

Appendix 4D

Interim Report

SCALARE PARTNERS HOLDINGS LIMITED

ACN

629 598 778

Six Months Ended

31 DECEMBER 2024

Corresponding period was the six months ended 31 December 2023

Results for announcement to the market

RESULTS					
		\$A	%		\$A
Revenues from ordinary activities	Up	601,631	94	to	1,167,722
Profit/(Loss) from ordinary activities after tax attributable to members	Down	465,139	167	to	(313,163)
Profit/(Loss) for the period attributable to members	Down	465,139	379	to	(1,299,894)

EPS

Earnings per Security (cents per share)	31 Dec 2024	31 Dec 2023
Basic loss per share (cents per share)	(1.67) cents	3.88 cents
Diluted loss per share (cents per share)	(1.67) cents	3.88 cents

Net Tangible Asset Backing

	31 Dec 2024	31 Dec 2023
Per Ordinary Security (cents per share)	14.84 cents	84.17 cents

Dividend Payable

No dividends have been paid or declared during the period.

Dividend Re-investment Plan

There is no dividend re-investment plan in operation.

Control gained over entities having material effect

	NIL
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Loss of control of entities having material effect

Name of entity (or group of entities)	NIL
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Details of associates and joint venture entities

Name of entity (or group of entities)	NIL
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This report is based on the Half Year Financial Report which has been subject to review by the Auditors. All the documents comprise the information required by Listing Rule 4.2A. This information should be read in conjunction with the Interim Financial Report for the Half Year Ended 31 December 2024 and the 30 June 2024 Annual Financial Report.

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Scalare Partners Holdings Limited

(formerly known as Candy Club Holdings Limited)

ACN 629 598 778

Financial Statements

For the Half-Year Ended 31 December 2024

Scalare Partners Holdings Limited

ACN 629 598 778

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For the Half-Year Ended 31 December 2024

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Scalare Partners Holdings Limited

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Directors' Report For the Half-Year Ended 31 December 2024

The directors submit the financial report of the Group for the half-year ended 31 December 2024.

1. General information

Information on directors

The names of each person who has been a director during the half-year and to the date of this report are:

Adelle Howse	Non-Executive Independent Chair (appointed 6 November 2024)
Neil Carter	Non-Executive Independent Director (appointed 6 November 2024)
Beau Quarry	Non-Executive Independent Director (appointed 6 November 2024)
James Loughheed	Executive Director (appointed 6 November 2024)
James Walker	Executive Director
Gary Simonite	Non-Executive Director (resigned 6 November 2024)
Gregory Starr	Non-Executive Director (resigned 6 November 2024)

Company secretary

The following person held the position of Company secretary at the end of the half-year:

Ms Catriona Glover was company secretary until her resignation on 1 December 2024. Ms Shelby Coleman has been the company secretary since 1 December 2024.

Significant changes in state of affairs

During the half-year Scalare Partners Holdings Limited (formerly Candy Club Holdings Limited) acquired Scalare Partners Pty Limited. In conjunction with the acquisition and reverse takeover the company was renamed Scalare Partners Holdings Limited (ASX: SCP) and relisted on the Australian Securities Exchange.

Principal activities and significant changes in nature of activities

The principal activities of the Group during the half-year were partnering and collaborating with early stage scaling companies to invest and facilitate the provision of strategic advice, education programs, mentoring and services.

With the acquisition of Scalare Partners Pty Ltd during the half-year the Group restarted activities after being dormant and not trading.

There were no other significant changes in the nature of the Group's principal activities during the financial half-year.

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Scalare Partners Holdings Limited

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Directors' Report

For the Half-Year Ended 31 December 2024

2. Operating results and review of operations for the half-year

Review of operations

Total income from July to December 2024 amounted to \$1.54 million, of which the service revenue from contracts with customers for the half-year increased by 94% to \$1.17 million, driven by the expansion of Tech Ready Women's programs, coupled with a strong demand for financial and commercial advisory services. Gross profit for the half-year increased from 32% to 34% driven by improvement in operational efficiencies and scalabilities.

In Q2, we launched the Tech Ready Women 'Investment Ready Program' in partnership with Advance Queensland and a national program launch in partnership with Westpac. This 'Investment Ready Program', is a structured program designed to help early stage and pre-seed startups refine their investment pitches, data rooms, financial models and get ready for raising capital. The initiatives have attracted 60+ participants and secured support from not only sponsorship entities but the industry for delivery support and potential investment.

