(7,265,691)	(2,232,794)	30.7%
Gross profit	830,380	2,472,781	(1,642,401)	(66.4)%
General and administrative expenses	(830,406)	(885,803)	55,397	(6.3)%
Selling and marketing expenses	(199,345)	(68,873)	(130,472)	189.4%
Other income	32,374	1,654	30,720	1,857.3%
Operating (loss) profit	(166,997)	1,519,759	(1,686,756)	(111.0)%
Finance expenses	(479,336)	(109,228)	(370,108)	338.8%
(Loss) Profit before income tax	(646,333)	1,410,531	(2,056,864)	(145.8)%
Income tax expense	-	-	-	-%
(Loss) Profit for the year	(646,333)	1,410,531	(2,056,864)	(145.8)%
Other comprehensive income for the year, net of tax	-	-	-	-
Total comprehensive (loss) income	(646,333)	1,410,531	(2,056,864)	(145.8)%
(Loss) Profit attributable to:				
Members of the parent entity	(613,662)	1,096,364	(1,710,026)	(156.0)%
Non-controlling interest	(32,671)	314,167	(346,838)	(110.4)%
Total (Loss) Income	(646,333)	1,410,531	(2,056,864)	(145.8)%
Total comprehensive (loss) income attributable to:				
Members of the parent entity	(613,662)	1,096,364	(1,710,026)	(156.0)%
Non-controlling interest	(32,671)	314,167	(346,838)	(110.4)%
Total	(646,333)	1,410,531	(2,056,864)	(145.8)%

Revenue

	<u>Year Ended June 30,</u>			
	<u>2024</u>	<u>2023</u>	<u>Change</u>	<u>Change %</u>
Total revenue	\$ 10,328,865	\$ 9,738,472	\$ 590,393	6.1%

Sales revenue increased by AUD\$0.6 million or 6.1% to AUD\$10.3 million for the three-month period ended on 30 September 2024, compared to AUD\$9.7 million for the three-month period ended 30 September 2023, primarily due to favorable market conditions resulting from an increase in the demand for cold pressed canola oil resulting from the Company’s expanded customer contracts.

The following table summarizes the Company's revenues disaggregated by product category:

	Three Months Ended 30 September			
	2024	2023	Change	Change %
Wholesale oils	\$ 2,089,223	\$ 3,155,535	\$ (1,066,312)	(33.8)%
Hype protein meals	2,510,473	2,693,470	(182,997)	(6.8)%
Toll crushing service	-	222,095	(222,095)	(100.0)%
Seeds	-	23,490	(23,490)	(100.0)%
Other sales	24,977	77,128	(52,151)	(67.6)%
Retail oils	5,704,192	3,566,754	2,137,438	59.9%
Total revenues	\$ 10,328,865	\$ 9,738,472	\$ 590,393	6.1%

Wholesale oils represented 20.2% of our revenue for the three months ended 30 September 2024, compared to 32.4% for the three months ended 30 September 2023, and decreased AUD\$1.1 million, as compared to the prior year. Retail oils represented 55.2% of our revenue for the three months ended 30 September 2024, compared to 36.6% for the three months ended 30 September 2023, and increased AUD\$2.1 million, as compared to the prior period. The primary driver for the revenue decrease in wholesale oils and the revenue increase in retail oils for the three months ended 30 September 2024 compared to the previous period was due to the Company securing two supply contracts to supply 15 Costco Australia stores and 1,111 Woolworth Supermarkets national stores, Australia's largest supermarket chain. The Company also developed three new SKU to target the retail consumers from 2024 through integrated marketing campaign with the supermarkets. As the Company focused on developing the retail market during the current quarter of 2024, the whole sales proportion became smaller than last year quarter. Hype protein meals for the feed industry represented 24.3% of our revenue for the three months ended 30 September 2024, compared to 27.7% for the three months ended 30 September 2023, and decreased AUD\$0.2 million as compared to the prior period. The primary driver for the revenue decrease in hype protein meals for the three months ended 30 September 2024, compared to the previous period was a decrease of sales price of protein meal due to Australia experiencing rainfall year caused less demand of protein meal in feedlot market.

Toll crushing service, seeds, and other sales represent a small portion of our revenue. Those categories combined represented 0.2% of the revenue for the three months ended 30 September 2024, compared to 3.3% for the three months ended 30 September 2023, a decrease of AUD\$0.3 million for the three months ended 30 September 2024, as compared to the three months ended 30 September 2023.

