

**Xamble Group Limited**  
**Appendix 4E**  
**Preliminary final report**

**1. Company details**

Name of entity:	Xamble Group Limited
ABN:	605927464
Reporting period:	For the year ended 31 December 2024 (unaudited)
Previous period:	For the year ended 31 December 2023

**2. Results for announcement to the market**

					<b>A\$</b>
Revenues from ordinary activities	down	15%	to		9,192,587
Loss from ordinary activities, net of tax attributable to the owners of Xamble Group Limited	up	16%	to		(2,239,039)
Loss for the year attributable to the owners of Xamble Group Limited	up	16%	to		(2,239,039)

*Dividends*

There were no dividends paid, recommended or declared during the current reporting year.

*Comments*

The Group's revenue for the full year-ended 31 December 2024 ("CY2024") declined 15% to A\$9.2 million (full year-ended 31 December 2023 ("CY2023"): A\$10.8 million), with underlying business EBITDA<sup>1</sup> of A\$0.2 million in CY2024 (CY2023: A\$0.5 million). The significant contributor to the decline in both revenue and EBITDA was the weak performance of Nuffnang Taiwan which ceased operations in Q4 CY2024 as part of the Group's strategic transformation. After taking into account technology investments, corporate overheads, and listing costs, Group EBITDA<sup>2</sup> deficit widened to A\$1.7 million (CY2023: A\$1.3 million).

The Group increased its technology investment by 27% to A\$0.8 million in CY2024, supported by a A\$1.2 million MDEC Grant of which A\$0.2 million<sup>3</sup> was received in CY2024 and the balance is due to be disbursed in CY2025 and CY2026. This is in line with the Group's strategic focus to capitalise on the platform as the catalyst for growth, investment in technology while reinforcing the Group's commitment to becoming the leading influencer marketing platform in Southeast Asia.

Cost management efforts led to a 12% reduction in business expenses (A\$9.0 million vs. A\$10.3 million in CY2023). The SME segment continues its strong organic growth where there was an increase in revenue of 62% to A\$0.6 million revenue in CY2024, with 92k live commerce transactions generating over A\$2.9 million in gross merchandise value (GMV). Expansion into affiliate marketing for social commerce and Multichannel Networks (MCN) is expected to drive further growth.

The Xamble Creators app adoption surged, with 6k downloads (+147%) and Monthly Active Influencers increasing by 134%, indicating a growing reliance on the Creators app by Influencers for access to more campaigns.

<sup>1</sup> Underlying business EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) adjusted for extraordinary items relating to options expenses as well as investments to extend the current technology stack and corporate (HQ and ASX) expenses.

<sup>2</sup> Group EBITDA adjusted for extraordinary items relating to one-off impairment expenses, closure of China entity, rebranding and options expenses.

<sup>3</sup> Relates to a portion of the grant received from Malaysia Digital Acceleration Grant (MDAG) as announced on 6 May 2024.

### 3. Net tangible assets

	Reporting year Cents	Previous year Cents
Net tangible assets per ordinary security	<u>1.12</u>	<u>1.49</u>

### 4. Dividends

#### *Current period*

There were no dividends paid, recommended or declared during the current reporting year.

#### *Previous period*

There were no dividends paid, recommended or declared during the previous reporting year.

### 5. Details of associate

Name of associate	Reporting entity's percentage holding		Contribution to profit/(loss) (where material)	
	Reporting year %	Previous year %	Reporting year A\$	Previous year A\$
Nuffnang Philippines Inc	40.00%	40.00%	N.M.	N.M.

N.M. – Not material to the Group.

### 6. Status of audit

The financial statements are unaudited and are currently in the process of being audited by RSM SG Assurance LLP.