Demand for fractional services, in particular, financial services and go-to-market advisory grew within the startup sector, Scalare capitalised on this interest by increasing exposure and business development efforts.

Looking ahead, we anticipate continued growth in advisory services, as well as the launch of Ascend, a diagnostic tool developed by Scalare Partners to assist founders in identifying and prioritising key challenges within their startups by providing a tailored roadmap of advice and services to address these challenges, enabling founders to focus on critical areas for growth and improvement. Our focus remains on expanding our network of corporate venture partners and increasing digital engagement with founders through scalable content and online advisory tools.

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Scalare Partners Holdings Limited

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Directors' Report For the Half-Year Ended 31 December 2024

2. Operating results and review of operations for the year (continued)

Operating results

The consolidated loss of the Group amounted to \$1,299,894 (2023: profit of \$465,139). The operating results are detailed below:

	31 December 2024	31 December 2023
	\$	\$
Service revenue	1,167,722	601,631
Other Income	127,998	-
Unrealised gain/(loss) of financial assets	248,878	1,330,230
Total Income	<u>1,544,598</u>	<u>1,931,861</u>
Profit/(loss) before listing expenses and tax	(307,012)	583,744
Listing expenses – reverse takeover	(986,731)	-
Profit/(loss) before tax	<u>(1,293,744)</u>	<u>583,744</u>
Profit/(loss) after tax	<u>(1,299,894)</u>	<u>465,139</u>

Financial position

The net assets of the Company have increased from \$10,423,593 at 30 June 2024 to \$13,711,892 at 31 December 2024.

3. Other items

Matters or circumstances arising after the end of the reporting period

No matters or circumstances have arisen since the end of the financial half-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.

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.

Dividends paid or recommended

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

Indemnification and insurance of officers and auditors

The Company has paid premiums to insure each of the directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising out of their conduct while acting in the capacity of director or company secretary of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

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. No indemnities have been given or insurance premiums paid in respect of the auditors of the Company.

Scalare Partners Holdings Limited

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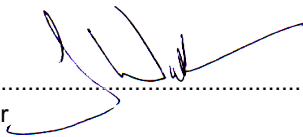
Directors' Report
For the Half-Year Ended 31 December 2024

Auditor's independence declaration

The auditor's independence declaration in accordance with section 307C of the *Corporations Act 2001* for the half-year ended 31 December 2024 has been received and can be found on page 5 of the financial report.

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

Director:
James Walker



Dated 27 February 2025

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

To the directors of Scalare Partners Holdings Limited:

I declare that, to the best of my knowledge and belief, in relation to the review for the half-year ended 31 December 2024, 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.

This declaration is in relation to Scalare Partners Holdings Limited and the entities it controlled during the half-year.

In.Corp Audit & Assurance Pty Ltd



Daniel Dalla
Director

Sydney, 27 February 2025

In.Corp Audit & Assurance Pty Ltd
ABN 14 129 769 151

Level 1
6-10 O'Connell Street
SYDNEY NSW 2000

Suite 11, Level 1
4 Ventnor Avenue
WEST PERTH WA 6005

GPO BOX 542
SYDNEY NSW 2001

T +61 2 8999 1199
E team@incorpadvisory.au
W incorpadvisory.au

Scalare Partners Holdings Limited

ACN 629 598 778

Statement of Profit or Loss and Other Comprehensive Income For the Half-Year Ended 31 December 2024

		31 December 2024	31 December 2023
	Note	\$	\$
Revenue	3	1,544,230	1,931,861
Other income		5,014	4,902
Direct services expenses		(770,999)	(409,723)
Other expenses		(270,918)	(258,021)
Employee benefits expense		(726,175)	(685,275)
ASX listing and compliance expense - ongoing		(88,165)	-
ASX initial listing expense	18	(986,731)	-
Profit before income tax		(1,293,744)	583,744
Income tax expense		(6,150)	(118,605)
Profit for the half-year		(1,299,894)	465,139
Other comprehensive income, net of income tax		-	-
Total comprehensive income for the half-year		(1,299,894)	465,139
Earnings/(Losses) per share			
Basic earnings per share (cents)	16	(1.67)	3.88
Diluted earnings per share (cents)	16	(1.67)	3.88

As set out in note 2, 'Transaction between Candy Club Holdings Ltd and Scalare Partners Pty Ltd', to these financial statements, as a result of the reverse acquisition of Scalare Partners Holdings Limited (formerly Candy Club Holdings Limited) by Scalare Partners Pty Ltd, the comparative information for the half-year ended 31 December 2023 represents the results for Scalare Partners Pty Ltd.

