

Thrive Tribe Technologies Limited

ABN 64 600 717 539

Annual Report - 30 June 2024

The directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group' or 'Thrive Tribe') consisting of Thrive Tribe Technologies Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2024.

Directors

The following persons were directors of Thrive Tribe Technologies Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Rumi Guzder - Executive Director (Resigned 1 July 2023); Non-Executive Chairman (Appointed 1 July 2023)
Joshua Quinn - Non-Executive Director
Wesley Culley - Executive Director

Principal activities

During the financial year the principal continuing activities of the Group consisted of:

- the development of cloud based Software as a Service ('SaaS') products that enabled subscribed companies to communicate with their employees in an innovative, engaging and effective manner; and
- the production and sale of healthy snacks through its subsidiary, Daily Food Brand Pty Ltd.

Dividends

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

Review of operations

The loss for the Group after providing for income tax and non-controlling interest amounted to \$3,556,733 (30 June 2023: \$1,432,463).

On 30 June 2024, the investment in Daily Food Brand Pty Ltd ('Daily Food') was classified as a disposal group held for sale and as a discontinued operation. Daily Food was placed into administration on 28 August 2024.

Sixty rebranded as Kumu

Thrive Tribe rebranded and relaunched the Sixty platform as Kumu, a two-sided platform dedicated to better health and well-being where creators have the tools to create on their terms and amplify their impact, members can find the inspiration they need from verified experts they can trust.

To conduct the beta phase launch of Kumu, the Company significantly increased headcount and incurred substantial expenses with the Kumu team reaching a head count of 16 (including staff, contractors and consultants) with content creators across multiple disciplines joining Kumu. The Kumu product has undergone significant enhancements focused on improving user experience and platform functionality as set out in ASX announcements during the year.

Having successfully completed the beta, the Company has now significantly reduced headcount and costs in order to evaluate the results of the beta and conduct a strategic review of the Company's proprietary technology suite moving forward.

The Company now has an extensive software suite and is evaluating ways to best leverage this software for maximum shareholder return on investment. The Company sees many potential use cases for the software it has developed across multiple sectors – mental health, wellness and the NDIS sector.

The strategic review and headcount adjustment ensures that the Company is well positioned to maximise the potential of its technological innovations and explore new market opportunities.

Slik Investment

The Company continues to hold its equity interest in Slik (<https://www.slikpro.com>) and rights to cross sell Slik, through Sixty, in the APAC region.

Slik have indicated to the Company a strong growth in the client base and release of new features over the last quarter of the financial. To support the continued growth and development, the Board understands Slik is initiating a USD\$1.5 million investment round which the Company is closely monitoring. The Company maintains the investment in Slik which continues to have commercial value of at least the cost amount, however due to the specific valuation and documentary evidence requirements under the accounting standards the investment is impaired at year end to a nominal value.

The Company intends to exit its position from Slik on appropriate commercial terms at the appropriate time to maximise return on the investment.

Daily Food

The Company increased its investment from 37.5% to 54% and is currently the majority shareholder in Daily Food, as such Daily Food is now part of the consolidated group effective from 1 October 2023.

Daily Food was placed into administration on 28 August 2024. This follows the announcement on 30 June 2024 of the proposed closure of operations and cessation of trading expected by the end of August 2024.

During the period from 1 July 2024 to the appointment of the administrator, Daily Food traded to sell the available stock, collect outstanding receivables and dispose of machinery items.

The Company is participating in the administration process and attended the first meeting of creditors held on 6 September 2024 with Formal Proof of Debt for the loan funds and interest advanced to Daily Food in the amount of \$160,162. The Company is awaiting further reports from the Administrator however, is not expecting to receive any material distribution.

Significant changes in the state of affairs

The Company announced to the market on 27 June 2023 a capital raise of \$5,000,000 by issuance of convertible notes, subject to shareholder approval at an EGM that occurred on 19 September 2023. Subsequently, the Company made the decision to reduce its loan funds raised from investors by \$800,000. During the December quarter, the Company repaid \$400,000 and in January 2024 repaid a further \$400,000. Therefore, the Company had on issue 4,200,000 convertible notes pursuant to the approval by shareholders at an EGM held on 19 September 2023. The conversion price on the notes is 5 cents with an 18-month term on the terms announced to the market on 27 June 2023. The Company converted \$4,000,000 of these convertible notes to 80,000,000 shares on 22 April 2024.

Other than the decision to cease operations and the subsequent appointment of an administrator of Daily Food (as described above), there were no other significant changes in the state of affairs of the Group during the financial year.