Yours faithfully



Ganesh Kumar Bangah  
Executive Chairman

Date: 28 February 2025

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# **Xamble Group Limited**

(Incorporated in Singapore. Registration Number: 200612086W)

## **and its subsidiaries**

ARBN 605927464

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**Preliminary financial statements  
for the year ended 31 December 2024**

**Xamble Group Limited**  
**Consolidated Statement of profit or loss and other comprehensive income**  
**For the year ended 31 December 2024**

	Note	<u>Group</u> 2024 A\$	2023 A\$
<b>Revenue</b>	3	9,192,587	10,776,823
Cost of sales		<u>(5,544,977)</u>	<u>(6,142,871)</u>
<b>Gross profit</b>		3,647,610	4,633,952
Interest income		53,902	69,305
Other income and gains	4	856,398	159,605
Finance costs		(9,342)	(9,832)
Administrative and operating expenses	5	(6,402,416)	(6,366,598)
Other losses	4	<u>(394,755)</u>	<u>(260,317)</u>
Loss before income tax		(2,248,603)	(1,773,885)
Income tax expense		(63,415)	(95,542)
Loss, net of tax		<u>(2,312,018)</u>	<u>(1,869,427)</u>
<b>Other comprehensive income:</b>			
<b>Items that will not reclassified to profit or loss:</b>			
Fair value changes on equity instruments at FVTOCI, net of tax		(24,206)	(83,098)
<b>Items that may be reclassified subsequently to profit or loss:</b>			
Exchange differences on translating foreign operations, net of tax		(191,839)	199,776
<b>Other comprehensive (loss) income, net of tax</b>		<u>(216,045)</u>	<u>116,678</u>
<b>Total comprehensive loss</b>		<u>(2,528,063)</u>	<u>(1,752,749)</u>
Loss for the year, net of tax attributable to:			
Owners of the parent		(2,239,039)	(1,924,853)
Non-controlling interests		(72,979)	55,426
<b>Loss, net of tax</b>		<u>(2,312,018)</u>	<u>(1,869,427)</u>
Total comprehensive loss for the year attributable to:			
Owners of the parent		(2,495,986)	(1,758,636)
Non-controlling interests		(32,077)	5,887
<b>Total comprehensive loss</b>		<u>(2,528,063)</u>	<u>(1,752,749)</u>
Loss per share		<u>Cents</u>	<u>Cents</u>
Basic and diluted loss per share	13	<u>(0.78)</u>	<u>(0.68)</u>

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

**Xamble Group Limited**  
**Consolidated Statement of financial position**  
**As at 31 December 2024**

	Note	<u>31 Dec 2024</u>	<u>Group</u> <u>31 Dec 2023</u>	<u>1 Jan 2023</u>
		A\$	A\$	A\$
<b>ASSETS</b>				
<b>Non-current assets</b>				
Plant and equipment		367,419	487,274	556,000
Intangible assets		82,343	334,840	211,169
Investment in associate		–	115,960	115,960
Financial asset at FVTOCI	7	–	24,206	107,304
Deferred tax assets		32,403	21,024	43,136
<b>Total non-current assets</b>		<u>482,165</u>	<u>983,304</u>	<u>1,033,569</u>
<b>Current assets</b>				
Income tax recoverable		371,609	277,697	168,281
Trade and other receivables		1,478,112	1,899,396	2,210,842
Other non-financial assets		263,053	463,226	162,714
Cash and cash equivalents	8	2,826,605	3,110,357	4,731,235
<b>Total current assets</b>		<u>4,939,379</u>	<u>5,750,676</u>	<u>7,273,072</u>
<b>Total assets</b>		<u>5,421,544</u>	<u>6,733,980</u>	<u>8,306,641</u>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Share capital	9	15,890,680	14,440,087	13,940,037
Accumulated losses		(14,999,832)	(13,522,591)	(13,019,114)
Capital reserve		106,617	72,041	32,212
Share option reserve	10	903,020	1,879,533	3,127,862
Fair value reserve	11	(572,777)	(548,571)	(465,473)
Foreign currency translation reserves		1,383,539	1,569,845	1,320,530
<b>Equity attributable to owners of the parent</b>		<u>2,711,247</u>	<u>3,890,344</u>	<u>4,936,054</u>
Non-controlling interests		590,053	654,548	596,648
<b>Total equity</b>		<u>3,301,300</u>	<u>4,544,892</u>	<u>5,532,702</u>
<b>Non-current liabilities</b>				
Lease liabilities		35,747	132,295	300,141
<b>Total non-current liabilities</b>		<u>35,747</u>	<u>132,295</u>	<u>300,141</u>
<b>Current liabilities</b>				
Income tax payable		–	9,949	106
Trade and other payables		1,827,130	1,710,795	1,749,173
Lease liabilities		47,892	117,485	129,043
Other liabilities		–	–	549,489
Other non-financial liabilities		209,475	218,564	45,987
<b>Total current liabilities</b>		<u>2,084,497</u>	<u>2,056,793</u>	<u>2,473,798</u>
<b>Total liabilities</b>		<u>2,120,244</u>	<u>2,189,088</u>	<u>2,773,939</u>
<b>Total equity and liabilities</b>		<u>5,421,544</u>	<u>6,733,980</u>	<u>8,306,641</u>

