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Half-Year Financial Report

motio

December 2023

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- Cleanser - Apple, Watermelon, Pineapple, Mint
- Vita C - Orange, Pineapple, Apple, Mint
- Refresh - Watermelon, Pineapple, Apple, Mint
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A letter from the CEO

Fellow shareholders,

I am very pleased to be able to share the results of the Half Year performance for Motio with revenues of \$3,675,500 up 31% Year on Year (YOY) and adjusted EBITDA⁽¹⁾ of \$106,610 down YOY.

Motio is growing. The business has increased its revenue per location this half across each of its media channels. Motio's software and payments platform (Spawtz) has achieved all of its growth revenue targets and business development KPI's this half year, which has been extremely pleasing.

This is our first full reporting period post the acquisition of Motio's Café and Venue networks (Motio Hospitality). The team has been working diligently to bring these long-standing networks back to optimum operating levels. This has included a focus on driving our audience experience program to create economic value for our cafes and licensed venues which is resonating with our commercial partners in these locations. The hospitality business revenue is sitting just behind our target range for the half, with our forward revenue continuing to increase as we maintain focus on a reinvigorated value proposition for brands in these channels.

Our Cost of Goods is up markedly YOY. Notably an increased performance of our sales representation, an increase in programmatic sales and the main driver being the provision of free Wi-Fi across the Motio Hospitality network. The provision of free Wi-Fi, offered to Bars and Cafes over the years by the previous operator is being decommissioned as it no longer offers the strong utility to customers it once did. We are replacing it with our upgraded 4G and 5G services. This project should be complete by June this year resulting in a significant decrease in our cost of sales.

The industry has seen continued positivity and this year Motio will be part of the updated Out-Of-Home audience measurement system, MOVE. This system allows brands and their agencies to predict audience movement across the outdoor landscape to help agencies and clients more effectively evaluate outdoor channels. MOVE 2.0 will include Motio's products alongside the likes of Billboards and Street Furniture for the first time. The team are confident that the addition of the Out-Of-Home measurement system will enhance and affect our programmatic opportunities and trading capabilities and we are very much looking forward to seeing progress post its launch mid year.

It would be remiss of me not to acknowledge the languishing share price. As I've said before, it's hard not to take it personally and I can promise you that on behalf of the Board and the team, we are committed to telling our story, providing shareholders with a higher frequency of information this year ensuring greater transparency and access. As you know, the Board and Management hold nearly 30% of stock and we are engaged in shareholder value. I thank you for your patience and commitment.

We continue to thrive and our unique approach to Digital Place-Based environments is evolving to plan.

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.

As always, I am open to your conversation, questions and feedback and will do my utmost to provide as much information as possible.

Kind regards,



Adam Cadwallader
Managing Director & CEO

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(1) See Note 2: Segment Information

Corporate information

Directors & Officers

Adam Cadwallader
Jason Byrne
Harley Grosser

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

Company Secretary

Matthew Foy
FT Corporate Pty Ltd
104 Colin Street
Perth WA 6005

Solicitors

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Sydney NSW 2000

Registered Office

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Australian Securities Exchange Limited (ASX)
Home Exchange – Perth

ASX Code – MXO

Bankers

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Share Registry

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Auditors

HLB Mann Judd Assurance (NSW) Pty Ltd
Level 5, 10 Shelley Street
Sydney NSW 2000

Australian Company Number

ACN 147 799 951

Australian Business Number

ABN 43 147 799 951

Domicile and Country of Incorporation

Australia

Website

www.motio.com.au

Director's report

Your Directors present their report on the consolidated entity consisting of Motio Ltd (MXO or the Company) and the entities it controls at the end of, or during the half-year ended, 31 December 2023 (the Period).

Directors

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

Justus Wilde – Non-Executive Chairman (resigned 11 Jan 2024)
Adam Cadwallader – Managing Director & CEO
Jason Byrne – Non-Executive Director
Harley Grosser – Non-Executive Director

Principal Activity

Motio is a leading Audience Experience & Digital Place-Based media company. It is focused on creating engaging content & utility communication for brands, customers and its commercial partners across its expansive digital marketing environments. Its networks leverage long dwell time locations, delivering powerful, contextual connections to audiences, underpinned with first party data and location intelligence technology.