The statement of profit or loss and other comprehensive income for the half-year ended 31 December 2024 represents the results of Scalare Partners Pty Ltd for half-year from 1 July 2024 to 31 December 2024 and the results of Scalare Partners Holdings Limited for the period from the date of acquisition (8 November 2024) to 31 December 2024.

The accompanying notes form part of these financial statements.

Scalare Partners Holdings Limited

ACN 629 598 778

Statement of Financial Position

As At 31 December 2024

		31 December 2024	30 June 2024
	Note	\$	\$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	6	3,833,655	804,465
Trade and other receivables	7	134,115	427,727
Other assets		102,063	9,741
TOTAL CURRENT ASSETS		4,069,833	1,241,933
NON-CURRENT ASSETS			
Financial assets at fair value through profit or loss	8	10,718,003	10,234,443
Intangible assets	9	1,465,056	1,465,056
TOTAL NON-CURRENT ASSETS		12,183,059	11,699,499
TOTAL ASSETS		16,252,892	12,941,432
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	10	463,984	375,689
Employee entitlements	12	125,447	121,970
Contract liabilities	11	69,739	144,500
Other liabilities	13	287,459	287,459
TOTAL CURRENT LIABILITIES		946,629	929,618
NON-CURRENT LIABILITIES			
Deferred tax liabilities	17	574,294	568,144
Other liabilities	13	1,020,077	1,020,077
TOTAL NON-CURRENT LIABILITIES		1,594,371	1,588,221
TOTAL LIABILITIES		2,541,000	2,517,839
NET ASSETS		13,711,892	10,423,593
EQUITY			
Issued capital	14	12,477,722	7,889,530
Reserves	15	744,143	744,143
Retained earnings		490,027	1,789,920
TOTAL EQUITY		13,711,892	10,423,593

As set out in note 2, 'Transaction between Candy Club Holdings Ltd and Scalare Partners Pty Ltd', to these financial statements, as a result of the reverse acquisition of Scalare Partners Holdings Limited (formerly Candy Club Holdings Limited) by Scalare Partners Pty Ltd, the comparative information represents that of Scalare Partners Pty Ltd as at 30 June 2024. The statement of financial position as at 31 December 2024 represents that of the consolidated entity which consolidates Scalare Partners Pty Ltd and Scalare Partners Holdings Limited as at that date.

The accompanying notes form part of these financial statements.

Scalare Partners Holdings Limited

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Statement of Changes in Equity For the Half-Year Ended 31 December 2024

	Issued Capital	Retained Earnings	Option Reserve	Total
	\$	\$	\$	\$
Balance at 1 July 2024	7,889,530	1,789,920	744,143	10,423,593
Loss for the half-year	-	(1,299,894)	-	(1,299,894)
Transactions with owners in their capacity as owners				
Issue of shares	4,801,100	-	-	4,801,100
Cost of issuing of shares	(212,908)	-	-	(212,908)
Balance at 31 December 2024	12,477,722	490,027	744,143	13,711,892

	Issued Capital	Retained Earnings	Option Reserve	Total
	\$	\$	\$	\$
Balance at 1 July 2023	5,857,118	2,011,000	516,985	8,385,103
Profit for the half-year	-	465,139	-	465,139
Transactions with owners in their capacity as owners				
Share based payments	-	-	41,248	41,248
Issue of shares	1,518,060	-	-	1,518,060
Balance at 31 December 2023	7,375,178	2,476,139	558,233	10,409,550

As set out in note 2, 'Transaction between Candy Club Holdings Ltd and Scalare Partners Pty Ltd', to these financial statements, as a result of the reverse acquisition of Scalare Partners Holdings Limited (formerly Candy Club Holdings Limited) by Scalare Partners Pty Ltd, the comparative information for the half-year ended 31 December 2023 represents the results for Scalare Partners Pty Ltd.