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

**Xamble Group Limited**  
**Consolidated Statement of changes in equity**  
**For the year ended 31 December 2024**

<b>Group:</b>	<b>Total equity</b>	<b>Attributable to parent</b>	<b>Share capital</b>	<b>Accumulated losses</b>	<b>Capital reserve</b>	<b>Share option reserve</b>	<b>Fair value reserve</b>	<b>Foreign currency translation reserve</b>	<b>Non-controlling interests</b>
	<b>A\$</b>	<b>Sub-total</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>
		<b>A\$</b>							
<b>Current year:</b>									
Balance at 1 January 2024	4,544,892	3,890,344	14,440,087	(13,522,591)	72,041	1,879,533	(548,571)	1,569,845	654,548
<b>Movements in equity:</b>									
Total comprehensive loss for the year	(2,528,063)	(2,495,986)	–	(2,239,039)	–	–	(24,206)	(232,741)	(32,077)
Issue of share capital (Note 9)	1,450,593	1,450,593	1,450,593	–	–	–	–	–	–
Share option expenses (Note 10)	61,057	61,057	–	–	–	61,057	–	–	–
Forfeited share options (Note 10)	(182,952)	(182,952)	–	–	–	(182,952)	–	–	–
Expiry of share options (Note 10)	–	–	–	819,472	–	(819,472)	–	–	–
Transfer to capital reserve (Note 10a)	–	–	–	–	35,146	(35,146)	–	–	–
Additions to non-controlling interests in a subsidiary	(35,661)	(62,233)	–	(57,674)	–	–	–	(4,559)	26,572
Dividends paid to non-controlling interests	(58,990)	–	–	–	–	–	–	–	(58,990)
Disposal of subsidiary	50,424	50,424	–	–	(570)	–	–	50,994	–
<b>Balance at 31 December 2024</b>	<b>3,301,300</b>	<b>2,711,247</b>	<b>15,890,680</b>	<b>(14,999,832)</b>	<b>106,617</b>	<b>903,020</b>	<b>(572,777)</b>	<b>1,383,539</b>	<b>590,053</b>

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

**Xamble Group Limited**  
**Statements of changes in equity**  
**For the year ended 31 December 2024**

<b>Group:</b>	<b>Total equity</b>	<b>Attributable to parent sub-total</b>	<b>Share capital</b>	<b>Accumulated losses</b>	<b>Capital reserves</b>	<b>Share option reserves</b>	<b>Fair value reserves</b>	<b>Foreign currency translation reserves</b>	<b>Non-controlling interests</b>
	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>	<b>A\$</b>
<b>Previous year:</b>									
Balance at 1 January 2023	5,532,702	4,936,054	13,940,037	(13,019,114)	32,212	3,127,862	(465,473)	1,320,530	596,648
<b>Movements in equity:</b>									
Total comprehensive loss for the year	(1,752,749)	(1,758,636)	–	(1,924,853)	–	–	(83,098)	249,315	5,887
Issue of share capital (Note 9)	500,050	500,050	500,050	–	–	–	–	–	–
Share-options expense (Note 10)	291,169	291,169	–	–	–	291,169	–	–	–
Forfeited share options (Note 10)	(78,293)	(78,293)	–	–	–	(78,293)	–	–	–
Expiry of share options (Note 10)	–	–	–	1,421,376	–	(1,421,376)	–	–	–
Transfer to capital reserve (Note 10a)	–	–	–	–	39,829	(39,829)	–	–	–
Acquisition of additional interest in a subsidiary	78,622	–	–	–	–	–	–	–	78,622
Dividends paid to non-controlling interests	(26,609)	–	–	–	–	–	–	–	(26,609)
<b>Balance at 31 December 2023</b>	<b>4,544,892</b>	<b>3,890,344</b>	<b>14,440,087</b>	<b>(13,522,591)</b>	<b>72,041</b>	<b>1,879,533</b>	<b>(548,571)</b>	<b>1,569,845</b>	<b>654,548</b>

