

1. Company details

Name of entity:	Thrive Tribe Technologies Limited
ABN:	64 600 717 539
Reporting period:	For the half-year ended 31 December 2023
Previous period:	For the half-year ended 31 December 2022

2. Results for announcement to the market

			\$
Revenues from ordinary activities	up	7,285.9% to	701,287
Loss from ordinary activities after tax attributable to the owners of Thrive Tribe Technologies Limited	up	45.9% to	(1,116,710)
Loss for the half-year attributable to the owners of Thrive Tribe Technologies Limited	up	45.9% to	(1,116,710)

Dividends

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

Comments

The loss for the Group after providing for income tax and non-controlling interest amounted to \$1,116,710 (31 December 2022: loss of \$765,503).

Refer to the 'Review of operations' in the Directors' report for further details.

3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	<u>(0.63)</u>	<u>0.29</u>

The net tangible assets per ordinary shares has been calculated based on 296,621,519 ordinary shares being on issue.

4. Control gained over entities

Name of entities (or group of entities)	Daily Food Brand Pty Ltd
Date control gained	1 October 2023

Contribution of such entity to the reporting entity's profit/(loss) from ordinary activities before income tax during the period

140,338

5. Loss of control over entities

Not applicable.

6. Dividends

Current period

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

Previous period

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

7. Dividend reinvestment plans

Not applicable.

8. Details of associates and joint venture entities

Not applicable.

9. Foreign entities

Details of origin of accounting standards used in compiling the report:

Not applicable.

10. Audit qualification or review

Details of audit/review dispute or qualification (if any):

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report. The review report contains a paragraph addressing a material uncertainty related to going concern.

11. Attachments

Details of attachments (if any):

The Interim Report of Thrive Tribe Technologies Limited for the half-year ended 31 December 2023 is attached.

12. Signed

As authorised by the Board of Directors



Signed _____

Date: 29 February 2024

Joshua Quinn
Non-Executive Director and Company Secretary
Sydney

Thrive Tribe Technologies Limited

ABN 64 600 717 539

Interim Report - 31 December 2023

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The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group' or 'Thrive Tribe') consisting of Thrive Tribe Technologies Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2023.

Directors

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

Rumi Guzder - Executive Chairman
Joshua Quinn - Non-Executive Director
Wesley Culley - Executive Director

Principal activities

During the financial half-year, the principal continuing activities of the Group consisted of:

- the development of cloud based Software as a Service ('SaaS') products that enabled subscribed companies to communicate with their employees in an innovative, engaging and effective manner; and
- the production and sale of healthy snacks through its subsidiary, Daily Food Brand Pty Ltd.

Review of operations

The loss for the Group after providing for income tax and non-controlling interest amounted to \$1,116,710 (31 December 2022: \$765,503).

Sixty development

The Sixty project has continued to progress during the last six months. In addition to updating existing functionalities such as enhanced dashboards for easier navigation and a library for easy to use storage, we have been building out the Sixty platform to enhance the user experience:

'Insights Mentor' - Listening to our customers' needs for a more personalised experience to help them interpret analytics data and provide actionable insights to enhance content performance, built a capability that will adapt to each creators needs depending on their industry and areas of expertise giving them unique insights to make informed decisions.

'Course Creation' - Building functionality to allow for creators to establish, share, and monetise courses within Sixty. They can design multi-module programs on a pay-as-you-go model, providing creators with a flexible way to diversify their income streams. The course creation process follows our new brand and design guidelines which are set on the foundation of ease, trust and flexibility allowing for an intuitive process through our user experience.

'Social Media Resizer' - Built the ability for creators to export their promotional (teaser) video into the correct format. Creators have told us that it takes a lot of their time to resize their videos to make them ready to promote on social media. With this new tool they can resize their video with a click of a button for Instagram, Facebook, TikTok and YouTube, saving them time and effort.