The statement of changes in equity for the half-year ended 31 December 2024 represents the equity balances of Scalare Partners Pty Ltd for half-year from 1 July 2024 to 31 December 2024 and the equity balances of Scalare Partners Holdings Limited for the period from the date of acquisition (8 November 2024) to 31 December 2024.

The accompanying notes form part of these financial statements.

Scalare Partners Holdings Limited

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Statement of Cash Flows For the Half-Year Ended 31 December 2024

	31 December 2024	31 December 2023
Note	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Receipts from customers	1,206,768	328,923
Payments to suppliers and employees	(2,019,733)	(1,311,305)
Proceeds received on disposal of financial assets	-	104,336
Research and development tax incentive received	75,620	-
Interest received	4,646	5,987
Interest paid	(1,206)	(1,115)
Net cash provided by/(used in) operating activities	<u>(733,905)</u>	<u>(873,174)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of financial assets	(92,090)	(227,379)
Purchase of plant and equipment	(3,590)	(3,541)
Net cash provided by/(used in) investing activities	<u>(95,680)</u>	<u>(230,920)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issue of shares	4,301,100	1,518,060
Payments related to issue of shares	(443,009)	-
Net cash provided by/(used in) financing activities	<u>3,858,091</u>	<u>1,518,060</u>
Net increase/(decrease) in cash and cash equivalents held	3,028,506	413,966
Cash and cash equivalents at the beginning of the year – Candy Club	684	-
Cash and cash equivalents at the beginning of the year – Scalare Partners	804,465	1,056,691
Cash and cash equivalents at the end of the half-year	6 <u>3,833,655</u>	<u>1,470,657</u>

As set out in note 2, 'Transaction between Candy Club Holdings Ltd and Scalare Partners Pty Ltd', to these financial statements, as a result of the reverse acquisition of Scalare Partners Holdings Limited (formerly Candy Club Holdings Limited) by Scalare Partners Pty Ltd, the comparative information for the half-year ended 31 December 2023 represents the results for Scalare Partners Pty Ltd.

The statement of profit or loss and other comprehensive income for the half-year ended 31 December 2024 represents the cash flows of Scalare Partners Pty Ltd for half-year from 1 July 2024 to 31 December 2024 and the cash flows of Scalare Partners Holdings Limited for the period from the date of acquisition (8 November 2024) to 31 December 2024.

The accompanying notes form part of these financial statements.

Scalare Partners Holdings Limited

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Notes to the Financial Statements

For the Half-Year Ended 31 December 2024

The financial report covers Scalare Partners Holdings Limited and its controlled entities ('the Group'). Scalare Partners Holdings Limited is a for profit Company limited by shares, incorporated and domiciled in Australia.

The principal activities of the Company for the half-year ended 31 December 2024 were partnering and collaborating with early stage scaling companies to invest and facilitate the provision of strategic advice, education programs, mentoring and services.

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 27 February 2025.

Comparatives are consistent with prior years, unless otherwise stated.

1 Basis of Preparation

This consolidated interim financial report for the half-year ended 31 December 2024 has been prepared in accordance with the requirements of Australian Accounting Standard AASB 134: *Interim Financial Reporting*.

The interim financial report is intended to provide users with an update on the latest annual financial statements of the Group. As such it does not contain information that represents relatively insignificant changes occurring during the half-year within the Group. This condensed consolidated financial report does not include all the notes normally included in an annual financial report. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of Scalare Partners Pty Ltd for the year ended 30 June 2024.

New or amended Australian Accounting Standards and Interpretations adopted.

The Group has adopted all the new and amended Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. Any new or amended Australian Accounting Standards and Interpretations that are not yet mandatory have not been early adopted.

The financial statements 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.

2 Material Accounting Policy Information

(a) Transaction between Candy Club Holdings Ltd and Scalare Partners Pty Ltd

On 8 November 2024 the Company (formerly known as Candy Club Holdings Ltd) issued shares to the owners of Scalare Partners Pty Ltd, which resulted in the owners of Scalare Partners Pty Ltd obtaining an approximate 98% ownership in the combined entity.

The Company was not considered to be a business as it does not meet the definition of a business in that it did not have an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing goods or services to customers, generating investment income (such as dividends or interest) or generating other income from ordinary activities. As such, this transaction fell outside the scope of AASB 3 *Business Combinations*.