Review Of Operations

During the half-year ended 31 December 2023, Motio generated total revenues of \$3,675,500 up 31% on the prior corresponding period (PCP) (1HFY23: \$2,814,943). This significant revenue uplift reflects our Audience Experience product being embraced by our Health and Play clients.

The loss from operations of the consolidated entity for the half year ended 31 December 2023 after providing for income tax was \$1,358,880 (1HFY23: \$651,256). 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 2023 was \$1,023,800.

Corporate

Annual General Meeting

The Company held an Annual General Meeting on 17 November 2023. All resolutions put to the meeting were carried on a poll.

Lapse of vested Securities

36,157,829 options exercisable at \$0.08 lapsed unexercised on 30 September 2023. This includes 4,000,000 options to a broker in connection with underwriting a capital raising.

Subsequent events

Other than the matters discussed in Note 13 of the financial report, there was no matter or circumstance that has arisen since 31 December 2023 that has significantly affected or may significantly affect:

- (i) The Group's operations in future financial years, or
- (ii) The results of the operations in future financial years, 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 auditors independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 4.

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



Adam Cadwallader
Managing Director & CEO

28 February 2024

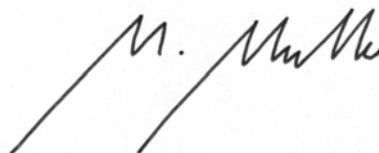
Auditor's Independence Declaration

To the directors of Motio Ltd:

As lead auditor for the review of the financial report of Motio Ltd for the half-year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

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

This declaration is in respect of Motio Ltd and the entities it controlled during the period.



Sydney, NSW
28 February 2024

M D Muller
Director

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HLB Mann Judd is a member of HLB International, the global advisory and accounting network.

Consolidated statement of profit or loss & other comprehensive income

	Note	31-Dec-23 \$	31-Dec-22 \$
Revenue from continuing operations	2, 3	3,675,500	2,814,943
Other income	3	100,695	216,551
Cost of sales		(1,000,806)	(555,048)
Gross profit		2,775,389	2,476,446
Advertising and marketing fees		-	(13,213)
Consulting and advisory fees		(24,766)	(11,620)
Corporate compliance		(46,024)	(47,754)
Director's fees and salaries	4	(213,749)	(199,083)
Finance costs		(125,956)	(5,696)
Insurance expenses		(34,748)	(51,761)
Occupancy expenses		-	(6,214)
Personnel expenses	4	(1,693,355)	(1,338,642)
Professional fees		(186,318)	(73,903)
Other expenses		(469,819)	(505,821)
Impairment of receivables		(8,749)	(114,761)
Amortisation of intangibles	4	(604,761)	(137,183)
Depreciation	4	(372,072)	(328,328)
Share based payments – rights and options	8	(344,490)	(302,399)
(Loss) on disposal of property, plant and equipment		(12,065)	-
Revaluation loss on listed investments		-	(17,920)
Loss from continuing operations before income tax		(1,361,483)	(677,852)
Income tax benefit		2,603	26,596
Net loss for the year		(1,358,880)	(651,256)
Other comprehensive loss for the period, net of tax:			
Items that may be reclassified to profit or loss:			
Foreign exchange on translation of foreign subsidiary		(4,472)	1,192
Total comprehensive Loss for the period		(1,363,352)	(650,064)
Profit/(loss) per share attributable to the ordinary equity holders of the company:		Cents	Cents
Basic and diluted profit/(loss) per share		(0.51)	(0.25)

