

NOVIQTECH

Annual Report 2023

Delivering
value
through AI



An aerial photograph of a beach with turquoise waves crashing onto the shore. The water is a vibrant blue-green, and the sand is a warm, reddish-brown color. The waves are white and frothy as they break, creating a dynamic and textured scene.

Acknowledgment of Country

NoviqTech acknowledges the Traditional Custodians of the lands on which we operate and pay our respects to Elders past, present, and emerging.

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2023 Highlights



Release of Carbon Central

NOVIQAI

Launch of NoviqAI

NOVIQTECH

Company Rebrand



New Leadership Team



Completion of Raise



Reduction in Spending



Chair's Message

As I reflect on the year gone by, my first year with NoviqTech, I am filled with a sense of profound gratitude and excitement. Gratitude for the unwavering commitment and resilience displayed by our team, and excitement for the boundless opportunities that lie ahead as we stand at the cusp of a new era—an era marked by our bold leap into the AI revolution.

I joined the board last year, inspired by NoviqTech's rich legacy of innovation and its potential. It was clear that the company was at a pivotal moment, ready to transition from its foundational achievements to a future brimming with innovation and growth. The past year has been one of diligent development, innovation, and investment. Through our products we are reimagining how we create value for our customers, shareholders, and society at large that is sustainable and accessible.

We have focused on building a solid foundation and relaunching our core platform as Carbon Central. This foundation is key, to moving forward with our AI-powered solutions, ensuring a sustained impact and relevance in a rapidly evolving digital landscape. The AI revolution is here, and NoviqTech is poised to lead the way. The AI revolution at NoviqTech is about substantially enhancing operational efficiencies to drive sustainable practices and empowering any enterprise, public and private, to make a meaningful and effective contribution to achieving sustainability goals.

As we move forward, our focus remains unwavering on delivering excellence, driving innovation, and creating value. The path ahead is filled with challenges and opportunities alike. However, with our talented team, strategic partnerships, and the continued support of our shareholders, I am confident in our ability to navigate this journey successfully.

Sincerely,
Raf Marcellino
Chairman





CEO's Message

Looking back on a year of transformation and growth at NoviqTech fills me with pride and optimism for the journey that lies ahead. Our shared vision of innovation and our commitment to using artificial intelligence to redefine not only our business but also the industries we serve have been the foundation of our success.

The launch of Carbon Central marked an important milestone in our mission to accelerate customer onboarding and expand our market reach. This platform embodies our dedication to sustainability and efficiency, allowing us to connect with a broader spectrum of clients and cementing our role as a catalyst for change in the sustainability transformation landscape. Simultaneously, NoviqAI, our platform that applies the capabilities of Carbon Central to supply chain management, is set to revolutionize the industry. By harnessing the power of AI, NoviqAI will offer unprecedented track and trace solutions, empowering our clients to optimize their value chain operations and authenticate their products. This expansion of our technology portfolio not only underscores our commitment to innovation but also demonstrates our ability to adapt and thrive in a rapidly evolving technological environment.

This year was also a defining moment for our brand, as we transitioned from TYMLEZ to NoviqTech. This rebranding signifies more than a name change; it represents our evolution and our ambition to explore new frontiers beyond sustainability. With NoviqAI, we are not just entering new markets; we are shaping them, leveraging our advanced technology to create value in unprecedented ways.

As we entered 2024, our partnership with the Google Cloud Ready - Sustainability Initiative has shown that we are leaders in the industry. We are proud to be among the select few globally to receive this designation, which is a testament to our innovative capabilities and our commitment to making a positive impact on the planet.

The transformational journey we embarked upon in 2023 was both challenging and exhilarating. It demanded a re-evaluation of our core strategies, an unwavering commitment to innovation, and a deep dive into the world of artificial intelligence. This period of intense transformation was driven by a clear objective: to position NoviqTech at the forefront of both the sustainability and AI revolutions, ready to commercialise our pioneering technologies in 2024.

Through this shift, we didn't simply adopt new technologies or enter new markets. Instead, we embarked on a journey to reimagine our company's purpose, capabilities, and future direction. We meticulously examined every aspect of our operations, from product development to customer engagement, ensuring that each element aligned with our vision



CEO's Message

for a more sustainable, efficient, and AI-driven future. The unwavering dedication of our team throughout this transformative phase has been nothing short of remarkable. Their resilience, creativity, and passion have been the cornerstone of our success, empowering us not just to envision a bold new direction for NoviqTech but to make it a reality.

As we now stand in 2024, NoviqTech is not just ready for commercialisation; we are poised to lead. Our strategic initiatives in the past year have laid a solid foundation for our growth, setting the stage for us to introduce our innovative solutions to the world. The unveiling of Carbon Central and NoviqAI, coupled with our rebranding and strategic partnerships, are not merely achievements; they are clear indicators of our readiness to make a significant impact in the markets we serve.

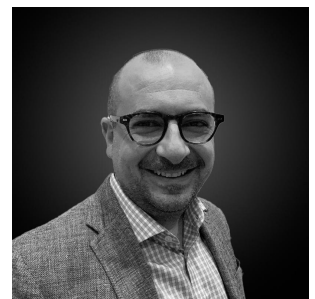
Our sights are set on success, and we have the means to achieve it. After an extensive transformation, we're confident that we have the necessary tools, technologies, and team to not only face future challenges, but to define them. The upcoming commercialisation milestone in 2024 isn't just a significant moment for NoviqTech - it's a testament to our hard work, vision, and unwavering belief in the power of innovation to change the world.

Moving forward, we remain dedicated to driving innovation, improving our technology platforms, and expanding our reach. Our growth and transformation journey is ongoing, but with our talented team, strategic partnerships, and the continued support of our stakeholders, we're confident that we will lead the AI revolution.

Together, we're more than just participants in the digital transformation era - we're the architects of a sustainable, efficient, and innovative world that will benefit generations to come. The future is bright at NoviqTech!

Thank you for your unwavering support and belief in our vision.

Sincerely,
Freddy El Turk
CEO and Executive Director



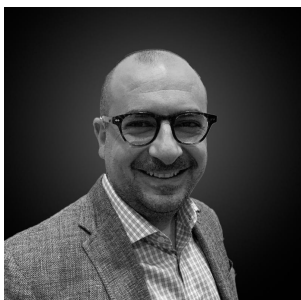


Board of Directors



Dr Raffaele Marcellino
Non-Executive Chairman

Raffaele Marcellino brings over 25 years of distinguished experience in organisational and academic leadership across both public and private sectors of higher education and training. His expertise encompasses a profound understanding and leadership in higher education transformation, development, and strategic planning. Raffaele is renowned for his adeptness in institutional formation, curriculum design, and the implementation of innovative strategies within postsecondary education, particularly in creative media and creativity disciplines.



Freddy El Turk
CEO and Executive Director

Freddy El Turk is an accomplished entrepreneur with more than 15 years of strategic leadership experience, specialising in the Advanced Digital Technology, Media and Education sectors. Throughout his career, he has been focused on revenue growth and has consistently capitalised on business opportunities to achieve this goal. Freddy is known for his analytical skills and his ability to lead diverse teams towards innovation and digital transformation. His dynamic and visionary leadership style fosters team productivity and creates a nurturing environment for people and process development.



Darren Scott
Non-Executive Director

With 25 years of global technology and management experience, Darren Scott is a seasoned expert specialising in the development and launch of new services-led businesses worldwide. His career has been driven by a passion for unlocking the potential of technology through the right opportunities and knowledge. With over two decades at the cutting edge of emerging tech and digital transformation, Darren understands the complexities of adapting to and leading through technological evolution.

Our Brands

NoviqTech is focused on delivering world leading solutions across sustainability and value chain traceability. To accomplish this, the company operates two brands, TYMLEZ and NoviqAI.



NOVIQAI

TYMLEZ

TYMLEZ, NoviqTech's founding company, is at the forefront of sustainability, offering the cutting-edge Carbon Central platform that delivers solutions designed to empower businesses in their environmental stewardship. An innovative Software as a Service (SaaS) platform that redefines how companies monitor, report, and act on their carbon emissions, Carbon Central has been developed with a keen focus on sustainability. Carbon Central enables customers to accurately monitor their carbon footprint, produce verifiable evidence for claiming carbon offsets, and generate guarantee of origin certificates for green fuels and resources, thereby enhancing transparency and accountability in their sustainability efforts.

Since entering development in August, Carbon Central has rapidly gained traction, with six companies already registering on the platform to leverage its capabilities. This swift adoption underscores the market's urgent need for robust, scalable solutions in sustainability reporting and carbon management. The platform's success played a pivotal role in securing NoviqTech's esteemed Google Cloud partnership status, recognising our commitment to leveraging technology for environmental sustainability.

As we progress into 2024, TYMLEZ is committed to continually enhancing Carbon Central with new features, including an expanded standards library and the integration of more sophisticated AI functionality. These advancements aim to further streamline the sustainability reporting process, making it more accessible, accurate, and actionable for businesses across the globe.



NoviqAI

Announced in 2023 and slated for pre-release in 2024, NoviqAI represents NoviqTech's ambitious venture into leveraging artificial intelligence for enhancing value chain traceability and proving the authenticity of products and resources. Building on the robust platform developed for Carbon Central, NoviqAI extends these capabilities to offer comprehensive track and trace and proof of authenticity services, utilising distributed ledger technology for unmatched security and reliability.

The strategic decision to utilise the same underlying platform as Carbon Central allows NoviqTech to significantly reduce development times and costs, ensuring a streamlined approach to delivering high-quality, innovative solutions. NoviqAI is set to leverage Google's Gemini AI technology, enabling advanced analytics and sophisticated fraud detection mechanisms. This integration underscores NoviqTech's dedication to incorporating cutting-edge technology to address complex challenges in supply chain management and authenticity verification.

As NoviqAI moves towards its pre-release in 2024, it stands as a testament to NoviqTech's innovative spirit and its commitment to leveraging technology for real-world applications. Through NoviqAI, NoviqTech aims to set new standards in supply chain transparency, enhance operational efficiencies, and build trust across global markets, reinforcing our position as a leader in the intersection of technology, sustainability, and authenticity.





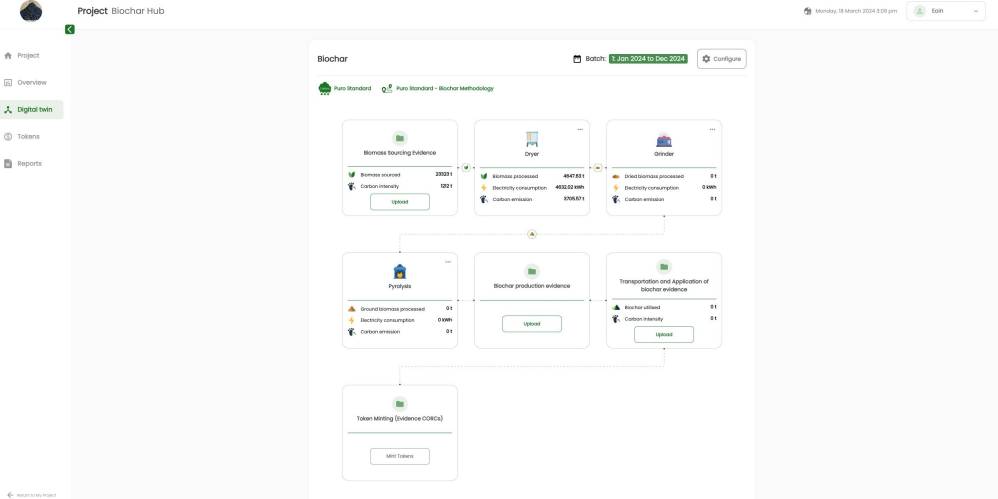
Business Outlook

Carbon Central General Availability

As we look ahead to the upcoming year, one of our most significant milestones for NoviqTech will be bringing Carbon Central into general availability. This strategic move marks a pivotal moment in our journey, reflecting not only our technological advancements but also our commitment to making sustainability accessible and actionable for businesses and individuals alike.

Transitioning Carbon Central to general availability signifies a monumental leap forward. For the first time, the platform will be open for public sign-up, enabling a broader audience to access our innovative solutions for carbon emissions monitoring, reporting, and offsetting and to also access our guarantee of origin capabilities. This expansion is crucial for fostering a more inclusive and comprehensive approach to sustainability, inviting users from various sectors to participate in the global effort towards carbon neutrality.

To streamline this process, we are integrating robust billing capabilities directly into Carbon Central, mirroring the user experience of leading platforms across industries. This enhancement is expected to significantly improve our conversion rate, transitioning users from free access to becoming paying customers. By offering a seamless sign-up and billing process, we aim to lower the barriers to entry for users, making it easier than ever to commit to and invest in sustainable practices.



Throughout the year, we will be rolling out new features, many of which stem from our ambitious AI roadmap. These innovations will further empower our users to accurately track, manage, and offset their carbon footprint with unprecedented precision and ease.



In addition to technological advancements, we are committed to continuously expanding our policy library. This effort will enable us to support a wider range of projects from around the globe, enhancing the platform's versatility and applicability. By catering to the diverse needs of our global user base, we aim to not only facilitate compliance with various regional and international standards but also to inspire more businesses to take proactive steps towards sustainability.

Achieving general availability for Carbon Central within such a short timeframe is a testament to the dedication, innovation, and hard work of the entire NoviqTech team. This milestone is not just a significant achievement for our company; it represents a forward leap for the industry, pushing the boundaries of what is possible in the realm of sustainability technology.

Release of NoviqAI

The upcoming release of NoviqAI in late 2024 represents a significant milestone for NoviqTech, embodying our strategic vision to harness the power of artificial intelligence in transforming value chain traceability and authenticity verification. Building upon the foundational technology of Carbon Central, NoviqAI is poised to revolutionise how businesses manage and authenticate their supply chains, leveraging the same robust platform to deliver unparalleled efficiency and security.

NoviqAI's introduction to the market is a testament to our innovative approach to product development. By utilising the core architecture developed for Carbon Central, we can significantly reduce development times and costs. This strategic decision not only accelerates our ability to bring NoviqAI to market but also ensures that we maintain a high standard of quality and reliability in our offerings. The platform's integration with Google's Gemini AI for advanced analytics and fraud detection further highlights our commitment to leveraging cutting-edge technology to address some of the most pressing challenges faced by businesses today.

The launch of NoviqAI is particularly timely, given the increasing demand for transparency and authenticity in global supply chains. Businesses are under growing pressure to prove the provenance and integrity of their products, a challenge that NoviqAI is uniquely equipped to meet. Through distributed ledger technology, NoviqAI provides a secure, immutable record of transactions and product movements, enabling businesses to offer definitive proof of authenticity and compliance.

As we approach the launch date, our focus is on developing NoviqAI's capabilities and ensuring that the platform is fully equipped to meet the needs of our target markets. This includes extensive testing and validation processes, as well as engaging with potential customers to gather feedback and insights that can inform further development. Our goal is to ensure that NoviqAI not only meets but exceeds market expectations, setting a new



standard for what is possible in supply chain management and authentication services.

Looking ahead to the launch of NoviqAI, we are excited about the potential this platform has to not only grow our business but also to provide our clients with the tools they need to navigate the complexities of the modern supply chain. By leveraging AI, NoviqAI offers a level of insight and security that was previously unattainable, marking a significant step forward in our mission to revolutionise the way businesses operate. The launch of NoviqAI in late 2024 is more than just the release of a new product; it is a pivotal moment in our journey towards becoming a leader in AI-driven solutions for global supply chains.

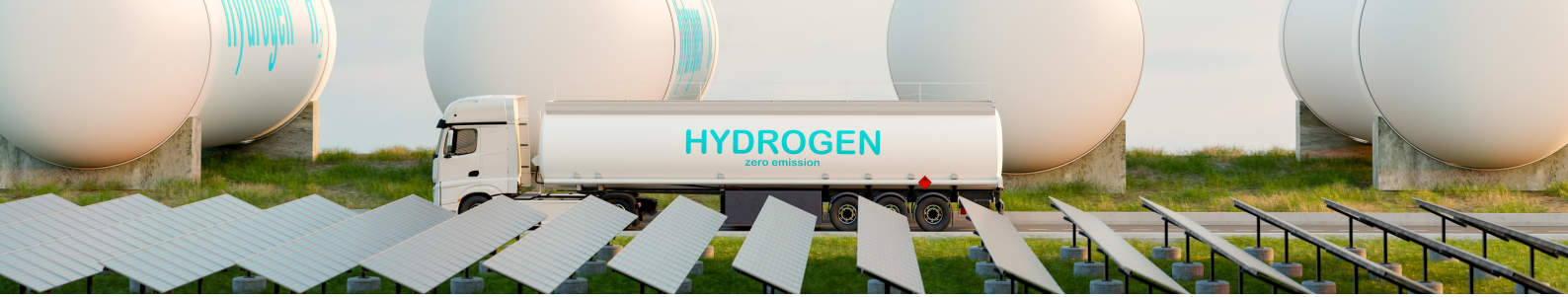
Extending Market Share

In the coming year, a key strategy for NoviqTech in bolstering our market presence and driving commercialisation will involve a focused participation in sustainability events globally. Through a combination of speaking engagements and interactive booths at these events, we aim to directly engage with potential customers, industry leaders, and sustainability advocates. This approach is not only about showcasing our innovative solutions, such as Carbon Central, but also about embedding ourselves within the broader conversation on sustainability and technology's role in facilitating greener business practices.

At these events, NoviqTech plans to leverage our presence by facilitating immediate sign-ups to Carbon Central. By providing on-the-spot demonstrations and registrations at our booths, we can effectively showcase the platform's capabilities and value proposition, encouraging instant engagement from attendees. This direct approach will significantly enhance our conversion rates, swiftly moving users from interest to action—transforming attendees into active users and, ultimately, into paying customers.

Speaking engagements at these events serve a dual purpose. Firstly, they position NoviqTech as a thought leader in the intersection of technology and sustainability, highlighting our commitment to innovative solutions that address pressing environmental challenges. Secondly, these engagements provide a platform to introduce our offerings, like Carbon Central and the forthcoming NoviqAI, to a captive audience keen on adopting sustainable practices. By sharing insights, success stories, and the underlying technology driving our platforms, we can stimulate interest and foster discussions around the potential of AI and blockchain in enhancing sustainability efforts across industries.