Cost of Sales

	Three Months Ended 30 September			
	2024	2023	Change	Change %
Cost of material	\$ 5,827,421	\$ 4,819,280	\$ 1,008,141	20.9%
Cost of finished goods	2,148,528	971,500	1,177,028	121.2%
Freight and storage	697,451	620,446	77,005	12.4%
Depreciation	83,823	125,457	(41,634)	(33.2)%
Occupancy costs	145,464	112,189	33,275	29.7%
Labor costs	587,631	521,835	65,796	12.6%
Repairs and maintenance	8,167	94,984	(86,817)	(91.4)%
Total cost of sales	\$ 9,498,485	\$ 7,265,691	\$ 2,232,794	30.7%

The cost of sales for the three months ended 30 September 2024 was AUD\$9.5 million, an increase of AUD\$2.2 million, or 30.7% as compared to the three months ended 30 September 2023. The primary reason for the increase was caused by cost of material (canola seed) in a rise and labor cost increase during the quarter. The cost component changed as a result of recognizing cost of finished goods when the oil products were sold in the retail market. The decrease gross margin was mainly due to the development of "Good Earth Oils" branding products in the retail market with support of strong marketing campaign. It is attributed to an increase in cost of finished goods when the Company outsourced coconut oils from overseas suppliers.

General and administrative expenses

	Three Months Ended 30 September			
	2024	2023	Change	Change %
General and administrative expenses	\$ 830,406	\$ 885,803	\$ (55,397)	(6.3)%

General and administrative expenses for the three months ended 30 September 2024 were AUD\$0.8 million, a decrease of AUD\$0.1 million, or 6.3%, compared to the three months ended 30 September 2023. This decrease was primarily due to one off SEC filing cost of F4 invoiced during the three months ended 30 September 2023..

Selling and marketing expenses

	Three Months Ended 30 September			
	2024	2023	Change	Change %
Selling and marketing expenses	\$ 199,345	\$ 68,873	\$ 130,472	189.4%

Selling and marketing expenses for the three months ended 30 September 2024 were AUD\$0.2 million, an increase of AUD\$0.1 million, or 189.4% compared to the three months ended 30 September 2023. This increase was due to the Good Earth Oils Pty Ltd (“GEO”) sales team being established and promotion cost incurred within supermarket chains to increase brand awareness of our chemical free no-GMO edible oils within the consumer market.

Other Income

	Three Months Ended 30 September			
	2024	2023	Change	Change %
Other income	\$ 32,374	\$ 1,654	\$ 30,720	1,857.3%

Other income for the three months ended 30 September 2024 was AUD\$0.032 million, an increase of AUD\$0.03 million, or 1,857.3% compared to the three months ended 30 September 2023. This increase was primarily due to recovery income from distributor due to damaged pack and interest charge on overdue debt..

Finance expenses

	Three Months Ended 30 September			
	2024	2023	Change	Change %
Finance expenses	\$ 479,336	\$ 109,228	\$ 370,108	338.8%

Finance expenses increased by AUD\$0.4 million or 338.8% to AUD\$0.5 million for the three months ended 30 September 2024 compared to AUD\$0.1 million for the three months ended on 30 September 2023, primarily due to the fact that the Company began to repay the AUD\$4m asset finance provided by Commonwealth Bank of Australia to expand the existing Cootamundra Oilseeds factory plant, the amortization of the convertible note discount of AUD\$0.1 million and the interest accrual on the promissory notes with American Physicians LLC.

Liquidity and Capital Resources

As of 30 September 2024, our principal sources of liquidity were net proceeds received related to the Business Combination and cash received from customers.

We incurred a loss after income tax of AUD\$646,333 for the three months ended 30 September 2024 and incurred profit after tax of AUD\$1,410,531 for the three months ended 30 September 2023. We were in a net current liability position of AUD\$8,271,654 for the three months ended 30 September 2024 and a net current liability position of AUD\$6,965,530 for the three months ended 30 September 2023. Net cash inflows from operating activities were AUD\$588,341 for the three months ended 30 September 2024 and net cash outflows from operating activities were AUD\$1,537,163 for the three months ended 30 September 2023.

As at 30 September 2024 and 30 June 2024, the consolidated entity had cash in hand and at bank of AUD\$2,127,738 and AUD\$514,140, respectively.