Matters subsequent to the end of the financial year

On 16 July 2024, the Company announced its intention to launch a non-underwritten share purchase plan ('SPP') to raise up to \$282,000. Shares would be offered at \$0.002 cents per share, a 15% discount on 5 day VWAP at close of 15 July 2024. Offer was expected to open 23 July 2024 and close on 6 August 2024. On 8 August 2024, the Company announced that the SPP was fully subscribed with \$282,000 received in subscriptions. The new shares totalling 14,100,000 were issued on 12 August 2024.

On 30 August 2024, Daily Food was placed into administration. The Company no longer has control or influence over the operations of Daily Food.

On 16 September 2024, the Company advised that it received a research and development (R&D) tax refund of \$1,508,698 (including interest) for the 2024 financial year, under the Australian Government's R&D Tax incentive program.

No other matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Likely developments and expected results of operations

The Board and Management team remain confident and passionate in the growth prospects of the Group and its unique market position. The Group is forecasting an increase in business development activities in the next financial year.

Environmental regulation

The Group is not subject to any significant environmental regulation under Australian Commonwealth or State law.

Information on directors

Name: Rumi Guzder
Title: Non-Executive Chairman
Qualifications: BEng
Experience and expertise: Rumi is a mathematician and electrical engineer who specialises in control systems theory, distributed computing and IT infrastructure more broadly. Rumi started his career in academia pursuing Master's level study in control systems theory. During Rumi's time in academia, he worked in several research programmes associated with Hydro Quebec and Aeronautics companies.

Rumi was head hunted from academia to work on numerous cutting edge technological projects in his home of Canada and also in North America. Rumi's experience is wide ranging, it includes:

Leading the IT functions for an airfreight company which was eventually sold to Dachser GMBH. During Rumi's time here he was instrumental in modernising and deploying IT infrastructure and EDI systems for freight forwarding. The IT transformations which Rumi implemented proved to be significant motivation for Dachser GMBH acquiring the company; and

Founding one of the world's first full-screen, self-service mobile advertising platforms. Rumi built the back-end data systems and infrastructure deployment. The company grew to more than 2 million impressions per day with annual revenues of more than \$CAD 5 million.

As an expert in his field, Rumi's other consulting projects have been varied. His experience also includes work in payment processing and supply chain management. As part of his consultancy, Rumi has been involved in successful reverse takeovers on the CSE (Canadian Stock Exchange).

Other current directorships: None
Former directorships (last 3 years): None
Special responsibilities: None
Interests in shares: 12,051,283 ordinary shares
Interests in options: None

Name: Joshua Quinn
Title: Non-Executive Director
Qualifications: CAANZ, B.Com, LL.M, CTA
Experience and expertise: Joshua has over 20 years of experience in private practice within Business Services and Corporate Tax teams of Big 4 and leading Mid-Tier Firms providing business and taxation advice and compliance services to high net wealth individuals, private family groups, listed corporations and multinationals. He has experience with all aspects of Australian taxation and accounting including income tax, capital gains tax, tax provisions, tax consolidation, tax audits and tax compliance.

Other current directorships: Non-Executive Director and Interim Company Secretary of Ovanti Limited (ASX: OVT) (formerly IOU Pay Limited (ASX: IOU); Executive Director of Bridge SaaS Limited (ASX: BGE)

Former directorships (last 3 years): None
Special responsibilities: Accounting, treasury and taxation function; Company Secretary
Interests in shares: 833,334 ordinary shares
Interests in options: None

Name:	Wesley Culley
Title:	Executive Director
Qualifications:	Bachelor of Marketing
Experience and expertise:	Wes has a passion for helping motivated CEO's and Founders of technology and growth companies. Wes' experience includes working in the start-up space selling SaaS services, digital solutions and physical products to Australian/International small and medium enterprises ('SMEs') and corporates for the past 20 years. His passion is growing sales and investing in companies with blue sky. He has participated in over 50 plus capital raises and has a network of brokers, funds, venture capitalists and wholesale investor groups.
Other current directorships:	Non-Executive Director of Bridge SaaS Limited (ASX: BGE)
Former directorships (last 3 years):	None
Interests in shares:	1,656,918 ordinary shares
Interests in options:	None

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Company secretary

Joshua Quinn was appointed company secretary on 14 January 2021. Joshua currently serves as a Non-Executive Director. Refer to information on directors for further information on Joshua.

Meetings of directors

The number of meetings of the Company's Board of Directors ('the Board') held during the year ended 30 June 2024, and the number of meetings attended by each director were:

	Full Board Attended	Full Board Held
Rumi Guzder	11	11
Joshua Quinn	11	11
Wesley Culley	11	11

Held: represents the number of meetings held during the time the director held office.