Following these events, our strategy will shift towards converting these newly acquired users into paying customers. This will involve targeted follow-up communications, offering additional information, support, and incentives to encourage their transition to our paid services. By tailoring our follow-up efforts to the specific interests and needs highlighted during the events, we can enhance the relevance and appeal of our offerings, increasing the likelihood of conversion.



AI Enablement

As NoviqTech strides into the future, our commitment to AI enablement stands at the core of our strategic vision. For both Carbon Central and NoviqAI, the integration and advancement of artificial intelligence features represent not just an enhancement of our current offerings, but a pivotal step towards redefining what's possible in sustainability and supply chain management. In the coming year, our focus will be on developing new AI-driven features for both solutions, while also exploring new territories where AI can bring about transformative changes.

For Carbon Central, AI enablement will focus on advancing capabilities in carbon emission monitoring and reporting. By incorporating more sophisticated AI algorithms, we aim to provide users with predictive insights into their carbon footprint, enabling more effective management and reduction strategies. These advancements will also play a crucial role in refining the accuracy of carbon offset evidence and guarantee of origin certificates, making sustainability efforts more transparent and verifiable.

Similarly, NoviqAI will see a significant enhancement of its AI functionalities, particularly in improving value chain traceability and fraud detection. Leveraging Google's Gemini AI, NoviqAI will offer advanced analytics capabilities, providing businesses with deeper insights into their supply chains. This will not only enhance the platform's track and trace features but also bolster its proof of authenticity services, ensuring a higher level of security and trust for users.

Beyond refining existing features, NoviqTech is dedicated to investigating new areas for AI adoption. Recognising the vast potential of AI in addressing complex challenges, we are committed to staying at the forefront of technological advancements. This involves continuous research and development efforts to identify new applications for AI that can complement our sustainability and supply chain solutions, ensuring that NoviqTech remains a leader in innovation.

A key aspect of our strategy involves the innovative combination of AI with Distributed Ledger Technology (DLT). This integration is crucial for enhancing the security, transparency, and efficiency of our platforms. For Carbon Central, DLT provides an immutable record of carbon emissions and offsets, which, when paired with AI, can offer unprecedented accuracy and reliability in sustainability reporting. In NoviqAI, the synergy between DLT and AI amplifies the platform's capability to secure supply chains and authenticate products, setting a new standard for operational integrity in global markets.

As we progress, NoviqTech's investment in AI enablement underscores our commitment to delivering cutting-edge solutions that address the pressing needs of our planet and society. By continuously enhancing Carbon Central and NoviqAI with new AI features and exploring fresh avenues for AI application, we aim to not only drive technological innovation but also foster a more sustainable and transparent global ecosystem.



Operational Updates

Release of Carbon Central

In 2023, NoviqTech achieved a significant milestone with the development and subsequent release of Carbon Central, a platform poised to redefine the landscape of sustainability and carbon management. Initiating development in August, our team demonstrated exceptional dedication and expertise, swiftly advancing to a pre-release phase by December. This rapid progression from concept to market testing underscores our rapid development methodology and our unwavering commitment to innovation in response to the demands for sustainable solutions in the business world.

The journey of Carbon Central throughout 2023 was not just a technical achievement but a strategic choice designed to position NoviqTech at the forefront of sustainability technology. The pre-release phase marked the beginning of our market engagement, allowing us to introduce Carbon Central to a global audience and begin testing with projects across various industries. This phase was instrumental in gathering critical feedback, refining our platform, and validating the essential role Carbon Central plays in enabling businesses to monitor, report, and act on their carbon emissions more effectively and efficiently.

A pivotal aspect of Carbon Central's introduction to the market was the onboarding of several projects onto our free tier. This approach facilitated early adoption, providing users with firsthand experience of the platform's capabilities. The engagement with these initial projects was not only about demonstrating the value of Carbon Central but also about establishing a foundation for a robust, long-term user base that we aim to transition into paying customers in 2024. Our focus on conversion is underpinned by a comprehensive strategy that encompasses ongoing platform enhancements, user support, and the introduction of additional features that align with our clients' evolving needs.

As we look towards the future, Carbon Central is set to revolutionise NoviqTech's approach to the market, with a significant emphasis on integrating advanced AI functionalities. These integrations will elevate the platform's capabilities, offering users predictive analytics, enhanced accuracy in carbon tracking and reporting, and streamlined processes for managing sustainability efforts. The incorporation of AI into Carbon Central is a testament to our vision of leveraging cutting-edge technology to tackle complex environmental challenges, making sustainable practices more accessible and actionable for businesses around the globe.

The development and pre-release of Carbon Central in such a condensed timeframe is a testament to NoviqTech's agility, innovation, and the strategic foresight of our team. This achievement highlights our commitment to driving sustainability through technology,



positioning us as leaders in the creation of solutions that not only support environmental stewardship but also offer tangible benefits to our customers. As we progress into 2024, our efforts will be focused on expanding Carbon Central's functionalities, enhancing our AI integrations, and solidifying our market presence by converting early adopters into paying customers. The journey of Carbon Central in 2023 is just the beginning of our ambitious path to redefine sustainability practices across the globe, promising a future where NoviqTech leads the way in creating a more sustainable and technologically advanced business ecosystem.

Launch of NoviqAI

Throughout 2023, NoviqTech has not only celebrated the milestones achieved with Carbon Central but also embarked on an equally ambitious project: the development of NoviqAI. Positioned to redefine supply chain management and authenticity verification, NoviqAI represents the next frontier in leveraging artificial intelligence (AI) and distributed ledger technology (DLT) to address some of the most pressing challenges in global trade and product provenance.

Currently in the development phase, NoviqAI is on track for customer testing later this year. This step is critical in our development cycle, allowing us to refine the platform's capabilities in real-world scenarios and ensuring that it meets the complex needs of our clients with precision and reliability. The essence of NoviqAI's promise lies in its ability to provide unparalleled value chain traceability and proof of authenticity services, harnessing the robust foundation developed for Carbon Central and extending it into new, transformative applications.

One of the most compelling aspects of NoviqAI is its integration with Google's Gemini AI, a decision that underscores our commitment to embedding cutting-edge technology into our solutions. This partnership will empower NoviqAI with advanced analytics and sophisticated fraud detection capabilities, setting a new standard in the industry for supply chain transparency and security. The use of AI and DLT in tandem is a testament to our innovative approach, ensuring that NoviqAI is not just a step forward but a leap into the future of supply chain management.

As we move forward with the development and eventual rollout of NoviqAI for customer testing, our focus remains steadfast on ensuring that the platform is intuitive, powerful, and, above all, effective in meeting the evolving demands of the market. This period of testing is more than just a phase in our product development process; it's an opportunity to engage closely with our users, understand their challenges, and adapt our technology to provide solutions that are not only innovative but also deeply impactful.

In essence, the journey of NoviqAI through 2023 is a clear indicator of NoviqTech's direction and ambition. It reflects our broader mission to harness technology not just for the sake of innovation but to create tangible improvements in how businesses operate and thrive in an increasingly complex global ecosystem. As we look towards the latter part of the year and



the exciting milestones ahead, NoviqAI stands as a symbol of our commitment to pushing the boundaries of what's possible, driving forward with the aim of establishing new paradigms in supply chain management and authenticity verification.

Reduction in Spending

In a year marked by significant achievements and strategic pivots, one of our most impactful operational updates has been the substantial reduction in overall spending. By the close of 2023, NoviqTech successfully lowered its expenditure by an impressive 26%, a testament to the effectiveness of our cost reduction strategies and a commitment to enhancing operational efficiency. This achievement not only demonstrates our fiscal responsibility but also sets a solid foundation for future growth, ensuring that we can invest more strategically in our core business areas moving forward.

The arrival of the new board marked a turning point in our approach to managing expenses. A comprehensive review of our spending led to the identification and elimination of unnecessary expenditures, particularly in our reliance on outside consultants. This move alone contributed significantly to reducing overheads, allowing us to allocate resources more effectively towards our strategic objectives. Furthermore, we undertook a rigorous evaluation of board costs and development expenses, implementing measures that have streamlined operations without compromising on our ambitions or the quality of our output.

A notable factor in our reduced spending has been the operational efficiencies gained with the launch of Carbon Central. Transitioning from the legacy TYMLEZ platform to Carbon Central has not only allowed us to offer a more robust and innovative solution to our customers but has also resulted in lower operational costs. The new platform is designed with cost-efficiency in mind, leveraging the latest technologies to ensure that we can deliver exceptional value without the burden of excessive expenditure.

It's important to highlight that the strategies leading to this reduction in spending were implemented in the final six months of the year, with the tangible benefits beginning to materialise in the last quarter. This timing underscores the swift and decisive action taken by the team to address financial efficiency, demonstrating our ability to quickly adapt and optimize our operations in response to strategic priorities.

As we move forward, our focus remains on ensuring that every dollar spent is an investment in our future success. The measures we have put in place to reduce spending are not merely cost-cutting exercises but a strategic realignment of our resources. We are committed to spending shareholder funds wisely, ensuring that we can continue to innovate, grow, and lead in our industry while maintaining a strong and sustainable financial foundation.

This approach to financial management reflects our broader commitment to operational



excellence and strategic growth. As we look ahead, we are confident that the efficiencies and savings realized in 2023 will enable us to invest more effectively in our key initiatives, driving forward our mission to transform the landscape of sustainability and supply chain management through technology.

Company Rebrand

The year 2023 was a landmark period for our company, marked not only by technological advancements and strategic operational shifts but also by a significant transformation in our brand identity. The decision to rebrand TYMLEZ to NoviqTech, while maintaining TYMLEZ as a child company to operate Carbon Central, was a strategic move that reflects our evolving vision and broadened focus beyond sustainability alone. This rebranding initiative was a pivotal moment, symbolising our commitment to embracing a wider array of technological solutions, prominently highlighted by the introduction of NoviqAI.

The rebrand to NoviqTech was driven by our ambition to expand our reach and impact across various sectors, leveraging advanced technologies to solve complex challenges. While TYMLEZ, under the NoviqTech umbrella, continues to drive our sustainability efforts through Carbon Central, NoviqTech itself is set to explore new frontiers with the development of NoviqAI. This diversification of our portfolio underscores our belief in the transformative power of technology, not just in sustainability but in enhancing business processes, supply chain transparency, and overall operational efficiency across the board.

Moreover, the rebranding initiative was representative of a broader shift within the company, coinciding with the introduction of a new board and CEO. This change in leadership was instrumental in revitalising the business, steering it towards new opportunities and reinforcing our commitment to innovation and excellence. The new brand identity of NoviqTech serves as a testament to this renewed energy and focus, encapsulating our aspirations and the dynamic direction we are taking.

The transition to NoviqTech was more than just a change in name; it was a strategic realignment of our brand with our future aspirations. It signifies a fresh, forward-thinking approach to how we operate, innovate, and engage with our markets. By broadening our focus, we are not only tapping into new opportunities for growth but also reinforcing our commitment to being at the forefront of technological innovation. The rebranding reflects our agility and readiness to adapt to the changing needs of our clients and the industries we serve.

As we move forward as NoviqTech, our vision is clear. We aim to leverage this new brand identity to forge stronger connections with our clients, enter new markets, and continually push the boundaries of innovation. The rebranding is a declaration of our evolving journey, one that embraces change, champions technology, and remains steadfast in our commitment to delivering impactful solutions. With a solid foundation as TYMLEZ and an eye towards the future with NoviqTech and NoviqAI, we are poised to make significant strides in reshaping industries and contributing to a more sustainable, efficient, and



technologically advanced world.

New Leadership team

The introduction of a new board of directors and a dynamic CEO heralded a fresh era of strategic vision and innovative leadership for the company. This new leadership team is committed to steering NoviqTech towards achieving its ambitious goals, fostering a culture of innovation, and enhancing shareholder value.

Raffaele Marcellino, stepping in as the Non-Executive Chairman, brings over a quarter-century of rich experience in academic leadership within both the public and private sectors of higher education and training. His profound expertise in leading transformative projects in education, coupled with his innovative approach to institutional formation, strategic planning, and curriculum design, positions him uniquely to guide NoviqTech in its mission. Raffaele's creative background as an expert composer, with his work recognised through international awards and performances, adds a unique perspective to our leadership, blending creativity with strategic vision.

As CEO and Executive Director, Freddy El Turk embodies the entrepreneurial spirit and visionary leadership that NoviqTech prides itself on. With more than 15 years of experience directing global operations and capitalising on business growth opportunities within the IT and education sectors, Freddy's approach is both analytical and innovative. Known for his ability to navigate complex challenges and drive digital transformation, his leadership is instrumental in guiding NoviqTech's strategic direction, fostering team productivity, and ensuring the company's offerings are at the cutting edge of technology and market needs.

Darren Scott, serving as a Non-Executive Director, contributes 25 years of global technology and management experience, with a specialisation in launching new services-led businesses around the world. His passion for technology and its potential to drive change is matched by his expertise in digital transformation, team development, and strategic partnerships. Darren's visionary approach to technology and management, combined with his hands-on experience in developing digital infrastructures and fostering talent, is invaluable as NoviqTech navigates the challenges and opportunities of the digital age.

The collective expertise and diverse backgrounds of our new board members and CEO are pivotal to NoviqTech's strategic vision. Their leadership is not just about steering the company through its current initiatives but also about envisioning the future of technology in sustainability and beyond. With this renewed leadership team, NoviqTech is poised to explore new horizons, drive innovation, and deliver exceptional value to our clients and stakeholders.

As we move forward, the insights and strategic guidance from our new leadership team will be instrumental in achieving our goals. Their collective experience and innovative approaches will ensure that NoviqTech remains at the forefront of technology and sustainability, driving positive change and delivering on our promise of excellence. The



introduction of this new team marks the beginning of an exciting chapter for NoviqTech, as we continue to push the boundaries of what is possible and strive to make a significant impact in the industries we serve.

Completion of Raise

2023 saw the successful completion of a significant capital raise. This strategic financial endeavour, amounting to approximately \$850,000 (before costs) through a two-tranche placement, was met with enthusiasm and support from sophisticated and professional investors, underscoring the confidence in our renewed strategic direction and the potential of our technological advancements.

This capital injection is earmarked for pivotal developments within the company, notably the refinement and enhancement of the Carbon Central platform. As we transition from the legacy TYMLEZ platform, these funds are instrumental in propelling the platform's capabilities forward, particularly in integrating cutting-edge AI functionalities that promise to redefine sustainability and supply chain transparency.

The successful capital raise is not just a financial milestone but a strong vote of confidence in NoviqTech's vision and strategic pivot under the guidance of a new leadership team. With the introduction of a new board and CEO, the company has embarked on a path of revitalisation, focusing on innovation and market expansion. The funds from this raise are set to significantly boost our working capital, allowing for more agile and efficient operations, and enabling us to pursue new opportunities.

Looking ahead, the capital raise positions NoviqTech to not only enhance the company's product offerings but also to solidify its market presence. By investing in the technological advancements of Carbon Central, the company aims to deliver unparalleled value to its clients and stakeholders. Moreover, this financial backing allows us to further our commitment to sustainability, leveraging AI and blockchain technology to offer solutions that meet the urgent needs of today's global market.

In reflection, the completion of this capital raise marks a pivotal moment in NoviqTech's journey. It reflects a collective belief in the transformative power of our solutions and a shared vision for a more sustainable and efficient future. As the company moves forward, the support and trust of our investors and shareholders remain integral to our success, driving the company to innovate, expand, and lead in the technology-driven sustainability space.

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Consolidated Financial Statements

For the Year Ended 31 December 2023

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

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NoviqTech Limited (formerly Tymlez Group Limited)

Corporate Governance Statement

For the Year Ended 31 December 2023

NoviqTech Limited (formerly Tymlez Group Limited) and the Board are committed to achieving and demonstrating the highest standards of corporate governance. NoviqTech Limited (formerly Tymlez Group Limited) has reviewed its corporate governance practices against the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council, to the extent that such principles and recommendations are applicable to an entity of the size and structure of the Company.

The Company has formulated its own Corporate Governance policies and practices using the ASX Principles and Recommendations as a guide.

The Board reviews on an ongoing basis, the corporate governance policies and structures that the Company has in place to ensure that these are appropriate for the size and structure of the Company and nature of its activities, and that these policies and structures continue to meet the corporate governance standards that the Board is committed to.

The 2023 corporate governance statement is dated as at 31 December 2023 and reflects the corporate governance practices in place throughout the 2023 financial year. The 2023 corporate governance statement will be approved by the Board on 28 March 2024. A description of the Group's current corporate governance practices is set out in the Group's corporate governance statement which can be viewed at <https://tymlez.com/investor-relations> and should be read in conjunction with the recent Company announcements on the ASX website.

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Directors' Report For the Year Ended 31 December 2023

The directors present their report, together with the consolidated financial statements of the Group, being NoviqTech Limited (formerly Tymlez Group Limited) ("the Company") and its controlled entities, for the financial year ended 31 December 2023.

Following shareholder approval at the Extraordinary General Meeting (EGM) held on 3 October 2023, the Company changed its name from Tymlez Group Limited to NoviqTech Limited on the same day. Following this change, the ticker code for the Company on the Australian Securities Exchange (ASX) is changed from TYM to NVQ, effective from 9 October 2023.