*The above statements of changes in equity should be read in conjunction with the accompanying notes*

**Xamble Group Limited**  
**Notes to the financial statements**  
**31 December 2024**

	<b>Group</b>	
	<b>2024</b>	<b>2023</b>
	<b>A\$</b>	<b>A\$</b>
<b>Cash flows from operating activities</b>		
Loss before income tax	(2,248,603)	(1,773,885)
Adjustments for:		
Depreciation expenses	202,725	234,362
Amortisation expenses	104,699	53,146
Impairment of intangible assets	180,528	–
Impairment of investment in associate	115,960	–
Loss on disposal of subsidiary	65,745	–
Loss (gain) on disposal of plant and equipment	32,522	(32,092)
Fair value gain on other financial liability at FVTPL	–	(79,926)
Share option (reversal) expense	(121,895)	212,876
Interest income	(53,902)	(69,305)
Finance costs	9,342	9,832
Foreign exchange adjustment unrealised (gains) losses	(84,621)	314,685
Operating cash flows before changes in working capital	(1,797,500)	(1,130,307)
Other non-financial assets	200,173	(300,512)
Trade and other receivables	421,284	311,446
Trade and other payables	116,335	(38,378)
Other non-financial liabilities	(26,400)	(296,983)
Net cash flows used in operations	(1,086,108)	(1,454,734)
Income tax paid	(178,655)	(173,002)
Net cash used in operating activities	(1,264,763)	(1,627,736)
<b>Cash flows from investing activities</b>		
Interest received	53,902	69,305
Additional contribution paid by non-controlling interest	–	78,622
Acquisition of non-controlling interest	(18,350)	–
Purchase of intangible assets	–	(183,837)
Purchase of property, plant and equipment	(68,353)	(95,380)
Proceeds from disposal of plant and equipment	–	34,812
Net cash used in investing activities	(32,801)	(96,478)
<b>Cash flows from financing activities</b>		
Dividend paid to non-controlling interests	(58,990)	(26,609)
Lease liabilities – principal portion paid	(113,437)	(270,889)
Finance costs	(9,342)	(9,832)
Proceeds from issuance of shares	1,450,593	500,050
Net cash from financing activities	1,268,824	192,720
<b>Net decrease in cash and cash equivalents</b>	(28,740)	(1,531,494)
Cash and cash equivalents at the beginning of reporting year	3,110,357	4,731,235
Effects of currency translation on cash and cash equivalents	(255,012)	(89,384)
<b>Cash and cash equivalents, statement of cash flows, ending balance (Note 8)</b>	<b>2,826,605</b>	<b>3,110,357</b>



## **Note 1. Material accounting policy information**

### **Statement of compliance**

The Appendix 4E preliminary financial statements (“financial statements”) for the year ended 31 December 2024 have been prepared in accordance with ASX listing rules and the recognition and measurement criteria of the Singapore Financial Reporting Standards (“SFRS”) and the related Interpretations to SFRS (“INT SFRS”) as issued by the Singapore Accounting Standards Council.

### **Basis of preparation of the financial statements**

The financial statements are prepared on a going concern basis under the historical cost convention except where a financial reporting standard requires an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements. The accounting policies and methods of computation adopted in the preparation of the preliminary financial statements are consistent with those adopted and disclosed in the consolidated entity’s half yearly financial statements as at 30 June 2024.

### **Change in presentation currency**

During the year, the Group advised that it has voluntarily changed its reporting currency from Singapore Dollars (SGD) to Australian Dollars (AUD) in accordance with International Accounting Standards 21: The Effects of Changes in Foreign Exchange Rates (“IAS 21”) which allows for an entity to present its financial statements in any currency, so long as it is translated in accordance with IAS 21.

The change in presentation currency took effect from the Group’s half year reports for HY2024 onward. Restated historical financial data have been also included for comparative purposes in the FY2024 full year financial statements, with an additional statement of financial position for the beginning of the comparative period (i.e. 1 January 2023). Therefore, the three columns for the statement of financial position are presented.

