

Investor Centre Limited

(Formerly BIR Financial Limited)

ABN 14 074 009 091

Half-Year Financial Report

For the half year ended

31 December 2023

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CORPORATE DIRECTORY

INVESTOR CENTRE LIMITED

ABN 14 074 009 091

Directors

Jody Elliss	Executive Chairman
Robert Fogarty	Non-Executive Director
Nicholas Pearce	Non-Executive Director

Company Secretary

Gregory Starr

Registered Office

Level 19,
10 Eagle Street,
Brisbane, QLD, 4000

Tel: 1300 429 203

Website: www.birfinancial.com.au

Principal Place of Business

Level 19,
10 Eagle Street,
Brisbane, QLD, 4000

Ph: 1300 429 203

Postal Address

Investor Centre Limited
Level 19,
10 Eagle Street,
Brisbane, QLD, 4000

Share Register

Automatic Pty Ltd
Level 5
126 Phillip Street,
Sydney NSW 2000

Phone Number: 1300 288 664

From Overseas: +61 2 9698 5414

Website: www.automaticgroup.com.au

Auditors

Hall Chadwick (NSW)
Level 40, 2 Park Street
Sydney NSW 2000

Securities Exchange Listing

Australian Securities Exchange
(Home Branch – Sydney)
ASX Code: ICU

APPENDIX 4D – INTERIM FINANCIAL REPORT FOR THE HALF-YEAR ENDED 31 DECEMBER 2022

RESULTS FOR ANNOUNCEMENT TO THE MARKET

Key Information

	Half-year Ended 31-Dec-23	Half-year Ended 31-Dec-22	% Change
	\$	\$	
Revenue from ordinary activities	319,101	1,174,824	-73%
Loss after tax from ordinary activities attributable to members	(1,260,097)	(528,916)	138%
Net Loss attributable to members	(1,260,097)	(528,916)	138%

Dividends Paid and Proposed

	Amount per Security	Franked Amount per Security at 30% of Tax
	(cents)	(cents)
There were no dividends paid. It is not proposed to pay dividends.	NIL	NIL

Explanation of Key Information and Dividends

An explanation of the above figures is contained in the "Review of Operations" included within the attached directors' report.

Net Tangible Assets per Share

	Half-year Ended 31-Dec-23	Half-year Ended 31-Dec-22
	\$/Share	\$/Share
Net tangible assets per share	(0.006)	(0.004)

Control Gained or Lost over Entities in the Half-year

Not applicable.

Dividend Reinvestment Plans

The Group does not have any dividend reinvestment plans in operation.

Investments in Associates and Joint Ventures

	Half-year Ended 31-Dec-23	Half-year Ended 31-Dec-22
Material investments in associates and joint ventures	NIL	NIL

DIRECTORS' REPORT

Your directors submit the financial report of Investor Centre Limited for the half-year ended 31 December 2023. In order to comply with the provisions of the Corporations Act 2001, the Directors report is as follows:

Directors

The names of directors who held office during or since the end of the Interim Period and until the date of this report are as below. Directors were in office for this entire period unless otherwise stated.

Jody Elliss	Executive Chairman (appointed 30 August 2022)
Robert Fogarty	Executive Director (appointed 17 March 2023)
Nicholas Pearce	Executive Director (appointed 5 April 2023)

Review of operations

ICU owns 100% of subsidiary Pulse Markets, which is a diversified financial services business which provides a range of financial services to institutional, corporate and wholesale / experienced clients. These services include transacting equities and derivatives on the ASX and raising equity capital. These are provided by a team of experienced industry professionals. Pulse Markets is currently the key asset of the Company.

Pulse Markets' core strategy is to offer innovative financial products and investment manager capability to the financial planning market.

Pulse Markets maintains its advantage in the rapidly evolving financial services industry through its independence and leadership which is focussed on strong compliance ethics while monitoring and adapting to new market opportunities which will meet clients' needs.

On 7 July 2023 BIR announced that following due diligence, the board had decided not to proceed with its relationship with Liquid Markets Pty Ltd.

BIR announced on 18 July 2023 that following due diligence the Board has decided to put the acquisition of Capital Financial Planning WA Pty Ltd on hold until a satisfactory resolution of identified issues can be rectified.