Information on directors

The names, qualifications, experience and special responsibilities of each person who has been a director during the year and to the date of this report are:

Mr Fady El Turk	(Appointed 29 May 2023)
Qualifications	Master of Science - MS Business and Management (Business Analytics); and Bachelor of Science - Computer Science
Experience	Accomplished and revenue-focused entrepreneur with over 20 years of experience directing global operations management across various sectors, specialising in harnessing business and revenue growth opportunities within Business and Infrastructure Technology. Highly analytical professional, proficient in leading all facets of Business and Infrastructure Technology, with a knack for innovating market and digital transformation strategies, as well as business start-up and development. Dynamic and visionary executive, excelling in enhancing team productivity by fostering a productive workforce environment that nurtures talent and optimises processes. Versatile leader, adept at analysing and resolving complex issues and conflicts, committed to implementing innovative plans to deliver high-quality services. Expertise and leadership are aimed at leveraging extensive experience in Business and Infrastructure Technology to drive significant advancements and growth.
Interest in shares and options	17,452,500 ordinary shares; 10,000,000 unlisted options
Special responsibilities	Executive Director, Chief Executive Officer and Acting Chief Technology Officer (from 29 June 2023); and Non-Executive Director (from 29 May 2023 to 28 June 2023)
Other current directorships in listed entities	N/A
Other directorships in listed entities held in the previous three years	N/A
Dr Raffaele Marcellino	(Appointed 31 May 2023)
Qualifications	Bachelor of Music with merit; Graduate Diploma of Education; and PhD
Experience	Dr Raffaele Marcellino is an educational leader, having held University and private post-secondary roles in Australia and UK.
Interest in shares and options	5,000,000 ordinary shares; 5,000,000 unlisted options
Special responsibilities	Non-Executive Director (from 31 May 2023); and Non-Executive Chairman (from 29 June 2023)
Other current directorships in listed entities	N/A
Other directorships in listed entities held in the previous three years	N/A

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Directors' Report

For the Year Ended 31 December 2023

Information on directors (continued)

Mr Darren Scott	(Appointed 5 June 2023)
Qualifications	Bachelor of Science - Computer Science; and Masters of Business Administration - Technology Management
Experience	With a distinguished executive career at Cisco and Adobe, Darren brings extensive expertise in launching and scaling growing global hightech businesses.
Interest in shares and options	12,500,000 ordinary shares; 12,500,000 unlisted options
Special responsibilities	Non-Executive Director (from 5 June 2023)
Other current directorships in listed entities	N/A
Other directorships in listed entities held in the previous three years	N/A
Rhys George Evans	(Resigned 5 June 2023)
Daniel O'Halloran	(Resigned 30 March 2023; Re-appointed 22 May 2023; Resigned 31 May 2023)
Eglantine Florence Suzanne Etienne	(Resigned 29 May 2023)
Jason Conroy	(Resigned 22 May 2023)

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Company secretary

The following persons held the position of Company secretary at the end of the financial year:

- Mr Jonathan Hart was appointed company secretary on 1 January 2023. Mr Hart holds a Bachelor of Laws and Commerce and has 20+ years of corporate advisory experience. Mr Hart's experience includes initial public offerings, reverse takeovers, due diligence investigations, general corporate and commercial drafting, public and private mergers and acquisitions, general corporate advice in relation to capital raisings, Corporations Act and ASX compliance, Australian Financial Services Licenses, managed investment schemes and anti-money laundering compliance.

Principal activities and significant changes in nature of activities

NoviqTech Limited (formerly Tymlez Group Limited) (ASX: NVQ) is a pioneer in the development and delivery of carbon reporting and guarantee of origin solutions. The Group provides companies across the globe with world-class solutions designed to empower them in their decarbonisation journeys.

There were no significant changes in the nature of the Group's principal activities during the financial year, other than those outlined in "Significant Changes in State of Affairs" below.

Operating results

The consolidated loss of the Group after providing for income tax amounted to \$2,948,962 (2022: \$4,506,896).

Directors' Report

For the Year Ended 31 December 2023

Dividends paid or recommended

No dividends were paid or declared since the start of the financial year. No recommendation for payment of dividends has been made.

Review of operations

During the financial year ended 31 December 2023, the Group achieved a number of key successes including:

- Release of Carbon Central
 - In 2023, NoviqTech achieved a significant milestone with the development and subsequent release of Carbon Central, a platform poised to redefine the landscape of sustainability and carbon management. Initiating development in August 2023, our team demonstrated exceptional dedication and expertise, swiftly advancing to a pre-release phase by December 2023. This rapid progression from concept to market testing underscores our rapid development methodology and our unwavering commitment to innovation in response to the demands for sustainable solutions in the business world.
- Launch of NoviqAI
 - Throughout 2023, NoviqTech has not only celebrated the milestones achieved with Carbon Central but also embarked on an equally ambitious project: the development of NoviqAI. Positioned to redefine supply chain management and authenticity verification, NoviqAI represents the next frontier in leveraging artificial intelligence (AI) and distributed ledger technology (DLT) to address some of the most pressing challenges in global trade and product provenance.
- Reduction in spending
 - In a year marked by significant achievements and strategic pivots, one of our most impactful operational updates has been the substantial reduction in overall spending. By the close of 2023, NoviqTech successfully lowered its expenditure by an impressive 26%, a testament to the effectiveness of our cost reduction strategies and a commitment to enhancing operational efficiency. This achievement not only demonstrates our fiscal responsibility but also sets a solid foundation for future growth, ensuring that we can invest more strategically in our core business areas moving forward.
- Company rebrand
 - The year 2023 was a landmark period for the Group, marked not only by technological advancements and strategic operational shifts but also by a significant transformation in our brand identity. The decision to rebrand TYMLEZ to NoviqTech, while maintaining TYMLEZ as a child company to operate Carbon Central, was a strategic move that reflects our evolving vision and broadened focus beyond sustainability alone. This rebranding initiative was a pivotal moment, symbolising our commitment to embracing a wider array of technological solutions, prominently highlighted by the introduction of NoviqAI.
- New leadership team
 - The introduction of a new board of directors and a dynamic CEO heralded a fresh era of strategic vision and innovative leadership for the Group. This new leadership team is committed to steering NoviqTech towards achieving its ambitious goals, fostering a culture of innovation, and enhancing shareholder value.
- Completion of raise
 - 2023 saw the successful completion of a significant capital raise. This strategic financial endeavour, amounting to approximately \$850,000 (before costs) through a two-tranche placement, was met with enthusiasm and support from sophisticated and professional investors, underscoring the confidence in our renewed strategic direction and the potential of our technological advancements.

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Directors' Report

For the Year Ended 31 December 2023

Significant changes in state of affairs

The following significant changes in the state of affairs of the parent entity occurred during the financial year:

- i) There were significant changes to the Board and management of the parent entity during the financial year. The following changes occurred during the year:

Executive and Non-Executive Directors

Mr Jason Conroy (resigned 22 May 2023)

Ms Eglantine Etienne (resigned 29 May 2023)

Mr Fady El Turk (appointed 29 May 2023)

Mr Daniel O'Halloran (resigned 30 March 2023, re-appointed 22 May 2023; resigned 31 May 2023)

Dr Raffaele Marcellino (appointed 31 May 2023)

Mr Rhys Evans (resigned 5 June 2023)

Mr Darren Scott (appointed 5 June 2023)

Chief Executive Officer

Acting CEO - Mr Daniel O'Halloran (appointed 1 January 2023; resigned 31 May 2023)

CEO (and Acting CTO) - Mr Fady El Turk (appointed 29 June 2023)

- ii) 773,410 ordinary shares at \$0.0192 per share were issued to a consultant in lieu of fees for consulting and advisory services;
- iii) Issue of 212,250,000 fully paid ordinary shares at \$0.004 each with one free attaching unlisted option for every one ordinary share with an exercise price of \$0.01 expiring on 21 July 2026 (NVQOPT16) under private placement; and
- iv) Issue of 5,000,000 fully paid ordinary shares at \$0.003 each in lieu of directors fees;

Matters or circumstances arising after the end of the period

On 10 January 2024, the Group achieved the Google Cloud Ready - Sustainability designation in the Google Cloud Partner Advantage Program, making them one of fewer than 40 companies worldwide to receive this designation. By earning the Sustainability designation, the Group has proven their success in building and producing solutions and tools on Google Cloud to help customers achieve their decarbonisation and guarantee of origin goals. This designation will provide the Group's customers a facilitated journey to discover and use proven partner solutions, powered by Google Cloud, in their sustainability business transformations.

In March 2024, the Group raised and received \$700,000 (before costs) via a successful private placement to sophisticated and professional investors. The placement includes the issue of 175,000,000 new ordinary shares, priced at \$0.004 each plus one free attaching unlisted option with an exercise price of \$0.008 per share and a 2-year term from the date of issue per new share issued. A new strategic investor has joined the register as part of this private placement and has invested \$400,000 (before costs). The proceeds of the placement will be used to accelerate the commercialisation of Carbon Central, continuing development of AI functionality in Carbon Central as well as working capital purposes. Copeak Pty Ltd (PEAK) acted as Lead Manager to the issue and is entitled to the following fees:

- 6% capital raising fee on all funds raised under the offer (excluding GST); and
- subject to a minimum of A\$700,000 raised, the Group will issue PEAK (or its nominee) with 20 million unlisted options on the same terms as the investor Options. Approval of the issue of those options will be sought at an extraordinary general meeting (EGM). In the absence of shareholder approval, the fee is payable in cash to equivalent value.

The 175,000,000 new shares were issued on 12 March 2024. The free attaching unlisted options (175,000,000 options), plus the 20,000,000 unlisted options to be issued to PEAK are subject to shareholder approval to be sought at an upcoming EGM.

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Matters or circumstances arising after the end of the period (continued)

PEAK is entitled to a fee of \$42,000, being 6% of the funds raised in the private placement in March 2024. As PEAK has elected to exercise its right to take the fees owing in the form of NVQ shares at an issue price of \$0.004 each, 2,862,000 shares were issued on 18 March 2024 and the remainder is subject to shareholder approval at an upcoming EGM.

On 7 March 2024, the Group has signed a commercial agreement with SmartSmiths, Inc., trading as "Power Synch", to leverage the capabilities of Carbon Central for tracking sustainable hydrogen production in the United States commencing in 2025.

On 28 March 2024, the Group received a signed letter of financial support and funding commitment from PEAK which indicates PEAK's commitment to provide on-going financial support to the Group and reaffirms its commitment to provide ongoing funding to the Group as and when required if other avenues of fundraising are unsuccessful or delayed. In addition, PEAK has also provided a formal loan drawdown facility for an amount of up to \$1.4m to the Group. PEAK further covenants not to call for repayment of any drawdowns made by the Group until at least 30 June 2025. On the same date, the Group and PEAK have agreed and entered into a mandate for capital raising for the period up to 30 June 2025.

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group in future financial years.

Future developments and results

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

Environmental matters

The Group's operations are not regulated by any significant environmental regulations under a law of the Commonwealth or of a state or territory.

Meetings of directors

During the financial year, 11 meetings of directors (including committees of directors) were held. Committee meetings for the financial year were conducted as part of the Board meeting. No separate committee meetings were held. Attendances by each director during the year were as follows:

Directors' Meetings	
Number eligible to attend	Number attended
Mr Fady El Turk (Appointed 29 May 2023)	7
Dr Raffaele Marcellino (Appointed 31 May 2023)	7
Mr Darren Scott (Appointed 5 June 2023)	6
Rhys George Evans (Resigned 5 June 2023)	5
Daniel O'Halloran (Resigned 30 March 2023; Re-appointed 22 May 2023; Resigned 31 May 2023)	4
Eglantine Florence Suzanne Etienne (Resigned 29 May 2023)	4
Jason Conroy (Resigned 22 May 2023)	4

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Indemnification and insurance of officers and auditors

On 22 November 2023, the Group renewed its directors and officers insurance. This policy remains in force at the date of this Report. No indemnities have been given for any person who is, or has been, an officer of the Group.

The directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability and legal expenses insurance contracts as such disclosure is prohibited under the terms of the contract.

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

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

Options

At the date of this report, the unissued ordinary shares of NoviqTech Limited (formerly Tymlez Group Limited) under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Number under Option
30 July 2021	30 November 2024	\$0.035	43,805,530
08 December 2021	29 March 2026	\$0.016	880,000
08 December 2021	15 September 2026	\$0.016	880,000
21 July 2023	21 July 2026	\$0.010	249,750,000
			<hr/> <hr/>
			295,315,530

Details of option issues

Option holders do not have any rights to participate in any issues of shares or other interests in the Company or any other entity.

For details of options issued to directors and other key management personnel as remuneration during the year ended 31 December 2023, please refer to the remuneration report.

During the year ended 31 December 2023, there were no options exercised.

Proceedings on behalf of Company

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

The Company was not a party to any such proceedings during the year.

Remuneration report (audited)

The remuneration report, which has been audited, outlines the Director and executive remuneration arrangements for the Group, in accordance with the requirements of the *Corporations Act 2001* and its Regulations.

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

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Principles used to determine the nature and amount of remuneration

The performance of the Group depends upon the quality of its Directors and Executives. To prosper, the Group must attract, motivate and retain highly skilled Directors and Executives. To that end, the Group embodies the following principles in its remuneration framework:

- Provide competitive rewards to attract high calibre executives;
- Focus on creating sustained shareholder value;
- Placing a portion of executive remuneration at risk, dependent upon meeting predetermined performance benchmarks; and
- Differentiation of individual rewards commensurate with contribution to overall results and according to individual accountability, performance and potential.

The Board's policy for determining the nature and amount of remuneration for Key Management Personnel ("KMP") for the Group is based on the following:

- The remuneration policy is to be developed and approved by the Board after professional advice is sought from independent external consultants (where applicable);
- All executive KMP receive a base salary (which is based on factors such as length of service and experience), superannuation, fringe benefits and performance incentives, where appropriate;
- Performance incentives (in the form of a cash bonus) are generally only paid once predetermined key performance indicators (KPIs) have been met;
- Apart from those detailed in this report no other share based/options incentives have been offered to KMP during this reporting financial year; and
- The Board, which also serves as the remuneration committee, reviews the remuneration packages annually by reference to the Group's performance, executive performance and comparable information from industry sectors.

All remuneration paid to KMP is valued at the cost to the Group and expensed.

KMP or closely related parties of KMP are prohibited from entering hedge arrangements that would have the effect of limiting the risk exposure relating to their remuneration. In addition, the Board's remuneration policy prohibits Directors and KMP from using the Group's shares as collateral in any financial transaction.

Engagement of remuneration consultants

During the year, the Group did not engage any remuneration consultants.

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Principles used to determine the nature and amount of remuneration (continued)

Remuneration structure

The structure of Non-Executive, Executive Director and Senior Management remuneration is separate and distinct.

A. Non-Executive Director Remuneration

The Board's policy is to remunerate Non-Executive Directors at market rates for time, commitment and responsibilities. The Board determines payments to the non-executive directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders.

Each Director receives a fee for being a Director of the Group. In addition, the director's service agreements also has provisions to allow the Board, in its absolute discretion and as it considers appropriate, at any time during the Director's term in office, to grant or issue to the Director (or his nominee), options or shares:

- a) with or without vesting conditions;
- b) for such amount of cash consideration, which may be NIL cash consideration; and
- c) otherwise on such terms and conditions (including, where appropriate, exercise and expiry date).

The grant of share based payments to Directors is always subject to the Company obtaining any applicable regulatory and/or shareholder approvals, as required under the ASX Listing Rules and/or the *Corporations Act 2001*.

B. Senior Management and Executive Director Remuneration

The Group aims to reward Executives with a level and mix of remuneration commensurate with their position and responsibilities within the Group to:

- Reward Executives for the Group, business unit and individual performance against targets set by reference to appropriate benchmarks;
- Align the interests of Executives with those of shareholders;
- Link reward with the strategic goals and performance of the Group;
- Ensure total remuneration is competitive by market standards; and
- Executive remuneration is designed to support the Group's reward philosophies and to underpin the Group's growth strategy. The program comprises the following available components:
 - Fixed remuneration component; and
 - Variable remuneration component including cash bonuses paid, as well as options issued under the Employee Share Options Plan (ESOP).

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Principles used to determine the nature and amount of remuneration (continued)

Fixed Remuneration

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

Variable Remuneration

The performance of KMP is measured against criteria agreed annually with each Executive. All bonuses and incentives must be linked to predetermined performance criteria. The policy is designed to attract the highest calibre of executives and reward them for performance results leading to long-term growth in shareholder wealth.

The objective of the Short-Term Incentive ("STI") program is to link the achievement of the Group's operational targets with the remuneration received by the executives charged with meeting those targets. The total potential STI available is set at a level to provide sufficient incentive to achieve the operational targets and such that the cost to the Group is reasonable.

Actual STI payments granted depend on the extent to which specific operating targets are met. The operational targets consist of a number of Key Performance Indicators (KPIs) covering both financial and non-financial measures of performance.

On an annual basis, the individual performance of each executive is rated and taken into account when determining the amount, if any, of the short-term incentive pool allocated to each executive. The aggregate of annual STI payments available for executives across the Group are usually delivered in the form of a cash bonus.

The long-term incentives ('LTI') include long service leave and share-based payments. Options are awarded to executives over a period of two to three years based on long-term incentive measures. These include market capitalisation measures, share price measures over a specific period, and achievement of continuous employment hurdle period of service. The Board has reviewed the long-term equity-linked performance incentives specifically for executives during the year ended 31 December 2023.

Relationship between remuneration policy and company performance

The remuneration policy has been tailored to increase goal congruence between shareholders, directors and executives. The Group aims to align management remuneration to the strategic and business objectives and the creation of shareholder wealth. However, these are not necessarily consistent with the measures used in determining the variable amounts of remuneration to be awarded to KMPs. As a consequence, there may not always be a direct correlation between the statutory key performance measures and the variable remuneration awarded.

The following table shows the gross revenue, profits and dividends for the last 36 months for the Group, as well as the share prices at the end of the respective financial years.

	2023	2022	2021	2020
	\$	\$	\$	\$
Revenue	13,124	71,852	-	-
Net Loss	(2,948,962)	(4,506,896)	(3,646,443)	(3,654,032)
Share Price at Year-End	0.003	0.020	0.030	0.080
Dividends Paid (Cents)	-	-	-	-

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Details of remuneration

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

Key Management Personnel - Directors and Executives

The key management personnel ("KMP") of the Group consisted of the following Directors and executives during the year:

Non-Executive Directors	Position
Mr Fady El Turk (Appointed 29 May 2023)	Non-Executive Director (29 May - 28 June 2023)
Dr Raffaele Marcellino (Appointed 31 May 2023)	Non-Executive Chairman (From 29 June 2023); Non-Executive Director
Mr Darren Scott (Appointed 5 June 2023)	Non-Executive Director
Mr Fady El Turk (Appointed 29 May 2023)	Non-Executive Director (29 May - 28 June 2023)
Mr Jason Conroy (Resigned 22 May 2023)	Former Non-Executive Chairman (30 March - 22 May 2023); Former Non-Executive Director
Mr Rhys Evans (Resigned 5 June 2023)	Former Non-Executive Chairman (22 May - 5 June 2023); Former Non-Executive Director
Ms Eglantine Etienne (Resigned 29 May 2023)	Former Non-Executive Director
Executive Directors	Position
Mr Fady El Turk (Appointed 29 May 2023)	Executive Director; Chief Executive Officer; and Acting Chief Technology Officer (From 29 June 2023)
Mr Daniel O'Halloran (Resigned 30 March 2023; Re-appointed 22 May 2023; Resigned 31 May 2023)	Former Acting CEO (1 January - 31 May 2023); Former Executive Director (22 May - 31 May 2023); Former Executive Chairman (Until 30 March 2023)
Executives	Position
Mr Dan Voyce (Resigned 6 April 2023)	Former Chief Technology Officer

Key Management Personnel - Employment and Service Agreements

Employment Agreement - Mr Fady El Turk (Executive Director; Chief Executive Officer; Acting Chief Technology Officer (From 29 June 2023); Non-Executive Director (29 May - 28 June 2023))

Pursuant to the executed employment agreement, Mr El Turk is entitled to an annual remuneration of \$275,000 plus statutory superannuation up to the maximum contribution base. Mr El Turk is also entitled to 5,000,000 shares in the Company (to be escrowed for 24 months from the date of issue), subject to the Company obtaining any necessary shareholder approval and/or regulatory approval under the ASX listing Rules and/or *Corporations Act 2001*, Mr El Turk is also entitled to incentive options for NIL consideration, subject to the achievement of the following vesting conditions:

	No. of Incentive Options	Exercise Price	Performance Condition	Performance Period or Expiry Period	Vesting Date
Tranche 1 Incentive Options	Such number of unlisted options calculated by dividing AUD\$40,000 by the Exercise Price.	Strike price calculated as price of 15 day VWAP prior to date of Vesting Date	NoviqTech first achieves an average Share Price of at least A\$0.02 during a period of 15 consecutive trading days during the Performance Period	Performance Period of 24 months after the Commencement Date	The earliest date when the Vesting Condition is achieved prior to the expiration of the Performance Period.