The functions of the Nomination and Remuneration Committee and the Audit and Risk Committee are carried out by the full Board.

Remuneration report (audited)

The remuneration report details the key management personnel ('KMP') remuneration arrangements for the Group, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all directors.

The remuneration report is set out under the following main headings:

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the Group's executive reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that executive reward satisfies the following key criteria for good reward governance practices:

- competitiveness and reasonableness;
- acceptability to shareholders;
- performance linkage / alignment of executive compensation; and
- transparency.

The Board is responsible for determining and reviewing remuneration arrangements for its directors and executives. The performance of the Group depends on the quality of its directors and executives. The remuneration philosophy is to attract, motivate and retain high performance and high quality personnel.

The Board has structured an executive remuneration framework that is market competitive and complementary to the reward strategy of the Group.

The reward framework is designed to align executive reward to shareholders' interests. The Board has considered that it should seek to enhance shareholders' interests by:

- having economic profit as a core component of plan design;
- focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the executive on key non-financial drivers of value; and
- attracting and retaining high calibre executives.

Additionally, the reward framework should seek to enhance executives' interests by:

- rewarding capability and experience;
- reflecting competitive reward for contribution to growth in shareholder wealth; and
- providing a clear structure for earning rewards.

In accordance with best practice corporate governance, the structure of non-executive director and executive director remuneration is separate.

Non-executive directors' remuneration

Fees and payments to non-executive directors reflect the demands and responsibilities of their role. Non-executive directors' fees and payments are reviewed annually by the Board. The Board may, from time to time, receive advice from independent remuneration consultants to ensure non-executive directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other non-executive directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-executive directors do not receive share options or other incentives.

ASX listing rules require the aggregate non-executive directors' remuneration be determined periodically by a general meeting. The most recent determination was at the Annual General Meeting held on 19 November 2015, where the shareholders approved a maximum annual aggregate remuneration of \$800,000.

Executive remuneration

The Group aims to reward executives based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The executive remuneration and reward framework has the following components:

- base pay and non-monetary benefits;
- short-term performance incentives;
- long-term incentives; and
- other remuneration such as superannuation and long service leave.

The combination of these comprises the executive's total remuneration.

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Board based on individual and business unit performance, the overall performance of the Group and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the Group and provides additional value to the executive.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of executives. STI payments are granted to executives based on specific annual targets and key performance indicators ('KPI's') being achieved. KPI's include profit contribution, customer satisfaction, leadership contribution and product management.

The long-term incentives ('LTI') include share-based payments. Shares may be awarded to executives based on long term incentive measures. These include increase in shareholders' value relative to the entire market and the increase compared to the Group direct competitors.

Group performance and link to remuneration

The Group's software products are in the development stage of their life cycle and are not yet generating any returns. On this basis, remuneration for the year was not linked directly to Group performance. Any bonuses and LTI granted are at the discretion of the Board. The share option plan is subject to participants meeting service conditions at the vesting date. There were no performance conditions linked to the share option plan.

Use of remuneration consultants

During the financial year ended 30 June 2024, the Group did not engage any remuneration consultants.

Voting and comments made at the Company's 2023 Annual General Meeting ('AGM')

At the 2023 AGM, 74.12% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2023. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Details of remuneration

Amounts of remuneration

Details of the remuneration of KMP of the Group are set out in the following tables.

The key management personnel of the Group consisted of the directors of Thrive Tribe Technologies Limited.

Amounts of remuneration

Details of the remuneration of KMP of the Group are set out in the following tables:

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
	Cash salary and fees	Cash bonus	Other	Super-annuation	Long service leave	Equity-settled	Total
	\$	\$	\$	\$	\$	\$	\$
2024							
<i>Non-Executive Directors:</i>							
Rumi Guzder	27,498	-	-	-	-	-	27,498
Joshua Quinn*	225,150	-	-	-	-	-	225,150
<i>Executive Directors:</i>							
Wesley Culley	240,000	-	-	-	-	-	240,000
	492,648	-	-	-	-	-	492,648

* Included in fees is \$105,150 for accountancy services provided to the Group.

