

Half Year Report FY25

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Letter from the CEO

Fellow shareholders,

The first half of the 2025 financial year has been the most successful for Motio, with record revenues and Cash EBITDA delivered. On behalf of the Board and Motio team, I am extremely pleased to present these first half results to you.

The revenue for H1 was **\$5.281M**, up 44 per cent the same period last year, while Motio's Cash EBITDA for the period was \$1.001M, a **839% year on year increase**. These were reflective of a very strong first quarter and sound second quarter for our core media sales business.

The strong top and bottom-line results are particularly pleasing at a time when the media market was challenged, with the media industry across all sectors delivering flat growth for the same period as total advertising (media) agency bookings declined by 0.9 per cent for the year.

Key to Motio's performance was a focus on our bottom-line results, the introduction of cost management initiatives, which we executed at the end of FY24, and increasing market understanding of the value of **the unique Motio media platform**.

Motio continues to redefine how brands connect with their audiences through our network. Motio strives to provide **the best elements of Out-of-Home, Digital and Video** and this is resonating with advertisers. Our channels continue to be engaging and hyper-relevant to our audiences, deploying content tailored to the high dwell time locations.

The team continues to approach the market with energy, and we are all doing our best work to continue to build and strengthen the business. We have deployed new tech-based initiatives such as **Creator** and are working diligently to bring **MOVE** into our business by the end of this financial year. This will include integrating new systems and preparing for enhanced media opportunities that drive automation within the Motio business.

The outlook, despite some general uncertainty in the Australian media market due to an impending Federal election, is solid and we remain on target for revenue delivery in H2 remaining on track to deliver a successful, on forecast year.

On behalf of the Board, I thank you for your continued support. It means a great deal to the team that are making it happen.

We will continue our 10 week updates this year and are committed to presenting the Motio story to new investors and continuing to show how Motio's unique platform is creating value for brands and our commercial partners.

As always, I welcome your questions. Please feel free to email or call. I am more than happy to discuss what I am able to.

Kind regards,



Adam Cadwallader
Managing Director & CEO

Corporate Directory

Directors & Officers

Jason Byrne
Adam Cadwallader
Harley Grosser

Non-Executive Chairman
CEO & Managing Director
Non-Executive Director

Company Secretary

Matthew Foy

Solicitors

JDK Legal
Level 5, 1 Castlereagh Street
Sydney NSW 2000

Registered Office

Level 8, 140 Arthur Street
North Sydney NSW 2060
T +61 2 7227 2277

Securities Exchange

Australian Securities Exchange Limited
(ASX) Home Exchange - Perth
ASX Code - MXO, MXOOA

Bankers

Westpac Banking Corporation
425 Victoria Avenue
Chatswood NSW 2067

Share Registry

Automic Pty Ltd
Level 5, 191 St Georges Terrace
Perth WA 6000
T +61 2 9698 5414
W www.automicgroup.com.au

Auditors

Nexia Sydney Audit Pty Ltd
Level 22, 2 Market Street
Sydney NSW 2000

Australian Company Number

ACN 147 799 951

Australian Business Number

ABN 43 147 799 951

Website

www.motio.com.au

Domicile and Country of Incorporation

Australia

The Directors submit their report on the consolidated entity (referred to hereafter as the Group) consisting of Motio Limited (the Company, Motio) and the entities it controlled for the half year ended 31 December 2024. The financial statements were authorised for issue by the directors on 25 February 2025. The directors have the power to amend and reissue the financial statements.

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Directors' Report

Your Directors present their report on the consolidated entity consisting of Motio Ltd (**MXO or the Company**) and the entities it controlled (**the consolidated entity or the Group**) at the end of, or during the half-year ended, 31 December 2024 (**the Period**).

Directors

The Directors of the Company at any time during or since the end of the half-year period are as follows.

Adam Cadwallader – Managing Director & CEO

Jason Byrne – Non-Executive Director

Harley Grosser – Non-Executive Director

Principal Activity

Motio redefines how brands connect with their audiences, through its unique digital place based network. It offers the best elements of Out-of-Home, Digital and Video with dedicated digital display channels carrying dynamic, engaging and hyper-relevant content tailored to the natural high dwell times of its environments.

These include cafés, medical centres, indoor sports and Bar/Pub environments. Motio has unique characteristics enabling brands to tell their stories to people where they are naturally engaged. The Motio network includes more than 1,500 state-of-art digital displays across in excess of 1,000 high-value locations, underpinned by first party data and location intelligence technology to deliver brands with maximum returns.

Review of Operations

During the half-year ended 31 December 2024, Motio generated total revenues of \$5,280,581 up 44% on the prior corresponding period (**PCP**) (1HFY24: \$3,675,500). This significant revenue uplift reflects our Audience Experience product being embraced by our Health, Play and Café & Venue clients.