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Details of remuneration (continued)

	No. of Incentive Options	Exercise Price	Performance Condition	Performance Period or Expiry Period	Vesting Date
Tranche 2 Incentive Options	Such number of unlisted options calculated by dividing AUD\$40,000 by the Exercise Price.	Strike price calculated as price of 15 day VWAP prior to date of Vesting Date	NoviqTech first achieves an average Share Price of at least A\$0.04 during a period of 15 consecutive trading days during the Performance Period	Performance Period of 24 months after the Commencement Date	The earliest date when the Vesting Condition is achieved prior to the expiration of the Performance Period.
Tranche 3 Incentive Options	Such number of unlisted options calculated by dividing AUD\$40,000 by the Exercise Price.	Strike price calculated as price of 15 day VWAP prior to date of Vesting Date	NoviqTech first achieves an average Share Price of at least A\$0.06 during a period of 15 consecutive trading days during the Performance Period	Performance Period of 24 months after the Commencement Date	The earliest date when the Vesting Condition is achieved prior to the expiration of the Performance Period.
Tranche 4 Incentive Options	Such number of unlisted options calculated by dividing AUD\$40,000 by the Exercise Price.	Strike price calculated as price of 15 day VWAP prior to date of Vesting Date	NoviqTech first achieves an average Share Price of at least A\$0.08 during a period of 15 consecutive trading days during the Performance Period	Performance Period of 24 months after the Commencement Date	The earliest date when the Vesting Condition is achieved prior to the expiration of the Performance Period.

Mr El Turk's employment in this role may be terminated by either party giving 2 months' notice in writing to the other party (or by the Company giving a payment in lieu, at its discretion).

Director's Service Agreement - Dr Raffaele Marcellino (Non-Executive Chairman (From 29 June 2023); Non-Executive Director (From 31 May 2023))

The Company entered into a Director's Service Agreement with Dr Raffaele Marcellino on 30 May 2023 in relation to his appointment as Non-Executive Director of the Company. Pursuant to this agreement, Dr Marcellino is entitled to directors' fees of \$75,000 per annum, inclusive of superannuation and any tax withholding, in equal monthly installments. Further, in addition to paying the director's fees, the Company will pay the Director the following additional fees if the Director assumes any of these respective roles during the term of the service:

- chair of a sub-committee - A\$10,000 per annum; and/or
- member of a sub-committee - A\$5,000 per annum.

Director's Service Agreement - Mr Darren Scott (Non-Executive Director (From 5 June 2023))

The Company entered into a Director's Service Agreement with Mr Darren Scott on 5 June 2023 in relation to his appointment as Non-Executive Director of the Company. Pursuant to this agreement, Mr Scott is entitled to directors' fees of \$72,000 per annum, inclusive of superannuation and any tax withholding, in equal monthly installments.

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Details of remuneration (continued)

Pursuant to the executed service agreement, Mr Scott will receive 50% of the director's fee as shares, subject to shareholder approval. The conversion shares will be calculated based on the accrued/instalment amount and the closing price of shares at the expiration of the payment period, which is the expiration of the 6-month period after the commencement date.

Employment and Service Agreements - Mr Daniel O'Halloran (Former Acting CEO (1 January - 31 May 2023); Former Executive Director (22 - 31 May 2023); Former Executive Chairman (Resigned 30 March 2023))

Executive Chairman contract from 1 September 2022 until 30 March 2023

With effect from 1 September 2022, Mr O'Halloran stepped down as Chief Executive Officer and was appointed Executive Chairman. Pursuant to the executed employment contract, Mr O'Halloran is entitled to an annual remuneration of \$250,000 plus superannuation. In addition to his annual remuneration, Mr O'Halloran is also entitled to incentive options for NIL consideration, subject to the achievement of the following vesting conditions:

- 5,000,000 options will vest when the VWAP is 0.15 cents over 15 consecutive trading days with an exercise price per option payable by Mr O'Halloran calculated at the price of the 15 day VWAP prior to the date of signing (\$0.0318); and
- a further 5,000,000 options will vest when the VWAP is 0.20 cents over 15 consecutive trading days with an exercise price per option payable by Mr O'Halloran calculated at the price of the 15 day VWAP prior to the date of signing (\$0.0318).

Mr O'Halloran's employment in this role may be terminated by either party giving 3 calendar months' notice in writing to the other party.

Mr O'Halloran resigned as Executive Chairman with effect from 30 March 2023 and the options mentioned above, which were pending shareholder approval, were not issued as a result.

Acting CEO contract from 1 January 2023 until 31 May 2023

Mr O'Halloran was appointed Acting CEO of the Company from 1 January 2023. In this role, Mr O'Halloran is entitled to an annual remuneration of \$100,000 per annum plus superannuation. This amount is exclusive of the remuneration and incentives being granted in his role as Executive Chairman.

Mr O'Halloran's employment in this role may be terminated by either party giving 2 calendar months' notice in writing to the other party. Subsequent to year end, Mr O'Halloran tendered his resignation as Acting CEO on 30 March 2023. Pursuant to the termination clause in the employment contract, he has given 2 months' notice and his resignation will be effective on 31 May 2023.

Mr O'Halloran resigned as Acting CEO with effect from 31 May 2023.

Director's Service Agreement - Mr Jason Conroy (Former Non-Executive Chairman (30 March - 22 May 2023); Former Non-Executive Director)

The Company entered into a Director's Service Agreement with Mr Jason Conroy on 1 November 2021 in relation to his appointment as Non-Executive Director of the Company. Pursuant to this agreement, Mr Conroy is entitled to directors' fees of \$75,000 per annum, inclusive of superannuation, in equal monthly installments, in cash. This was temporarily increased to \$150,000 per annum from 1 December 2022 to 31 May 2023 in recognition of the increased hours required to be spent. Further, as Mr Conroy is chair of the Audit and Risk Committee, as well as a member of the Nominations and Remuneration Committee, he is entitled to additional fees of \$10,000 per annum and \$5,000 per annum, respectively, during his term of service in these roles.

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Details of remuneration (continued)

Mr Conroy has been appointed Non-Executive Chairman from 30 March 2023 and stepped down from the Board on 22 May 2023 and the 7,500,000 unlisted options issued to Mr Conroy were forfeited upon his departure from the Board.

Director's Service Agreement - Mr Rhys Evans (Former Non-Executive Chairman (22 May - 5 June 2023); Former Non-Executive Director)

The Company entered into a Director's Service Agreement with Mr Rhys Evans on 3 February 2022 in relation to his appointment as Non-Executive Director of the Company. Pursuant to this agreement, Mr Evans is entitled to directors' fees of \$75,000 per annum, inclusive of superannuation, in equal monthly installments. Further, as Mr Evans is chair of the Nominations and Remuneration Committee, he is entitled to additional fees of \$10,000 per annum during his term of service in this role.

Pursuant to the executed service agreement, Mr Evans's Non-Executive Director fee for the first 12 months is accrued and paid, in arrears, at the end of each 6 month period, either in cash or shares. The conversion shares is subject to shareholders approval and will be calculated based on the accrued amount and the closing price of shares on Mr Evans' commencement date (that is, \$0.030).

Mr Evans resigned from the Board on 5 June 2023 and as a result, the 7,500,000 unlisted options issued to Mr Evans were forfeited.

Director's Service Agreement - Ms Eglantine Etienne (Former Non-Executive Director) - Resigned 29 May 2023

The Company entered into a Director's Service Agreement with Ms Eglantine Etienne on 29 June 2022 in relation to her appointment as Non-Executive Director of the Company. Pursuant to this agreement, Ms Etienne is entitled to directors' fees of \$75,000 per annum, inclusive of superannuation, in equal monthly installments, in cash. Further, as Ms Etienne is a member of both the Audit and Risk Committee, as well as the Nominations and Remuneration Committee, she is entitled to additional fees of \$5,000 per annum per committee during her term of service in these respective roles.

Ms Etienne resigned from the Board on 29 May 2023 and as a result, the 7,500,000 unlisted options issued Ms Etienne were forfeited.

Employment Agreement - Mr Dan Voyce (Former Chief Technology Officer) - Resigned 6 April 2023

NoviqTech Services Pty Ltd (formerly Tymlez Pty Ltd) has entered into an Employment Contract with Mr Dan Voyce on 28 June 2021 in relation to his appointment as Chief Technology Officer of the Group. Pursuant to such agreement, Mr Voyce shall be entitled to an annual remuneration of \$280,000 (plus superannuation at the superannuation guarantee rate).

In addition to his annual remuneration, Mr Voyce is also entitled to incentive options for NIL consideration, subject to the achievement of the following vesting conditions:

- that number of incentive options equal to 50% of 1.6% of the post capital raise share capital will vest when the Company first achieves an average market capitalisation of at least A\$70 million over any period of 30 days within 36 months from the commencement date;
- that number of incentive options equal to 10% of 1.6% of the post capital raise share capital will vest if Mr Voyce remains employed by NoviqTech Services Pty Ltd (formerly Tymlez Pty Ltd) for 12 months after the commencement date;

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Details of remuneration (continued)

- that number of incentive options equal to 20% of 1.6% of the post capital raise share capital will vest if Mr Voyce remains employed by NoviqTech Services Pty Ltd (formerly Tymlez Pty Ltd) for 24 months after the commencement date; and
- that number of incentive options equal to 20% of 1.6% of the post capital raise share capital will vest if Mr Voyce remains employed by NoviqTech Services Pty Ltd (formerly Tymlez Pty Ltd) for 36 months after the commencement date.

Mr Voyce left his role as Chief Technology Officer on 6 April 2023 and as a result, the options mentioned above were forfeited.

Changes in KMP

There were no changes to key management personnel since the end of the financial year, except for the following:

- Appointment of Mr Fady El Turk as Non-Executive Director on 29 May 2023 and then as Executive Director, Chief Executive Officer and Acting Chief Technology Officer on 29 June 2023;
- Appointment of Mr Daniel O'Halloran as Acting CEO on 1 January 2023 and his subsequent resignation on 31 May 2023;
- Appointment of Dr Raffaele Marcellino as Non-Executive Director on 31 May 2023 and then as Non-Executive Chairman on 29 June 2023;
- Appointment of Mr Darren Scott as Non-Executive Director on 5 June 2023;
- Appointment of Mr Rhys Evans as Non-Executive Chairman on 22 May 2023 and his subsequent resignation as director on 5 June 2023;
- Resignation of Mr Daniel O'Halloran as Executive Chairman on 30 March 2023;
- Re-appointment of Mr Daniel O'Halloran as Executive Director on 22 May 2023 and his subsequent resignation as director on 31 May 2023;
- Resignation of Ms Eglantine Etiemble as Non-Executive Director on 29 May 2023;
- Appointment of Mr Jason Conroy as Non-Executive Chairman on 30 March 2023 and his subsequent resignation as director on 22 May 2023; and
- Resignation of Mr Dan Voyce as Chief Technology Officer on 6 April 2023.

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Remuneration details for the year 31 December 2023

The following table of benefits and payment details, in respect to the financial year, the components of remuneration for each member of the key management personnel of the Group.

Table of benefits and payments

	Short Term Employment Benefits			Post-Employment Benefits	Share Based Payments	Total
	Cash Salary and Fees	Leave Provision	Cash Bonus	Superannuation Contributions	Shares/Options \$	
2023	\$	\$	\$	\$		\$
Directors						
<i>Executive Directors:</i>						
Fady El Turk *	139,616	12,441	-	13,384	15,279	180,720
Daniel O'Halloran	211,361	(7,165)	-	14,483	115,647	334,326
<i>Non-Executive Directors:</i>						
Raffaele Marcellino	39,596	-	-	4,356	-	43,952
Darren Scott	37,117	-	-	4,083	-	41,200
Rhys Evans	36,802	-	-	3,864	-	40,666
Eglantine Etienneble	32,051	-	-	3,365	-	35,416
Jason Conroy	64,261	-	-	6,747	-	71,008
Other KMP						
Dan Voyce	144,488	(8,520)	-	13,951	-	149,919
Total	705,292	(3,244)	-	64,233	130,926	897,207

* Fady El Turk is the owner/director of MorphoTech Limited ("MorphoTech"), a company incorporated and based in the United Kingdom. During the year ended 31 December 2023, MorphoTech provided software development sub-contractor services to the Group and received a total of \$186,759 for the services provided. These fees are not included in Fady's cash salary and fees in the table. See Note 26(b) of the financial statements for further details.

2022

Directors

Executive Directors:

Daniel O'Halloran	266,907	(6,815)	-	27,139	128,938	416,169
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Non-Executive Directors:

Jason Conroy	87,288	-	-	8,963	11,017	107,268
Rhys Evans	42,411	-	-	7,285	37,554	87,250
Eglantine Etienneble	38,462	-	-	4,038	10,933	53,433
Luca Febbraio *	14,725	-	-	-	42,500	57,225

Other KMP

Dan Voyce	280,000	2	-	24,476	69,932	374,410
Maciek Kiernikowski	120,325	-	-	8,206	-	128,531

Total	850,118	(6,813)	-	80,107	300,874	1,224,286
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* Luca Febbraio is the owner of Zero CO2 Pty Ltd ("Zero CO2") which performed some consultancy work for the Group during the year. During the year (until his resignation as director of the Group on 22 August 2022), Zero CO2 received a total of \$30,716 in consultancy fees. The consultancy fees is not included in Luca's cash salary and fees in the table. See Note 26(b) of the financial statements for further details.

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Remuneration details for the year (continued) 31 December 2023

None of the remuneration paid to key management personnel for the year ended 31 December 2023 is related to the performance of the Group (31 December 2022: None).

Cash performance-related bonuses

There were no cash bonuses granted as remuneration during the year that was paid or payable to key management personnel.

Securities received that are not performance related

No members of key management personnel are entitled to receive securities which are performance-based as part of their remuneration package. All of the share-based payments related to directors fees taken as shares/options or director options which were approved for issue by the shareholders.

Options and rights granted

	Grant details	For the financial year ended 31 December 2022			Overall				
		Value	Lapsed	Vested	Unvested	Vested	Unvested	Lapsed	
Date	No.	\$	No.	No.	No.	%	%	%	
Key Management Personnel									
Directors									
<i>Executive Directors:</i>									
Fady El Turk *	29 June 2023	4,118,745	279	-	-	4,118,745	-	100.00	-
		<u>4,118,745</u>	<u>279</u>	<u>-</u>	<u>-</u>	<u>4,118,745</u>			

* As these share based payments are subject to shareholders' approval, no shares or options have been issued by the Group to Fady El Turk during the year ended 31 December 2023.

There were no options held by key management personnel have been exercised during the years ended 31 December 2023 or 31 December 2022.

Values of the options at grant date were determined using the Black-Scholes and Monte Carlo Simulation method. Refer to Note 20 of the financial statements for further information.

Options granted carry no dividend or voting rights.

All options/rights were issued by NoviqTech Limited (formerly Tymlez Group Limited) and entitle the holder to ordinary shares in NoviqTech Limited (formerly Tymlez Group Limited) for each option/right exercised.

There have not been any alterations to the terms or conditions of any share based payment arrangements since grant date.

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Key management personnel options and rights holdings

The number of options in NoviqTech Limited (formerly Tymlez Group Limited) held by each Key Management Personnel and their related parties up to and including the financial year end is as follows:

31 December 2023	Balance at beginning of year	Granted as remuneration	Accrued/ Adjusted **	Forfeited/ Lapsed	Market acquisitions	Other changes *	Balance at the end of year	Vested during the year	Vested and exercisable
	No.	No.	No.	No.	No.	No.	No.	No.	No.
Directors									
<i>Executive Directors:</i>									
Fady El Turk	-	-	4,118,745	-	10,000,000	-	14,118,745	10,000,000	10,000,000
Daniel O'Halloran	46,305,787	-	(10,000,000)	-	-	(36,305,787)	-	-	-
<i>Non-Executive Directors:</i>									
Raffaele Marcellino	-	-	-	-	5,000,000	-	5,000,000	5,000,000	5,000,000
Darren Scott	-	-	-	-	12,500,000	-	12,500,000	12,500,000	12,500,000
Rhys Evans	7,500,000	-	-	-	-	(7,500,000)	-	-	-
Eglantine Etiemble	7,500,000	-	-	-	-	(7,500,000)	-	-	-
Jason Conroy	7,500,000	-	-	-	-	(7,500,000)	-	-	-
Other KMP									
Dan Voyce	15,789,624	-	-	-	-	(15,789,624)	-	-	-
Total	84,595,411	-	(5,881,255)	-	27,500,000	(74,595,411)	31,618,745	27,500,000	27,500,000

* These changes represent the holdings associated with the named personnel when they were appointed or on the date of resignation as key management personnel. These do not represent the disposal or purchase of options.