	Short-term benefits			Post-employment benefits	Long-term benefits	Share-based payments	
	Cash salary and fees	Cash bonus	Other	Super-annuation	Long service leave	Equity-settled	Total
	\$	\$	\$	\$	\$	\$	\$
2023							
<i>Non-Executive Directors:</i>							
Joshua Quinn*	146,000	-	-	-	-	-	146,000
<i>Executive Directors:</i>							
Rumi Guzder	42,000	-	-	-	-	-	42,000
Wesley Culley	176,667	-	-	8,050	-	-	184,717
	364,667	-	-	8,050	-	-	372,717

* Included in fees is \$72,000 for accountancy services provided to the Group.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

Name	Fixed remuneration		At risk - STI		At risk - LTI	
	2024	2023	2024	2023	2024	2023
<i>Non-Executive Directors:</i>						
Rumi Guzder	100%	100%	-	-	-	-
Joshua Quinn	100%	100%	-	-	-	-
<i>Executive Directors:</i>						
Wesley Culley	100%	100%	-	-	-	-

Service agreements

Remuneration and other terms of employment for KMP are formalised in service agreements. Details of these agreements are as follows:

Name:	Rumi Guzder
Title:	Non-Executive Chairman
Agreement commenced:	5 September 2019
Term of agreement:	Appointment until next Annual General Meeting, at which point he will be eligible for re-election
Details:	Base salary fee of \$27,498 per annum to be reviewed annually by the Board. Rumi is eligible for incentive compensation, including fees, salary, fringe benefits, superannuation contributions and non-cash benefits in accordance with Company's constitution. Rumi may terminate the agreement at any time by providing written notice to the Company. Rumi's appointment may otherwise be terminated at any time for cause by notice to Rumi from the Company.
Name:	Joshua Quinn
Title:	Non-Executive Director
Agreement commenced:	30 December 2019
Term of agreement:	Appointment until next Annual General Meeting, at which point he will be eligible for re-election
Details:	Base salary fee of \$120,000 per annum to be reviewed annually by the Board. Joshua is eligible for incentive compensation, including fees, salary, fringe benefits, superannuation contributions and non-cash benefits in accordance with Company's constitution. Joshua may terminate the agreement at any time by providing written notice to the Company. Joshua's appointment may otherwise be terminated at any time for cause by notice to Joshua from the Company.

Name:	Wesley Culley
Title:	Executive Director
Agreement commenced:	14 January 2021
Term of agreement:	Appointment until next Annual General Meeting, at which point he will be eligible for re-election
Details:	Base salary fee of \$240,000 per annum excluding superannuation to be reviewed annually by the Board. Wes is eligible for incentive compensation, including fees, salary, fringe benefits, superannuation contributions and non-cash benefits in accordance with Company's constitution. Wes may terminate the agreement at any time by providing written notice to the Company. Wes's appointment may otherwise be terminated at any time for cause by notice to Wes from the Company.

KMP have no entitlement to termination payments in the event of removal for misconduct.

Share-based compensation

Issue of shares

There were no shares issued to directors and other KMP as part of compensation during the year ended 30 June 2024.

Options

There were no options over ordinary shares granted to or vested in directors and other key management personnel as part of compensation during the year ended 30 June 2024.

Additional disclosures relating to key management personnel

Shareholding

The number of shares in the Company held during the financial year by each director and other members of KMP of the Group, including their personally related parties, is set out below:

	Balance at the start of the year	Received as part of remuneration	Additions	Disposals/ other	Balance at the end of the year
<i>Ordinary shares</i>					
Rumi Guzder	1,666,667	-	10,384,616	-	12,051,283
Joshua Quinn	833,334	-	-	-	833,334
Wesley Culley	1,656,918	-	-	-	1,656,918
	<u>4,156,919</u>	<u>-</u>	<u>10,384,616</u>	<u>-</u>	<u>14,541,535</u>

This concludes the remuneration report, which has been audited.

Shares under option

Unissued ordinary shares of Thrive Tribe Technologies Limited under option at the date of this report are as follows:

Grant date	Expiry date	Exercise price	Number under option
30/11/2022	30/11/2025	\$0.060	2,500,000
30/11/2022	30/11/2025	\$0.010	2,500,000
24/04/2023	26/04/2025	\$0.020	30,000,000
15/12/2023	15/12/2026	\$0.100	15,000,000
			<u>50,000,000</u>

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

Shares issued on the exercise of options

There were no ordinary shares of Thrive Tribe Technologies Limited issued on the exercise of options during the year ended 30 June 2024 and up to the date of this report.

Indemnity and insurance of officers

The Company has indemnified the directors and executives of the Company for costs incurred, in their capacity as a director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the directors and executives of the Company against a liability to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

Indemnity and insurance of auditor

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

Non-audit services

There were no non-audit services provided during the financial year by the auditor.