The loss from operations of the consolidated entity for the half year ended 31 December 2024 after providing for income tax was \$160,834 (1HFY24: \$1,358,880). This reflects the accounting of non-cash items from various prior period acquisitions.

Additional information on the operations and financial position of the Group and its business strategies and prospects is set out in this directors' report and the interim financial report.

Motio's cash balance as at 31 December 2024 was \$2,122,920 (FY24: \$989,739).

Corporate

Annual General Meeting

The Company held an Annual General Meeting on 14 November 2024. All resolutions put to the meeting were carried on a poll.

Issue of Securities:

- 7,207,500 vested Class G Performance Rights expiring 31 October 2026;
- 5,000,000 unvested Class H Performance Rights expiring 30 November 2027; and
- 13,409,917 unvested performance rights expiring 30 November 2029.

Directors' Report

Lapse of Vested Securities:

- 112,500 Class F Performance Rights expired 30 November 2024.

Lapse of Unvested Securities:

- 4,200,000 Class C Performance Rights expired on 16 July 2024;
- 4,200,000 Class D Performance Rights expired on 16 July 2024;
- 5,200,000 Class E Performance Rights expired on 16 July 2024;
- 4,000,000 options exercisable \$0.12 expired on 16 July 2024;
- 2,400,000 options exercisable \$0.12 expired on 16 July 2024; and
- 1,538,461 options exercisable \$0.12 expired on 16 July 2024.

Events Occurring After the Reporting Period

On 20 February 2025, the Company announced entering into a binding agreement to divest 100% of its shares in its wholly owned subsidiary, Spawtz Pty Ltd, and its subsidiaries Liquid Thinking Limited and Motio NZ Tapui Ltd, for consideration of \$1,350,000.

The agreement was entered into after the reporting period ended on 31 December 2024, but prior to the approval of the half-year financial statements. As a result, the sale will be reflected in the Company's Annual Report for the financial year ended 30 June 2025.

Other than the matter disclosed above, no matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect:

- i. the Group's operations, or
- ii. the results of those operations, or
- iii. the Group's state of affairs in future financial years.

Significant Changes in State of Affairs

There were no significant changes in the state of affairs of the Company and its controlled entities during the financial half-year period.

Auditor's Declaration of Independence

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 12.

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



Adam Cadwallader
Managing Director & CEO
25 February 2025

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OCTOBER 18
New Series

To the Board of Directors of Motio Limited

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

As lead audit director for the review of the condensed consolidated financial statements of Motio Limited for the half-year ended 31 December 2024, I declare that, to the best of my knowledge and belief, there has been no contravention of:

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

Yours sincerely,



Nexia Sydney Audit Pty Limited



Stephen Fisher
Director

Sydney

Dated: 25 February 2025

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Notes	31-Dec-24 \$	31-Dec-23 \$
Revenue from continuing operations	4	5,280,581	3,675,500
Other income	4	12,999	100,695
Cost of sales		(1,234,785)	(1,000,806)
Gross profit		4,058,795	2,775,389
Consulting and advisory fees		(19,750)	(24,766)
Corporate compliance		(48,613)	(46,024)
Directors fees and salaries	5	(213,310)	(213,749)
Finance costs	5	(125,310)	(125,956)
Insurance expenses		(32,859)	(34,748)
Personnel expenses	5	(1,978,698)	(1,693,355)
Professional fees		(108,090)	(186,318)
Other expenses		(546,148)	(469,819)
Impairment of receivables		(13,009)	(8,749)
Amortisation		(476,620)	(604,761)
Depreciation	5	(385,679)	(372,072)
Share based payments expense	5	(244,191)	(344,490)
Loss on disposal of property, plant and equipment		(27,351)	(12,065)
Total expenses		(4,219,629)	(4,136,872)
Loss from continuing operations before income tax		(160,834)	(1,361,483)
Income tax benefit		-	2,603
Net loss for the period		(160,834)	(1,358,880)
Other comprehensive income/(loss) for the period, net of tax			
Items that may be reclassified to profit or loss:			
Foreign exchange on translation of foreign subsidiaries		15,464	(4,472)
Total comprehensive loss for the period		(145,370)	(1,363,352)
Loss per share from continuing operations attributable to the ordinary equity holders of the company:		Cents	Cents
Basic and diluted loss per share		(0.06)	(0.51)