However, there is no change of functional currency and the report is presented in Australian Dollars.

## **Note 2. Segment Reporting**

For management purposes, the Group is organised into the following major strategic operating segments that offer different products and services: (1) Enterprise, (2) Agencies, (3) SME. Such a structural organisation is determined by the nature of risks and returns associated with each business segment and it defines the management structure as well as the internal reporting system. It represents the basis on which the management reports the primary segment information that is available and that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the performance. They are managed separately because each business requires different strategies.

The principal segments and type of products and services are as follows:

- |  |   |
|--|---|
| (1) Enterprise                                 | Enables advertisers to engage social media influencers to promote their products and services.  |
| (2) Agencies                                   | Digital marketing agency specialising in social media strategy and campaign management for advertiser as well as performance marketing agency focusing on the manufacture and construction of advertising devices across various media. |
| (3) Small and Medium-sized Enterprises (“SME”) | Live commerce enabler aiming to provide merchants and their customers with a seamless and automated livestream shopping experience.   |

Segment revenues are allocated based on the country in which the customer is located. The Group has a large number of customers to which it provides both products and services. The Group does not rely on any single customer to a significant portion of revenues. Segment results consist of costs directly attributable to a segment as well as those that can be allocated on a reasonable basis.

**Note 2. Segment Reporting (cont'd)**

Inter-segment sales are measured on the basis that the entity actually used to price the transfers. Internal transfer pricing policies of the Group are as far as practicable based on market benchmark. The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies.

The following tables illustrate the information about revenue by operating segments and countries.

**Operating segments**

	<b><u>2024</u></b> <b>A\$</b>	<b><u>2023</u></b> <b>A\$</b>
Enterprise	4,397,481	5,488,769
Agencies	4,159,446	4,896,103
SME	635,660	391,951
Total	<u>9,192,587</u>	<u>10,776,823</u>
<b><u>Country</u></b>		
Malaysia	8,366,766	9,406,308
Taiwan	825,821	1,341,261
Singapore	–	29,254
Total	<u>9,192,587</u>	<u>10,776,823</u>

**Note 3. Revenue**

	<b><u>2024</u></b> <b>A\$</b>	<b><u>2023</u></b> <b>A\$</b>
Rendering of services	<u>9,192,587</u>	<u>10,776,823</u>

**Note 4. Other income and gains and (other losses)**

	<b><u>2024</u></b> <b>A\$</b>	<b><u>2023</u></b> <b>A\$</b>
Foreign exchange adjustment gain (loss)	599,890	(251,951)
Fair value gain on other financial liabilities at FVTPL	33,149	79,929
Government grants	191,254	13,761
Impairment on trade receivables – (loss)	–	(8,366)
Impairment of intangible assets <sup>(a)</sup>	(180,528)	–
Impairment of investment in associate	(115,960)	–
(Loss) gain on disposal of plant and equipment	(32,522)	32,092
Loss on disposal of subsidiary <sup>(b)</sup>	(65,745)	–
Other income	32,105	33,823
Net	<u>461,643</u>	<u>(100,712)</u>
Presented in profit or loss as:		
Other income and gains	856,398	159,605
Other losses	(394,755)	(260,317)
	<u>461,643</u>	<u>(100,712)</u>

<sup>(a)</sup> During the period, an impairment charge was made against the intangible assets on Xamble Technologies Sdn Bhd and Xamble Creators Sdn Bhd due to a shortfall in recoverable amount as compared to the carrying value as at 31 December 2024. There were no other material additions or disposals to intangible assets. An impairment of A\$14,570 was also made against the goodwill that arose from the Group's acquisition of Nuffnang Live Commerce Sdn Bhd in 2021.

<sup>(b)</sup> This arose following are the strike off of Nuffnang (Beijing) Consulting Co., Ltd on 18 July 2024.

**Xamble Group Limited**  
**Notes to the financial statements**  
**31 December 2024**

**Note 5. Administrative and operating expenses**

The material components and other selected components include the following:

	<u>2024</u> A\$	<u>Group</u>	<u>2023</u> A\$
Advertising expenses	53,375		60,117
Depreciation expenses <sup>(a)</sup>	202,725		234,362
Salaries and other short term employee benefits	4,935,456		4,776,088
Professional fees	196,643		352,799
	<u>          </u>		<u>          </u>

(a) Depreciation expenses included depreciation of plant and equipment and right-of-use assets. Right-of-use assets are presented within plant and equipment in the statement of financial position.