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

Consolidated statement of financial position

	Note	31-Dec-23 \$	30-Jun-23 \$
Current Assets			
Cash and cash equivalents		1,023,800	1,408,782
Trade and other receivables		1,459,877	1,534,889
Other		44,168	–
Financial assets		50,000	65,249
Total Current Assets		2,577,845	3,008,920
Non-Current Assets			
Property, plant and equipment	5	1,208,897	1,475,753
Trade and other receivables		–	44,169
Interests in associates		–	1
Intangibles	6	4,786,142	5,387,209
Right of use assets		56,804	113,608
Total Non-Current Assets		6,051,843	7,020,740
Total Assets		8,629,688	10,029,660
Current Liabilities			
Trade and other payables		743,157	1,250,089
Borrowings		522,106	188,967
Provisions		172,105	184,360
Lease liabilities		69,762	138,320
Total Current Liabilities		1,507,130	1,761,736
Non-Current Liabilities			
Trade and other payables		132,645	152,325
Borrowings		1,848,053	2,180,541
Deferred tax liability		189,122	191,725
Provisions		26,325	25,000
Total Non-Current Liabilities		2,196,145	2,549,591
Total Liabilities		3,703,275	4,311,327
Net Assets		4,926,413	5,718,333
Equity			
Issued Capital		23,107,799	22,884,857
Reserves		1,620,424	1,410,942
Accumulated losses		(19,801,810)	(18,577,466)
Total Equity		4,926,413	5,718,333

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

Consolidated statement of changes in equity

	Issued Capital	Share-based Payment Reserve	Options Premium Reserve	Foreign Currency Translation Reserve	Accumulated Losses	Total Equity
	\$	\$	\$	\$	\$	\$
At 1 July 2023	22,884,857	1,267,079	134,536	9,327	(18,577,466)	5,718,333
Loss for the half year	-	-	-	-	(1,358,880)	(1,358,880)
Exchange differences on translation of foreign operations	-	-	-	(4,472)	-	(4,472)
Total comprehensive loss for the period	-	-	-	(4,472)	(1,358,880)	(1,363,352)
Transactions with owners of the company:						
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 payment – Performance Rights and options	-	218,122	-	-	-	218,122
Options Lapsed	-	-	(134,536)	-	134,536	-
Total transactions with owners of the Company	222,942	348,490	(134,536)	-	134,536	571,432
Balance at 31 December 2023	23,107,799	1,615,569	-	4,855	(19,801,810)	4,926,413
At 1 July 2022	22,247,591	892,019	134,536	(12,852)	(16,933,032)	6,328,262
Loss for the half year	-	-	-	-	(651,256)	(651,256)
Exchange differences on translation of foreign operations	-	-	-	1,192	(1,192)	-
Total comprehensive loss for the period	-	-	-	1,192	(652,448)	(651,256)
Transactions with owners in their capacity as owners:						
Options lapsed during the half year	-	(59,380)	-	-	59,380	-
Deferred consideration for Adline/Motio Play acquisition	347,800	-	-	-	-	347,800
Deferred consideration for Liquid Thinking acquisition	80,254	-	-	-	-	80,254
Share-based payment – Performance Rights and options	-	302,397	-	-	-	302,397
Conversion of employee performance rights to ordinary shares	51,870	(35,550)	-	-	-	16,320
Exercise of options to ordinary share	157,345	(36,162)	-	-	-	137,500
Total transactions with owners of the Company	637,269	171,305	-	-	59,380	867,954
Balance at 31 December 2022	22,884,860	1,063,324	134,536	(11,660)	(17,526,100)	6,544,960

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

Consolidated statement of cash flows

	31-Dec-23 \$	31-Dec-22 \$
Cash flows from operating activities		
Receipts from customers	4,170,235	3,159,825
Payments to suppliers and employees	(4,287,088)	(3,348,110)
Cash generated from operations	(116,853)	(188,285)
Interest received	470	341
Net cash (outflow) from operating activities	(116,383)	(187,944)
Cash flows from investing activities		
Payments for property, plant & equipment	(89,515)	(92,830)
Payments for intangibles	-	(14,732)
Payments for acquisition costs	-	(100,000)
Proceeds from the conversion of options	-	137,500
Term deposit matured	15,003	-
Net cash (outflow) from investing activities	(74,512)	(70,062)
Cash flows from financing activities		
Repayment of borrowings	(123,371)	-
Leasing payments	(70,716)	(68,234)
Net cash (outflow) from financing activities	(194,087)	(68,234)
Cash and cash equivalents at the beginning of the period	1,408,782	1,839,555
Exchange rate adjustments on foreign cash held	-	996
Net (decrease) in cash and cash equivalents	(384,982)	(326,240)
Net cash and cash equivalents at the end of the period	1,023,800	1,514,311

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

Notes to the consolidated financial statements

1. Basis of Preparation of Half-year Report

This consolidated interim financial report for the half-year reporting period ended 31 December 2023 has been prepared in accordance with AASB 134 Interim Financial Reporting and the Corporations Act 2001, as appropriate for for-profit oriented entities.