The Company announced on 27 July 2023 that Amram Corp Pty Ltd had agreed to terms for an unsecured line of credit of up to \$2,000,000 to BIR. Amram Corp Pty Ltd is an entity associated with Mr Jody Elliss, a Director of the Company. The Key terms of the line of credit are:

- Interest rate of 12% per annum paid at maturity.
- The line of credit has a maturity date of 27 July 2024.
- The Company may elect to repay the outstanding sum in cash or, subject to shareholder approval, by the issue of shares. If the Company elects to repay the outstanding sum by the issue of shares, the number of shares is to be calculated by dividing the outstanding sum by \$0.075.

BIR announced on 4 August 2023 that the Company had resolved to issue 13,709,333 fully paid ordinary shares to various third party service providers in lieu of cash fees allowed. The shares were issued on 8 August 2023 at \$0.075 per share.

BIR announced on 10 October 2023 that a further 2,902,827 fully paid ordinary shares to various third party suppliers in lieu of cash fees allowed. The shares were issued 11 October 2023 for \$0.075 per share.

A notice of extraordinary general meeting was issued by the Company on 19 October 2023. The Company was proposing to:

- Amend the constitution to allow for the issue of "A" Class Redeemable Preference Shares. The "A" Class Redeemable Preference shares will be entitled to a cumulative dividend of 10% per annum of the amount paid up on each share. The "A" Class Redeemable Preference shares are entitled on redemption to a return of capital and any unpaid and accrued dividends in priority to ordinary shares. The Company planned to raise a minimum of \$3,500,000 and up to a maximum of \$9,000,000 by issuing 140,000 and up to 360,000 preference shares at \$25 per share.
- Approve the acquisition of Investor Centre Pty Ltd (IC) from a related party. IC is controlled by Mr Jody Elliss, a director of the Company. The consideration shall be the issue of 11,720,000 fully paid ordinary shares and \$500,000 in cash.
- Change the name of the Company to Investor Centre Limited.

The resolution to approve the acquisition of IC was withdrawn from consideration prior to the meeting and the remaining resolutions from the Notice of meeting were approved by the shareholders at the EGM on 17 November 2023.

A prospectus was issued on 20 December 2023 offering a minimum 140,000 and up to a maximum 280,000 "A" Class Redeemable Preference Shares. The issue price of the preference shares was \$25 per share and will raise between \$3,500,000 and \$7,000,000. The closing date of the offer has been extended to 30 April 2024.

EVENTS SUBSEQUENT TO THE END OF THE REPORTING PERIOD

On 21 February 2024, the Company announced that it had signed a Heads of Agreement to acquire OneFocus Private Wealth Pty Ltd, the holder of a retail AFSL for \$250,000. The transaction is subject to satisfactory due diligence and the negotiation of a sale agreement to the Board's satisfaction.

There have been no other matters or circumstances that have arisen after balance date that have significantly affected, or may significantly affect, the operations of the group, the results of those operations, or the state of affairs of the of the group in future financial periods.

This report is signed in accordance with a resolution of the Board of Directors made pursuant to s.306(3) of the Corporations Act 2001.



Robert Fogarty

Director

Dated this 28th day of February 2024

**INVESTOR CENTRE LIMITED (FORMERLY BIR FINANCIAL LIMITED)
ABN 14 074 009 091
AND CONTROLLED ENTITIES**

**AUDITOR'S INDEPENDENCE DECLARATION
UNDER SECTION 307C OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF BIR FINANCIAL LIMITED**

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Investor Centre Limited (formerly BIR Financial Limited). As the lead partner for the review of the financial report of Investor Centre Limited (formerly BIR Financial Limited) 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:

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



HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000



STEWART THOMPSON
Partner
Dated: February 28, 2024

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

	Notes	Consolidated	
		31-Dec-23	31-Dec-22
		\$	\$
Revenue and Other Income			
Revenue	2	319,072	1,174,487
Other Income	2	29	337
Expenses			
Operating Expenses	2	(103,044)	(1,150,384)
Salaries and employee benefits expense	2	(6,144)	(211,721)
Interest expense		(87,893)	(28,678)
Depreciation		(2,713)	-
Corporate and administration costs	2	(1,353,842)	(312,956)
Impairment of financial asset		(102,562)	-
Provision for bad debts		77,000	-
Loss before income tax expense		(1,260,097)	(528,916)
Income tax expense	3	-	-
Loss for the period		(1,260,097)	(528,916)
Other comprehensive income		-	-
Total comprehensive loss for the period		(1,260,097)	(528,916)
Basic loss per share (cents per share)		(0.44)	(0.19)
Diluted loss per share (cents per share)		(0.44)	(0.19)