**Note 6. Employee benefit expense**

	<u>2024</u> A\$	<u>Group</u>	<u>2023</u> A\$
Short term employee benefits expense	4,522,984		4,032,310
Contributions to defined contribution plan	352,492		384,727
Share options expense relating to employees	7,982		139,498
Share options expense relating to Non-Executive Directors of the company	52,819		46,435
Share options expense relating to key management personnel of the Group	256		105,236
Forfeited share options	(182,952)		(78,293)
Other benefits	181,875		146,175
Total employee benefits expense	<u>4,935,456</u>		<u>4,776,088</u>

**Note 7. Financial asset at FVTOCI**

	<u>31 Dec 2024</u> A\$	<u>Group</u> <u>31 Dec 2023</u> A\$	<u>1 Jan 2023</u> A\$
<u>Unquoted investment at FVTOCI:</u>			
Unquoted equity shares in a corporation	—	24,206	107,304
Balance at end of the year	<u>—</u>	<u>24,206</u>	<u>107,304</u>
<u>Movements during the year:</u>			
Fair value at beginning of the year	24,206	107,304	107,304
Loss recognised in other comprehensive income	(24,206)	(83,098)	—
Fair value at end of the year	<u>—</u>	<u>24,206</u>	<u>107,304</u>

On 26 May 2021, the Group acquired a 5% shareholding interest in Innovatic Commerce Solution Sdn Bhd for a consideration of RM1,551,872 (A\$511,342). The Group has no significant influence and the unquoted equity shares are measured at fair value through other comprehensive income ("FVTOCI"). A fair value loss of A\$24,206 (2023: loss of A\$83,098) was recorded in other comprehensive income during the period ended 31 December 2024 (See Note 11).

**Xamble Group Limited**  
**Notes to the financial statements**  
**31 December 2024**

**Note 8. Cash and cash equivalents**

	<u>31 Dec 2024</u>	<u>31 Dec 2023</u>	<u>Group</u> <u>1 Jan 2023</u>
	A\$	A\$	A\$
Not restricted in use	2,826,605	3,110,357	4,731,235
Cash at end of the year	<u>2,826,605</u>	<u>3,110,357</u>	<u>4,731,235</u>

The interest earning balances are not significant.

**Reconciliation of liabilities arising from financing activities:**

The Group does not have any external borrowings except for finance leases that are not material.

**Note 9. Share capital**

<u>Group and company</u>	<u>Number of shares issued</u>	<u>Share capital</u> A\$
<u>Ordinary shares of no par value</u>		
Balance at 1 January 2023	283,011,666	13,940,037
Issuance of shares as part of share swap arrangement <sup>(a)</sup>	1,144,580	97,240
Proceeds from issuance of shares at A\$0.035	<u>11,428,571</u>	<u>402,810</u>
Balance at 31 December 2023 and 1 January 2024	295,584,817	14,440,087
Issuance of shares as part of share swap arrangement <sup>(a)</sup>	572,290	17,172
Proceeds from issuance of shares at A\$0.033	<u>42,857,143</u>	<u>1,433,421</u>
Balance at 31 December 2024	<u>339,014,250</u>	<u>15,890,680</u>

<sup>(a)</sup> The issuance of shares of 572,290 (2023: 1,144,580) was in respect of consideration for the acquisition of additional shares in Plata & Punta Sdn Bhd. and represents a non-cash transaction.