** The following transactions are included in the accrued/adjusted column:

- During the year ended 31 December 2022, Daniel O'Halloran was entitled to 10,000,000 unlisted options, subject to various vesting conditions, pursuant to his Executive Chairman agreement with the Company. As this was subject to shareholders' approval, no options have been issued to Daniel as at 31 December 2022. Daniel resigned from his role as Executive Chairman on 31 March 2023 and as a result, the options were not issued.
- Fady El Turk is entitled to 4,118,745 unlisted options, subject to various vesting conditions, pursuant to his employment agreement with the Company. As this is subject to shareholders' approval, no options have been issued to Fady as at 31 December 2023. An accrual for the apportionment of the vesting amount of share based payments of \$279 was raised as at the year end date.

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Key management personnel shareholdings

The number of ordinary shares in NoviqTech Limited (formerly Tymlez Group Limited) held by each Key Management Personnel and their related parties up to and including the financial year end is as follows:

31 December 2023	Balance at start of year	Market acquisitions	Share based payment	Market disposals	Other changes during the year *	Balance at end of year
Directors						
<i>Executive Directors:</i>						
Fady El Turk	-	12,452,500	5,000,000	-	-	17,452,500
Daniel O'Halloran	36,150,963	-	-	(36,150,963)	-	-
<i>Non-Executive Directors:</i>						
Raffaele Marcellino	-	5,000,000	-	-	-	5,000,000
Darren Scott	-	12,500,000	-	-	-	12,500,000
Rhys Evans	1,105,498	-	-	(1,105,498)	-	-
Eglantine Etiemble	2,500,000	-	-	(2,500,000)	-	-
Jason Conroy	2,500,000	2,250,000	-	-	(4,750,000)	-
Other KMP						
Dan Voyce	-	-	-	-	-	-
Total	42,256,461	32,202,500	5,000,000	(39,756,461)	(4,750,000)	34,952,500

* These changes represent the holdings associated with the named personnel when they were appointed or on the date of resignation as key management personnel. These do not represent the disposal or purchase of shares.

KMP related party transactions

The Group did not undertake any transactions during the year with:

- Key management personnel (KMP), except for those stated below;
- A close member of the family of that person; or
- An entity over which the key management person or family member has, directly or indirectly, control, joint control or significant influence.

NoviqTech Limited (formerly Tymlez Group Limited)

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Directors' Report For the Year Ended 31 December 2023

Remuneration report (audited) (continued)

Transactions (excluding loans)

Transaction type	Terms and conditions*	Name of KMP	Amount \$
Fady El Turk is the owner/director of MorphoTech Limited ("MorphoTech"), a company incorporated and based in the United Kingdom. - Fees for software development sub-contractor services	N/A	Fady El Turk	186,759

* The transactions are on normal commercial terms and conditions no more favourable than those available to other parties.

Income and expenses related to KMP transactions

Transaction type	Expense recognised \$
- Fees for software development sub-contractor services	186,759

End of Audited Remuneration Report

Auditor's independence declaration

The lead auditor's independence declaration in accordance with section 307C of the *Corporations Act 2001*, for the year ended 31 December 2023 has been received and can be found on page 21 of the consolidated financial report.

Non-audit services

No non-audit services were provided by the auditor during the year.

Auditor

HLB Mann Judd continues in office in accordance with section 327 of the *Corporations Act 2001*.

This director's report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.



Executive Director and CEO
Mr Fady El Turk



Non-Executive Chairman:
Dr Raffaele Marcellino

Dated this 28th day of March 2024

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the consolidated financial report of Noviqtech Limited (formerly Tymlez Group Limited) for the year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- (a) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (b) any applicable code of professional conduct in relation to the audit.

This declaration is in relation to the Noviqtech Limited and the entities it controlled during the period.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Melbourne
28 March 2024

A handwritten signature in black ink, appearing to read 'M Gummery', with a stylized flourish at the end.

Michael Gummery
Partner

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 December 2023

	Note	2023 \$	2022 \$
Continuing Operations			
Revenue	4	13,124	71,852
Other income	4	782,843	484,287
Employee benefits expense		(1,779,327)	(2,625,277)
Impairment of digital assets	5	(33,113)	(90,174)
Directors' fees and wages		(695,940)	(731,411)
Insurance expense		(174,821)	(218,166)
Occupancy expenses		(68,026)	(117,518)
Office expenses		(10,178)	(38,730)
Professional fees		(643,840)	(616,148)
Selling and distribution expenses		(17,211)	(67,203)
Subcontracting costs		(29,064)	(66,969)
Subscriptions		(177,950)	(158,363)
Other expenses		(103,781)	(306,054)
Finance costs	5	(11,678)	(27,022)
Loss before income tax		(2,948,962)	(4,506,896)
Income tax (expense)/benefit	6	-	-
Loss for the year	18	(2,948,962)	(4,506,896)
Other comprehensive income, net of income tax			
Items that will not be reclassified subsequently to profit or loss			
		-	-
Items that will be reclassified to profit or loss when specific conditions are met			
Exchange differences on translating foreign controlled entities	17	(12,864)	(3,002)
Other comprehensive income/(loss) for the year, net of tax		(12,864)	(3,002)
Total comprehensive income/(loss) for the year		(2,961,826)	(4,509,898)
Profit/(loss) attributable to:			
Members of the parent entity		(2,948,962)	(4,506,896)
		(2,948,962)	(4,506,896)
Total comprehensive income attributable to:			
Members of the parent entity		(2,961,826)	(4,509,898)
		(2,961,826)	(4,509,898)
Earnings per share:			
Basic, loss for the year attributable to ordinary equity holders of the parent (cents)	7	(0.25)	(0.45)
Diluted, loss for the year attributable to ordinary equity holders of the parent (cents)	7	(0.25)	(0.45)
Earnings per share for continuing operations:			
Basic, loss from continuing operations attributable to ordinary equity holders of the parent (cents)	7	(0.25)	(0.45)
Diluted, loss from continuing operations attributable to ordinary equity holders of the parent (cents)	7	(0.25)	(0.45)

NoviqTech Limited (formerly Tymlez Group Limited)

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Consolidated Statement of Financial Position As At 31 December 2023

	Note	2023 \$	2022 \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	8	395,544	2,702,596
Trade and other receivables	9	28,274	183,373
Other assets	10	181,301	179,852
TOTAL CURRENT ASSETS		605,119	3,065,821
NON-CURRENT ASSETS			
Intangible assets	11	47,788	38,955
TOTAL NON-CURRENT ASSETS		47,788	38,955
TOTAL ASSETS		652,907	3,104,776
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	12	342,576	505,593
Borrowings	13	137,411	364,566
Employee benefits	15	58,389	68,040
Contract liabilities	14	172,372	226,084
TOTAL CURRENT LIABILITIES		710,748	1,164,283
NON-CURRENT LIABILITIES			
TOTAL LIABILITIES		710,748	1,164,283
NET ASSETS/ (NET LIABILITIES)		(57,841)	1,940,493
EQUITY/ (NET DEFICIENCY)			
Issued capital	16	25,534,396	25,302,324
Reserves	17	(5,782,839)	(3,579,550)
Accumulated losses	18	(19,809,398)	(19,782,281)
TOTAL EQUITY/ (NET DEFICIENCY)		(57,841)	1,940,493

The accompanying notes form part of these financial statements.

NoviqTech Limited (formerly Tymlez Group Limited)

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Consolidated Statement of Changes in Equity
For the Year Ended 31 December 2023

	Issued Capital	Accumulated Losses	Foreign Currency Translation Reserve	Option Reserve	Common Control Reserve	Total
Note	\$	\$	\$	\$	\$	\$
Balance at 1 January 2023	25,302,324	(19,782,281)	146,820	3,205,654	(6,932,024)	1,940,493
Net profit/(loss) for the year	18	-	(2,948,962)	-	-	(2,948,962)
Total other comprehensive income for the year	17	-	-	(12,864)	-	(12,864)
		(2,948,962)	(12,864)	-	-	(2,961,826)
Transactions with owners in their capacity as owners						
Contribution of equity, net of transaction costs	16	232,072	-	-	-	232,072
Options issued	17	-	-	599,400	-	599,400
Options vested	17	-	-	205,425	-	205,425
Lapsed/forfeited options	17	-	2,921,845	(2,995,250)	-	(73,405)
Balance at 31 December 2023	25,534,396	(19,809,398)	133,956	1,015,229	(6,932,024)	(57,841)
Balance at 1 January 2022						
		23,218,766	(15,551,185)	149,822	3,105,024	(6,932,024)
Net profit/(loss) for the year	18	-	(4,506,896)	-	-	(4,506,896)
Total other comprehensive income for the year	17	-	-	(3,002)	-	(3,002)
		(4,506,896)	(3,002)	-	-	(4,509,898)
Transactions with owners in their capacity as owners						
Contribution of equity, net of transaction costs	16	2,081,845	-	-	-	2,081,845
Options issued	17	-	-	162,553	-	162,553
Options vested	17	-	-	215,590	-	215,590
Options exercised	17	1,713	-	(1,713)	-	-
Lapsed/forfeited options	17	-	275,800	(275,800)	-	-
Balance at 31 December 2022	25,302,324	(19,782,281)	146,820	3,205,654	(6,932,024)	1,940,493

The accompanying notes form part of these financial statements.

NoviqTech Limited (formerly Tymlez Group Limited)

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**Consolidated Statement of Cash Flows
For the Year Ended 31 December 2023**

	2023	2022
Note	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from customers	13,223	77,909
Payments to suppliers and employees	(3,524,702)	(4,350,115)
Interest received	11,278	5,863
VAT and GST received/(paid)	27,044	30,435
Receipts from R&D tax incentive	355,719	-
Receipts from grant income	422,761	459,554
Net cash provided by/(used in) operating activities	19 (2,694,677)	(3,776,354)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares	849,000	2,024,040
Net proceeds from/(repayment of) borrowings	(410,226)	(475,189)
Payment of share issue costs	(40,659)	(14,462)
Net cash provided by/(used in) financing activities	398,115	1,534,389
Effects of exchange rate changes on cash and cash equivalents	(10,490)	(15,666)
Net increase/(decrease) in cash and cash equivalents held	(2,307,052)	(2,257,631)
Cash and cash equivalents at beginning of year	2,702,596	4,960,227
Cash and cash equivalents at end of financial year	8(a) 395,544	2,702,596

The accompanying notes form part of these financial statements.

Notes to the Consolidated Financial Statements

For the Year Ended 31 December 2023

The consolidated financial report covers NoviqTech Limited (formerly Tymlez Group Limited) and its controlled entities ('the Group'). NoviqTech Limited (formerly Tymlez Group Limited) is a for-profit Company limited by shares, incorporated and domiciled in Australia.

Each of the entities within the Group prepare their financial statements based on the currency of the primary economic environment in which the entity operates (functional currency). The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

The financial report was authorised for issue by the Directors on 28 March 2024.

Comparatives are consistent with prior years, unless otherwise stated.

1 Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with the Australian Accounting Standards and the *Corporations Act 2001*.

These financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The financial statements, except for the cash flow information, have been prepared on an accruals basis and are based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Significant accounting policies adopted in the preparation of these financial statements are presented below and are consistent with prior reporting periods unless otherwise stated.

Going concern

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business, for a period of at least 12 months from the date the financial report is authorised for issue.

As at 31 December 2023, the Group has a net liability position of \$57,841 (2022: net asset position \$1,940,493) and its current liabilities exceed its current assets by \$105,629 (2022: current assets exceed its current liabilities \$1,901,538). During the financial year, the Group had cash outflows from operating activities of \$2,694,677 (2022: \$3,776,354) and a net loss from operating activities of \$2,948,962 (2022: \$4,506,896).

The Group has prepared a cash flow forecast for the period ending 30 June 2025, which indicates that, during the course of the period to 30 June 2025, the Group requires a total of approximately \$2.7m in order to meet its expenditure commitments, support its current level of corporate overheads and to continue working towards its revenue targets. It will therefore need to raise these additional funds in order to continue as a going concern for at least 12 months from the date of this financial report.

To address the future additional funding requirements of the Group, since 31 December 2023, the directors have undertaken the following initiatives:

- Continue to monitor and control the Group's ongoing working capital requirements and expenditure commitments;
- Consider appropriate action to raise further capital; and
- Continue management's focus on maintaining an appropriate level of corporate overheads in line with the Group's available cash resources.

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

1 Basis of Preparation (continued)

Going concern (continued)

In March 2024, the Group raised and received \$700,000 (before costs) via a successful private placement to sophisticated and professional investors. The placement includes the issue of 175,000,000 new ordinary shares, priced at \$0.004 each plus one free attaching unlisted option with an exercise price of \$0.008 per share and a 2-year term from the date of issue per new share issued. A new strategic investor has joined the register as part of this private placement and has invested \$400,000 (before costs). The proceeds of the placement will be used to accelerate the commercialisation of Carbon Central, continuing development of AI functionality in Carbon Central as well as working capital purposes.

On 7 March 2024, the Group has signed a commercial agreement with SmartSmiths, Inc., trading as "Power Synch", to leverage the capabilities of Carbon Central for tracking sustainable hydrogen production in the United States commencing in 2025.

On 28 March 2024, the Group received a signed letter of financial support and funding commitment from Copeak Pty Ltd (PEAK) which indicates PEAK's commitment to provide on-going financial support to the Group and reaffirms its commitment to provide ongoing funding to the Group as and when required if other avenues of fundraising are unsuccessful or delayed. In addition, PEAK has also provided a formal loan drawdown facility for an amount of up to \$1.4m to the Group. PEAK further covenants not to call for repayment of any drawdowns made by the Group until at least 30 June 2025.

The Group and PEAK have agreed and entered into a mandate for capital raising for the period up to 30 June 2025. Based on past experience, the directors are confident that they will be able to complete the capital raising initiatives that will provide the Group with sufficient funding to meet its minimum expenditure commitments and support the planned level of overhead expenditures, and therefore, determine that it is appropriate to prepare the financial statements on the going concern basis.

In the event that the Group is unable to access the funds referred to above and implement the stated strategies, a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and therefore whether it will realise assets and discharge liabilities in the normal course of business and at the amounts shown in the financial report.

The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

2 Summary of Material Accounting Policies

(a) Basis for consolidation

The consolidated financial statements include the financial position and performance of controlled entities from the date on which control is obtained until the date that control is lost.

Intragroup assets, liabilities, equity, income, expenses and cashflows relating to transactions between entities in the Group have been eliminated in full for the purpose of these financial statements.

Appropriate adjustments have been made to a controlled entity's financial position, performance and cash flows where the accounting policies used by that entity were different from those adopted by the consolidated entity. All controlled entities have a December financial year end.

A list of controlled entities is contained in Note 22 to the financial statements.

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(a) Basis for consolidation (continued)

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the parent has control. Control is established when the parent is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

(b) Business combinations

Business combinations are accounted for by applying the acquisition method which requires an acquiring entity to be identified in all cases, unless it is a combination involving entities or businesses under common control. The acquisition date under this method is the date that the acquiring entity obtains control over the acquired entity.

For transactions meeting the definition of "transactions between entities under common control", the Group accounts for the assets and liabilities of the entities acquired at their pre-combination carrying amount without fair value uplift. The accounting is applied on the basis that there has been no substantive economic change. No goodwill is recognised as part of the transaction, instead, any difference between the cost of transaction and the carrying value of the net asset acquired has been recorded in equity. The acquisition of Tymlez Holding B.V. in the 2017 financial period met the definition of a transaction between entities under common control as per AASB 3 and no fair value uplift was applied.

The fair value of identifiable assets and liabilities acquired are recognised in the consolidated financial statements at the acquisition date.

Goodwill or a gain on bargain purchase may arise on the acquisition date, this is calculated by comparing the consideration transferred and the amount of non-controlling interest in the acquiree with the fair value of the net identifiable assets acquired. Where consideration is greater than the net assets acquired, the excess is recorded as goodwill. Where the net assets acquired are greater than the consideration, the measurement basis of the net assets are reassessed and then a gain from bargain purchase recognised in profit or loss.

All acquisition-related costs are recognised as expenses in the periods in which the costs are incurred except for costs to issue debt or equity securities.

Any contingent consideration which forms part of the combination is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity then it is not remeasured unless it forms part of provisional accounting adjustment and the settlement is accounted for within equity. Otherwise subsequent changes in the value of the contingent consideration liability are measured through profit or loss.

(c) Income Tax

The tax expense/benefit recognised in the consolidated statement of profit or loss and other comprehensive income comprises of current income tax expense plus deferred tax expense.

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (loss) for the year and is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates and laws that have been enacted or substantively enacted by the end of the reporting period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Notes to the Consolidated Financial Statements

For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(c) Income Tax (continued)

Deferred tax is provided on temporary differences which are determined by comparing the carrying amounts of tax bases of assets and liabilities to the carrying amounts in the consolidated financial statements.

Deferred tax is not provided for the following:

- The initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).
- Taxable temporary differences arising on the initial recognition of goodwill.
- Temporary differences related to investment in subsidiaries, associates and jointly controlled entities to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and losses can be utilised.

Current and deferred tax is recognised as income or an expense and included in profit or loss for the period except where the tax arises from a transaction which is recognised in other comprehensive income or equity, in which case the tax is recognised in other comprehensive income or equity respectively.

(d) Leases

At inception of a contract, the Group assesses whether a lease exists - i.e. does the contract convey the right to control the use of an identified asset for a period of time in exchange for consideration.

This involves an assessment of whether:

- The contract involves the use of an identified asset - this may be explicitly or implicitly identified within the agreement. If the supplier has a substantive substitution right then there is no identified asset.
- The Group has the right to obtain substantially all of the economic benefits from the use of the asset throughout the period of use.
- The Group has the right to direct the use of the asset i.e. decision making rights in relation to changing how and for what purpose the asset is used.

Lessee accounting

The non-lease components included in the lease agreement have been separated and are recognised as an expense as incurred.

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(d) Leases (continued)

Right-of-use asset

At the lease commencement, the Group recognises a right-of-use asset and associated lease liability for the lease term. The lease term includes extension periods where the Group believes it is reasonably certain that the option will be exercised.

The right-of-use asset is measured using the cost model where cost on initial recognition comprises of the lease liability, initial direct costs, prepaid lease payments, estimated cost of removal and restoration less any lease incentives received.

The right-of-use asset is depreciated over the lease term on a straight line basis and assessed for impairment in accordance with the impairment of assets accounting policy.

Lease liability

The lease liability is initially measured at the present value of the remaining lease payments at the commencement of the lease. The discount rate is the rate implicit in the lease, however where this cannot be readily determined then the Group's incremental borrowing rate is used.