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

	Notes	Consolidated	
		31-Dec-23	30-Jun-23
		\$	\$
Assets			
Current Assets			
Cash and cash equivalents	5	100,603	89,965
Receivables	6	348,067	62,146
Total Current Assets		448,670	152,111
Non Current Assets			
Investments	7	120,000	-
Right of Use Asset – Motor vehicle		89,386	-
Other assets	8	50,000	50,000
Total Non Current Assets		259,386	50,000
Total Assets		708,056	202,111
Liabilities			
Current Liabilities			
Trade and other payables	9	573,814	576,265
Borrowings	10	1,862,687	1,169,780
Other liabilities		-	36,779
Lease Liability		13,332	-
Provisions	11	-	218,092
Total Current Liabilities		2,449,833	2,000,916
Non Current Liabilities			
Lease Liability		71,213	-
Total Non Current Liabilities		71,213	-
Total Liabilities		2,521,046	2,000,916
Net Liabilities		(1,812,990)	(1,798,805)
Equity			
Issued capital	12	33,979,613	32,733,701
Reserves		83,223	83,223
Accumulated losses		(35,875,826)	(34,615,729)
Total Equity/ (Deficiency)		(1,812,990)	(1,798,805)

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

	Consolidated			
	Issued Capital	Reserves	Accumulated Losses	Total
	\$	\$	\$	\$
Consolidated				
Balance at 1 July 2023	32,733,701	83,223	(34,615,729)	(1,798,805)
Loss after tax	-	-	(1,260,097)	(1,260,097)
Total Comprehensive income for the year	-	-	(1,260,097)	(1,260,097)
Transactions with owners in their capacity as owners				
Shares issued	1,245,912	-	-	1,245,912
Total transactions with owners	1,245,912	-	-	1,245,912
Balance at 31 Dec 2023	33,979,613	83,223	(35,875,826)	(1,812,990)
Consolidated				
Balance at 1 July 2022	30,147,566	-	(33,209,271)	(3,061,705)
Loss after tax	-	-	(528,916)	(528,916)
Total Comprehensive income for the year	-	-	(528,916)	(528,916)
Transactions with owners in their capacity as owners				
Shares issued	2,292,350	-	-	2,292,350
Total transactions with owners	2,292,350	-	-	2,292,350
Balance at 31 Dec 2022	32,439,916	-	(33,738,187)	(1,298,271)

The accompanying notes form part of these financial statements

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

	Consolidated	
	31-Dec-23	31-Dec-22
	\$	\$
Cash flows from operating activities		
Receipts from Customers	(35,048)	1,348,678
Payments to suppliers and employees	(429,981)	(1,619,545)
Other revenue received	68,229	337
Net cash used in operating activities	<u>(396,800)</u>	<u>(270,530)</u>
Cash flows from Investing activities		
Acquisition of Investments	<u>(222,562)</u>	-
Net cash used in investing activities	<u>(222,562)</u>	-
Cash flows from financing activities		
Proceeds from borrowings	<u>630,000</u>	<u>260,510</u>
Net cash provided by / (used in) financing activities	<u>630,000</u>	<u>260,510</u>
Net decrease in cash held and cash equivalents	10,638	(10,020)
Cash and cash equivalents at the beginning of the period	<u>89,965</u>	<u>69,053</u>
Cash and cash equivalents at the end of the period	<u><u>100,603</u></u>	<u><u>59,033</u></u>

The accompanying notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 1: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These half-year financial statements are general purpose financial statements prepared in accordance with the requirements of the Corporations Act 2001, applicable accounting standards including AASB 134 'Interim Financial Reporting', Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with AASB 134 ensures compliance with IAS 34 'Interim Financial Reporting'.