Slik investment

The Company continues to hold its equity interest in Slik (<https://www.slikpro.com>) and rights to cross sell Slik, through Sixty, in the APAC region.

Slik achieved a significant milestone during the period by reaching operating profitability for the first time in the company's history. Several existing key account relationships were renewed on superior commercial terms reflecting the strength of its client relationships. Furthermore, Slik's strategic partnership with Mercer Latam yielded positive results with several new client wins during the period.

Daily Food

Daily Food Brand Pty Ltd ('Daily Food') is an expanding business in the food space, specialising in healthy snacks. Daily Food founder, Alexandra Thursfield, is also a key content creator and influencer on Sixty, a platform integrated with Thrive Tribe Technologies Limited.

The Company increased its investment from 37.5% to 54% and is currently the majority shareholder in Daily Food, as such Daily Food is now part of the consolidated group effective from 1 October 2023.

Daily Food's major focus in the period was preparing for a wider launch of the premium vegan chocolate truffle offering, Holy Truff.

It has expanded the Holy Truff product range into the lucrative 'seasonal gifting' category. The journey involved concept development, recognizing a valuable opportunity in the premium vegan chocolate segment for seasonal gifting. Their commitment to excellence was reflected in in-house manufacturing, where they invested in new equipment, training, and processes.

Recognizing the potential in direct-to-consumer (D2C) channels, Daily Food has made strategic investments to exploit this opportunity. A successful campaign resulted in the addition of over 20,000 subscribers to their EDM database. The investment in a conversion-optimized website paid off with a remarkable 200% increase in the conversion rate and over 40,000 website views during the seasonal period. In this brief time frame, 575 online orders were received, providing valuable insights into this previously unexplored sales channel.

Significant changes in the state of affairs

The Company announced to the market on 27 June 2023 a capital raise of \$5,000,000 by issuance of convertible notes, subject to shareholder approval at an EGM that occurred on 19 September 2023. Subsequently, the Company made the decision to reduce its debt burden by \$800,000. During the December quarter, the Company repaid \$400,000 and in January 2024 repaid a further \$400,000. Therefore, the Company has on issue 4,200,000 convertible notes pursuant to the approval by shareholders at an EGM held on 19 September 2023. The conversion price on the notes is 5 cents with an 18-month term on the terms announced to the market on 27 June 2023.

During the period, the Company issued 15,000,000 options to Clee Capital Pty Ltd ('Clee') as part of the consideration for Clee's services in relation to the capital raising. These unquoted options are exercisable at \$0.10 expiring on 15 December 2026.

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

Matters subsequent to the end of the financial half-year

On 8 January 2024, the Company repaid \$400,000 of the loan funds raised from investors.

No other matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the directors



Joshua Quinn
Non-Executive Director and Company Secretary

29 February 2024
Sydney

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

To the directors of Thrive Tribe Technologies Ltd:

As lead auditor of Thrive Tribe Technologies Ltd for the half-year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been:

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

In.Corp Audit & Assurance Pty Ltd (Formerly known as Rothsay Audit & Assurance Pty Ltd)



Graham Webb
Director

Sydney, 29 February 2024

In.Corp Audit & Assurance Pty Ltd
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Thrive Tribe Technologies Limited
Consolidated statement of profit or loss and other comprehensive income
For the half-year ended 31 December 2023