**Note 10. Share option reserve**

	<u>31 Dec 2024</u>	<u>Group</u> <u>31 Dec 2023</u>
	A\$	A\$
As at 1 January 2024 and 1 January 2023	1,879,533	3,127,862
Expiry of share options – transferred to retained earnings	(819,472)	(1,421,376)
Share option expense relating to employees	61,057	291,169
Transfer to capital reserve (Note 10a)	(35,146)	(39,829)
Forfeited share options	<u>(182,952)</u>	<u>(78,293)</u>
Balance at end of the year	<u>903,020</u>	<u>1,879,533</u>

The (reversal) expense is allocated in the profit or loss as follows:

Administrative and operating expenses	<u>(121,895)</u>	<u>212,876</u>
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**Note 10. Share option reserve (cont'd)**

The outstanding number of options at the end of the reporting year was:

<u>Exercise price outstanding</u>	<u>Grant date</u>	<u>Exercise period</u>	<u>Number of options</u>	
			<u>31 Dec 2024</u>	<u>31 Dec 2023</u>
AUD 0.0145	27 May 2021	From 1 January 2022 to 1 January 2025	4,083,333	10,112,499
AUD 0.045	10 October 2023	From 10 October 2024 to 10 October 2028	2,000,000	2,000,000
AUD 0.045	26 August 2024	From 26 August 2024 to 1 June 2027	3,000,000	–

During the reporting year, on 18 March 2024, 550,000 options were exercised by non-executive directors of the company. These were settled by way of a transfer of shares from the majority shareholder of the company. Accordingly, the company did not receive any cash consideration and did not issue any new shares.

During the reporting year, 4,479,166 options lapsed as the related conditions have not been satisfied. Additionally, 1,000,000 options were forfeited as a result of employees who left the Group before the options had vested.

On 26 August 2024, the Group issued 3,000,000 share options to key management personnel of the company.

The estimate of the grant date fair value of each option issued was based on the Black-Scholes option pricing model (Level 2). In order to approximate the expectations that would be reflected in a current market or negotiated exchange price for these options, this model takes into account several factors and assumptions.

The following assumptions were used in respect of the share options granted during the year.

	<u>2024</u>	<u>2023</u>
Range of share price	A\$0.025	A\$0.075
Range of exercise price	A\$0.045	A\$0.045
Risk-free annual interest rates	3.56%	3.95%
Volatility expected	126%	171%
Expected option term of years	3	5

**Note 10a. Capital reserve**

The capital reserve represents the accumulation of the value of employee services received by the company, in respect of share options exercised to date.

**Note 11. Fair value reserve**

	<u>Group</u>	
	<u>31 Dec 2024</u>	<u>31 Dec 2023</u>
	A\$	A\$
As at 1 January 2024 and 1 January 2023	(548,571)	(465,473)
Fair value loss on financial asset at FVTOCI (Note 7)	(24,206)	(83,098)
As at 31 December 2024 and 31 December 2023	<u>(572,777)</u>	<u>(548,571)</u>

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**Note 12: Fair value measurement**

*Fair value hierarchy*

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

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

<b>Consolidated – 31 December 2024</b>	<b>Level 1 A\$</b>	<b>Level 2 A\$</b>	<b>Level 3 A\$</b>	<b>Total A\$</b>
<i>Assets</i>				
Ordinary shares at fair value through other comprehensive income (Note 7) #A	–	–	–	–
Total assets	–	–	–	–

#A. For fair value recurrent measurements categorised within Level 3 of the fair value hierarchy, a description of the valuation techniques and the significant other observable inputs used in the fair value measurement are as follows:

Level 3:

Unquoted equity shares through FVTOCI:

E-commerce industry, Malaysia

Fair Value: A\$Nil (2023: A\$25,281).

Valuation technique: Market comparable companies.

There were no transfers between levels during the reporting year.

**Note 13. Loss per share**

The following table illustrates the numerators and denominators used to calculate basic and diluted (loss)/earnings per share of no par value:

	<u>2024</u> A\$	<u>2023</u> A\$
A. Numerator: loss attributable to equity:		
Continuing operations:		
Total basic and diluted loss attributable to owners of the parent	<u>(2,239,039)</u>	<u>(1,924,853)</u>
B. Denominator: weighted average number of equity shares		
Basic and diluted	<u>286,637,257</u>	<u>282,572,956</u>
	<u>Cents</u>	<u>Cents</u>
Basic and diluted loss per share	<u>(0.78)</u>	<u>(0.68)</u>

The weighted average number of equity shares refers to shares in circulation during the reporting year.

The basic loss per share ratio is based on the weighted average number of ordinary shares outstanding during each reporting year. There is no difference between the basic and diluted weighted average number of shares.

**Note 14. Others**

At 31 December 2024, there were no material capital commitments.