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

We conducted a reverse acquisition of EDOC Acquisition Limited “ADOC” through the deSPAC on 21 March 2024, the consolidated entity assumed AUD\$5,248,824 of previously unpaid transaction costs charged by service providers of “ADOC”, AUD\$1,216,928 promissory notes to American Physicians LLC and an AUD\$1,533,742 convertible note to PIPE Investor ARENA as of 30 June 2024.

In addition to the above unpaid costs incurred by ADOC, we incurred additional professional costs of AUD\$1,031,301 in relation to the NASDAQ listing activities this current year, with AUD\$501,917.15 paid and the remaining balance unpaid as of 30 September 2024.

Therefore, our ability to continue its business activities as a going concern is dependent upon us deriving sufficient cash from the business operation and being able to draw down additional long-term debt from the senior debt provider, Commonwealth Bank of Australia, who has provided a total facility loan of AUD\$14,000,000 with unused facilities as at 30 September 2024 of AUD\$8,000,000. In addition, we also have the ability to draw down an additional US\$6 million of redeemable debentures from the existing PIPE investors or the executed US\$50 million equity line of credit (ELOC) once the Company lodges the registration statement of the ELOC. The Company has determined that the Company’s sources of liquidity will be sufficient to meet the Company’s financing requirements for the one-year period from the issuance of its consolidated financial statements.

The following table shows the net cash and cash equivalents provided by (used in) operating activities, net cash and cash equivalents used in investing activities, and net cash and cash equivalents provided by financing activities during the periods presented:

	Three Months Ended 30 September	
	2024	2023
Net cash provided by (used in)		
Operating activities	\$ 1,613,598	259,783
Investing activities	588,341	(1,537,163)
Financing Activities	(577,351)	(640,891)
	1,602,608	2,437,837

Operating Activities

As of 30 September 2024, our net cash and cash equivalents provided by (used in) operating activities consists primarily of AUD\$9,744,089 of cash receipts from customers and AUD\$8,689,066 of payments to suppliers and employees including AUD\$3,606,051 of canola seed stock purchase (5,078-ton stock purchase) for the existing crushing plant with the completion of expansion that was commissioned July 2024.

By comparison, the Company’s net cash and cash equivalents received in operating activities during as of 30 September 2023, consists primarily of AUD\$8,867,322 of cash receipts from customers and AUD\$10,626,767 of payments to suppliers and employees.

Investing Activities

Our investing activities have consisted primarily of property and equipment purchases.

Net cash and cash equivalents used in investing activities during the three months ended 30 September 2024, consisted of AUD\$577,351 of purchased property and equipment.

By comparison, the Company’s net cash and cash equivalents used in investing activities during the three months ended 30 September 2023, consisting primarily of AUD\$640,891 of purchased property and equipment.

Financing Activities

Net cash flows from financing activities were AUD\$1,602,608 for the three months ended 30 September 2024, which primarily from related party loans.

By comparison, the Company's net cash flows from financing activities was AUD\$2,437,837 for the three months ended 30 September 2023, which primarily consisted of the net cash inflow of AUD\$3,477,205 from the related party loans and AUD\$896,903 inflow from secured borrowings, offset by AUD\$1,992,041 of payments of secured borrowings.

Non-IFRS Financial Measure

In addition to providing financial measurements based on IFRS, we provide an additional financial metric that is not prepared in accordance with IFRS, or non-IFRS financial measure. We use this non-IFRS financial measure, in addition to IFRS financial measures, to understand and compare operating results across accounting periods, for financial and operational decision making, for planning and forecasting purposes, to measure executive compensation, and to evaluate our financial performance. This non-IFRS financial measure is Adjusted EBITDA, as discussed below.

We believe that this non-IFRS financial measure reflects our ongoing business in a manner that allows for meaningful comparisons and analysis of trends in the business, as it facilitates comparing financial results across accounting periods and to those of peer companies. We also believe that this non-IFRS financial measure enables investors to evaluate our operating results and future prospects in the same manner as we do. This non-IFRS financial measure may exclude expenses and gains that may be unusual in nature, infrequent, or not reflective of our ongoing operating results.

The non-IFRS financial measure does not replace the presentation of our IFRS financial measures and should only be used as a supplement to, not as a substitute for, our financial results presented in accordance with IFRS.