Officers of the Company who are former partners of In Corp Audit & Assurance Pty Ltd (formerly Rothsay Audit & Assurance Pty Ltd)

There are no officers of the Company who are former partners of In Corp Audit & Assurance Pty Ltd.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the Corporations Act 2001 is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the directors



Joshua Quinn
Non-Executive Director and Company Secretary

27 September 2024
Sydney

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

To the Directors of Thrive Tribe Technologies Ltd:

As lead auditor of Thrive Tribe Technologies Ltd for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been:

- no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in relation to Thrive Tribe Technologies Ltd and the entities it controlled during the year.

In.Corp Audit & Assurance Pty Ltd
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In.Corp Audit & Assurance Pty Ltd



Graham Webb
Director

Sydney, 27 September 2024

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Thrive Tribe Technologies Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2024



	Note	Consolidated 2024 \$	2023 \$
Revenue			
Revenue	5	16,329	18,991
Research and development tax incentive	6	1,067,254	459,445
Interest revenue calculated using the effective interest method		72,028	2,835
Other income	7	454	41,342
Fair value gain on previously held equity interest in controlled entity	31	300,000	-
Expenses			
Employee benefits expense		(1,020,832)	(360,015)
Depreciation expense		(8,576)	-
Advertising and marketing expenses		(376,551)	(36,112)
Occupancy expenses	8	(47,206)	(14,178)
Professional and consulting expenses		(1,895,669)	(1,034,288)
Compliance and share registry expenses		(67,936)	(52,092)
Impairment of investments	14	(402,678)	-
Impairment of goodwill	16	(592,621)	-
Share-based payment expense	35	(60,000)	(332,692)
Other expenses		(289,639)	(125,699)
Finance costs	8	(129,074)	-
Loss before income tax expense from continuing operations		(3,434,717)	(1,432,463)
Income tax expense	9	-	-
Loss after income tax expense from continuing operations		(3,434,717)	(1,432,463)
Loss after income tax expense from discontinued operations	10	(225,956)	-
Loss after income tax expense for the year		(3,660,673)	(1,432,463)
Other comprehensive income for the year, net of tax		-	-
Total comprehensive income for the year		<u>(3,660,673)</u>	<u>(1,432,463)</u>
Loss for the year is attributable to:			
Non-controlling interest		(103,940)	-
Owners of Thrive Tribe Technologies Limited		(3,556,733)	(1,432,463)
		<u>(3,660,673)</u>	<u>(1,432,463)</u>
Total comprehensive income for the year is attributable to:			
Continuing operations		-	-
Discontinued operations		(103,940)	-
Non-controlling interest		(103,940)	-
Continuing operations		(3,330,777)	(1,432,463)
Discontinued operations		(225,956)	-
Owners of Thrive Tribe Technologies Limited		(3,556,733)	(1,432,463)
		<u>(3,660,673)</u>	<u>(1,432,463)</u>

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

Thrive Tribe Technologies Limited
Consolidated statement of profit or loss and other comprehensive income
For the year ended 30 June 2024



		Cents	Cents
Earnings per share for loss from continuing operations attributable to the owners of Thrive Tribe Technologies Limited			
Basic earnings per share	34	(1.09)	(0.66)
Diluted earnings per share	34	(1.09)	(0.66)
Earnings per share for loss from discontinued operations attributable to the owners of Thrive Tribe Technologies Limited			
Basic earnings per share	34	(0.04)	-
Diluted earnings per share	34	(0.04)	-
Earnings per share for loss attributable to the owners of Thrive Tribe Technologies Limited			
Basic earnings per share	34	(1.13)	(0.66)
Diluted earnings per share	34	(1.13)	(0.66)

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

	Note	Consolidated 2024 \$	2023 \$
Assets			
Current assets			
Cash and cash equivalents	11	156,315	5,136,549
Trade and other receivables	12	1,588,580	624,708
Other assets	13	14,210	111,010
		1,759,105	5,872,267
Assets of disposal groups classified as held for sale	10	82,903	-
Total current assets		1,842,008	5,872,267
Non-current assets			
Financial assets at fair value through profit or loss	14	100	402,212
Plant and equipment	15	8,069	-
Intangibles	16	1,443,615	863,658
Other assets	17	-	75,000
Total non-current assets		1,451,784	1,340,870
Total assets		3,293,792	7,213,137
Liabilities			
Current liabilities			
Trade and other payables	18	632,632	492,169
Borrowings	19	150,000	-
Employee benefits		17,122	-
		799,754	492,169
Liabilities directly associated with assets classified as held for sale	10	201,309	-
Total current liabilities		1,001,063	492,169
Non-current liabilities			
Borrowings	20	-	5,000,000
Total non-current liabilities		-	5,000,000
Total liabilities		1,001,063	5,492,169
Net assets		2,292,729	1,720,968
Equity			
Issued capital	21	29,629,777	25,320,517
Reserves	22	490,924	464,174
Accumulated losses		(27,587,206)	(24,063,723)
Equity attributable to the owners of Thrive Tribe Technologies Limited		2,533,495	1,720,968
Non-controlling interest		(240,766)	-
Total equity		2,292,729	1,720,968