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Notes to the Financial Statements For the Half-Year Ended 31 December 2024

(a) **Transaction between Candy Club Holdings Ltd and Scalare Partners Pty Ltd (continued)**

Because the transaction was not within the scope of AASB 3 *Business Combinations*, the directors considered the requirements of AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors*, with particular reference to the requirement to consider Australian Accounting Standards dealing with similar and related issues. The directors considered that accounting for this transaction as a share based payment transaction in accordance with AASB 2 *Share based Payment* provides the most relevant and reliable financial information to the intended users of the financial report.

The implications for the application of AASB 2 on the financial statements are as follows:

Statement of Profit or Loss and Other Comprehensive Income

The statement of profit or loss and other comprehensive income for the half-year ended 31 December 2024 represents the results of Scalare Partners Pty Ltd for half-year from 1 July 2024 to 31 December 2024 and the results of Scalare Partners Holdings Limited for the period from the date of acquisition (8 November 2024) to 31 December 2024.

The comparative information for the half-year ended 31 December 2023 represents the results for Scalare Partners Pty Ltd.

Statement of Financial Position

The statement of financial position as at 31 December 2024 represents that of the consolidated entity which consolidates Scalare Partners Pty Ltd and Scalare Partners Holdings Limited as at that date.

The comparative information as at 30 June 2024 represents that of Scalare Partners Pty Ltd.

Statement of Changes in Equity

The statement of changes in equity for the half-year ended 31 December 2024 represents the equity movements of Scalare Partners Pty Ltd for half-year from 1 July 2024 to 31 December 2024 and the equity movements of Scalare Partners Holdings Limited for the period from the date of acquisition (8 November 2024) to 31 December 2024.

The comparative information for the half-year ended 31 December 2023 represents the equity movements for Scalare Partners Pty Ltd.

Statement of Cash Flows

The statement of cash flows for the half-year ended 31 December 2024 represents the cash flows of Scalare Partners Pty Ltd for half-year from 1 July 2024 to 31 December 2024 and the cash flows of Scalare Partners Holdings Limited for the period from the date of acquisition (8 November 2024) to 31 December 2024.

The comparative information for the half-year ended 31 December 2023 represents the cash flows for Scalare Partners Pty Ltd.

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Notes to the Financial Statements For the Half-Year Ended 31 December 2024

(b) 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.

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:

Services payable by cash

Revenue in relation to the rendering of consulting and non-executive director services payable by cash is recognised on an accruals basis once the services have been delivered, most commonly on a monthly basis, predetermined in advance with reference to the corresponding agreement with the customer.

Where the value of the services is not predetermined in advance, revenue is recognised once the services have been delivered. Due to the uncertainty in the amount (for example, where the amount of the services is contingent upon the value of a capital raise), revenue is only recognised after the services have been delivered to ensure an accurate amount is recorded as revenue.

Services payable by stock options

Revenue in relation to rendering of services for share options is recognised when the share option has vested to the appointed Non-Executive Director (NED) as per the signed share option letter.

Annual support plan

Revenue is recognised on a straight line basis over the period of the support plan services provided.

Revaluation of investments carried at fair value through profit or loss

The carrying amount of any financial asset recognised through profit or loss are revalued on at least a bi-annual basis. Indicators of the market value of the financial asset are obtained by reference to the value per share from the investee entities' most recent capital raise, and in the absence of a recent capital raise, by reference to other observable market indicators.

On disposal or sale of these financial assets, the difference between the carrying amount and the disposal amount, net of expenses, is recognised in profit or loss.

Interest income

Interest income is recognised when it is received.

Notes to the Financial Statements For the Half-Year Ended 31 December 2024

(c) 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).

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

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

Amortised cost

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

Financial assets through profit or loss

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL.

Net gains or losses, including any interest or dividend income are recognised in profit or loss.

Impairment of financial assets

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

Notes to the Financial Statements For the Half-Year Ended 31 December 2024

(d) **Intangible assets**

Goodwill

Goodwill is carried at cost less accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

- the consideration transferred;
- any non-controlling interest; and
- the acquisition date fair value of any previously held equity interest;

over the acquisition date fair value of net identifiable assets acquired in a business combination.