This half-year financial report does not include full disclosures of the type normally included in an annual financial report. Therefore, it cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the Company as in the full financial report.

It is recommended that this financial report be read in conjunction with the annual financial report for the year ended 30 June 2023 and any public announcements made by the Company during the half-year in accordance with continuous disclosure requirements arising under the Corporations Act 2001 and the ASX Listing Rules.

Basis of preparation

The half-year financial report has been prepared on a historical cost basis, except for the revaluation of certain financial instruments to fair value. Cost is based on the fair value of the consideration given in exchange for assets. The company is domiciled in Australia and all amounts are presented in Australian dollars, unless otherwise noted.

For the purpose of preparing the half-year financial report, the half-year has been treated as a discrete reporting period.

These Interim Financial Statements were authorised for issue on 28 February 2024.

Accounting policies and methods of computation

The accounting policies and methods of computation adopted are consistent with those of the previous financial year and corresponding interim reporting period unless otherwise stated. These accounting policies are consistent with Australian Accounting Standards and with the International Financial Reporting Standards.

Significant accounting judgments and key estimates

The preparation of the half-year financial report requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates.

In preparing this half-year financial report, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial report for the year ended 30 June 2023.

Going Concern

During the half year ended 31 December 2023, the company incurred a net loss of \$1,260,097 (31 December 2022 \$528,916). As at 31 December 2023, the company had a net asset deficiency of \$1,812,990 (30 June 2022 \$1,298,271). During the half year the directors have reviewed operations of the company and put measures in place that are expected to result in a positive cashflow for the company in the near term, as outlined below.

The company announced on 27 July 2023 that Amram Corp Pty Ltd had agreed to terms for an unsecured line of credit of up to \$2,000,000 to BIR. As at the end of the current period \$1,516,405 has been drawn down on the facility with a further \$483,595 available to be drawn down.

A prospectus was issued 20 December 2023 offering a minimum 140,000 and up to a maximum 280,000 "A" Class Redeemable Preference Shares. The issue price of the preference shares were \$25 per share and will raise between \$3,500,000 and \$9,000,000. No preference shares have been issued for the half year ended 31 December 2023. The shares are expected to be issued in the next quarter.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

The Company also continues to restructure its main business, Pulse Markets. The Company has gained new customers (Corporate Authorised Representatives) that are charged fixed fees. The Company has also restructured its service offering and expects to see improved profitability from the reduction in fixed expenses in the next half-year.

The Directors are satisfied that the Company will be able to meet its liabilities as and when they fall due and as a consequence of this belief, the Directors believe that the Company remains a going concern at the date of this Report.

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of Investor Centre Limited.

	Consolidated	
	31-Dec-22	31-Dec-22
	\$	\$
NOTE 2: REVENUE AND EXPENSES		
(a) Revenue		
Operating revenue	319,072	1,174,487
Other Revenue		
Interest received	29	337
	29	337

	31-Dec-23	31-Dec-22
	\$	\$
(b) Expenses		
Operating Expenses		
Commissions paid	71,144	1,141,384
Other operating expenses	31,900	9,000
	103,044	1,150,384

	Consolidated	
	31-Dec-23	31-Dec-22
	\$	\$
Salaries and employee benefits expense		
Salary and wages	6,144	82,071
Consultants	-	129,650
	6,144	211,721

	Consolidated	
	31-Dec-23	31-Dec-22
	\$	\$
Corporate and administration costs		
Professional services	787,068	130,851
Directors fees	143,600	31,706
Legal fees	83,379	24,448
Insurance	-	23,298
Compliance expenses	-	29,985
Other administrative costs	339,795	72,668
	1,353,842	312,956

NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 3: INCOME TAX

Income Tax Expense	Consolidated	
	31-Dec-23	31-Dec-22
	\$	\$
The income tax expense for the year differs from the prima facie tax as follows:		
Profit / (loss) for year	(1,260,097)	(528,916)
Prima facie income tax benefit @ 25%	(315,024)	(132,229)
Deferred tax assets not brought to account ^{+#}	315,024	132,229
Total income tax expense	-	-

* These amounts have not been brought to account as it is not considered probable that the Company will earn taxable income in the foreseeable future to allow the deferred tax assets to be utilised.