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

Thrive Tribe Technologies Limited
Consolidated statement of changes in equity
For the year ended 30 June 2024



Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Non-controlling interest \$	Total equity \$
Balance at 1 July 2022	23,791,556	204,174	(22,631,260)	-	1,364,470
Loss after income tax expense for the year	-	-	(1,432,463)	-	(1,432,463)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	(1,432,463)	-	(1,432,463)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 21)	1,528,961	-	-	-	1,528,961
Share-based payments (note 22)	-	260,000	-	-	260,000
Balance at 30 June 2023	<u>25,320,517</u>	<u>464,174</u>	<u>(24,063,723)</u>	<u>-</u>	<u>1,720,968</u>

Consolidated	Issued capital \$	Reserves \$	Accumulated losses \$	Non-controlling interest \$	Total equity \$
Balance at 1 July 2023	25,320,517	464,174	(24,063,723)	-	1,720,968
Loss after income tax expense for the year	-	-	(3,556,733)	(103,940)	(3,660,673)
Other comprehensive income for the year, net of tax	-	-	-	-	-
Total comprehensive income for the year	-	-	(3,556,733)	(103,940)	(3,660,673)
<i>Transactions with owners in their capacity as owners:</i>					
Contributions of equity, net of transaction costs (note 21)	4,309,260	-	-	-	4,309,260
Share-based payments (note 22)	-	60,000	-	-	60,000
Initial recognition of non-controlling interest	-	-	-	(136,826)	(136,826)
Transfer of expired options to accumulated losses	-	(33,250)	33,250	-	-
Balance at 30 June 2024	<u>29,629,777</u>	<u>490,924</u>	<u>(27,587,206)</u>	<u>(240,766)</u>	<u>2,292,729</u>

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

	Note	Consolidated 2024 \$	2023 \$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		365,491	29,978
Payments to suppliers and employees (inclusive of GST)		(4,288,819)	(1,579,414)
		(3,923,328)	(1,549,436)
Interest received		72,028	2,835
Other revenue		454	592,131
Interest and other finance costs paid		(22,741)	-
Net cash used in operating activities	33	(3,873,587)	(954,470)
Cash flows from investing activities			
Payment for purchase of business, net of cash acquired	31	4,453	-
Payments for investments		-	(389,495)
Payments for plant and equipment	15	(16,645)	-
Payments for development expenditure	16	(579,957)	(493,504)
Net cash used in investing activities		(592,149)	(882,999)
Cash flows from financing activities			
Proceeds from issue of shares	21	329,000	370,000
Proceeds from issue of convertible notes		-	1,000,000
Proceeds from loan		-	5,000,000
Share issue transaction costs		(19,740)	(48,731)
Repayment of borrowings		(821,726)	-
Net cash (used in)/from financing activities		(512,466)	6,321,269
Net (decrease)/increase in cash and cash equivalents		(4,978,202)	4,483,800
Cash and cash equivalents at the beginning of the financial year		5,136,549	652,749
Cash and cash equivalents at the end of the financial year	11	<u>158,347</u>	<u>5,136,549</u>

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

Note 1. General information

The financial statements cover Thrive Tribe Technologies Limited as a Group consisting of Thrive Tribe Technologies Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Thrive Tribe Technologies Limited's functional and presentation currency.

Thrive Tribe Technologies Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

MLC Centre
Level 57
19-29 Martin Place
Sydney NSW 2000
Australia

A description of the nature of the Group's operations and its principal activities are included in the directors' report, which is not part of the financial statements.

The financial statements were authorised for issue, in accordance with a resolution of directors, on 27 September 2024. The directors have the power to amend and reissue the financial statements.

Note 2. Material accounting policy information

The accounting policies that are material to the Group are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

Going concern

The financial statements have been prepared on a going concern basis.

During the year ended 30 June 2024, the Group incurred a loss of \$3,660,673 (2023: \$1,432,463). The cash outflow from operating activities was \$3,873,587 (2023: \$954,470). As at 30 June 2024, the Group has cash reserves of \$156,315 (2023: \$5,136,549) and net current assets of \$840,945 (2023: \$5,380,098).

The Group's ability to continue as a going concern is dependent upon the generation of cash from operations and the sufficiency of current cash reserves to meet existing obligations. The Directors believe current cash reserves are sufficient for the Group to be able to pay its debts as and when they fall due for a period of at least 12 months from the date of these financial statements.