Amortisation

Amortisation is recognised in profit or loss on a straight line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

Impairment

At the end of each reporting period, the directors assess whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit or loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the directors estimate the recoverable amount of the cash generating unit to which the asset belongs.

Scalare Partners Holdings Limited

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Notes to the Financial Statements For the Half-Year Ended 31 December 2024

3 Revenue

	31 December 2024	31 December 2023
	\$	\$
Revenue from contracts with customers		
- consultancy fees	555,951	321,842
- Tech Ready Women Programs	414,753	-
- director fees	142,592	172,783
- annual support plan	34,167	45,833
- sponsorship and ticket revenue (ATC)	20,259	61,173
	<u>1,167,722</u>	<u>601,631</u>
Revenue from other sources		
- unrealised gain in value shares	248,878	1,361,051
- unrealised gain/(loss) in value ESOP	-	(30,821)
- government grant	75,620	-
- debt forgiveness	52,010	-
	<u>376,508</u>	<u>1,330,230</u>
Total revenue	<u><u>1,544,230</u></u>	<u><u>1,931,861</u></u>

4 Income Tax Expense

Reconciliation of income tax to accounting profit:

	31 December 2024	31 December 2023
	\$	\$
Profit	(1,293,744)	583,744
Tax rate	25.00%	25.00%
	<u>(323,436)</u>	<u>145,936</u>
Add/(Subtract):		
Tax effect of:		
Non-deductible expenses	365,234	15,865
Non-assessable income	(35,648)	(43,196)
	<u><u>6,150</u></u>	<u><u>118,605</u></u>

5 Operating Segments

Identification of reportable segments

The Group operates in Australia in only one operational segment; therefore, for the half-year ended 31 December 2024, there has been no change from prior periods in the measurement methods used to determine operating segments and reported segment profit or loss.

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Scalare Partners Holdings Limited

ACN 629 598 778

Notes to the Financial Statements For the Half-Year Ended 31 December 2024

6 Cash and Cash Equivalents

	31 December 2024	30 June 2024
	\$	\$
Cash at bank and in hand	3,833,655	804,465
	<u>3,833,655</u>	<u>804,465</u>

7 Trade and Other Receivables

	31 December 2024	30 June 2024
	\$	\$
CURRENT		
Trade receivables	134,115	302,727
Loan to related party	-	125,000
	<u>134,115</u>	<u>427,727</u>

8 Financial Assets

	31 December 2024	30 June 2024
	\$	\$
NON-CURRENT		
Financial assets - options	994,077	851,485
Financial assets - shares	9,300,243	9,051,365
Financial assets - convertible notes	423,683	331,593
	<u>10,718,003</u>	<u>10,234,443</u>

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Scalare Partners Holdings Limited

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Notes to the Financial Statements For the Half-Year Ended 31 December 2024

9 Intangible Assets

	31 December 2024	30 June 2024
	\$	\$
NON-CURRENT		
Goodwill	1,465,056	1,465,056
	<u>1,465,056</u>	<u>1,465,056</u>

At 31 December 2024, the initial accounting for the acquisition of Tech Ready Women Pty Ltd is incomplete and has only been determined provisionally. Management are currently undertaking an exercise to determine the allocation of the intangible assets acquired as part of the business combination. There are no measurement period adjustments recognised during the half-year.

Intangible assets acquired in a business combination are recognised at fair value at the acquisition date. Following initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. They are amortised on a straight line basis over their estimated useful lives.

Intangible assets with indefinite useful lives are not amortised. Instead, they are tested for impairment annually or more frequently if events or changes in circumstances indicate they may be impaired.

Goodwill is considered to have an indefinite useful economic life. It is therefore not amortised but is instead tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired.

10 Trade and Other Payables

	31 December 2024	30 June 2024
	\$	\$
CURRENT		
Trade payables	142,850	74,721
Other payables and accrued expenses	321,134	300,968
	<u>463,984</u>	<u>375,689</u>

Trade and other payables are unsecured, noninterest 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.