The Company has not yet carried out an assessment as to whether it is able to utilise current year and prior years' tax losses against future taxable income following the significant changes in the Company's shareholding and the changes to the Company's operations. If the Company does not satisfy the eligibility criteria relating to the continuation of ownership test and the same business test for carrying forward these tax losses, it will not be able to utilise some or all of these tax losses against future taxable income.

NOTE 4: EARNINGS/(LOSS) PER SHARE

	Consolidated	
	31-Dec-23	31-Dec-22
	\$	\$
Basic earnings/(loss) per share (cents per share)	(0.44)	(0.19)
Diluted earnings/(loss) per share (cents per share)	(0.44)	(0.19)
Earnings – Net loss for half year	(1,260,097)	(528,916)
Weighted average number of ordinary shares used in the calculation of:		
Basic earnings per share	303,198,043	280,936,167
Diluted earnings per share	303,198,043	280,936,167

NOTE 5: CASH AND CASH EQUIVALENTS

	Consolidated	
	31-Dec-23	30-Jun-23
	\$	\$
Cash at bank	100,603	89,965
Cash at bank earns interest at a floating rate based on daily bank deposit rates.		

NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 6: TRADE AND OTHER RECEIVABLES

	Consolidated	
	31-Dec-23	30-Jun-23
	\$	\$
Trade Debtors	51,339	87,450
Less provision for doubtful debts	(6,600)	(83,600)
Other receivables	258,660	-
Sundry debtors	44,668	58,296
	<u>348,067</u>	<u>62,146</u>

NOTE 7: INVESTMENTS

	Consolidated	
	31-Dec-23	30-Jun-23
	\$	\$
Non-Current		
Shares in Listed Companies – Prodigy Gold NL	120,000	-
	<u>120,000</u>	<u>-</u>

NOTE 8: OTHER ASSETS

	Consolidated	
	31-Dec-23	30-Jun-23
	\$	\$
Non-Current		
Other Bonds	50,000	50,000
	<u>50,000</u>	<u>50,000</u>

NOTE 9: TRADE AND OTHER PAYABLES

	Consolidated	
Current	31-Dec-23	30-Jun-23
	\$	\$
Trade payables and accruals	573,814	576,264
	<u>573,814</u>	<u>576,264</u>

NOTE 10: BORROWINGS

	Consolidated	
	31-Dec-23	30-Jun-23
	\$	\$
Current		
Convertible Note - Wagering Technologies Pty Ltd *	30,206	30,206
Loan - Amram Corp Pty Ltd	1,516,405	661,143
Loan - Wagering Technologies Pty Ltd	316,076	478,431
Total Current	<u>1,862,687</u>	<u>1,169,780</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

	Consolidated	
	31-Dec-23	30-Jun-23
* <u>Convertible Notes</u>	\$	\$
Balance at beginning of year	30,206	2,088,706
Conversion of notes on issue of shares	-	(2,058,500)
Balance at end of year	30,206	30,206

4,000,000 secured convertible notes ("Notes") were issued to Moshav Custodian Pty Limited (Moshav) with a face value of \$1.00 per note. The issue price of the notes was at a 50% discount to the face value of the convertible note. The Notes accrued interest at 5% per annum on the face value. The effective rate of interest was 10% on the amount loaned. Any accrued interest was payable in full on the maturity date or on the date of the conversion.

On 25 October 2021 Moshav Custodians Pty Ltd (Moshav) advised the company that it had sold the 4,000,000 convertible notes to Wagering Technologies Pty Ltd (Wagering). On 25 October 2021 Wagering issued a conversion notice to the company in respect of the 4,000,000 convertible notes held by Wagering. BIR has determined the fair value of the convertible notes to be 0.023 per note and has recognised a change in fair value of convertible notes amounting to \$1,788,801.

174,685,797 ordinary shares were issued up to 30 June 2023, with the balance of \$30,206 worth of notes yet to be converted into 1,313,924 ordinary shares. The directors expect to convert the remaining balance of unconverted notes into equity by 30 June 2024.