Notwithstanding the above, the Directors believe that the Group will continue as a going concern since the Group continues to retain corporate advisors Clee Capital Pty Ltd ('Clee Capital') who have funded the Company in an ongoing and reliable capacity for the past 4 years. Clee Capital and their high net worth investors have advised the Company they will continue to support the Company's ongoing capital requirements and will raise capital for the Company as and when required on prevailing commercial terms at the appropriate time.

On 6 August 2024, the Company completed a fully subscribed Share Purchase Plan with subscriptions received in the amount of \$282,000 with 14,100,000 new shares issued at a price of \$0.002 per share on 12 August 2024.

On 16 September 2024, the Company announced that it received an R&D tax refund of \$1,508,698 (including interest) for the 2024 financial year, under the Australian Government's R&D Tax incentive program.

If the Group is not successful in securing additional funds, there is a material uncertainty that may cast significant doubt whether the Group will continue as a going concern and therefore the Group may be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Note 2. Material accounting policy information (continued)

The financial statements do not contain any adjustments relating to the recoverability and classification of recorded assets or liabilities that might be necessary should the Group not be able to continue as a going concern.

Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared on the historical cost convention, except for financial assets at fair value through profit or loss.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the Group only. Information about the parent entity is disclosed in note 30.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Thrive Tribe Technologies Limited ('Company' or 'parent entity') as at 30 June 2024 and the results of all subsidiaries for the year then ended. Thrive Tribe Technologies Limited and its subsidiaries together are referred to in these financial statements as the 'Group' or 'Thrive Tribe'.

Subsidiaries are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the Group. Losses incurred by the Group are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the Group loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The Group recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Note 2. Material accounting policy information (continued)

Revenue recognition

The Group recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Subscription fees

Subscription fees from THE licence of Software-as-a-Service ('SaaS') products are recognised over time, being on a straight-line basis over the period the performance obligation, when the right to access is satisfied in accordance with the terms of the contract. Contract liabilities relate to revenue which has been billed to the customers for which the services are yet to be performed.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Government grants

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Research and development tax incentive

The Group has adopted the income approach to accounting for the research and development tax incentive pursuant to AASB 120 'Accounting for Government Grant and Disclosure of Government Assistance' whereby the incentive is recognised in profit or loss on a systematic basis over the periods in which the Group recognises the eligible expenses. Where the research and development costs are capitalised as an intangible or property, plant and equipment asset, the research and development tax incentive has been offset against the capitalised expenditure.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- when the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- when the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Note 2. Material accounting policy information (continued)

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Thrive Tribe Technologies Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated Group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated Group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within Group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated Group.

In addition to its own current and deferred tax amounts, the head entity also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from each subsidiary in the tax consolidated Group.

Assets or liabilities arising under tax funding agreements with the tax consolidated entities are recognised as amounts receivable from or payable to other entities in the tax consolidated Group. The tax funding arrangement ensures that the intercompany charge equals the current tax liability or benefit of each tax consolidated Group member, resulting in neither a contribution by the head entity to the subsidiaries nor a distribution by the subsidiaries to the head entity.

Discontinued operations

A discontinued operation is a component of the Group that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

Non-current assets or disposal groups classified as held for sale

Non-current assets and assets of disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continued use. They are measured at the lower of their carrying amount and fair value less costs of disposal. For non-current assets or assets of disposal groups to be classified as held for sale, they must be available for immediate sale in their present condition and their sale must be highly probable.

An impairment loss is recognised for any initial or subsequent write down of the non-current assets and assets of disposal groups to fair value less costs of disposal. A gain is recognised for any subsequent increases in fair value less costs of disposal of a non-current assets and assets of disposal groups, but not in excess of any cumulative impairment loss previously recognised.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of assets held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current assets. The liabilities of disposal groups classified as held for sale are presented separately on the face of the statement of financial position, in current liabilities.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Note 2. Material accounting policy information (continued)

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the group has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit; or (ii) designated as such upon initial recognition, where they are managed on a fair value basis or to eliminate or significantly reduce an accounting mismatch. Except for effective hedging instruments, derivatives are also categorised as fair value through profit or loss. Fair value movements are recognised in profit or loss.

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Software development

Research costs associated with the development of software are expensed in the period in which they are incurred. Software development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the Group is able to use or sell the asset; the Group has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised software development costs are amortised on a straight-line basis over the period of their expected benefit. As at 30 June 2024, the capitalised software development is not yet ready for use and not yet amortised. Capitalised software development costs are assessed at each reporting date for impairment.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised and included in shareholders equity as a convertible note reserve, net of transaction costs. The carrying amount of the conversion option is not remeasured in the subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Note 2. Material accounting policy information (continued)

Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

Share-based payments

Equity-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment.