The above Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Financial Position

	Notes	31-Dec-24 \$	30-Jun-24 \$
Current Assets			
Cash and cash equivalents	6	2,122,920	989,739
Trade and other receivables		1,577,321	1,916,786
Financial assets	7	104,452	127,452
Total Current Assets		3,804,694	3,033,977
Non-Current Assets			
Plant and equipment	8	915,123	1,117,631
Financial assets		1	-
Interests in associates	7	1	1
Intangibles	9	3,845,727	4,279,517
Right-of-use assets	10	318,226	381,871
Total Non-Current Assets		5,079,078	5,779,020
Total Assets		8,883,771	8,812,997
Current Liabilities			
Trade and other payables		1,628,336	1,530,157
Financial liabilities	11	834,636	602,943
Provisions	12	203,918	184,429
Current tax liability		17,793	13,723
Lease liability	13	131,481	122,386
Total Current Liabilities		2,816,164	2,453,638
Non-Current Liabilities			
Other payables		7,433	-
Financial liabilities	11	1,168,616	1,595,699
Provisions	12	53,476	42,696
Lease liability	13	232,892	302,078
Total Non-Current Liabilities		1,462,417	1,940,473
Total Liabilities		4,278,581	4,394,111
Net Assets		4,605,190	4,418,886
Equity			
Contributed equity	14	23,357,086	23,107,803
Reserves		179,238	1,666,419
Accumulated losses		(18,931,134)	(20,355,336)
Total Equity		4,605,190	4,418,886

The above Condensed Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Changes in Equity

	Issued Capital	Share-based Payment Reserve	Options Premium Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Total Equity
31-Dec-24	\$	\$	\$	\$	\$	\$
At 1 July 2024	23,107,803	1,701,738	-	(35,319)	(20,355,336)	4,418,886
Loss for the year	-	-	-	-	(160,834)	(160,834)
Exchange differences on translation of foreign operations	-	-	-	15,464	-	15,464
Total comprehensive loss of the year	-	-	-	15,464	(160,834)	(145,370)
Transactions with owners in their capacity as owners:						
Share based payments expense	-	224,191	-	-	-	224,191
Issue of shares - Tranche 3 Liquid Thinking deferred consideration (5,121,124 shares)	87,483	-	-	-	-	87,483
Issue of shares - Motio Management (853,939 shares)	20,000	-	-	-	-	20,000
Lapsed performance rights - Classes C/D/E	-	(1,139,894)	-	-	1,139,894	-
Lapsed performance rights - Class F	-	(9,162)	-	-	9,162	-
Lapsed performance options - MXOOPT03 / MXOOPT04 / MXOOPT05	-	(435,980)	-	-	435,980	-
Conversion of Class F performance rights to ordinary shares	56,700	(56,700)	-	-	-	-
Conversion of Class G performance rights to ordinary shares	85,100	(85,100)	-	-	-	-
Total Transactions with owners in their capacity as owners	249,283	(1,502,645)	-	-	1,585,036	331,674
At 31 December 2024	23,357,086	199,093	-	(19,855)	(18,931,134)	4,605,190
31-Dec-23	\$	\$	\$	\$	\$	\$
At 1 July 2023	22,884,857	1,267,079	134,536	9,327	(18,577,466)	5,718,333
Loss for the year	-	-	-	-	(1,358,880)	(1,358,880)
Exchange differences on translation of foreign operations	-	-	-	(4,472)	-	(4,472)
Total comprehensive loss of the year	-	-	-	(4,472)	(1,358,880)	(1,363,352)
Transactions with owners in their capacity as owners:						
Share based payments - MXOOPT06, MXOOPTESC Veritas	-	130,368	-	-	-	130,368
Issue of shares - Tranche 2 Liquid Thinking deferred consideration (5,763,689 shares)	196,942	-	-	-	-	196,942
Issue of shares - Motio Executive (1,000,000 shares)	26,000	-	-	-	-	26,000
Share based payments expense	-	218,122	-	-	-	218,122
Lapsed performance rights	-	-	(134,536)	-	134,536	-
Total Transactions with owners in their capacity as owners	222,942	348,490	(134,536)	-	134,536	571,432
At 31 December 2023	23,107,799	1,615,569	-	4,855	(19,801,810)	4,926,413

The above Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Condensed Consolidated Statement of Cash Flows

	31-Dec-24	31-Dec-23
	\$	\$
Cash flows from operating activities		
Receipts from customers	5,745,876	4,170,235
Payments to suppliers and employees	(4,064,898)	(4,287,088)
Cash generated from/(used in) operations	1,680,978	(116,853)
Interest received	171	470
Net cash inflow/(outflow) from operating activities	1,681,150	(116,383)
Cash flows from investing activities		
Payments for property, plant and equipment	(146,876)	(89,515)
Payments for intangibles	(42,831)	-
Term deposit matured	23,000	15,003
Net cash outflow from investing activities	(166,707)	(74,512)
Cash flows from financing activities		
Interest paid	(112,417)	(123,371)
Repayment of borrowings	(194,326)	-
Lease payments	(74,517)	(70,716)
Net cash outflow from financing activities	(381,261)	(194,087)
Cash and cash equivalents at the beginning of the period	989,739	1,408,782
Net increase/(decrease) in cash and cash equivalents	1,133,181	(384,982)
Cash and cash equivalents at the end of the period	2,122,920	1,023,800

The above Condensed Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.