	Note	Consolidated 6 months to 31 Dec 2023 \$	Consolidated 6 months to 31 Dec 2022 \$
Revenue			
Revenue	4	116,312	9,495
Cost of goods sold		(40,154)	-
Gross profit		76,158	9,495
Research and development tax incentive	5	284,975	-
Interest revenue calculated using the effective interest method		62,846	971
Other income	6	-	249
Fair value gain on previously held equity interest in controlled entity	18	300,000	-
Expenses			
Employee benefits expense		(476,745)	(232,015)
Advertising and marketing expenses		(169,022)	(13,718)
Occupancy expenses		(58,567)	-
Professional and consulting expenses		(919,859)	(332,348)
Compliance and share registry expenses		(47,168)	(36,350)
Share-based payment expense	21	(60,000)	(92,692)
Borrowing costs		(50,000)	-
Net foreign exchange loss		(12,633)	-
Other expenses		(93,106)	(69,095)
Finance costs		(18,144)	-
Loss before income tax expense		(1,181,265)	(765,503)
Income tax expense		-	-
Loss after income tax expense for the half-year		(1,181,265)	(765,503)
Other comprehensive income for the half-year, net of tax		-	-
Total comprehensive loss for the half-year		(1,181,265)	(765,503)
Loss for the half-year attributable to:			
Non-controlling interest		(64,555)	-
Owners of Thrive Tribe Technologies Limited		(1,116,710)	(765,503)
		<u>(1,181,265)</u>	<u>(765,503)</u>
Total comprehensive loss for the half-year attributable to:			
Non-controlling interest		(64,555)	-
Owners of Thrive Tribe Technologies Limited		(1,116,710)	(765,503)
		<u>(1,181,265)</u>	<u>(765,503)</u>
		Cents	Cents
Basic earnings per share	20	(0.38)	(0.38)
Diluted earnings per share	20	(0.38)	(0.38)

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

	Note	Consolidated 31 Dec 2023 \$	30 Jun 2023 \$
Assets			
Current assets			
Cash and cash equivalents	7	2,178,699	5,136,549
Trade and other receivables	8	648,344	624,708
Inventories		81,752	-
Other assets		11,010	111,010
Total current assets		<u>2,919,805</u>	<u>5,872,267</u>
Non-current assets			
Financial assets at fair value through profit or loss	9	389,864	402,212
Plant and equipment	10	11,734	-
Intangibles	11	2,216,455	863,658
Other assets		-	75,000
Total non-current assets		<u>2,618,053</u>	<u>1,340,870</u>
Total assets		<u>5,537,858</u>	<u>7,213,137</u>
Liabilities			
Current liabilities			
Trade and other payables	12	566,590	492,169
Employee benefits		8,391	-
Total current liabilities		<u>574,981</u>	<u>492,169</u>
Non-current liabilities			
Borrowings	13	4,500,000	5,000,000
Total non-current liabilities		<u>4,500,000</u>	<u>5,000,000</u>
Total liabilities		<u>5,074,981</u>	<u>5,492,169</u>
Net assets		<u>462,877</u>	<u>1,720,968</u>
Equity			
Issued capital	14	25,320,517	25,320,517
Reserves		524,174	464,174
Accumulated losses		(25,180,433)	(24,063,723)
Equity attributable to the owners of Thrive Tribe Technologies Limited		664,258	1,720,968
Non-controlling interest		(201,381)	-
Total equity		<u>462,877</u>	<u>1,720,968</u>

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

Thrive Tribe Technologies Limited
 Consolidated statement of changes in equity
 For the half-year ended 31 December 2023

Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Non-controlling interest \$	Total equity \$
Balance at 1 July 2022	23,791,556	204,174	(22,631,260)	-	1,364,470
Loss after income tax expense for the half-year	-	-	(765,503)	-	(765,503)
Other comprehensive income for the half-year, net of tax	-	-	-	-	-
Total comprehensive loss for the half-year	-	-	(765,503)	-	(765,503)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs	571,965	-	-	-	571,965
Share-based payments	-	20,000	-	-	20,000
Balance at 31 December 2022	<u>24,363,521</u>	<u>224,174</u>	<u>(23,396,763)</u>	<u>-</u>	<u>1,190,932</u>

Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Non-controlling interest \$	Total equity \$
Balance at 1 July 2023	25,320,517	464,174	(24,063,723)	-	1,720,968
Loss after income tax expense for the half-year	-	-	(1,116,710)	(64,555)	(1,181,265)
Other comprehensive income for the half-year, net of tax	-	-	-	-	-
Total comprehensive loss for the half-year	-	-	(1,116,710)	(64,555)	(1,181,265)
<i>Transactions with owners in their capacity as owners:</i>					
Share-based payments (note 21)	-	60,000	-	-	60,000
Initial recognition of non-controlling interest	-	-	-	(136,826)	(136,826)
Balance at 31 December 2023	<u>25,320,517</u>	<u>524,174</u>	<u>(25,180,433)</u>	<u>(201,381)</u>	<u>462,877</u>

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

Note	Consolidated	
	6 months to 31 Dec 2023 \$	6 months to 31 Dec 2022 \$
Cash flows from operating activities		
	137,172	8,602
Receipts from customers (inclusive of GST)		
	(1,834,001)	(751,075)
Payments to suppliers and employees (inclusive of GST)		
	(1,696,829)	(742,473)
Interest received	62,846	971
Other revenue	-	592,131
Interest and other finance costs paid	(18,144)	-
	(1,652,127)	(149,371)
Net cash used in operating activities		
Cash flows from investing activities		
	4,453	-
Payment for purchase of business, net of cash acquired		
	-	(398,256)
Payments for investments		
	(760,176)	(133,504)
Payments for development expenditure		
Net cash used in investing activities	(755,723)	(531,760)
Cash flows from financing activities		
	-	364,273
Proceeds from issue of shares		
	(150,000)	-
Debt issue transaction costs		
	(400,000)	-
Repayment of borrowings		
Net cash from/(used in) financing activities	(550,000)	364,273
Net decrease in cash and cash equivalents	(2,957,850)	(316,858)
Cash and cash equivalents at the beginning of the financial half-year	5,136,549	652,749
Cash and cash equivalents at the end of the financial half-year	2,178,699	335,891

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

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Note 1. General information

The financial statements cover Thrive Tribe Technologies Limited as a Group consisting of Thrive Tribe Technologies Limited and the entities it controlled at the end of, or during, the half-year. The financial statements are presented in Australian dollars, which is Thrive Tribe Technologies Limited's functional and presentation currency.

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

MLC Centre
Level 57
19-29 Martin Place
Sydney NSW 2000
Australia

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 29 February 2024.

Note 2. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 31 December 2023 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2023 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the policies stated below.

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

Note 2. Material accounting policy information (continued)

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Intangible assets

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

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

Going concern

The financial statements have been prepared on a going concern basis.

During the half-year ended 31 December 2023, the Group incurred a loss of \$1,181,265 (31 December 2022: loss of \$765,503). The cash outflow from operating activities was \$1,652,127 (31 December 2022: \$149,371). As at 31 December 2023, the Group has cash reserves of \$2,178,699 (30 June 2023: \$5,136,549) and net current assets of \$2,344,824 (30 June 2023: net current assets of \$5,380,098).

The Group's ability to continue as a going concern is dependent upon the generation of cash from operations and the sufficiency of current cash reserves to meet existing obligations. The Directors believe current cash reserves are sufficient for the Group to be able to pay its debts as and when they fall due for a period of at least 12 months from the date of these financial statements.

Notwithstanding the above, the Directors believe that the Group will continue as a going concern after consideration of the below:

- The Group continues to retain corporate advisors Clee Capital Pty Ltd ('Clee Capital') who have funded the Company in an ongoing and reliable capacity for the past 4 years. Clee Capital and their high net worth investors have advised the Company they will continue to support the Company's ongoing capital requirements and will raise capital for the Company as and when required on prevailing commercial terms at the appropriate time.

If the Group is not successful in securing additional funds, there is a material uncertainty that may cast significant doubt whether the Group will continue as a going concern and therefore the Group may be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The financial statements do not contain any adjustments relating to the recoverability and classification of recorded assets or liabilities that might be necessary should the Group not be able to continue as a going concern.