** Loan – AMRAM

	31-Dec-23	30-Jun-23
	\$	\$
Balance at beginning of year	661,143	-
Loans advanced	810,000	638,094
Interest accrued	45,262	23,049
Balance at end of year	1,516,405	661,143

During the half year ended 31 December 2023, Amram Corp Pty Ltd an entity associated with Mr Jody Elliss, a director of the company, loaned to the company \$810,000. Interest of 12% was charged on the loan. The term of the loan was 12 months and the company may extend the repayment of this loan by a further 12 months. At the discretion of BIR and subject to shareholder approval, the loan can be converted to shares. The number of shares in to which the loan shall convert shall be equal to the value of the loan divided by the loan conversion price. The loan conversion price means the 5day volume weighted average price of the 5 days preceding the conversion notification date.

** Loan – Wagering Technologies Pty Ltd

	31-Dec-23	30-Jun-23
	\$	\$
Balance at beginning of year	478,431	409,411
Loans advanced	-	150,000
Interest accrued	17,645	54,309
Less repayments	(180,000)	(135,289)
Balance at end of year	316,076	478,431

BIR signed a loan agreement with Wagering Technologies Pty Ltd (WT) on 9 February 2022 to loan \$150,000 to BIR. The term of the loan was initially for 12 months but was extended by the borrower for a further 12 months at this time. The interest on the loan is 10% payable every 6 months.

A second loan agreement was signed on 5 May 2022. Wagering Technologies Pty Ltd agreed to loan BIR a further \$250,000. The term of the loan was 12 months but was extended by a further 12 months at this time. The interest on the loan was 10% payable every 6 months.

A third loan agreement was signed on 25 July 2022 where WT agreed to loan BIR a further \$150,000. The term of the loan was 12 months but was extended by a further 12 months at this time. The interest on the loan was 10% payable every 6 months.

\$180,000 was repaid in the half year ended 31 December 2023. As at 31 December 2023 the balance owing to Wagering Technology Pty Limited is \$316,076, including accrued interest of \$17,645.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 11: PROVISIONS

	Consolidated	
	31-Dec-23	30-Jun-23
	\$	\$
Provision for settlement claims and legal fees *	-	205,000
Annual Leave Provision	-	13,092
	-	218,092

NOTE 12: ISSUED CAPITAL

	Consolidated	
	31-Dec-23	30-Jun-23
	\$	\$
Issued and paid up capital		
Ordinary shares fully paid	32,439,916	32,733,701

(a) Movement in ordinary shares on issue

	31-Dec-23		30-Jun-23	
	Number	\$	Number	\$
Balance at beginning of period	286,585,881	32,733,701	181,436,167	30,147,566
Conversion of convertible notes	-	-	89,500,000	2,058,500
Share issue – settlements	16,612,160	1,245,912	15,649,714	527,635
Balance at end of period	303,198,041	33,979,613	286,585,881	32,733,701

(b) Movement in share options on issue

	31-Dec-23	31-Dec-23
	Number	\$
Balance at beginning of period	93,645,389	83,223
Issue of share options	-	-
Balance at end of period	93,645,389	83,223

(c) Terms and conditions of contributed equity

Ordinary shares have the right to receive dividends as declared and, in the event of winding up of the Company, to participate in proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held. Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 13: PARENT ENTITY INFORMATION

	Parent	
	31-Dec-23	30-Jun-23
	\$	\$
Current assets	441,168	504,439
Total assets	5,720,114	5,090,653
Current liabilities	2,339,879	(1,488,442)
Total liabilities	2,339,879	(1,488,442)
Net assets	3,380,235	3,602,211
Issued capital	33,979,613	32,733,701
Share options	83,223	83,223
Accumulated losses	(30,682,601)	(29,214,713)
Total equity	3,380,235	3,602,211
Loss of the parent entity after tax	(1,467,888)	(693,564)
Other comprehensive income, net of tax	-	-
Total comprehensive income/(loss) of the parent entity	(1,467,888)	(693,564)

(a) Parent entity

The ultimate parent entity within the Group is Investor Centre Limited.

(b) Subsidiary

Pulse Markets Pty Ltd is a wholly owned subsidiary of the Company.

Pulse Markets, as the Company's subsidiary will continue its business operations.