AKASHA B...
TRADEWIND...
FRESHWATER...
FIRE WITHIN A...
HOPSMITH...
FERAL BREWING CO...
WHITE...
SLY FOX...
HOP HOG...
SMOKED PORTER



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Notes for the half-year ended 31 December 2024

1 Reporting Entity

Motio Limited (the “Company” or “Motio”) is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange (“ASX”). The Company’s registered office and principal place of business is at Level 8, 140 Arthur St, North Sydney, NSW 2060.

The Condensed Consolidated Financial Statements of the Company and its subsidiaries (together referred to as the Group) are for the half-year ended 31 December 2024. The financial statements were authorized for issue by the Board of Directors on 25 February 2025.

The nature of the operations and principal activities of the Group, or consolidated entity are described in the Directors’ Report.

2 Basis of Preparation of the Half-Year Report

The Condensed Consolidated Interim Financial Statements (Interim Financial Statements) for the half-year reporting period ended 31 December 2024 have been prepared in accordance with AASB 134 Interim Financial Reporting and the Corporations Act 2001, as appropriate for for-profit oriented entities. The Condensed Consolidated Interim Financial Statements comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board.

The Interim Financial Statements do not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the Annual Report for the year ended 30 June 2024 and any public announcements made by Motio Ltd during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The half-year report has been prepared on an accruals basis except for the Statement of Cash Flows and is based on historical costs modified where applicable by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

The half-year report does not include full disclosures of the type normally included in an annual financial report. For the purposes of preparing the half-year financial statements, the half-year has been treated as an interim reporting period.

The principal accounting policies adopted are consistent with those of the previous financial year, except for the policies stated below.

Notes for the half-year ended 31 December 2024

2 Basis of Preparation of the Half-Year Report (continued)**Going Concern**

The Directors consider the Group has sufficient resources to meet all of its obligations as and when they fall due. As such, the condensed consolidated half-year financial statements have been prepared on a going concern basis, which assumes that the Group will be able to realise its assets and discharge its liabilities in the normal course of business. Management has considered the Group's liquidity position, any risks to the cash flows and funding, and the Group's outlook. The Directors considered financial forecasts, including forecast scenarios for at least 12 months from the date of the approval of the half-year financial statements. The forecasts support the preparation of the financial statements on a going concern basis, based on the consistent revenue growth from the Group's activities throughout the upcoming financial year.

Adoption of new and revised accounting standards

The consolidated entity has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

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

Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current period.

Notes for the half-year ended 31 December 2024

3 Segment Information

a. Basis for segment

Management has reviewed the Group's operations and deemed that effective from 1 July 2022 the Group operations comprise the following reportable business segments, based on the Group's reporting systems.

Operational segments:

	Revenue \$	Cash EBITDA \$
1H FY2025		
Media	4,572,704	841,428
Non-Media	707,877	159,903
Total	5,280,581	1,001,331
1H FY2024		
Media	3,016,487	33,549
Non-Media	659,013	73,061
Total	3,675,500	106,610

Segment revenues and cash EBITDA are directly attributable to a segment and the relevant portion that can be allocated to a segment on a reasonable basis. Assets and liabilities are not disclosed as management tracks these as a group and on an annualised basis or as required.

Media revenue is derived through advertising sales to external customers. Non-Media revenue is software, payments and supply related revenue. These are unrelated to media sales. There were no inter-segment revenue transactions.

Revenue derived by each segment is recognised over time as the respective service is delivered, apart from Media programmatic revenue and Non-Media supply business revenue which are delivered at points in time.

Notes for the half-year ended 31 December 2024

3 Segment Information (continued)

b. Reconciliation of Cash EBITDA

The Board and Executive Management review the Cash EBITDA to monitor the business performance as it provides a better representation of financial performance in the ordinary course of business.

	1H FY2025	1H FY2024
	\$	\$
Cash EBITDA	1,001,331	106,610
Rent obligations	74,517	70,716
Non-cash operating expenditure ⁽¹⁾	(249,074)	(436,020)
EBITDA	826,775	(258,694)
Depreciation and amortisation	(862,298)	(976,833)
Finance costs	(125,310)	(125,956)
Loss before tax	(160,834)	(1,361,483)

1. Non-cash operating expenses include impairment expense, foreign exchange gains/losses on translation, non-cash profit/(loss) on PPE disposal and share based payments.