We consider Adjusted EBITDA to be an important indicator of the operational strength and performance of our business and a good measure of our historical operating trends. Adjusted EBITDA eliminates items that we do not consider to be part of our core operations. We define Adjusted EBITDA as IFRS net loss excluding the following items: interest income; income taxes; depreciation and amortization of tangible and intangible assets; unit and stock-based compensation; Business Combination transaction expenses; and other non-recurring items that may arise from time to time.

The non-IFRS adjustments, and our basis for excluding them from our non-IFRS financial measure, are outlined below:

- **Unit and Stock-based compensation** – Although unit and stock-based compensation is an important aspect of the compensation paid to our employees, the grant date fair value varies based on the derived stock price at the time of grant, varying valuation methodologies, subjective assumptions, and the variety of award types. This makes the comparison of our current financial results to previous and future periods difficult to interpret; therefore, we believe it is useful to exclude unit and stock-based compensation from our non-IFRS financial measures to highlight the performance of our business and to be consistent with the way many investors evaluate our performance and compare our operating results to peer companies.

The following table reconciles IFRS net profit to Adjusted EBITDA during the periods presented (in thousands):

	Three Months Ended 30 September 2024	Three Months Ended 30 September 2023
Net (Loss) Profit	\$ (646,333)	\$ 1,410,531
Interest Expense	\$ 313,985	\$ 164,845
Depreciation and amortization	\$ 87,655	\$ 127,344
Adjusted EBITDA	<u>\$ (244,693)</u>	<u>\$ 1,702,720</u>

Contractual Obligations and Commitments and Liquidity Outlook

Our ability to continue as a going concern is dependent upon our ability to generate cashflows from operations, which projected to AUD\$2.5m net profit before tax from January 2025 to December 2025, and draw down additional long-term debt from the senior debt provider, Commonwealth Bank of Australia, who has provided a total facility loan of AUD\$14,000,000 with unused facilities as at 30 September 2024 of AUD\$8,000,000 and draw down an additional US\$6 million of redeemable debentures from the existing PIPE investors or the executed US\$50 million equity line of credit (ELOC) once the Company lodges the registration statement of the ELOC. The Company has determined that the Company's sources of liquidity will be sufficient to meet the Company's financing requirements for the one year period from the issuance of its consolidated financial statements but there can no assurance these sources are sufficient to fund our capital expenditures, working capital and other cash requirements in the long term. There can be no assurance that the steps management is taking will be successful.

Our future capital requirements will also depend on additional factors, including our growth rate, the timing and extent of spending to support research and development efforts, the expansion of sales and marketing activities, the introduction of new and enhanced product and service offerings, and the cost of any future acquisitions of technology or businesses. In the event that additional financing is required from outside sources, we may be unable to raise the funds on acceptable terms, if at all.

Material Accounting Policies and Estimates

Our management's discussion and analysis of financial condition and results of operations is based on our consolidated financial statements which have been prepared in accordance with International Financial Reporting Standards (IFRS). In preparing our financial statements, we make estimates, assumptions, and judgments that can have a significant impact on our reported revenue, results of operations, and net income or loss, as well as on the value of certain assets and liabilities on our balance sheet during and as of the reporting periods. These estimates, assumptions, and judgments are necessary because future events and their effects on our results and the value of our assets cannot be determined with certainty and are based on our historical experience and on other assumptions that we believe to be reasonable under the circumstances. These estimates may change as new events occur or additional information is obtained, and we may periodically be faced with uncertainties, the outcomes of which are not within our control and may not be known for a prolonged period of time. Because the use of estimates is inherent in the financial reporting process, actual results could differ from those estimates.

We believe that the assumptions and estimates associated with the following material accounting policies involve significant judgment and thus have the most significant potential impact on our Consolidated Financial Statements.

Revenue Recognition

We generate revenue from the sale of products and services. There has been no change on our revenue recognition policies is included in the Form 10-K for the financial year ended 30 June 2024.

Although most of our sales agreements contain standard terms and conditions, certain agreements contain multiple performance obligations or non-standard terms and conditions. For customer contracts that contain more than one performance obligation, we allocate the total transaction consideration to each performance obligation based on the relative stand-alone selling price of each performance obligation within the contract. We rely on either observable standalone sales or an expected cost plus a margin approach to determine the standalone selling price of offerings, depending on the nature of the performance obligation.

For contracts with customers entered into during the three months ended 30 September 2024 and 2023, revenue from the sales of our products increased by AUD\$0.5 million or 6.1% to AUD\$10.3 million for the three months ended on 30 September 2024 compared to AUD\$9.7 million for the three months ended 30 September 2023, primarily due to favorable market conditions resulting from an increase in the demand for cold pressed canola oil.