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Scalare Partners Holdings Limited

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Notes to the Financial Statements For the Half-Year Ended 31 December 2024

11 Contract Liabilities

	31 December 2024	30 June 2024
	\$	\$
CURRENT		
Deferred revenue - annual support plan	69,739	144,500
	<u>69,739</u>	<u>144,500</u>

12 Employee Entitlements

	31 December 2024	30 June 2024
	\$	\$
CURRENT		
Annual Leave	125,447	121,970
	<u>125,447</u>	<u>121,970</u>

13 Other Liabilities

	31 December 2024	30 June 2024
	\$	\$
CURRENT		
Deferred consideration	287,459	287,459
	<u>287,459</u>	<u>287,459</u>

	31 December 2024	30 June 2024
	\$	\$
NON-CURRENT		
Deferred consideration	1,020,077	1,020,077
	<u>1,020,077</u>	<u>1,020,077</u>

Deferred consideration is payable in relation to the acquisition of Tech Ready Women Pty Ltd ('TRW') over a 3-year period and is contingent upon TRW's achievement of projected revenue levels over this period. Management have performed an assessment of the probability of achieving these revenue levels at 31 December 2024.

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Scalare Partners Holdings Limited

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Notes to the Financial Statements For the Half-Year Ended 31 December 2024

14 Issued Capital

	31 December 2024	30 June 2024
	\$	\$
92,404,707 (30 June 2024: 13,819,934) Ordinary shares	<u>12,477,722</u>	<u>7,889,530</u>

(a) Ordinary shares

	31 December 2024	31 December 2024
	# of shares	\$ value
At the beginning of the reporting period	13,819,934	7,889,530
Elimination of existing legal acquiree shares (reverse acquisition)	(13,819,934)	-
Shares of the legal acquirer at the acquisition date (reverse acquisition)	99,999,733	446,428
Share consolidation - 56:1 CLB Ordinary Shares	(98,214,023)	-
Shares issued to Annerley Property Holdings Pty Ltd	214,290	53,572
Shares issued to acquire Scalare Partners Pty Ltd	72,000,000	-
Shares issued under a public offer	17,204,400	4,301,100
Shares issued to broker	1,200,000	300,000
Cost of issuing shares during the year	-	(512,908)
Difference due to rounding on share consolidation	307	-
At the end of the reporting period	<u>92,404,707</u>	<u>12,477,722</u>

The holders of ordinary shares are entitled to participate in dividends and the proceeds of the Company's winding up. 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.

15 Reserves

Share 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.

	31 December 2024	30 June 2024
	\$	\$
Option reserve		
Share based payments	<u>744,143</u>	<u>744,143</u>
Total	<u>744,143</u>	<u>744,143</u>

Scalare Partners Holdings Limited

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Notes to the Financial Statements For the Half-Year Ended 31 December 2024

16 Earnings per Share

	31 December 2024	31 December 2023
Profit/(loss) for the half-year	\$ <u>(1,299,894)</u>	\$ 465,139
Earnings used in the calculation of basic and dilutive EPS from continuing operations	<u>(1,299,894)</u>	<u>465,139</u>

Weighted average number of ordinary shares outstanding during the year used in calculating basic and diluted EPS

	31 December 2024	31 December 2023
	No.	No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	<u>77,909,471</u>	<u>12,000,000</u>

17 Tax Assets and Liabilities

Deferred tax liabilities

	31 December 2024	30 June 2024
	\$	\$
Deferred tax liabilities	<u>574,294</u>	<u>568,144</u>
	574,294	568,144

18 ASX Initial Listing Expense

	31 December 2024	31 December 2023
	\$	\$
Shares issued to the existing shareholders of Candy Club Holdings Limited	500,000	-
Other initial listing and advisory expenses	<u>486,731</u>	<u>-</u>
Total	<u>986,731</u>	<u>-</u>

As set out in note 2, 'Transaction between Candy Club Holdings Ltd and Scalare Partners Pty Ltd', to these financial statements, as a result of the reverse acquisition of Scalare Partners Holdings Limited (formerly Candy Club Holdings Limited) by Scalare Partners Pty Ltd, 2,000,000 shares issued to the existing shareholders of Candy Club Holdings (amounted to \$500,000) was recognised in the financial performance but did not result in a outflow of cash. The treatment of these costs is in accordance with the Company's accounting policy on share-based payments and transaction costs.