This consolidated interim financial report does 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 2023 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 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 financial statements were authorised for issue in accordance with a resolution of directors on 28 February 2024.

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

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 consolidated 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 Group has tested its goodwill for impairment, updating the assumptions and cash flow forecasts where relevant. Discount rates have been used, which are in line with the market rates as at 31 December 2023. No impairment losses were recognised as at 31 December 2023. The Directors considered financial forecasts, including forecast scenarios for at least 12 months from the date of the approval of these 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 financial year.

2. Segment information

Identification of reportable operating segments

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

	Revenue \$	Adjusted EBITDA ⁽¹⁾ \$
31 December 2023		
Media	3,016,487	33,549
Non-Media	659,013	73,061
TOTAL	3,675,500	106,610
31 December 2022		
Media	2,186,845	78,903
Non-Media	628,098	149,532
TOTAL	2,814,943	228,435

Segment revenues and adjusted EBITDA are directly attributable to a segment and the relevant portion that can be allocated to a segment on a reasonable basis.

Media revenue is derived through advertising sales to external customers. Non-Media revenue is mainly the Spawtz software and supply business which is unrelated to advertising sales. There were no inter-segment revenue transactions.

Revenue derived by each segment is recognized 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.

(1) Adjusted EBITDA is net income adjusted for amortization, depreciation, finance costs, income tax expense, impairment expense, foreign exchange gains / losses on translation, non-cash profit/(loss) on PPE disposal and share-based payments. Assets and liabilities are not disclosed as management does not track these on a regular basis.

3. Revenue

The Group derives the following types of revenue:

	31-Dec-23 \$	31-Dec-22 \$
Revenue from Continuing Operations		
Media and other sales	3,675,500	2,814,943
Other Income		
Interest income	470	341
Other income	100,225	216,210
Total revenue and other income	3,776,195	3,031,494

4. Expenses

	31-Dec-23 \$	31-Dec-22 \$
Amortisation of intangibles		
Contract rights	507,376	90,178
Software	80,752	37,550
Other	16,633	9,455
Total	604,761	137,183

Personnel expenses and directors fees		
Director's fees / remuneration	213,749	199,083
Wages and salaries	1,513,770	1,129,759
Superannuation	158,812	121,811
Other	20,773	87,072
Total	1,907,104	1,537,725

Depreciation	31-Dec-23 \$	31-Dec-22 \$
Site structures	253,329	237,318
Office equipment	61,939	20,636
Right-of-use assets	56,804	52,088
Leasehold improvements	-	18,286
Total depreciation	372,072	328,328

5. Plant & Equipment

	31-Dec-23 \$	30-Jun-23 \$
Carrying amount of plant and equipment	1,208,897	1,475,753
Balance at the beginning of the period	1,475,753	1,641,431
Additions	89,515	491,464
Disposals	(41,103)	(18,908)
Depreciation expense	(315,268)	(638,234)
Balance at the end of the period	1,208,897	1,475,753

6. Intangibles

The intangible assets, including goodwill, and the contract rights arising on acquisition of Motio Play, Motio Health and Liquid Thinking, were reviewed for any indicators of impairment. Based upon this impairment analyses, no impairment was required.