Note 3. Operating segments

Identification of reportable operating segments

The Group is organised into two operating segments: Wooboard Technologies and Wooboard Software-as-a-Service products ('Wooboard SaaS'). These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

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

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

Types of products and services

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

Thrive Tribe Technologies	Product development and investment operations including short term share trades.
Wooboard SaaS	Sale of cloud based Software as a Service ('SaaS') products that enabled subscribed companies to communicate with their employees in an innovative, engaging and effective manner.
Daily Food Brand Pty Ltd	Expanding business in the food space, specialising in healthy snacks.

Operating segment information

	Thrive Tribe Technologies	Wooboard SaaS	Daily Food Brand Pty Ltd	Total
	\$	\$	\$	\$
Consolidated - 6 months to 31 Dec 2023				
Revenue				
Sales to external customers	-	9,096	107,216	116,312
Interest	61,728	-	1,118	62,846
Fair value gain on previously held equity interest in controlled entity	300,000	-	-	300,000
Research and development tax incentive	284,975	-	-	284,975
Total revenue	646,703	9,096	108,334	764,133
Adjusted EBITDA				
Interest revenue				62,846
Finance costs				(18,144)
Other expenses				(44,702)
Loss before income tax expense	(1,048,325)	7,398	(140,338)	(1,181,265)
Income tax expense				-
Loss after income tax expense				(1,181,265)

Note 3. Operating segments (continued)

	Thrive Tribe Technologies	Wooboard SaaS	Total
	\$	\$	\$
Consolidated - 6 months to 31 Dec 2022			
Revenue			
Sales to external customers	-	9,495	9,495
Interest	971	-	971
Total revenue	971	9,495	10,466
Adjusted EBITDA			
Interest revenue			971
Loss before income tax expense	(777,278)	10,804	(766,474)
Income tax expense			-
Loss after income tax expense			(765,503)

All assets and liabilities, including taxes are not allocated to the operating segments as they are managed on an overall group basis.

Note 4. Revenue

	Consolidated	
	6 months to 31 Dec 2023	6 months to 31 Dec 2022
	\$	\$
<i>Revenue from contracts with customers</i>		
Food sales - recognised at a point in time	107,216	-
Rendering of services - subscription fees recognised over time	9,096	9,495
	116,312	9,495

Disaggregation of revenue

All revenue from contracts with customers is recognised over time. Revenue by product line is disclosed in Note 3.

Note 5. Research and development tax incentive

	Consolidated	
	6 months to 31 Dec 2023	6 months to 31 Dec 2022
	\$	\$
Research and development tax incentive	284,975	-

Research and development tax incentive

The Group has adopted the income approach to accounting for research and development tax offsets pursuant to AASB 120 'Accounting for Government Grant and Disclosure of Government Assistance' whereby the incentive is recognised in profit or loss on a systematic basis over the periods in which the Group recognises the eligible expenses. When the research and development tax incentive relates to expenditure that has been capitalised as software development costs, the research and development tax incentive has been offset against the capitalised expenditure (refer to note 11).

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Note 6. Other income

	Consolidated	Consolidated
	6 months to	6 months to
	31 Dec 2023	31 Dec 2022
	\$	\$
Net foreign exchange gain	-	249

Note 7. Current assets - cash and cash equivalents

	Consolidated	Consolidated
	31 Dec 2023	30 Jun 2023
	\$	\$
Cash on hand	1,000	-
Cash at bank	2,177,699	5,136,549
	<u>2,178,699</u>	<u>5,136,549</u>

Note 8. Current assets - trade and other receivables

	Consolidated	Consolidated
	31 Dec 2023	30 Jun 2023
	\$	\$
Trade receivables	38,609	8,240
Research and development tax incentive receivable	465,978	496,420
GST receivable	141,410	117,701
Other receivables	2,347	2,347
	<u>648,344</u>	<u>624,708</u>

Note 9. Non-current assets - financial assets at fair value through profit or loss

	Consolidated	Consolidated
	31 Dec 2023	30 Jun 2023
	\$	\$
Designated at fair value through profit or loss		
Investment in unlisted entity - Slik Pro Corp*	389,864	402,211
Investment in unlisted entity - Daily Food Brand Pty Ltd**	-	1
	<u>389,864</u>	<u>402,212</u>

*This investment represents a 6.66% equity interest in Slik Pro Corp, a mental health, wellness, employee engagement software provider based in Latin America.