Scalare Partners Holdings Limited

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Notes to the Financial Statements For the Half-Year Ended 31 December 2024

19 Interests in Subsidiaries

Composition of the Group

	Principal place of business / Country of Incorporation	Percentage Owned (%)* 2024	Percentage Owned (%)* 2023
Subsidiaries:			
Scalare Partners Pty Ltd	Australia	100	100
Scalare Investment Pty Ltd	Australia	100	100
Scalare Operations Pty Ltd	Australia	100	100
Scalare ATC Pty Ltd	Australia	100	100
Tech Ready Women Pty Ltd	Australia	100	100

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

20 Fair Value Measurement

Fair value hierarchy

AASB 13 *Fair Value Measurement* requires all assets and liabilities measured at fair value to be assigned to a level in the fair value hierarchy as follows:

Level 1	Unadjusted quoted prices 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.

The table below shows the assigned level for each asset and liability held at fair value by the Group:

	Level 1	Level 2	Level 3	Total
31 December 2024	\$	\$	\$	\$
Financial assets				
Unlisted shares	-	9,300,243	-	9,300,243
Derivatives	-	994,077	-	994,077
Convertible notes	-	423,683	-	423,683

Scalare Partners Holdings Limited

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Notes to the Financial Statements For the Half-Year Ended 31 December 2024

	Level 1	Level 2	Level 3	Total
30 June 2024	\$	\$	\$	\$
Financial assets				
Unlisted Shares	-	9,051,365	-	9,051,365
Derivatives	-	851,485	-	851,485
Convertible Notes	-	331,593	-	331,593

Highest and best use

The current use of each asset measured at fair value is considered to be its highest and best use.

21 Contingencies

Contingent Consideration on the Acquisition of Tech Ready Women Pty Ltd ('TRW')

The Group has agreed to pay the existing shareholders of TRW additional consideration dependent upon the revenue levels that the Company has set over the next 3 financial years. The Group has included deferred contingent consideration of \$1,307,536 (2024: \$1,307,536) which is the estimated fair value based on the probability of the revenue projections being met.

Apart from the above, there are no other contingencies at 31 December 2024 (30 June 2024: None).

22 Events Occurring After the Reporting Date

The financial report was authorised for issue on 27 February 2025 by the board of directors.

No matters or circumstances have arisen since the end of the financial half-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.

23 Statutory Information

The registered office of the Company is:

Scalare Partners Holdings Limited
Level 2, 350 Kent Street
SYDNEY NSW 2000

The principal place of business is:

Level 7
10 Spring Street
SYDNEY NSW 2000

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Scalare Partners Holdings Limited

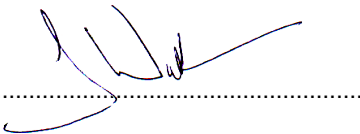
ACN 629 598 778

Directors' Declaration

The directors of the Company declare that:

1. The financial statements and notes, as set out on pages 5 to 22:
 - (a) comply with Accounting Standard AASB 134: Interim Financial Reporting; and
 - (b) present fairly the Consolidated Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date.
2. 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.

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

Director
James Walker 

Dated 27 February 2025

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SCALARE PARTNERS HOLDINGS LIMITED
INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of Scalare Partners Holdings Limited

Conclusion

We have reviewed the accompanying half-year consolidated financial report of Scalare Partners Holdings Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 31 December 2024, and 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 half-year ended on that date and notes to the financial statements, including 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 Scalare Partners Holdings Limited is not 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 2024 and of its performance for the half-year ended on that date; and
- b) 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 financial report in Australia. We have also fulfilled our other ethical requirements 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 Scalare Partners Holdings Limited, would be in the same terms if given to the directors as at the time of this auditor's review report.

In.Corp Audit & Assurance Pty Ltd
ABN 14 129 769 151

Level 1
6-10 O'Connell Street
SYDNEY NSW 2000

Suite 11, Level 1
4 Ventnor Avenue
WEST PERTH WA 6005

GPO BOX 542
SYDNEY NSW 2001

T +61 2 8999 1199
E team@incorpadvisor.au
W incorpadvisor.au

SCALARE PARTNERS HOLDINGS LIMITED
INDEPENDENT AUDITOR'S REVIEW REPORT (continued)

Directors' Responsibility for the Half-Year Financial Report

The directors of the Company are responsible for the preparation of the consolidated 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 is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities 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 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



Daniel Dalla
Director

27 February 2025

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