	31-Dec-23 \$	30-Jun-23 \$
Goodwill	2,731,607	2,731,607
Contract rights	2,727,610	2,727,610
Accumulated amortisation	(1,390,722)	(883,346)
	1,336,888	1,844,264
Software	804,569	842,689
Accumulated amortisation	(146,819)	(107,882)
	657,750	734,807
Other intangibles	118,000	118,000
Accumulated amortisation	(58,103)	(41,469)
	59,897	76,531
Balance at the end of the period	4,786,142	5,387,209

7. Contributed Equity

(a) Share Capital:

	31-Dec-23 Shares	30-Jun-23 Shares	31-Dec-23 \$	30-Jun-23 \$
Fully Paid	268,198,346	261,434,657	23,107,799	22,884,857

(b) Movements In Ordinary Share Capital:

Period ended 31 December 2023

Details	# 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	0.0342	196,942
Issue of shares – Motio Executive	1,000,000	0.0260	26,000
Balance at end of period 31 December 2023	268,198,346		23,107,799

8. Share-based payments

As at 31 December 2023 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
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
Vesting date	Unvested	Unvested	Unvested	1-Dec-21
Expiry date	16-Jul-24	16-Jul-24	16-Jul-24	30-Nov-24
Number granted	5,000,000	5,000,000	6,000,000	742,500
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
Tranche participants	4	4	4	20

In each instance, Motio Ltd has issued performance rights. Each performance right will convert into ordinary shares of Motio Ltd upon achievement of the performance milestones.

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
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 (\$)	0.0899	0.0857	0.0773	
Share based payment expense 1H24		\$218,122		\$ -
Share based payment expense FY23		\$441,922		\$ -

(b) **Performance options granted that existed during the period are as follows:**

	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
Vesting date	Unvested	Unvested	Unvested
Expiry date	16-Jul-24	16-Jul-24	16-Jul-24
Number granted	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
Tranche participants	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 (\$)	0.0522	0.0550	0.0539
Share based payment expense 1H24		\$70,368	
Share based payment expense FY23		\$145,108	

(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 1H24 \$30,000.

(d) **Options Expiry MXOOA - 6 November 2020**

36,157,829 of Motio Ltd quoted options exercisable at \$0.08 expired on 30 September 2023. Official quotation of the options on ASX ceased at close of trading on 25th September 2023, being four business days before the expiry date. This is inclusive of the 4,000,000 issued options to a broker in connection with underwriting a capital raising, each exercisable at \$0.08 with a three-year expiry period.

(e) **Share Issue – Employee**

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 \$26,000 (2022: nil).

Refer to Consolidated Statement of Changes in Equity and Note 7 Movements in Ordinary Share Capital for more details regarding Share-based payments

9. Dividends

No dividends have been declared or paid since the start of the financial period and none are recommended.

10. Guarantees, contingent liabilities & contingent assets

There are no new commitments that the Company has entered into during the period ended 31 December 2023, other than those that existed as at 30 June 2023.

11. Asset sale from oOh! media (ASX:OML) to Motio

On 23 December 2022, Motio acquired oOh! media's Café and Venue Digital Place Based Networks with completion on 1 March 2023.

Vendor-financing loan from oOh! 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;

Early repayment: Nil penalty;

Principal & Interest payments in years two to four.

12. Subsequent events

No matter or circumstance has arisen since 31 December 2023 that has significantly affected, or may significantly affect:

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

Director's declaration

In the director's opinion:

- (a) The financial statements and notes set out on pages 5 to 15 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 2023 and of its performance for the financial half-year ended on that date; and
- (b) There are reasonable grounds to believe that Motio Ltd 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 directors. On behalf of the Directors



Adam Cadwallader
Managing Director & CEO

Sydney, New South Wales.

28 February 2024

Independent Auditor's Review Report to the Members of Motio Ltd

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Motio Ltd ("the Company"), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half-year ended on that date, including material accounting policy information and other explanatory information, and the directors' declaration, for the consolidated entity comprising the Company and the entities it controlled at the half-year end or from time to time during the half-year.

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the accompanying half-year financial report of Motio Ltd does not comply with the *Corporations Act 2001* including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and of its performance for the half-year ended on that date; and
- (b) 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 Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

Responsibility of the Directors for the Financial Report

The directors of the Company 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 consolidated entity's financial position as at 31 December 2023 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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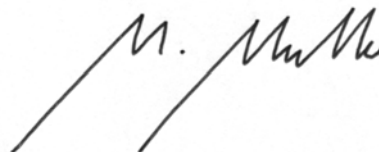
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A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit 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.



HLB Mann Judd Assurance (NSW) Pty Ltd
Chartered Accountants

Sydney, NSW
28 February 2024



M D Muller
Director