**In prior year, this investment represented a 37.5% equity interest in Daily Food Brand Pty Ltd ('Daily Food'), snacks maker based in Australia. The Company increased its equity interest to 54% with director representation effective 1 October 2023. Daily Food has been accounted for as subsidiary (refer to note 18 for further information) from 1 October 2023.

Refer to note 16 for further information on fair value measurement.

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Note 10. Non-current assets - plant and equipment

	Consolidated	
	31 Dec 2023	30 Jun 2023
	\$	\$
Leasehold improvements - at cost	3,200	3,200
Less: Accumulated depreciation	(3,200)	(3,200)
	<u>-</u>	<u>-</u>
Computer equipment - at cost	89,230	77,496
Less: Accumulated depreciation	(77,496)	(77,496)
	<u>11,734</u>	<u>-</u>
Office furniture - at cost	10,884	10,884
Less: Accumulated depreciation	(10,884)	(10,884)
	<u>-</u>	<u>-</u>
	<u><u>11,734</u></u>	<u><u>-</u></u>

Note 11. Non-current assets - intangibles

	Consolidated	
	31 Dec 2023	30 Jun 2023
	\$	\$
Goodwill - at cost	592,621	-
Software development - at cost	1,623,834	863,658
	<u>2,216,455</u>	<u>863,658</u>

Consolidated	Goodwill	Software development	Total
	\$	\$	\$
Balance at 1 July 2023	-	863,658	863,658
Additions	-	760,176	760,176
Additions through business combinations (note 18)	592,621	-	592,621
Balance at 31 December 2023	<u>592,621</u>	<u>1,623,834</u>	<u>2,216,455</u>

Software development relates to websites and customer platforms that are under construction at the reporting date. The assets are not in use at 31 December 2023 and were not amortised during the financial half-year then ended.

Note 12. Current liabilities - trade and other payables

	Consolidated	
	31 Dec 2023	30 Jun 2023
	\$	\$
Trade and other payables	412,612	437,119
Accrued expenses	153,978	55,050
	<u>566,590</u>	<u>492,169</u>

Note 13. Non-current liabilities - borrowings

	Consolidated	
	31 Dec 2023	30 Jun 2023
	\$	\$
Loan from investors*	400,000	5,000,000
Convertible notes - investors*	4,100,000	-
	<u>4,500,000</u>	<u>5,000,000</u>

*As at 30 June 2023, the loan was from sophisticated investors, unsecured, due to be repaid on 28 December 2024 and interest is charged at 7% per annum. The loan is repayable via the issue of convertible notes subject to approval by shareholders at an Extraordinary General Meeting.

On 19 September 2023, the shareholders approved the issue of convertible notes at the Extraordinary General Meeting. On 15 December 2023, the loan was repaid through cash payment to investors of \$800,000, of which \$400,000 was paid before half-year end and \$400,000 after year end, and the issuance of convertible notes to the value of \$4,200,000 less borrowing costs of \$100,000. The 4,200,000 convertible notes issued are unsecured, have a maturity date of 27 December 2024, interest rate of 7% per annum paid on maturity and each convertible note has a face value of \$1. The notes are convertible to share capital at a conversion price of \$0.05.