Subsequent to initial recognition, the lease liability is measured at amortised cost using the effective interest rate method. The lease liability is remeasured whether there is a lease modification, change in estimate of the lease term or index upon which the lease payments are based (e.g. CPI) or a change in the Group's assessment of lease term.

Where the lease liability is remeasured, the right-of-use asset is adjusted to reflect the remeasurement or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Adoption of short term leases or low value asset exception

Exceptions to lease accounting

The Group has elected to apply the exceptions to lease accounting for both short-term leases (i.e. leases with a term of less than or equal to 12 months) and leases of low-value assets. The Group recognises the payments associated with these leases as an expense on a straight-line basis over the lease term.

(e) Revenue and other income

Revenue from contracts with customers

The core principle of AASB 15 is that revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Group expects to receive in exchange for those goods or services. Revenue is recognised by applying a five-step model as follows:

1. Identify the contract with the customer;
2. Identify the performance obligations;
3. Determine the transaction price;

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(e) Revenue and other income (continued)

Revenue from contracts with customers (continued)

4. Allocate the transaction price to the performance obligations;

5. Recognise revenue as and when control of the performance obligations is transferred.

Generally the timing of the payment for sale of goods and rendering of services corresponds closely to the timing of satisfaction of the performance obligations, however where there is a difference, it will result in the recognition of a receivable, contract asset or contract liability.

None of the revenue streams of the Group have any significant financing terms as there is less than 12 months between receipt of funds and satisfaction of performance obligations.

Specific revenue streams

The revenue recognition policies for the principal revenue streams of the Group are:

Licence fees

Revenue from this stream is recognised in the accounting period in which the licences are issued. Licences sold on a subscription basis is earned over the subscription period as performance obligations are satisfied over time. Revenue from selling perpetual licences where the Group receives an upfront fee is apportioned between sale of licence income which recognised upfront and software upgrade over a period of time. The transaction price allocated to these software upgrades is recognised as a contract liability at the time of the initial sale transaction is released on a straight-line basis.

Rendering of services

Revenue from providing such services is recognised in the accounting period in which the services are rendered.

Government grant income

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating.

Hedera grant income - Digital assets

The Hedera grant income contract provides for payment in the grantor's digital asset, HBAR. The digital asset's fair value is determined by referencing publicly available pricing data from digital asset exchanges at the applicable date of recognition.

Notes to the Consolidated Financial Statements

For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(e) Revenue and other income (continued)

Interest income

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

Other income

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

(f) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised as part of the cost of that asset.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

(g) Goods and services tax (GST)

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of GST.

Cash flows in the consolidated statement of cash flows are included on a gross basis and the GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

(h) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, demand deposits and short-term investments with original maturities of 3 months or less, which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Bank overdrafts also form part of cash equivalents for the purpose of the consolidated statement of cash flows and are presented within current liabilities on the consolidated statement of financial position.

(i) Financial instruments

Financial instruments are recognised initially on the date that the Group 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).

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(i) Financial instruments (continued)

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification

On initial recognition, the Group classifies its financial assets into the following category, those measured at:

- amortised cost

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets.

Amortised cost

Assets measured at amortised cost are financial assets where:

- the business model is to hold assets to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows are solely payments of principal and interest on the principal amount outstanding.

The Group's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position.

Subsequent to initial recognition, these assets are carried at amortised cost using the effective interest rate method less provision for impairment.

Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Gain or loss on derecognition is recognised in profit or loss.

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

When determining whether the credit risk of a financial assets has increased significantly since initial recognition and when estimating ECL, the Group 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 Group's historical experience and informed credit assessment and including forward looking information.

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

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(i) Financial instruments (continued)

Financial assets (continued)

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

- the other party is unlikely to pay its credit obligations to the Group in full, without recourse to the Group 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 Group in accordance with the contract and the cash flows expected to be received. This is applied using a probability weighted approach.

Trade receivables

Impairment of trade receivables has been determined using the simplified approach in AASB 9 which uses an estimation of lifetime expected credit losses. The Group has determined the probability of non-payment of the receivable 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 uncollectible then the gross carrying amount is written off against the associated allowance.

Where the Group 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.

Financial liabilities

The Group 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 Group comprise trade payables and borrowings.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the consolidated statement of financial position, net of transaction costs.

(j) Digital assets - Cryptocurrency

Digital assets are assets such as HBAR, which use an open-source software-based online system where transactions are recorded in a public ledger (blockchain) using its own unit of account. Digital Assets are an emerging technology and asset class, and as such there are no specific accounting standards that cover the treatment, rather digital assets are assessed by applying existing accounting standards in conjunction with guidance released by the accounting standard setting bodies such as the International Accounting Standards Board ("IASB").

Notes to the Consolidated Financial Statements

For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(j) Digital assets - Cryptocurrency (continued)

The Group considers the digital assets it holds meet the recognition criteria of intangible assets (identifiable, controllable, and capable of generating future economic benefits) and therefore have accounted for these assets in accordance with AASB 138 *Intangible Assets*.

The Group measures digital assets at cost less accumulated impairment as it is determined that there is no active market for the digital assets the Group currently holds. Digital assets classified as intangible assets are considered to be indefinite life intangible assets given their nature.

Digital assets are derecognised when the Group disposes of the asset or when the Group otherwise loses control of and therefore, access to the economic benefits associated with ownership of the digital asset.

(k) Impairment of non-financial assets

At the end of each reporting period the Group determines whether there is any evidence of impairment for its non-financial assets.

Where an indicator exists and regardless for 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.

(l) Employee benefits

Short-term employee benefits

Provision is made for the Group's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages and salaries. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled, inclusive of on-costs.

The Group's obligations for short-term employee benefits such as wages and salaries are recognised as a part of current employee benefits in the consolidated statement of financial position.

Defined contribution schemes

Obligations for contributions to defined contribution superannuation plans are recognised as an employee benefit expense in profit or loss in the periods in which services are provided by employees.

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(m) Earnings per share

Basic earnings per share is calculated by dividing the profit/(loss) attributable to owners of the company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share adjusts the basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(n) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options which vest immediately are recognised as a deduction from equity, net of any tax effects.

(o) Equity-settled compensation

Employee options

Equity-settled compensation benefits are provided to employees via the Employee Share Option Plan. Information relating to this plan is set out in Note 20.

The fair value of the equity to which employees become entitled is measured at grant date and recognised as an expense over the vesting period, with a corresponding increase to an equity account. The fair value of shares is ascertained as the market bid price. The fair value of options is ascertained using the Black-Scholes pricing model which incorporates all market vesting conditions. The amount to be expensed is determined by reference to the fair value of the options or shares granted, this expense takes in account any market performance conditions and the impact of any non-vesting conditions but ignores the effect of any service and non-market performance vesting conditions.

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

Non-market vesting conditions are taken into account when considering the number of options expected to vest. At the end of each reporting period, the Group revises its estimate of the number of options which are expected to vest based on the non-market vesting conditions. Revisions to the prior period estimate are recognised in profit or loss and equity.

Share-based payments to non-employees

Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amounts are recognised in the option reserve and consolidated statement of profit or loss and other comprehensive income respectively. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(p) Foreign currency transactions and balances

Transaction and balances

Foreign currency transactions are recorded at the spot rate on the date of the transaction.

At the end of the reporting period:

- Foreign currency monetary items are translated using the closing rate;
- Non-monetary items that are measured at historical cost are translated using the exchange rate at the date of the transaction; and
- Non-monetary items that are measured at fair value are translated using the rate at the date when fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition or in prior reporting periods are recognised through profit or loss, except where they relate to an item of other comprehensive income or whether they are deferred in equity as qualifying hedges.

Group companies

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period where the average rate approximates the rate at the date of the transaction; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of any net investment in foreign entities are transferred directly to the Group's foreign currency translation reserve in the consolidated statement of financial position. These differences are recognised in the consolidated statement of profit or loss and other comprehensive income in the period in which the operation is disposed.

(q) Adoption of new and revised accounting standards

The Group has adopted all standards which became effective for the first time at 1 January 2023, the adoption of these standards has not caused any material adjustments to the reported financial position, performance or cash flow of the Group.

Notes to the Consolidated Financial Statements

For the Year Ended 31 December 2023

2 Summary of Material Accounting Policies (continued)

(r) New Accounting Standards and Interpretations for application in future periods

The AASB has issued new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods. The directors have decided against early adoption of these Standards, but does not expect the adoption of these standards to have any impact on the reported position or performance of the Group.

3 Critical Accounting Estimates and Judgements

The directors make estimates and judgements during the preparation of these consolidated financial statements regarding assumptions about current and future events affecting transactions and balances.

These estimates and judgements are based on the best information available at the time of preparing the financial statements, however as additional information is known then the actual results may differ from the estimates.

The significant estimates and judgements made have been described below.

Key estimates - share based payments

Equity-settled share awards are recognised as an expense based on their fair value at date of grant. The fair value of equity-settled share options is estimated through the use of option valuation models – which require inputs such as the risk-free interest rate, expected dividends, expected volatility and the expected option life – and is expensed over the vesting period.

Some of the inputs used, such as the expected option life, are not market observable and are based on estimates derived from available data, such as employee exercise behaviour. The models utilised, such as the Black-Scholes option pricing model and the Monte-Carlo Simulation, are intended to value options traded in active markets. The share options issued by the Group, however, have a number of features that make them incomparable to such traded options. Using different input estimates or models could produce different option values, which would result in the recognition of a higher or lower expense. Refer to Note 20 for further details.

Key judgement - Accounting treatment for digital assets (cryptocurrency)

Management note that the topic of digital assets and the accounting for digital assets continues to be considered by the IASB and continues to monitor new comments and interpretations released by the IASB and other standard setters from around the world.

In line with this, the Group has considered its position for the year ended 31 December 2023 and has determined that the Group's digital assets fall into the intangible asset method (the method noted by the IASB in its most recent deliberations).

Management has assessed that, under the intangible asset method and due to the determination that there is a lack of an active market, the measurement of the digital assets at cost less any impairment is appropriate under the respective accounting standards.

On initial recognition, the fair value of digital assets is determined by reference to the quoted price in United States Dollars (USD) on the respective transaction dates from the Coin Market Cap website (www.coinmarketcap.com) at closing Coordinated Universal Time. The Group considers this fair value to be a Level 2 input on the basis that there is not an active market with sufficient volume.

NoviqTech Limited (formerly Tymlez Group Limited)

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

4 Revenue and Other Income

	2023	2022
	\$	\$
Revenue from contracts with customers		
<i>Service fees:</i>		
- Consultancy and professional services	13,124	71,852
Total revenue	<u>13,124</u>	<u>71,852</u>
Other income		
- Income from government funding	339,411	341,990
- Hedera grant income - digital assets	70,535	132,525
- Interest income	11,278	5,863
- Research and development tax incentive	355,719	-
- Other income	5,900	3,909
Total other income	<u>782,843</u>	<u>484,287</u>

(a) Disaggregation of revenue from contracts with customers

The Group derives revenue from licence fees and service fees both over time and at a point in time. The following tables disaggregate revenue by primary geographical market and the timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reporting segments.

	Reportable segments		Total reportable segments	All other segments	Total
	Australia	Europe			
	\$	\$	\$	\$	\$
Year ended 31 December 2023					
Type of contract					
<i>Service fees:</i>					
- Consultancy and professional services	13,124	-	13,124	-	13,124
Revenue from contracts with customers	<u>13,124</u>	<u>-</u>	<u>13,124</u>	<u>-</u>	<u>13,124</u>
Timing of revenue recognition					
<i>Over time:</i>					
- Service fees:					
- Consultancy and professional services	13,124	-	13,124	-	13,124
Revenue from contracts with customers	<u>13,124</u>	<u>-</u>	<u>13,124</u>	<u>-</u>	<u>13,124</u>

Total revenue for the year ended 31 December 2023 is mainly derived from one individual external customer (2022: two external customers).

NoviqTech Limited (formerly Tymlez Group Limited)

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

4 Revenue and Other Income (continued)

(a) Disaggregation of revenue from contracts with customers (continued)

	Reportable segments		Total reportable segments	All other segments	Total
	Australia	Netherlands			
	\$	\$			
Year ended 31 December 2022					
Type of contract					
<i>Service fees</i>					
- Consultancy and professional services	71,852	-	71,852	-	71,852
Revenue from contracts with customers	71,852	-	71,852	-	71,852
Timing of revenue recognition					
<i>Over time:</i>					
- Service fees:					
- Consultancy and professional services	-	71,852	71,852	-	71,852
Revenue from contracts with customers	-	71,852	71,852	-	71,852

5 Result for the Year

The result for the year includes the following specific expenses:

	2023	2022
	\$	\$
Finance costs:		
- Banks and other third parties	11,678	27,022
Total finance costs	11,678	27,022
Impairment of digital assets	33,113	90,174

6 Income Tax Expense

Reconciliation of income tax to accounting profit/(loss):

Profit/(loss) before income tax	(2,948,962)	(4,506,896)
Tax at Australian tax rate of 25% (2022: 30%)	(555,527)	(1,150,639)
Tax at Overseas tax rates	(110,708)	(101,938)
	(666,235)	(1,252,577)
Add tax effect of:		
- other deductible items	(49,609)	(119,233)
- other non-deductible expenses	(105,919)	210,534
- tax losses not brought to account	821,763	1,161,276
Income tax expense/(benefit)	-	-

Refer to Note 21 for tax losses not recognised.

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**Notes to the Consolidated Financial Statements
For the Year Ended 31 December 2023**

7 Earnings per Share

(a) Reconciliation of earnings to profit or loss from continuing operations

	2023	2022
	\$	\$
Loss from continuing operations	<u>(2,948,962)</u>	(4,506,896)
Earnings used to calculate basic EPS from continuing operations	<u>(2,948,962)</u>	(4,506,896)
Earnings used in the calculation of dilutive EPS from continuing operations	<u>(2,948,962)</u>	<u>(4,506,896)</u>

(b) Earnings used to calculate overall earnings per share

Earnings used to calculate overall earnings per share	<u>(2,948,962)</u>	<u>(4,506,896)</u>
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(c) Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS

	2023	2022
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	1,160,148,660	994,299,043
Weighted average number of dilutive options outstanding	-	-
Weighted average number of ordinary shares outstanding during the year used in calculating dilutive EPS	<u>1,160,148,660</u>	<u>994,299,043</u>

(d) Earnings per share

	2023	2022
	Cents	Cents
Earnings per share:		
Basic, loss for the year attributable to ordinary equity holders of the parent	(0.25)	(0.45)
Diluted, loss for the year attributable to ordinary equity holders of the parent	(0.25)	(0.45)
Earnings per share for continuing operations:		
Basic, loss from continuing operations attributable to ordinary equity holders of the parent	(0.25)	(0.45)
Diluted, loss from continuing operations attributable to ordinary equity holders of the parent	(0.25)	(0.45)

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

8 Cash and Cash Equivalents

	2023	2022
Note	\$	\$
Cash at bank	395,544	2,702,596
Total cash and cash equivalents	395,544	2,702,596

(a) Reconciliation of cash

Cash and cash equivalents reported in the consolidated statement of cash flows are reconciled to the equivalent items in the consolidated statement of financial position as follows:

Cash and cash equivalents	8	395,544	2,702,596
Balance as per consolidated statement of cash flows		395,544	2,702,596

9 Trade and Other Receivables

	2023	2022
	\$	\$
CURRENT		
Deposits	12,510	14,325
Taxes and social security	15,734	33,672
Grant receivable	-	51,625
Other receivables	30	83,751
Total current trade and other receivables	28,274	183,373

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements. See Note 24 for details on the Group's trade and other receivables exposed to credit risk (prior to collateral and other credit enhancements) with ageing analysis and impairment provided for thereon.

10 Other Assets

CURRENT		
Prepayments	181,301	179,852
Total current other assets	181,301	179,852

11 Intangible Assets

Development costs		
Cost	2,678,745	2,678,745
Accumulated amortisation and impairment	(2,678,745)	(2,678,745)
Net carrying value	-	-
Digital Assets - HBAR Cryptocurrency		
Cost	171,075	129,129
Accumulated amortisation and impairment	(123,287)	(90,174)
Net carrying value	47,788	38,955
Total intangibles	47,788	38,955

Notes to the Consolidated Financial Statements
For the Year Ended 31 December 2023

11 Intangible Assets (continued)

(a) Movements in carrying amounts of intangible assets

	Digital Assets - Cryptocurrency	Development costs	Total
	\$	\$	\$
Year ended 31 December 2023			
Balance at the beginning of the year	38,955	-	38,955
Additions	73,946	-	73,946
Disposals	(32,000)	-	(32,000)
Amortisation expense	-	-	-
Impairment loss in profit & loss	(33,113)	-	(33,113)
Closing value at 31 December 2023	47,788	-	47,788
Year ended 31 December 2022			
Balance at the beginning of the year	-	-	-
Additions	129,129	-	129,129
Amortisation expense	-	-	-
Impairment loss in profit & loss	(90,174)	-	(90,174)
Closing value at 31 December 2022	38,955	-	38,955

(b) Impairment of digital assets (cryptocurrency)

The Group entered into a HBAR Grant and Rewards Agreement with The HBAR Foundation on 21 March 2022 for a period of 4 years. The total value of the grant is approximately USD1,000,000 payable in HBAR (cryptocurrency native to the Hedera Network) with an initial payment of approximately USD100,000 (paid in the equivalent HBAR on date of transaction being 4 May 2022).

The Group acquires HBAR (digital asset) in various separate transactions. Each individual acquisition of HBAR held by the Group represents a unit of account for impairment testing purposes and the Group maintains the carrying values of each acquisition in order to perform impairment testing.

The fair value of the HBAR is determined with reference to the HBAR-USD (US Dollar) rate on the respective transaction dates from the Coin Market Cap website (www.coinmarketcap.com) at closing Coordinated Universal Time. In the event that the fair value of HBAR falls below its carrying value, an impairment is recorded. During the year ended 31 December 2023, an impairment charge of \$33,113 (2022: \$90,174) was recognised in profit and loss.

(c) Restrictions on use of digital assets

As part of the agreement with The HBAR Foundation, the Group agrees that it will not transfer, or cause to be transferred, any HBARS received under the agreement out of the original payment account, or otherwise transfer, exchange, distribute or sell those HBARS for fiat currency or a different cryptocurrency, unless mutually agreed to transfer as fiat currency, for a period of 6 months from the granting of the HBARS. Exceptions to this requirement are:

- transfer from one TYMLEZ account to another TYMLEZ account;
- transfer to pay transaction fees required to make use of the Hedera Network.