Name of Controlled Entity	Class of Share	Place of Incorporation	% Held by Parent Entity	
			31-Dec-22	30-Jun-22
Pulse Markets Pty Ltd	Ordinary	Australia	100%	100%
Selecta Funds Management Pty Ltd	Ordinary	Australia	100%	100%
Investor Centre AFS Pty Ltd *	Ordinary	Australia	100%	n/a

*- Investor Centre AFS Pty Ltd was established on 8th of September 2022 as wholly owned subsidiary of ICU.

NOTE 14: FINANCIAL REPORTING BY SEGMENTS

The Board of Directors for Investor Centre Limited reviews internal reports prepared and strategic decisions of the Company are determined upon analysis of these internal reports. During the Reporting Period, the Company operated predominantly in one business and geographical segment. Accordingly, under the 'management approach' outlined, one operating segment has been identified and no further disclosure is required in the notes to the financial statements.

NOTE 15: EVENTS AFTER THE END OF THE INTERIM PERIOD

On 21 February 2024, the Company announced that it had signed a Heads of Agreement to acquire OneFocus Private Wealth Pty Ltd, the holder of a retail AFSL for \$250,000. The transaction is subject to satisfactory due diligence and the negotiation of a sale agreement to the Board's satisfaction.

There have been no other matters or circumstances that have arisen after balance date that have significantly affected, or may significantly affect, the operations of the group, the results of those operations, or the state of affairs of the of the group in future financial periods.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE HALF-YEAR ENDED 31 DECEMBER 2023

NOTE 16: FAIR VALUE MEASUREMENT

The carrying amounts of trade and other receivables and trade and other payables are assumed to approximate their fair values due to their short-term nature.

The net fair value of cash and cash equivalents and non-interest bearing monetary financial assets and financial liabilities approximate their carrying value.

The net fair value of financial assets and financial liabilities is based upon market prices where a market exists or by discounting the expected future cash flows by the current interest rates for assets and liabilities with similar risk profiles.

DIRECTORS' DECLARATION

In the opinion of the Directors of Investor Centre Limited ("the Company"):

1. The attached financial statements and notes thereto are in accordance with the Corporations Act 2001 including:
 - a) complying with Accounting Standard AASB 134: Interim Financial Reporting; and
 - b) giving a true and fair view of the Company's financial position as at 31 December 2023 and of its performance for the half-year then ended.
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 payable.

This declaration is signed in accordance with a resolution of the Board of Directors made pursuant to s.303(5) of the Corporations Act 2001.



Robert Fogarty

Director

Dated this 28 February 2024

**INVESTOR CENTRE LIMITED (FORMERLY BIR FINANCIAL LIMITED)
ABN 14 074 009 091
AND CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
INVESTOR CENTRE LIMITED (FORMERLY BIR FINANCIAL LIMITED)**

Report on the Half Year Financial Report

Conclusion

We have reviewed the accompanying half year financial report of Investor Centre Limited (formerly BIR Financial Limited) (the Company) and its controlled entities (the Group), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the half year ended on that date, a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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

- (a) giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the half year then ended; and
- (b) complying with AASB 134: *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis of Conclusion

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

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that the group incurred a net loss of \$1,260,097 during the half year ended 31 December 2023, and as of that date, the Group had net liabilities of \$1,812,990. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our conclusion is not modified in respect of this matter.

Responsibilities of the Directors for the Half Year Financial Report

The directors of the Group are responsible for the preparation of the half year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including Australian Accounting Interpretations) and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the interim financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

**INVESTOR CENTRE LIMITED (FORMERLY BIR FINANCIAL LIMITED)
ABN 14 074 009 091
AND CONTROLLED ENTITIES**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
INVESTOR CENTRE LIMITED (FORMERLY BIR FINANCIAL LIMITED)**


Auditor's Responsibility for the Review of the Half Year Financial Report

Our responsibility is to express a conclusion on the half year financial report based on our review. ASRE 410 requires us to conclude whether we have become aware of any matter that makes us believe that the half year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Group's financial position as at 31 December 2023 and its performance for the half year ended on that date, and complying with Accounting Standard AASB 134: *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and 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.



HALL CHADWICK (NSW)
Level 40, 2 Park Street
Sydney NSW 2000



STEWART THOMPSON
Partner

Dated: February 28, 2024