Note 14. Equity - issued capital

	Consolidated			
	31 Dec 2023	30 Jun 2023	31 Dec 2023	30 Jun 2023
	Shares	Shares	\$	\$
Ordinary shares - fully paid	<u>296,621,519</u>	<u>296,621,519</u>	<u>25,320,517</u>	<u>25,320,517</u>

Note 15. Equity - dividends

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

Note 16. Fair value measurement

Fair value hierarchy

The following tables detail the Group's assets and liabilities, measured or disclosed at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

Consolidated - 31 Dec 2023	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Assets				
Financial assets at fair value through profit or loss - Investment in unlisted entity - Slik Pro Corp	-	-	389,864	389,864
Total assets	<u>-</u>	<u>-</u>	<u>389,864</u>	<u>389,864</u>

Note 16. Fair value measurement (continued)

Consolidated - 30 Jun 2023	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Assets				
Financial assets at fair value through profit or loss - Investment in unlisted entity - Slik Pro Corp	-	-	402,211	402,211
Financial assets at fair value through profit or loss - Investment in unlisted entity - Daily Food Brand Pty Ltd	-	-	1	1
Total assets	-	-	402,212	402,212

There were no transfers between levels during the financial half-year.

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature. The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Valuation techniques for fair value measurements categorised within level 2 and level 3

Unquoted investments are recorded at fair value, which reflects the recent cost of investments. The Directors do not consider the market value of the investments to have significantly changed since the acquisition date. Consequently, unobservable inputs and sensitivity have not been disclosed.

Level 3 assets and liabilities

Movements in level 3 assets and liabilities during the current financial half-year are set out below:

Consolidated	Investment \$
Balance at 1 July 2023	402,212
Transfers out of level 3*	(1)
Balance at 31 December 2023	402,211

*The investment in Daily Food Brand Pty Ltd ('Daily Food') was transferred out of the financial assets at fair value through profit or loss. Refer to note 9 for the change in accounting treatment of the investment in Daily Food.

Note 17. Related party transactions

Parent entity

Thrive Tribe Technologies Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 19.

Transactions with related parties

The following transactions occurred with related parties:

	Consolidated 6 months to 31 Dec 2023 \$	Consolidated 6 months to 31 Dec 2022 \$
Payment for other expenses:		
Accountancy fees paid to related entity of J. Quinn, a director of the Group	45,000	12,000
Other transactions:		
Shares issued to R. Guzder, a director of the Group, in lieu of director's fee	-	207,692

Note 17. Related party transactions (continued)

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated	
	31 Dec 2023	30 Jun 2023
	\$	\$
Current payables:		
Trade payables and accrued expenses to key management personnel	-	24,000

Loans to/from related parties

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

Terms and conditions

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

Note 18. Business combinations

Daily Food Brand Pty Ltd

On 1 October 2023, the Company increased its equity interest from 37.5% to 54% of the ordinary shares of Daily Food Brand Pty Ltd ('Daily Food') for the total consideration of \$132,000.

The investment and partnership with Daily Food and integration into Sixty means the Company is offering a wholistic solution of content, advice and quality food. The directors believe this will strengthen the Sixty offering in the marketplace and provide a point of difference to its competitors in the space.

The goodwill of \$592,621 arising from the acquisition represents the synergies expected to arise to the group after the acquisition.

The acquired business contributed revenues of \$107,216 and loss after tax of \$140,338 to the group for the period from 1 October 2023 to 31 December 2023. If the acquisition occurred on 1 July 2023, the full year contributions would have been revenues of \$204,301 and loss after tax of \$224,093. The fair values identified in relation to the acquisition of Daily Food are provisional as at 31 December 2023.