4 Revenue

The Group derives the following types of revenue from continuing operations:

	31-Dec-24	31-Dec-23
	\$	\$
Revenue from continuing operations		
Media and other sales	5,280,581	3,675,500
Other revenue		
Interest income	171	470
Other revenue	12,828	100,225
Total	5,293,580	3,776,195

Notes for the half-year ended 31 December 2024

5 Expenses

	31-Dec-24	31-Dec-23
Directors' fees and salaries	\$	\$
Directors' fees	198,343	197,397
Superannuation	14,966	16,352
Total	213,310	213,749
Share based payments expense	\$	\$
Directors	37,403	195,710
Non directors	206,789	148,780
Total	244,191	344,490
Personnel expenses	\$	\$
Wages and salaries (including provisions)	1,737,595	1,490,570
Superannuation	176,404	142,460
Payroll tax expense	74,830	60,199
Others	(10,131)	-
Total	1,978,698	1,693,228
Depreciation expenses	\$	\$
Property, plant and equipment	322,033	315,268
Right of use assets - buildings	63,645	56,804
Total	385,679	372,072
Finance costs	\$	\$
Interest on borrowings	110,329	123,798
Interest and finance charges on lease liabilities	14,981	2,158
Total	125,310	125,956

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Notes for the half-year ended 31 December 2024

6 Cash and Cash Equivalents

a. Reconciliation to cash at the end of the year

	31-Dec-24	30-Jun-24
	\$	\$
Reconciliation to cash at the end of the period:		
Cash and cash equivalents	2,122,920	989,739

The Group does not have any restrictions on any cash held at bank or on hand.

The above figures agree to the cash and cash equivalents at the end of the financial period as shown in the statement of cash flows.

7 Financial Assets

	31-Dec-24	30-Jun-24
	\$	\$
Interests in associates - non-current	1	1
Term deposits at amortised cost - current	104,452	127,452
	104,453	127,453
Reconciliation:		
Balance at the beginning of the period	127,453	65,250
Additions	-	62,203
Term deposit matured	(23,000)	-
Balance at the end of the period	104,453	127,453

Notes for the half-year ended 31 December 2024

8 Plant and Equipment

	31-Dec-24	30-Jun-24
	\$	\$
Plant and equipment - at cost	2,985,369	2,866,150
Less: Accumulated depreciation	(2,070,246)	(1,748,519)
Carrying amount of plant and equipment	915,123	1,117,631

Reconciliation

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

	31-Dec-24	30-Jun-24
	\$	\$
Balance at the beginning of the period	1,117,631	1,475,753
Additions	146,876	314,016
Disposals	(27,351)	(43,686)
Depreciation expense	(322,033)	(628,452)
Balance at the end of the period	915,123	1,117,631

Notes for the half-year ended 31 December 2024

9 Intangibles

Reconciliations of the written down values at the beginning and end of the current and previous period are set out below:

	31-Dec-24	30-Jun-24
	\$	\$
Goodwill	2,731,607	2,731,607
Contract rights	2,727,640	2,727,610
Accumulated amortisation	(2,228,361)	(1,809,526)
	499,280	918,084
Software	749,863	707,032
Accumulated amortisation	(161,654)	(120,471)
	588,209	586,561
Other intangibles	215,537	215,537
Accumulated amortisation	(188,906)	(172,273)
	26,631	43,264
Balance at the end of the period	3,845,727	4,279,517

	Goodwill	Contract Rights	Software	Other	Total
	\$	\$	\$	\$	\$
Balance at 30 June 2023	2,731,607	1,844,264	734,807	76,531	5,387,209
Additions	-	-	3,695	-	3,695
Amortisation expense	-	(926,179)	(151,941)	(33,267)	(1,111,387)
Balance at 30 June 2024	2,731,607	918,085	586,561	43,264	4,279,517
Additions	-	-	42,831	-	42,831
Amortisation expense	-	(418,805)	(41,183)	(16,633)	(476,620)
Balance at 31 December 2024	2,731,607	499,280	588,209	26,631	3,845,727

Notes for the half-year ended 31 December 2024

10 Right of Use Assets

	31-Dec-24	30-Jun-24
	\$	\$
Land and buildings - right of use	424,301	424,301
Less: Accumulated depreciation	(106,075)	(42,430)
Balance at end of period	318,226	381,871

The consolidated entity's land and buildings lease for its offices is under an agreement of three years to 30 June 2027.

11 Financial Liabilities

	31-Dec-24	30-Jun-24
	\$	\$
Current		
Borrowings - Loan acquisition Café and Venue	834,636	602,943
Total Current	834,636	602,943
Non-Current		
Borrowings - Loan acquisition Café and Venue	1,168,616	1,595,699
Total Non-Current	1,168,616	1,595,699

Key terms of the acquisition and financing facility are:

Payment of \$2.35 million in consideration for the combined Café and Venue network business assets including associated screens installed at various locations and license agreements with location owners.