Stock-based Compensation

Following the Business Combination, the Company has authorized 555,000,000 shares including 500,000,000 Class A Ordinary Shares, 50,000,000 Class B Ordinary Shares, and 5,000,000 Preference Shares, each of par value \$0.0001 per share. In addition, the Company has three classes of warrants (*i.e.*, Public Warrants, Private Warrants and PIPE Warrants) issued and outstanding.

The assumptions used in calculating the fair value of stock-based compensation awards represent management's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future.

Warrant transactions

PIPE Warrants to purchase our Ordinary Shares are accounted for as liability or instruments based on the terms of the warrant agreements. The warrants issued by us are accounted for as liability instruments under IFRS 9 due to the rights of the grantee to require cash settlement.

Private Warrants and Representative Warrants to purchase units accounted for as liability instruments represent the warrants issued to significant shareholders and related parties.

Penny Warrants are a contingently issuable instrument to issue the Company's shares and are accounted for as a financial liability.

Public Warrants are accounted for as equity instruments due to our ability to settle the warrants through the issuance of units.

In order to calculate warrant charges, we used the Monte Carlo simulations, which required key inputs including volatility and risk-free interest rate and certain unobservable inputs for which there is little or no market data, requiring us to develop our own assumptions. We estimated the fair value of unvested warrants, considered to be probable to be vesting, at the time. Based on that estimated fair value, we determined warrant charges, which were recorded as a reduction of the transaction price.

Off-Balance Sheet Arrangements

As of 30 September 2024 and 30 June 2024, we had no off-balance sheet arrangements as defined in Instruction 8 to Item 303(b) of Regulation S-K.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk, including changes to interest rates and foreign currency exchange rates.

Interest Rate Sensitivity

We had cash and cash equivalents totaling AUD\$2,127,738 and AUD\$514,140 as of 30 September 2024, and 30 June 2024, respectively. Cash and cash equivalents include cash on hand and investments with original maturities of three months or less, are stated at cost, and approximate fair value. Our investment policy and strategy are focused on preservation of capital, supporting our liquidity requirements, and delivering competitive returns subject to prevailing market conditions. We were not exposed to material risks due to changes in market interest rates given the liquidity of the cash and investments with original maturity of three months.

Foreign Currency Risk

Although we are exposed to foreign currency risk from our international operations, we do not consider it to have a material impact. Certain transactions of the Company and its subsidiaries are denominated in currencies other than the functional currency. Foreign currency transactions totaled \$24,009 and \$28,097 for the three months ended 30 September 2024 and the year ended 30 June 2024, respectively, each of which were recorded within finance expense, net on the consolidated statements of operations.

Credit Risk

Financial instruments that potentially expose the Company to concentrations of credit risk consist primarily of cash and cash equivalents and accounts receivable.

The Company's cash and cash equivalents are generally held with large financial institutions. Although the Company's deposits may exceed federally insured limits, the financial institutions that the Company uses have high investment-grade credit ratings and, as a result, the Company believes that, as of June 30, 2024, its risk relating to deposits exceeding federally insured limits was not significant.

The Company has no significant off-balance sheet risk such as foreign exchange contracts, options contracts, or other hedging arrangements.

The Company believes its credit policies are prudent and reflect normal industry terms and business risk. The Company generally does not require collateral from its customers and generally requires payment from zero to 90 days from the invoice date with typical terms of 30 days. As of June 30, 2024, three customers accounted for 60.7% of the Company's accounts receivable balance, and three customers accounted for more than 46% of the Company's accounts receivable balance as of June 30, 2023.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Disclosure controls and procedures refer to controls and other procedures designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by Rule 13a-15(e) of the Exchange Act, our management has carried out an evaluation, with the participation and under the supervision of our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as of September 30, 2024.

Based upon, and as of the date of this evaluation, our chief executive officer and chief financial officer determined that, because of the material weaknesses described in Item 9A "Controls and Procedures" of our Annual Report on Form 10-K/A for the fiscal year ended June 30, 2024, filed with the SEC on December 6, 2024, and further referenced below, which we are still in the process of remediating as of September 30, 2024, our disclosure controls and procedures were not effective.