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

12 Trade and Other Payables

	Note	2023 \$	2022 \$
CURRENT			
<i>Unsecured liabilities:</i>			
Trade payables		137,405	93,025
Taxes and social security		8,816	8,593
Sundry payables and accrued expenses		68,635	155,180
Other payables		127,720	248,795
Total current trade and other payables		342,576	505,593

Trade and other 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.

13 Borrowings

CURRENT			
<i>Unsecured liabilities:</i>			
Loan from Netherlands government	13(a)	-	229,500
Insurance premium funding	13(b)	137,411	135,066
Total current borrowings		137,411	364,566

(a) Loan from Netherlands government

The terms and conditions of the loan from the Netherlands government is as follows:

- The Netherlands government has provided 75% (€375,000) of the bridging credit in the form of a loan to Tymlez Holding B.V. on the basis that NoviqTech Limited (formerly Tymlez Group Limited) is willing to provide the remaining 25%;
- The loan will only be used to finance the capital expenditures and working capital needs of the Group;
- Interest is calculated at 3% per annum on the outstanding part of the principal, accruing on a daily basis;
- Repayment of the principal and interest commences on 1 July 2021 and thereafter, on the last day of each calendar quarter; and
- Extensions for repayment may be granted at the request of the Group to a period equal to no more than 16 quarterly installments.

This loan has been fully paid in the current financial year.

(b) Insurance premium funding

Insurance premium funding has a fixed interest rate of 6.29% per annum (2022: 5.23% per annum).

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

14 Contract Liabilities

	2023	2022
	\$	\$
CURRENT		
Contract liabilities - grant income	172,372	226,084
Total current contract liabilities	172,372	226,084

15 Employee Benefits

	2023	2022
CURRENT		
Annual leave	58,389	68,040
Total current employee benefits	58,389	68,040

16 Issued Capital

	2023	2022
	\$	\$
1,309,445,295 (2022: 1,091,421,885) fully paid ordinary shares	28,501,731	28,132,273
Share issue costs	(2,967,335)	(2,829,949)
Total issued capital	25,534,396	25,302,324

(a) Ordinary shares

	2023	2022
	No.	No.
At the beginning of the reporting year	1,091,421,885	986,851,523
Shares issued during the year:		
- Shares issued on private placement	212,250,000	101,157,704
- Shares issued on exercise of options	-	13,637
- Shares issued to consultant	773,410	-
- Shares issued to directors in lieu of remuneration	5,000,000	3,399,021
At the end of the reporting period	1,309,445,295	1,091,421,885

The holders of ordinary shares are entitled to participate in dividends and the proceeds on winding up of the Company. On a show of hands at meetings of the Company, each holder of ordinary shares has one vote in person or by proxy, and upon a poll each share is entitled to one vote.

The Company does not have authorised capital or par value in respect of its shares.

(b) Capital Management

The key objectives of the Group when managing capital is to safeguard its ability to continue as a going concern and maintain optimal benefits to stakeholders. The Group defines capital as its equity and net debt.

There has been no change to capital risk management policies during the year.

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

16 Issued Capital (continued)

(b) Capital Management (continued)

The Group manages its capital structure and makes funding decisions based on the prevailing economic environment and has a number of tools available to manage capital risk. These include maintaining a diversified debt portfolio, the ability to adjust the size and timing of dividends paid to shareholders and the issue of new shares.

The Board monitors a range of financial metrics including return on capital employed and gearing ratios. A key objective of the Group's capital risk management is to maintain compliance with the covenants, if any, attached to the Group's debts. During the financial years ended 31 December 2023 and 2022, there were no covenants attached to the Group's borrowings.

17 Reserves

	2023	2022
	\$	\$
Foreign currency translation reserve		
Opening balance	146,820	149,822
Exchange differences on translating foreign controlled entities	<u>(12,864)</u>	<u>(3,002)</u>
Closing balance	<u>133,956</u>	<u>146,820</u>
Option reserve		
Opening balance	3,205,654	3,105,024
Options issued	599,400	162,553
Options vested	205,425	215,590
Options exercised	-	(1,713)
Lapsed/forfeited options	<u>(2,995,250)</u>	<u>(275,800)</u>
Closing balance	<u>1,015,229</u>	<u>3,205,654</u>
Opening balance	<u>-</u>	<u>-</u>
Common control reserve		
Opening balance	<u>(6,932,024)</u>	<u>(6,932,024)</u>
Closing balance	<u>(6,932,024)</u>	<u>(6,932,024)</u>
Total reserves	<u><u>(5,782,839)</u></u>	<u><u>(3,579,550)</u></u>

(a) Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income - foreign currency translation reserve. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

(b) Option reserve

This reserve records the cumulative value of employee service received for the issue of share options. When the option is exercised the amount in the share option reserve is transferred to share capital.

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

17 Reserves (continued)

(c) Common control reserve

The common control reserve records any difference between the cost of the transaction and the carrying value of the net assets acquired in a transaction between entities under common control.

18 Accumulated Losses

	2023	2022
	\$	\$
Accumulated losses at the beginning of the financial year	(19,782,281)	(15,551,185)
Net profit/(loss) for the year	(2,948,962)	(4,506,896)
Lapsed/forfeited options	2,921,845	275,800
Accumulated losses at end of the financial year	(19,809,398)	(19,782,281)

19 Cash Flow Information

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

	2023	2022
	\$	\$
Net profit/(loss) for the year	(2,948,962)	(4,506,896)
Non-cash flows in profit/(loss):		
- impairment of digital assets	33,113	90,174
- income received in the form of digital assets, net of forex differences	(70,535)	(129,129)
- expenses paid via issue of shares	14,859	-
- expenses paid in the form of digital assets	32,000	-
- share based payment to directors and employees	94,031	427,514
- interest expense included financing activities	7,463	27,022
- GST claim on capital raising costs	3,503	996
- insurance expense paid via insurance premium funding	169,823	355,380
Changes in assets and liabilities:		
- (increase)/decrease in trade and other receivables	155,099	34,690
- (increase)/decrease in other assets	(1,449)	39,429
- increase/(decrease) in other liabilities	(53,712)	87,673
- increase/(decrease) in trade and other payables	(120,259)	(218,774)
- increase/(decrease) in employee benefits	(9,651)	15,567
Net cash provided by/(used in) operating activities	(2,694,677)	(3,776,354)

(b) Non-cash financing and investing activities

Payment of outstanding debts via the issue of options	90,000	20,100
Issue of options under employee share scheme	132,021	358,042
Insurance premium funding	180,500	368,479
Total non-cash financing and investing activities	402,521	746,621

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

19 Cash Flow Information (continued)

(c) Changes in liabilities arising from financing activities

	2022	Cash flows	Non-cash changes		2023
			Foreign exchange movement	Other non-cash movement	
	\$	\$	\$	\$	\$
Insurance premium funding	135,066	(173,233)	-	175,578	137,411
Loan from Netherlands government	229,500	(236,993)	5,785	1,708	-
Total liabilities from financing activities	364,566	(410,226)	5,785	177,286	137,411

	2021	Cash flows	Non-cash changes		2022
			Foreign exchange movement	Other non-cash movement	
	\$	\$	\$	\$	\$
Insurance premium funding	18,156	(250,825)	-	367,735	135,066
Loan from Netherlands government	451,861	(224,364)	(12,664)	14,667	229,500
Total liabilities from financing activities	470,017	(475,189)	(12,664)	382,402	364,566

20 Share-based Payments

During the year ended 31 December 2023, the Company granted options to its employees and key management personnel pursuant to its Employee Share Option Plan ("ESOP").

Employee Share Option Plan ("ESOP")

The ESOP has been established by the Group and approved by shareholders at a general meeting, whereby the Group may, at the discretion of the Board, grant options over ordinary shares in the Company to certain key management personnel of the Group. The options are issued for nil consideration and are granted in accordance with performance guidelines established by the Board.

Notes to the Consolidated Financial Statements

For the Year Ended 31 December 2023

20 Share-based Payments (continued)

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

	31 December 2023		31 December 2022	
	Weighted Average Exercise Price Per Share Option	Number of Options	Weighted Average Exercise Price Per Share Option	Number of Options
	\$	No.	\$	No.
As at 1 January	0.034	113,171,154	0.043	82,671,154
Granted during the year	0.013	41,618,745	0.032	32,500,000
Forfeited during the year	0.016	(58,929,624)	-	-
Expired during the year	0.046	(8,676,000)	0.350	(2,000,000)
As at 31 December	0.024	87,184,275	0.034	113,171,154
Vested and exercisable at 31 December	0.015	47,361,106	0.038	18,766,068

No options were exercised during the periods covered by the above table.

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

2023	Expiry Date	Exercise price	Share Options	Share Options
Grant Date			31 December 2023 *	31 December 2022 **
		\$	No.	No.
29 May 2020	31 December 2023	0.065	-	516,000
14 July 2020	31 December 2023	0.065	-	1,500,000
11 August 2020	25 August 2023	0.055	-	1,560,000
14 September 2020	31 December 2023	0.065	-	750,000
17 September 2020	31 December 2023	0.065	-	100,000
09 October 2020	31 December 2023	0.065	-	1,000,000
14 October 2020	31 December 2023	0.065	-	250,000
17 June 2021	31 December 2023	0.015	-	3,000,000
02 July 2021	02 July 2025	0.015	-	15,789,624
30 July 2021	30 November 2024	0.035	43,805,530	51,805,530
08 December 2021	08 December 2026	0.016	1,760,000	4,400,000
23 August 2022	23 August 2026	0.024	-	7,500,000
23 August 2022	23 August 2026	0.029	-	7,500,000
23 August 2022	23 August 2026	0.045	-	7,500,000
31 August 2022	31 August 2026	0.032	-	10,000,000
29 June 2023	29 June 2025	0.020	1,977,167	-
29 June 2023	29 June 2025	0.041	988,494	-
29 June 2023	29 June 2025	0.061	658,624	-
29 June 2023	29 June 2025	0.081	494,460	-
21 July 2023	21 July 2026	0.010	37,500,000	-
			87,184,275	113,171,154

* The options, totalling 4,118,745, granted on 29 June 2025 has not yet been issued as at 31 December 2023 as these options are granted to a director which is subject to shareholders' approval at the 2023 AGM.

** The 10,000,000 options granted on 31 August 2022 has not yet been issued as at 31 December 2022 as these options are granted to a director which is subject to shareholders' approval at the 2022 AGM.

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For the Year Ended 31 December 2023

20 Share-based Payments (continued)

The weighted average remaining contractual life of options outstanding at year end was 1.68 years (2022: 2.63 years).

The weighted average exercise price of outstanding shares at the end of the reporting period was \$0.02 (2022: \$0.03).

The weighted average fair value of the options granted during the year was \$0.002 (2022: \$0.016). These values were calculated by using a Black-Scholes and Monte-Carlo option pricing model applying the following inputs:

Grant date:	29 June 2023	29 June 2023	29 June 2023
Expiry date:	29 June 2025	29 June 2025	29 June 2025
Share price at grant date (\$):	0.003	0.003	0.003
Exercise price (\$):	0.0202	0.0405	0.0607
Weighted average life of the option (years):	2.00	2.00	2.00
Expected share price volatility:	100.00 %	100.00 %	100.00 %
Dividend yield:	- %	- %	- %
Weighted average risk-free interest rate:	3.985 %	3.985 %	3.985 %
Weighted average fair value at grant date (\$):	0.0004	0.0002	0.0001
Grant date:	29 June 2023	21 July 2023	
Expiry date:	29 June 2025	21 July 2026	
Share price at grant date (\$):	0.003	0.004	
Exercise price (\$):	0.0809	0.0100	
Weighted average life of the option (years):	2.00	2.65	
Expected share price volatility:	100.00 %	134.00 %	
Dividend yield:	- %	- %	
Weighted average risk-free interest rate:	3.985 %	3.957 %	
Weighted average fair value at grant date (\$):	0.0001	0.0024	

Historical volatility has been the basis for determining expected share price volatility as it assumed that this is indicative of future movements.

The share price at 31 December 2023 was \$0.003.

21 Tax assets and liabilities

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following:

	2023	2022
	\$	\$
<i>Australian tax losses not recognised:</i>		
Unused tax losses for which no deferred tax asset has been recognised	9,946,256	7,904,771
Potential tax benefit at 25% (2022: 30%)	<u>2,486,564</u>	<u>2,371,431</u>

Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therein.

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

22 Interests in Subsidiaries

Composition of the Group

	Principal place of business / Country of Incorporation	Percentage Owned (%)* 2023	Percentage Owned (%)* 2022
Subsidiaries:			
Tymlez Holding B.V.	Netherlands	100	100
Tymlez GmbH **	Germany	100	100
Tymlez Properties B.V.	Netherlands	100	100
Tymlez B.V.	Netherlands	100	100
Tymlez Inc. **	United States of America	100	100
NoviqTech Services Pty Ltd (formerly Tymlez Pty Ltd)	Australia	100	100
Tymlez USA Inc. **	United States of America	100	100

* The percentage of ownership interest held is equivalent to the percentage voting rights for all subsidiaries.

** These entities are currently dormant.

23 Operating Segments

Segment information

Identification of reportable segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Board of Directors (chief operating decision maker) in assessing performance and determining the allocation of resources.

Management has determined that the Group has two reportable segments, namely, Australia and Europe. The Group is managed primarily on the basis of geographical segments as the operations of the Group in each of these geographic areas have different risk profiles and environment in which the business operates in. Operating segments are therefore determined on the same basis.

Basis of accounting for purposes of reporting by operating segments

(a) Accounting policies adopted

Unless stated below, all amounts reported to the Board of Directors, being the chief operating decision maker with respect to operating segments, are determined in accordance with accounting policies that are consistent with those adopted in the annual financial statements of the Group.

(b) Segment assets

Where an asset is used across multiple segments, the asset is allocated to the segment that receives the majority of economic value from the asset. In the majority of instances, segment assets are clearly identifiable on the basis of their nature and physical location.

(c) Segment liabilities

Liabilities are allocated to segments where there is direct nexus between the incurrence of the liability and the operations of the segment. Tax liabilities are generally considered to relate to the Group as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

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23 Operating Segments (continued)

(d) Segment performance

	Australia		Europe		Elimination		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
	\$	\$	\$	\$	\$	\$	\$	\$
REVENUE								
Revenue from external customers	13,124	71,852	-	-	-	-	13,124	71,852
Other segment income	468,867	253,188	320,536	243,191	(17,838)	(17,955)	771,565	478,424
Interest income	574,660	409,741	-	-	(563,382)	(403,878)	11,278	5,863
Total segment revenue	1,056,651	734,781	320,536	243,191	(581,220)	(421,833)	795,967	556,139
Impairment of non-current assets	33,113	90,174	-	-	-	-	33,113	90,174
Interest expense	306,169	203,880	268,891	227,020	(563,382)	(403,878)	11,678	27,022
Other segment expenses	2,939,476	4,276,191	645,336	630,424	115,326	39,224	3,700,138	4,945,839
Total segment expenses	3,278,758	4,570,245	914,227	857,444	(448,056)	(364,654)	3,744,929	5,063,035
Segment operating loss	(2,222,107)	(3,835,464)	(593,691)	(614,253)	(133,164)	(57,179)	(2,948,962)	(4,506,896)

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23 Operating Segments (continued)

(e) Segment assets

	Australia		Europe		Elimination		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
	\$	\$	\$	\$	\$	\$	\$	\$
Segment assets	13,242,832	12,220,314	39,362	187,087	12,629,287	(9,302,635)	652,907	3,104,766
Total segment assets	13,242,832	12,220,314	39,362	187,087	12,629,287	(9,302,635)	652,907	3,104,766

(f) Segment liabilities

Segment liabilities	7,370,288	5,089,052	5,969,648	5,377,766	12,629,188	(9,302,535)	710,748	1,164,283
Total segment liabilities	7,370,288	5,089,052	5,969,648	5,377,766	12,629,188	(9,302,535)	710,748	1,164,283

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24 Financial Risk Management

The Group's principal financial instruments comprise of trade receivable, trade payables, borrowings and cash at bank. The main purpose of holding these instruments is to invest surplus members' funds in order to maximise returns while not exposing the Group to high levels of risk.

This note presents information about the Group's exposure to financial instrument risks, its objectives, policies and processes for measuring and managing risk.

The totals for each category of financial instruments, measured in accordance with AASB 9 as detailed in the accounting policies to these financial statements, are as follows:

	Note	2023 \$	2022 \$
Financial Assets			
Financial assets at amortised cost:			
- Cash and cash equivalents	8	395,544	2,702,596
- Loans and receivables	9	12,540	149,701
Total financial assets		408,084	2,852,297
Financial Liabilities			
Financial liabilities at amortised cost:			
- Trade and other payables	12	333,760	497,000
- Borrowings	13	137,411	364,566
Total financial liabilities		471,171	861,566

Objectives, policies and processes

The Board of Directors has overall responsibility for the establishment and oversight of the Group's financial risk management framework. This includes the development of policies covering specific areas such as foreign exchange risk, interest rate risk, credit risk and the use of derivatives.

Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The day-to-day risk management is carried out by the Group's finance function under policies and objectives which have been approved by the Board of Directors. Management has been delegated the authority for designing and implementing processes which follow the objectives and policies. This includes monitoring the levels of exposure to interest rate and foreign exchange rate risk and assessment of market forecasts for interest rate and foreign exchange movements.

The Board of Directors receives monthly reports which provide details of the effectiveness of the processes and policies in place.

It is, and has been throughout the period under review, the Group's policy that no trading of financial instruments shall be undertaken. The main risks arising from holding these financial instruments are foreign exchange risk, interest rate risk, liquidity risk and credit risk. The Group is not exposed to price risk. Mitigation strategies for specific risks faced are described below:

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

24 Financial Risk Management (continued)

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities as and when they fall due. The Group maintains cash and marketable securities to meet its liquidity requirements for up to 30-day periods.

The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash-outflows due in day-to-day business.

Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day period are identified monthly.

At the reporting date, these reports indicate that the Group expects to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances.