Consideration is to be satisfied by a vendor-financing loan from oOh!media on the following material terms:

Loan Principal	\$2,350,000
Term	Four years
Interest	Fixed 10.1% pa payable quarterly; Interest only in the first year thereafter interest and capital repayments
Early Repayment	Nil penalty; principal and interest payments in years two to four
Security	All present and acquired property of the company

Notes for the half-year ended 31 December 2024

12 Provisions

	31-Dec-24	30-Jun-24
	\$	\$
Current		
Provision for annual leave	203,918	184,429
Total Current	203,918	184,429
Non-Current		
Provision for long service leave	42,666	32,796
Make good provision	10,810	9,900
Total Non-Current	53,476	42,696
Balance at end of period	257,394	227,125

13 Lease Liabilities

	31-Dec-24	30-Jun-24
	\$	\$
Lease liability - current	131,481	122,386
Lease liability - non-current	232,892	302,078
Balance at end of period	364,373	424,464

	31-Dec-24	30-Jun-24
	\$	\$
Future lease payments due as follows:		
Within one year	153,576	149,035
One to five years	246,599	325,658
Total	400,176	474,693

Notes for the half-year ended 31 December 2024

14 Issued Capital

a. Share capital

	31-Dec-24	30-Jun-24	31-Dec-24	30-Jun-24
	Shares	Shares	\$	\$
Fully Paid	278,503,409	268,198,346	23,357,086	23,107,803

b. Movements in ordinary share capital

	# Shares	Fair Value	\$
Opening balance at beginning of period 1 July 2024	268,198,346		23,107,803
Issue of shares – Motio Employees	630,000	0.090	56,700
Issue of shares – Motio Employees ⁽¹⁾	412,433	0.024	10,000
Issue of shares – Motio Employees ⁽¹⁾	441,506	0.023	10,000
Issue of shares – Motio Employees	3,700,000	0.023	85,100
Contingent consideration for the acquisition of Liquid Thinking	5,121,124	0.019	87,483
Balance at end of period 31 December 2024	278,503,409		23,357,086

1. Refer to Note 15(d) shares issued to employee under employment contract

	# Shares	Fair Value	\$
Opening balance at beginning of period 1 July 2023	261,434,657		22,884,857
Contingent consideration for the acquisition of Liquid Thinking	5,763,689	0.034	196,946
Issue of shares - Motio Executive	1,000,000	0.026	26,000
Balance at end of period 30 June 2024	268,198,346		23,107,803

Ordinary shares

Ordinary shares participate in dividends and the proceeds on winding up of the entity in proportion to the number of shares held. Shares have no par values.

At shareholders' meetings, each ordinary share is entitled to one vote per share when a poll is called, otherwise each shareholder has one vote on a show of hands.

Notes for the half-year ended 31 December 2024

14 Issued Capital (continued)

Capital risk management

The Group's capital includes share capital, reserves and accumulated losses. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Group manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to achieve this, the Group may issue new shares in order to meet its financial obligations. The group does not have externally imposed capital requirements.

i. Options

Motio Ltd issued 13,409,917 listed options during the period.

ii. Performance rights and options - Employees and management

During the year Motio Ltd issued 13,061,439 performance rights and options to employees and management as part of their remuneration.

Refer to Note 15 for further detail.

Notes for the half-year ended 31 December 2024

15 Share Based Payments

As at 31 December 2024 the Group had the following share based payment arrangements:

a. Performance rights granted that existed during the period are as follows:

PERFORMANCE RIGHTS						
	Class C	Class D	Class E	Class F	Class G	Class H
Tranche #	Tranche 1	Tranche 2	Tranche 3	N/A	N/A	N/A
Code	MXOPR3	MXOPR4	MXOPR5	MXOPR6	MXOPR7	MXOPR8
Grant date	18-Jun-21	18-Jun-21	18-Jun-21	1-Dec-21	25-Oct-24	4-Jul-24
Expiry date	16-Jul-24	16-Jul-24	16-Jul-24	30-Nov-24	31-Oct-26	30-Nov-27
Number granted	4,200,000	4,200,000	5,200,000	742,500	7,207,500	5,000,000
Number vested	-	-	-	742,500	7,207,500	-
Performance Milestone	30 day VWAP of \$0.12	30 day VWAP of \$0.15	30 day VWAP of \$0.25	N/A	N/A	N/A
Granted to	Directors & Employees	Directors & Employees	Directors & Employees	Employees & Co Sec	Employees	Directors & Employees

In each instance, Motio Ltd has issued performance rights.

Class C/D/E: Each performance right will convert into ordinary shares of Motio Ltd upon achievement of the performance milestones.

Class F/G/H: Each performance right entitles the holder to convert into one fully paid ordinary share in the Company after the vesting date and prior to the expiry date. Class F and G vested immediately, H vests subject to continued employment until 30 June 2025.