The Company restated its consolidated balance sheet as of June 30, 2023 (the "2023 Restatement"). For a discussion of the individual restatement adjustments and the impact of such adjustments on the Company's previously issued financial statements, see "Item 1., Note 2. Restated Unaudited Interim Financial Information," above.

Changes in Internal Control Over Financial Reporting

This annual report does not include a report of management's assessment regarding internal control over financial reporting or an attestation report of the company's registered public accounting firm due to a transition period established by rules of the Securities and Exchange Commission for newly public companies.

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

There were no material developments during the quarter ended September 30, 2024 to the legal proceedings previously disclosed in Item 3 “Legal Proceedings” of our Annual Report on Form 10-K/A filed on December 6, 2024.

ITEM 1A. RISK FACTORS.

For information regarding additional risk factors, please refer to our Annual Report on Form 10-K/A for the year ended June 30, 2024 filed with the SEC on December 6, 2024.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

We have not sold any equity securities during the quarter ended September 30, 2024 that were not previously disclosed in a current report on Form 8-K that was filed during the quarter.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

We have no information to disclose that was required to be in a report on Form 8-K during the quarter ended September 30, 2024 but was not reported. There have been no material changes to the procedures by which security holders may recommend nominees to our board of directors.

ITEM 6. EXHIBITS

Exhibit No.	Description
2.1	Business Combination Agreement, dated as of December 5, 2022, by and among EDOC Acquisition Corp., American Physicians LLC, Australian Oilseeds Holdings Limited, upon execution of a joinder agreement to become party thereto, AOI Merger Sub, upon execution of a joinder to become party thereto, Australian Oilseeds Investments Pty Ltd., Gary Seaton, in the capacity thereunder as the Seller Representative, and the shareholders of AOI named as Sellers therein (incorporated by reference to Exhibit 2.1 of EDOC’s Form 8-K filed with the SEC on December 9, 2022).
2.2	Amendment No. 1 to Business Combination Agreement, dated as of March 31, 2023, by and among EDOC Acquisition Corp., American Physicians LLC, Australian Oilseeds Holdings Limited and AOI Merger Sub (incorporated by reference to Exhibit 2.1 of EDOC’s Form 8-K filed with the SEC on April 6, 2023).
2.3	Amendment No. 2 to Business Combination Agreement, dated as of March 31, 2023, by and among EDOC Acquisition Corp., American Physicians LLC, Australian Oilseeds Holdings Limited and AOI Merger Sub (incorporated by reference to Exhibit 2.1 of EDOC’s Form 8-K filed with the SEC on December 7, 2023).
2.4	Agreement and Plan of Merger, dated as of March 21, 2024 between AOI Merger Sub Inc. and Edoc Acquisition Corp. (incorporated by reference to Annex C to the proxy statement/prospectus to Amendment No. 3 the Registration Statement on Form F-4 (File. No. 333-274552) of Australian Oilseeds Holdings Limited, filed with the SEC on January 30, 2024).
3.1	Amended and Restated Memorandum and Articles of Association of Australian Oilseeds Holdings Limited dated March 21, 2024 (incorporated by reference to Annex B to the proxy statement/prospectus to Amendment No. 3 the Registration Statement on Form F-4 (File. No. 333-274552) of Australian Oilseeds Holdings Limited, filed with the SEC on January 30, 2024).
31.1*	Certifications of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certifications of Principal Financial and Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Principal Financial and Accounting Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: February 10, 2025

AUSTRALIAN OILSEEDS HOLDINGS LTD.

/s/ Gary Seaton

Name: Gary Seaton

Title: Chief Executive Officer

(Principal Executive Officer)

/s/ Bob Wu

Name: Bob Wu

Title: Chief Financial Officer

(Principal Financial and Accounting Officer)

CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Gary Seaton, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Australian Oilseeds Holdings Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 10, 2025

By: /s/ Gary Seaton

Gary Seaton, Chief Executive Officer

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bob Wu, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Australian Oilseeds Holdings Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 10, 2025

By: /s/ Bob Wu

Bob Wu Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY
ACT OF 2002**

In connection with the Quarterly Report of Australian Oilseeds Holdings Ltd. (the "Company") on Form 10-Q for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 10, 2025

By: */s/ Gary Seaton*

Gary Seaton
Chief Executive Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY
ACT OF 2002**

In connection with the Quarterly Report of Australian Oilseeds Holdings Ltd. (the "Company") on Form 10-Q for the period ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 10, 2025

By: */s/ Bob Wu*

Bob Wu

Chief Financial Officer