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Note 18. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value \$
Cash and cash equivalents	136,452
Trade receivables	9,521
Stock on hand	47,298
Trade payables and other payables	(106,994)
Loan to directors	(21,724)
Funds held in trust	(112,000)
Deferred revenue	(250,000)
	<hr/>
Net liabilities acquired	(297,447)
Goodwill	592,621
Non-controlling interest	136,826
	<hr/>
Acquisition-date fair value of the total consideration transferred	432,000
	<hr/> <hr/>
Representing:	
Cash paid or payable to vendor	132,000
Fair value gain on previously held equity interest in Daily Food	300,000
	<hr/>
	432,000
	<hr/> <hr/>
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of the total consideration transferred	432,000
Less: cash and cash equivalents	(136,452)
Less: payments made in prior periods	(1)
Less: fair value gain on previously held equity interest in Daily Food	(300,000)
	<hr/>
Net cash received	(4,453)
	<hr/> <hr/>

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Note 19. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest	
		31 Dec 2023 %	30 Jun 2023 %
WooBoard Pty Ltd	Australia	100.0%	100.0%
Daily Food Brand Pty Ltd	Australia	54.0%	-
Kumu Group Pty Ltd*	Australia	100.0%	-

*Incorporated on 27 September 2023

Note 20. Earnings per share

	Consolidated	
	6 months to 31 Dec 2023 \$	6 months to 31 Dec 2022 \$
Loss after income tax	(1,181,265)	(765,503)
Non-controlling interest	64,555	-
Loss after income tax attributable to the owners of Thrive Tribe Technologies Limited	<u>(1,116,710)</u>	<u>(765,503)</u>
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>296,621,519</u>	<u>202,458,472</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>296,621,519</u>	<u>202,458,472</u>
	Cents	Cents
Basic earnings per share	(0.38)	(0.38)
Diluted earnings per share	(0.38)	(0.38)

For the purpose calculating the diluted earnings per share, options and convertible notes have been excluded as the effect would be anti-dilutive.

Note 21. Share-based payments

Share-based payments expense for the financial half-year ended 31 December 2023 totalled \$60,000 (31 December 2022: \$92,692), arising from:

- Share options issued during the financial half-year ended 31 December 2023:
 - o On 15 December 2023, 15,000,000 unquoted options were issued to Clee Capital Pty Ltd as consideration for services for the loan funds and convertible note raising provided to the Group. The options vest on the date they were granted. Each option has an exercise price of \$0.10 and a contractual life of three years.
 - o These options were valued at \$60,000.

Note 22. Events after the reporting period

On 8 January 2024, the Company repaid \$400,000 of the loan funds raised from investors.

No other matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

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In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of directors made pursuant to section 303(5)(a) of the Corporations Act 2001.

On behalf of the directors



Joshua Quinn
Non-Executive Director and Company Secretary

29 February 2024
Sydney

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**THRIVE TRIBE TECHNOLOGIES LIMITED
INDEPENDENT AUDITOR'S REVIEW REPORT**

To the members of Thrive Tribe Technologies Ltd

Conclusion

We have reviewed the accompanying half-year financial report of Thrive Tribe Technologies Limited ("the Company") and the entities it controlled ("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 consolidated statement of cash flows for the half-year ended on that date, notes comprising summary of significant accounting policies and other explanatory information, and the directors' declaration.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of the Group is not in accordance with the Corporations Act 2001 including:

- i. giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the half-year ended on that date; and
- ii. complying with Accounting Standard AASB 134 *Interim Financial Reporting* and *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in *the Auditor's Responsibilities for the Review of the Financial Report* section of our report.

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* ("the Code") that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

**In.Corp Audit & Assurance Pty Ltd
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THRIVE TRIBE TECHNOLOGIES LIMITED

INDEPENDENT AUDITOR'S REVIEW REPORT (continued)

Emphasis of Matter – Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report, which indicates that the group incurred a net loss of \$1,181,265 and cash outflows from operating activities of \$1,652,127 for the half year. As stated in Note 2, these events or conditions along with other matters as set forth in Note 2 indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our conclusion is not modified in respect of this matter.

Responsibility of the Directors for the Half-Year Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2023 and its performance for the half-year ended on that date and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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

In.Corp Audit & Assurance Pty Ltd (Formerly known as Rothsay Audit & Assurance Pty Ltd)



Graham Webb
Director

Sydney, 29 February 2024