The assessed fair values of the performance rights were determined using a Monte Carlo pricing model, taking into account the exercise price, term of performance rights, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the performance rights. The inputs to the model used were:

	Class C	Class D	Class E	Class F	Class G	Class H
Dividend yield	-	-	-	-	-	-
Expected volatility (%)	95	95	95	-	-	-
Risk-free interest rate (%)	0.19	0.19	0.19	-	-	-
Expected life of options (years)	3	3	3	3	2	3
Option exercise price (\$)	-	-	-	-	-	-
Share price at grant date (\$)	0.1	0.1	0.1	0.09	0.023	0.017
Value of performance rights (\$)	0.090	0.086	0.077	0.09	0.023	0.017
Share based payment expense 1H25	-			-	\$165,773	\$42,030
Share based payment expense 1H24	\$218,122			-	-	-

Notes for the half-year ended 31 December 2024

15 Share Based Payments (continued)

b. Performance options granted that existed during the period are as follows:

	OPTIONS			
	MXOOPT03	MXOOPT04	MXOOPT05	MXOPU
Tranche #	Tranche 1	Tranche 2	Tranche 3	N/A
Code	MXOOPT03	MXOOPT04	MXOOPT05	MXOPU
Grant date	18-Jun-21	18-Jun-21	18-Jun-21	11-Dec-24
Expiry date	16-Jul-24	16-Jul-24	16-Jul-24	30-Nov-29
Number granted	4,000,000	2,400,000	1,538,461	13,409,917
Number vested	-	-	-	-
Performance Milestone	30 day VWAP of \$0.15	30 day VWAP of \$0.18	30 day VWAP of \$0.25	90-day VWAP prior to YE Yr 1: \$0.033 Yr 2: \$0.0363 Yr 3: \$0.040
Granted to	Director	Director	Director	Director
Individuals in Tranche	1	1	1	1

In each instance, Motio Ltd has issued performance options. Each performance option will convert into ordinary shares of Motio Ltd upon exercise of the option.

The assessed fair values of the options were determined using a Monte Carlo pricing model, taking into account the exercise price, term of option, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the option. The inputs to the model used were:

	MXOOPT03	MXOOPT04	MXOOPT05	MXOPU
Dividend yield	-	-	-	-
Expected volatility (%)	95	95	95	60
Risk-free interest rate (%)	0.19	0.19	0.19	3.99
Expected life of options (years)	3	3	3	5
Option exercise price (\$)	0.12	0.15	0.25	-
Share price at grant date (\$)	0.1	0.1	0.1	0.026
Value of performance rights (\$)	0.052	0.055	0.054	0.024
Share based payment expense 1H25	-			\$16,388
Share based payment expense 1H24	\$70,368			-

Notes for the half-year ended 31 December 2024

15 Share Based Payments (continued)

c. Options - Advisory mandate - 26 July 2023

Motio Ltd issued 10,000,000 options to an advisory firm, 4,000,000 with strike price of \$0.0525 and 3 year expiry and 6,000,000 with strike price \$0.07 and 4 year expiry period. These options were valued at the fair value determined by the advisory mandate at \$60,000 and recognised in full at their issue date for services provided relating to the year ending 30 June 2024. Share based payment expense 1H25 amounts to \$nil (FY24: \$60,000).

d. Share issue - Employee

Motio Ltd issued 853,939 shares to an employee on 22 November 2024 pursuant to their contract of employment. The determined fair value of the shares is the share price of the Company on a 30 day VWAP, split being \$0.024 and \$0.023. The total expense arising from share based payment transactions recognised during the period in relation to the issue of shares amounts to \$20,000 (FY24: \$nil).

Motio Ltd issued 1,000,000 shares to an employee on 13 October 2023 pursuant to their contract of employment. The determined fair value of the shares is the share price of the Company on the day of issue, being \$0.026. The total expense arising from share based payment transactions recognised during the period in relation to the issue of shares amounts to \$nil (FY24: \$26,000).

Notes for the half-year ended 31 December 2024

15 Share Based Payments (continued)

e. Performance rights - Lapsed in 1H FY25

	PERFORMANCE RIGHTS			
	Class C	Class D	Class E	Class F
Tranche #	Tranche 1	Tranche 2	Tranche 3	N/A
Code	MXOPR3	MXOPR4	MXOPR5	MXOPR6
Grant date	18-Jun-21	18-Jun-21	18-Jun-21	1-Dec-21
Expiry date	16-Jul-24	16-Jul-24	16-Jul-24	30-Nov-24
Number granted	4,200,000	4,200,000	5,200,000	742,500
Number lapsed	4,200,000	4,200,000	5,200,000	112,500
Performance Milestone	30 day VWAP of \$0.12	30 day VWAP of \$0.15	30 day VWAP of \$0.25	N/A
Granted to	Directors & Employees	Directors & Employees	Directors & Employees	Employees & Co Sec
Individuals in Tranche	4	4	4	20

In each instance, Motio Ltd has issued performance rights.

Class C/D/E: Each performance right will convert into ordinary shares of Motio Ltd upon achievement of the performance milestones.

Class F: Each performance right entitles the holder to convert into one fully paid ordinary share in the Company after the vesting date and prior to the expiry date.