The table below analyse the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

The Group's liabilities have contractual maturities which are summarised below:

	Not later than 1 month		Less than 12 months		1 to 2 years	
	2023	2022	2023	2022	2023	2022
	\$	\$	\$	\$	\$	\$
Financial liabilities due for payment						
Trade and other payables	333,760	497,000	-	-	-	-
Insurance premium funding	18,050	17,142	119,361	117,924	-	-
Loan from Netherlands government	-	-	-	229,500	-	-
Total contractual outflows	351,810	514,142	119,361	347,424	-	-

	Total Contractual Cashflow/ Carrying Amount	
	2023	2022
	\$	\$
Financial liabilities due for payment		
Trade and other payables	333,760	497,000
Insurance premium funding	137,411	135,066
Loan from Netherlands government	-	229,500
Total contractual outflows	471,171	861,566

The timing of expected outflows is not expected to be materially different from contracted cashflows.

NoviqTech Limited (formerly Tymlez Group Limited)

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

24 Financial Risk Management (continued)

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group.

Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposure to wholesale customers, including outstanding receivables.

The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The utilisation of credit limits by customers is regularly monitored by line management. Customers who subsequently fail to meet their credit terms are required to make purchases on a prepayment basis until creditworthiness can be re-established.

As a result of the type of service provided by the Group, trade receivables may consist of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable. As at 31 December 2023 and 31 December 2022, the Group did not have any trade receivables.

Management considers that all the financial assets that are not impaired for each of the reporting dates under review are of good credit quality, including those that are past due.

The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

The Group has no significant concentration of credit risk with respect to any single counterparty or group of counterparties.

The Group applies the AASB 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. As at 31 December 2023 and 31 December 2022, the Group did not have any trade receivables, accordingly, expected credit losses were not assessed.

The Group does not hold any financial assets with terms that have been renegotiated, but which would otherwise be past due or impaired.

The other classes of receivables do not contain impaired assets.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

24 Financial Risk Management (continued)

(i) Interest rate risk

The Group is exposed to interest rate risk as surplus funds are invested at floating rates. Borrowings are issued at fixed rates and may expose the Group to fair value interest rate risk. As at 31 December 2023, the only borrowings the Group has relate to the insurance premium funding (refer to Note 13 for further details) (31 December 2022: insurance premium funding and the loan from the Netherlands government).

The Group's policy is to minimise cash flow interest rate risk exposures on long-term financing. Longer-term borrowings are therefore usually at fixed rates. At the reporting date, the Group is exposed to changes in market interest rates through its bank deposits, which are subject to variable interest rates.

	2023	2022
	\$	\$
Floating rate instruments		
Cash at bank	395,544	2,702,596
Total floating rate instruments	<u>395,544</u>	<u>2,702,596</u>

(ii) Foreign exchange risk

Exposure to foreign exchange risk may result in the fair value or future cash flows of a financial instrument fluctuating due to movement in foreign exchange rates of currencies in which the Group holds financial instruments which are other than the AUD functional currency of the Group.

Exposures to currency exchange rates arise from the Group's overseas operations, hence sales and purchases, which are primarily denominated in Euro.

The Group does not hedge nor apply hedge accounting. The implications of this decision are that unrealised foreign exchange gains and losses are recognised in profit and loss in the period in which they occur.

Generally, the Group's risk management procedures distinguish short-term foreign currency cash flows (due within 6 months) from longer-term cash flows. Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no further hedging activity is undertaken.

Foreign currency denominated financial assets and liabilities, translated into Australian Dollars at the closing rate, are as follows:

	EUR	AUD	Total AUD
	\$	\$	\$
2023			
<i>Nominal amounts</i>			
Financial assets	28,754	379,330	408,084
Financial liabilities	(95,478)	(375,693)	(471,171)
Short-term exposure	<u>(66,724)</u>	<u>3,637</u>	<u>(63,087)</u>
2022			
<i>Nominal amounts</i>			
Financial assets	172,518	2,679,779	2,852,297
Financial liabilities	(271,865)	(589,701)	(861,566)
Short-term exposure	<u>(99,347)</u>	<u>2,090,078</u>	<u>1,990,731</u>

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

24 Financial Risk Management (continued)

Net Fair Values

Fair value estimation

The fair values of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The carrying value less impairment provision of trade receivables and payables is a reasonable approximation of their fair values due to the short-term nature of trade receivables and payables. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. None of the Group's financial instruments are recognised at fair value post initial recognition.

25 Key Management Personnel Remuneration

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity are considered key management personnel.

The names of directors who have held office during the financial year are outlined in the Directors' Report.

In addition, Mr Dan Voyce (Chief Technology Officer until 6 April 2023), acted in a capacity which meets the definition of key management personnel.

Refer to the remuneration report contained in the Directors' Report for details of the remuneration paid or payable to each member of the KMP for the year ended 31 December 2023.

Key management personnel remuneration included within employee expenses for the year is shown below:

	2023	2022
	\$	\$
Short-term employee benefits	702,048	843,305
Post-employment benefits	64,233	80,107
Share-based payments	130,926	300,874
Total key management personnel remuneration	897,207	1,224,286

26 Related Parties

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

Subsidiaries - refer to Note 22.

Key management personnel - refer to Note 25.

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.

NoviqTech Limited (formerly Tymlez Group Limited)

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

26 Related Parties (continued)

(b) Transactions with related parties

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

The following transactions occurred with related parties:

	Expenses \$	Revenue \$	Balance outstanding Owed to the Company \$	Owed by the Company \$
KMP related parties				
MorphoTech Limited *:				
- 2023	186,759	-	-	44,491
- 2022	-	-	-	-
Zero CO2 PTY LTD **::				
- 2023	-	-	-	-
- 2022	30,716	-	-	-
Subsidiaries				
Loan to Tymlez Holding B.V. ***:				
- 2023	-	263,034	5,680,791	-
- 2022	-	212,353	4,871,224	-
Loan to Tymlez Pty Ltd ****:				
- 2023	-	300,348	6,948,397	-
- 2022	-	191,525	4,431,311	-

* Fady El Turk is the owner/director of MorphoTech Limited ("MorphoTech"), a company incorporated and based in the United Kingdom. During the year ended 31 December 2023, MorphoTech provided software development sub-contractor services to the Group.

** Luca Febbraio is the owner of Zero CO2 Pty Ltd. During the year ended 31 December 2022, Luca provided consulting services to the Group, in addition to his role as non-executive director of the Group. Luca was appointed as non-executive director of the Group on 1 November 2021 and resigned on 22 August 2022.

*** This loan is unsecured and interest is charged monthly in arrears on the outstanding portion of the loan account at 5% per annum. The outstanding loan balance is repayable in 5 years and the maximum outstanding balance in the loan is capped at EUR 6,000,000.

**** This loan is unsecured and interest is charged monthly in arrears on the outstanding portion of the loan account at 5% per annum. The outstanding loan balance is repayable in 5 years.

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

27 Auditors' Remuneration

	2023	2022
	\$	\$
Remuneration of the auditor HLB Mann Judd, for:		
- auditing or reviewing the financial statements of the Group	<u>52,000</u>	44,250
	<u>52,000</u>	44,250
Remuneration of other auditors (HLB Network Firms) of subsidiaries for:		
- auditing or reviewing the financial statements of subsidiaries	<u>38,249</u>	33,941
	<u>38,249</u>	33,941
Total auditors' remuneration	<u><u>90,249</u></u>	<u>78,191</u>

28 Contingencies

In the opinion of the Directors, the Company did not have any contingencies at 31 December 2023 (31 December 2022: None).

29 Events Occurring After the Reporting Date

The consolidated financial report was authorised for issue on 28 March 2024 by the board of directors.

On 10 January 2024, the Group achieved the Google Cloud Ready - Sustainability designation in the Google Cloud Partner Advantage Program, making them one of fewer than 40 companies worldwide to receive this designation. By earning the Sustainability designation, the Group has proven their success in building and producing solutions and tools on Google Cloud to help customers achieve their decarbonisation and guarantee of origin goals. This designation will provide the Group's customers a facilitated journey to discover and use provided partner solutions, powered by Google Cloud, in their sustainability business transformations.

In March 2024, the Group raised and received \$700,000 (before costs) via a successful private placement to sophisticated and professional investors. The placement includes the issue of 175,000,000 new ordinary shares, priced at \$0.004 each plus one free attaching unlisted option with an exercise price of \$0.008 per share and a 2-year term from the date of issue per new share issued. A new strategic investor has joined the register as part of this private placement and has invested \$400,000 (before costs). The proceeds of the placement will be used to accelerate the commercialisation of Carbon Central, continuing development of AI functionality in Carbon Central as well as working capital purposes. Peak Asset Management (PEAK) acted as Lead Manager to the issue and is entitled to the following fees:

- 6% capital raising fee on all funds raised under the offer (excluding GST); and
- subject to a minimum of A\$700,000 raised, the Group will issue PEAK (or its nominee) with 20 million unlisted options on the same terms as the investor Options. Approval of the issue of those options will be sought at an extraordinary general meeting (EGM). In the absence of shareholder approval, the fee is payable in cash to equivalent value.

The 175,000,000 new shares were issued on 12 March 2024. The free attaching unlisted options (175,000,000 options), plus the 20,000,000 unlisted options to be issued to PEAK are subject to shareholder approval to be sought at an upcoming EGM.

PEAK is entitled to a fee of \$42,000, being 6% of the funds raised in the private placement in March 2024. As PEAK has elected to exercise its right to take the fees owing in the form of NVQ shares at an issue price of \$0.004 each, 2,862,000 shares were issued on 18 March 2024 and the remainder is subject to shareholder approval at an upcoming EGM.

Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

29 Events Occurring After the Reporting Date (continued)

On 7 March 2024, the Group has signed a commercial agreement with SmartSmiths, Inc., trading as "Power Synch", to leverage the capabilities of Carbon Central for tracking sustainable hydrogen production in the United States commencing in 2025.

On 28 March 2024, the Group received a signed letter of financial support and funding commitment from PEAK which indicates PEAK's commitment to provide on-going financial support to the Group and reaffirms its commitment to provide ongoing funding to the Group as and when required if other avenues of fundraising are unsuccessful or delayed. In addition, PEAK has also provided a formal loan drawdown facility for an amount of up to \$1.4m to the Group. PEAK further covenants not to call for repayment of any drawdowns made by the Group until at least 30 June 2025. On the same date, the Group and PEAK have agreed and entered into a mandate for capital raising for the period up to 30 June 2025.

Except for the above, no other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

30 Parent entity

The following information has been extracted from the books and records of the parent, NoviqTech Limited (formerly Tymlez Group Limited) and has been prepared in accordance with Australian Accounting Standards.

The financial information for the parent entity, NoviqTech Limited (formerly Tymlez Group Limited) has been prepared on the same basis as the consolidated financial statements except as disclosed below.

Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint venture entities are accounted for at cost in the consolidated financial statements of the parent entity. Dividends received from associates are recognised in the parent entity profit or loss, rather than being deducted from the carrying amount of these investments.

	2023	2022
	\$	\$
Statement of Financial Position		
Assets		
Current assets	13,026,676	11,997,367
Non-current assets	111,621	105,551
Total Assets	13,138,297	12,102,918
Liabilities		
Current liabilities	309,744	314,401
Total Liabilities	309,744	314,401
Equity		
Issued capital	25,534,396	25,302,324
Accumulated losses	(13,721,072)	(16,719,461)
Options reserve	1,015,229	3,205,654
Total Equity	12,828,553	11,788,517
Statement of Profit or Loss and Other Comprehensive Income		
Total profit/(loss) for the year	76,545	(849,975)
Other comprehensive income	-	-
Total Comprehensive Income	76,545	(849,975)

NoviqTech Limited (formerly Tymlez Group Limited)

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Notes to the Consolidated Financial Statements For the Year Ended 31 December 2023

30 Parent entity (continued)

Guarantees

There were no financial guarantees held by the parent entity as at 31 December 2023 or or 31 December 2022.

Contingent liabilities

The parent entity did not have any contingent liabilities as at 31 December 2023 or 31 December 2022, other than those outlined in Note 28.

Contractual commitments

The parent entity did not have any commitments as at 31 December 2023 or 31 December 2022.

31 Statutory Information

The registered office of the Company is:

NoviqTech Limited (formerly Tymlez Group Limited)
c/o Moray & Agnew
Level 6, 505 Little Collins Street
Melbourne VIC 3000

The principal places of business is:

Tymlez Group Limited
16 Nexus Way
Southport QLD 4215

Tymlez Holding B.V.
Kraanspoor 50
1033 SE Amsterdam
The Netherlands

NoviqTech Limited (formerly Tymlez Group Limited)

ABN 37 622 817 421

Directors' Declaration

The directors of the Company declare that:

- 1. the consolidated financial statements and notes for the year ended 31 December 2023 are in accordance with the *Corporations Act 2001* and:
 - a. comply with Accounting Standards, which, as stated in basis of preparation Note 1 to the consolidated financial statements, constitutes explicit and unreserved compliance with International Financial Reporting Standards (IFRS); and
 - b. give a true and fair view of the financial position and performance of the Group;
- 2. the Chief Executive Officer and Chief Finance Officer have given the declarations required by Section 295A of the *Corporations Act 2001*.
- 3. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable with the continuing support of creditors.

This declaration is made in accordance with a resolution of the Board of Directors.



Executive Director and CEO:

Mr Fady El Turk



Non-Executive Chairman:

Dr Raffaele Marcellino

Dated this 28th day of March 2024

Independent Auditor's Report to the Members of Noviqtech Limited (formerly Tymlez Group Limited)

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Noviqtech Limited (formerly Tymlez Group Limited) ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

- (a) giving a true and fair view of the Group's financial position as at 31 December 2023 and of its financial performance for the year then ended; and
- (b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Material Uncertainty Regarding Going Concern

We draw attention to Note 1 *Going Concern* in the financial report, which indicates that the Group incurred a net loss of \$2,948,962 (2022: \$4,506,896) and had cash outflows from operating activities of \$2,694,677 (2022: \$3,776,354) during the year ended 31 December 2023, and as of that date, had a net liability position of \$57,841 (2022: net asset position of \$1,940,493) and its current liabilities exceeded its current assets by \$105,629 (2022: current assets exceed its current liabilities by \$1,901,538). As stated in Note 1 *Going Concern*, the Group has prepared a cash flow forecast to 30 June 2025 which indicates that the ability of the Group to continue as a going concern is dependent on it being able to raise further funding. As outlined in Note 1 *Going Concern* these events or conditions, along with other matters as set forth in Note 1 *Going Concern*, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have not identified any additional matters, aside from the matter described in the *Material Uncertainty Regarding Going Concern* section above, to be key audit matters requiring communication in our report.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 December 2023, but does not include the financial report and our auditor's report thereon.

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's or Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company or the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON THE REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 8 to 22 of the directors' report for the year ended 31 December 2023.

In our opinion, the Remuneration Report of Noviqtech Limited (formerly Tymlez Group Limited) for the year ended 31 December 2023 complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Melbourne
28 March 2024

A handwritten signature in black ink, appearing to read 'M Gummery', with a stylized flourish at the end.

Michael Gummery
Partner

NoviqTech Limited (formerly Tymlez Group Limited)

Additional Information for Listed Public Companies

For the Year Ended 31 December 2023

ASX Additional Information

Additional information required by the ASX Listing Rules and not disclosed elsewhere in this report is set out below. This information is effective as at 14 March 2024.

Substantial shareholders

The number of substantial shareholders and their associates are set out below:

Shareholders	Number of Shares	% of issued shares
10 Bolivianos Pty Ltd, Freedom Trader Pty Ltd and Mr Niv Dagan	294,519,179	19.91 %
Plough Lane Superannuation Pty Ltd	123,000,000	8.31 %

Voting rights

Ordinary Shares

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

Options

No voting rights.

Distribution of equity security

Analysis of numbers of equity security holders by size of holding:

Holding	Ordinary Shares	
	Shares	Options
1 - 1,000	30	-
1,001 - 5,000	39	-
5,001 - 10,000	54	-
10,001 - 100,000	532	-
100,001 and over	544	31
Total	1,199	31

Based on the price per security, there were 596 holders of less than a marketable parcel of ordinary shares. This equates to a total of 18,291,769 ordinary shares (1.24% of total issued capital).

NoviqTech Limited (formerly Tymlez Group Limited)

Additional Information for Listed Public Companies

For the Year Ended 31 December 2023

Twenty largest shareholders - Ordinary shares

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

	Ordinary Shares Number Held	% of issued shares
10 Bolivianos Pty Ltd	256,252,441	17.32 %
Plough Lane Superannuation Pty Ltd	123,000,000	8.31 %
Ashmat Investments Pty Ltd <Hester Investment A/C>	67,350,000	4.55 %
7 Enterprises Pty Ltd	60,000,000	4.06 %
Mr Gavin Jeremy Dunhill	57,000,000	3.85 %
Buprestid Pty Ltd <Hanlon Family Super A/c>	38,675,108	2.61 %
Allekan Exchange Pty Ltd	31,000,000	2.10 %
Freedom Trader Pty Ltd	30,628,703	2.07 %
Altor Capital Management Pty Ltd <Altor Alpha Fund A/C>	28,782,777	1.95 %
Lehav Pty Ltd <The VHL Family A/C>	27,487,365	1.86 %
Mr Noel Russell Cameron & Dr Belinda Caroline Goad <Noel Cameron Super Fund A/c>	20,000,251	1.35 %
Flourich Pty Ltd <GT & JH Super Fund A/c>	19,000,000	1.28 %
Citicorp Nominees Pty Limited	17,269,559	1.17 %
Mr Todd Joseph Bard	17,125,330	1.16 %
Rimoyne Pty Ltd	16,250,000	1.10 %
Mr Graham John Walker	15,753,862	1.06 %
Kovi G Investments Pty Ltd <Kovi Gordon Family A/C>	14,605,494	0.99 %
Mr Dominic Terence Beer	14,341,461	0.97 %
BNP Paribas Nominees Pty Ltd ACF Clearstream	13,898,246	0.94 %
Netwealth Investments Limited <Wrap Services A/C>	13,538,821	0.92 %
Total	881,959,418	59.62 %
Total issued capital	1,479,445,295	100.00 %

NoviqTech Limited (formerly Tymlez Group Limited)

**Additional Information for Listed Public Companies
For the Year Ended 31 December 2023**

Unissued equity securities

Options issued:

- 43,805,530 unlisted options exercisable at \$0.035 expiring 30 November 2024 (3 holders)
- 249,750,000 unlisted options exercisable at \$0.01 expiring 21 July 2026 (26 holders)
- 880,000 unlisted options exercisable at \$0.016 expiring 29 March 2026 (1 holder)
- 880,000 unlisted options exercisable at \$0.016 expiring 15 September 2026 (1 holder)

Securities exchange

The Company is listed on the Australian Securities Exchange.