The assessed fair values of the rights were determined using a Monte Carlo pricing model, taking into account the exercise price, term of right, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the right.

The inputs to the model used were:

	Class C	Class D	Class E	Class F
Dividend yield	-	-	-	-
Expected volatility (%)	95	95	95	-
Risk-free interest rate (%)	0.19	0.19	0.19	-
Expected life of options (years)	3	3	3	3
Option exercise price (\$)	-	-	-	-
Share price at grant date (\$)	0.1	0.1	0.1	0.09
Value of performance rights (\$)	0.090	0.086	0.077	0.09
Share based payment expense 1H25	-			-
Share based payment expense 1H24	\$218,122			-

Notes for the half-year ended 31 December 2024

15 Share Based Payments (continued)

f. Performance options – Lapsed in 1H FY25

	OPTIONS		
	MXOOPT03	MXOOPT04	MXOOPT05
Tranche #	Tranche 1	Tranche 2	Tranche 3
Code	MXOOPT03	MXOOPT04	MXOOPT05
Grant date	18-Jun-21	18-Jun-21	18-Jun-21
Expiry date	16-Jul-24	16-Jul-24	16-Jul-24
Number granted	4,000,000	2,400,000	1,538,461
Number lapsed	4,000,000	2,400,000	1,538,461
Performance Milestone	30 day VWAP of \$0.15	30 day VWAP of \$0.18	30 day VWAP of \$0.25
Granted to	Director	Director	Director
Individuals in Tranche	1	1	1

In each instance, Motio Ltd has issued performance options. Each performance option will convert into ordinary shares of Motio Ltd upon exercise of the option.

The assessed fair values of the options were determined using a Monte Carlo pricing model, taking into account the exercise price, term of option, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the option. The inputs to the model used were:

	MXOOPT03	MXOOPT04	MXOOPT05
Dividend yield	-	-	-
Expected volatility (%)	95	95	95
Risk-free interest rate (%)	0.19	0.19	0.19
Expected life of options (years)	3	3	3
Option exercise price (\$)	0.12	0.15	0.25
Share price at grant date (\$)	0.1	0.1	0.1
Value of performance rights (\$)	0.052	0.055	0.054
Share based payment expense 1H25	-		
Share based payment expense 1H24	\$70,368		

Refer to Consolidated Statement of Changes in Equity and Note 14 – Issued Capital, Movements in Ordinary Share Capital for more details regarding Share based payments.

Notes for the half-year ended 31 December 2024**16 Guarantees, Contingent Liabilities and Contingent Assets**

No guarantee or contingent liabilities/assets were noted for the Group for the period ended 31 December 2024.

17 Events Occurring After the Reporting Period

On 20 February 2025, the Company announced entering into a binding agreement to divest 100% of its shares in its wholly owned subsidiary, Spawtz Pty Ltd, and its subsidiaries Liquid Thinking Limited and Motio NZ Tapui Ltd, for consideration of \$1,350,000.

The agreement was entered into after the reporting period ended on 31 December 2024, but prior to the approval of the half-year financial statements. As a result, the sale will be reflected in the Company's Annual Report for the financial year ended 30 June 2025.

Other than the matter disclosed above, no matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect:

- i. the Group's operations, or
- ii. the results of those operations, or
- iii. the Group's state of affairs in future financial years.

Directors' Declaration

In the opinion of the Directors of Motio Limited (the "Company"):

- a. The attached consolidated financial statements and notes thereto are in accordance with the Corporations Act 2001, including:
 - i. Complying with AASB 134 Interim Financial Reporting, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - ii. giving a true and fair view of the consolidated entity's financial position as at 31 December 2024 and of its performance for the financial half-year ended on that date; and
 - iii. The financial statements also comply with International Financial Reporting Standards as disclosed in note 2(a) to the financial statements.
- b. There are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.

On behalf of the Directors,



Adam Cadwallader
CEO & Managing Director
Sydney, New South Wales
25 February 2025

INDEPENDENT AUDITOR'S REVIEW REPORT

nexia.com.au

To the members of Motio Limited

Report on the Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of Motio Limited ("the Group"), which comprises the consolidated Statement of Financial Position as at 31 December 2024, the consolidated Statement of Comprehensive Income, consolidated Statement of Changes in Equity and consolidated Statement of Cash Flows for the half-year ended on that date, notes comprising material accounting policy 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 does not comply with the *Corporations Act 2001* including:

- i) giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date; and
- iii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & 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.

We confirm that the independence declaration required by the *Corporations Act 2001* which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's review report.

Responsibility of the Directors for the Financial Report

The Directors are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the Directors determine is necessary to enable the preparation of the half-year financial report that gives a true and fair view and 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 2024 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.

**Nexia Sydney Audit Pty Ltd****Stephen Fisher**
Director

Dated in Sydney on the 25th February 2025