The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, they are treated as if they have vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the Group assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the Group's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

Note 2. Material accounting policy information (continued)

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the Group for the annual reporting period ended 30 June 2024. The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

AASB 18 Presentation and Disclosure in Financial Statements

This standard is applicable to annual reporting periods beginning on or after 1 January 2027, with early adoption permitted. The standard replaces AASB 101 'Presentation of Financial Statements', although many of the requirements have been carried forward unchanged and is accompanied by limited amendments to the requirements in AASB 107 'Statement of Cash Flows'. The standard requires income and expenses to be classified into five categories: 'Operating' (residual category if income and expenses are not classified into another category), 'Investing', 'Financing', 'Income taxes' and 'Discontinued operations'. The standard introduces two mandatory sub-totals: 'Operating profit' and 'Profit before finance and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on how to organise and group information (aggregation and disaggregation) in the financial statements and whether to provide it in the primary financial statements or in the notes. The Group will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss.

Note 3. Critical accounting judgements, estimates and assumptions

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each Group. These assumptions include recent sales experience, historical collection rates and forward-looking information that is available. The allowance for expected credit losses, as disclosed in note 12, is calculated based on the information available at the time of preparation. The actual credit losses in future years may be higher or lower.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The Group assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the Group and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions, including cash flow projections, estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Note 3. Critical accounting judgements, estimates and assumptions (continued)

Income tax

The Group is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on the Group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Recovery of deferred tax assets

Deferred tax assets are recognised for deductible temporary differences only if the Group considers it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Note 4. Operating segments

Identification of reportable operating segments

The Group is organised into three operating segments: Thrive Tribe Technologies (previously 'Wooboard Technologies'), Wooboard Software-as-a-Service products ('Wooboard SaaS') and Kumu Group Pty Ltd. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews adjusted EBITDA (earnings before interest, tax, depreciation and amortisation adjusted for impairment of assets and non-operating income and expenses). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

The information reported to the CODM is on a monthly basis.

Geographical information is disclosed in note 5.

Types of products and services

The principal products and services of each of these operating segments are as follows:

Thrive Tribe Technologies	Product development and investment operations including short term share trades
Wooboard SaaS	Sale of cloud based Software as a Service ('SaaS') products that enabled subscribed companies to communicate with their employees in an innovative, engaging and effective manner
Kumu Group Pty Ltd	Two-sided platform allows for creators and members to create new connections - testing phase

Major customers

During the year ended 30 June 2024, approximately 21% (2023: 32%) of the Group's sales to external customers was derived from one customer.

Note 4. Operating segments (continued)

Operating segment information

	Thrive Tribe Technologies \$	Wooboard SaaS \$	Kumu Group \$	Total \$
Consolidated - 2024				
Revenue				
Sales to external customers	-	16,329	-	16,329
Other revenue/(expense)	567	(158)	45	454
Interest	72,028	-	-	72,028
Total revenue	<u>72,595</u>	<u>16,171</u>	<u>45</u>	<u>88,811</u>
Adjusted EBITDA	<u>(2,061,338)</u>	<u>635</u>	<u>(313,093)</u>	<u>(2,373,796)</u>
Depreciation and amortisation				(8,576)
Impairment of goodwill				(592,621)
Impairment of investments				(402,678)
Interest revenue				72,028
Finance costs				(129,074)
Loss before income tax expense				<u>(3,434,717)</u>
Income tax expense				-
Loss after income tax expense				<u>(3,434,717)</u>
	Thrive Tribe Technologies \$	Wooboard SaaS \$		Total \$
Consolidated - 2023				
Revenue				
Sales to external customers	-	18,991		18,991
Interest	2,835	-		2,835
Total revenue	<u>2,835</u>	<u>18,991</u>		<u>21,826</u>
Adjusted EBITDA	<u>(1,453,217)</u>	<u>17,919</u>		<u>(1,435,298)</u>
Interest revenue				2,835
Loss before income tax expense				<u>(1,432,463)</u>
Income tax expense				-
Loss after income tax expense				<u>(1,432,463)</u>

All assets and liabilities, including taxes are not allocated to the operating segments as they are managed on an overall Group basis.

Note 5. Revenue

	Consolidated 2024 \$	Consolidated 2023 \$
<i>Revenue from contracts with customers</i>		
Rendering of services - subscription fees recognised over time	<u>16,329</u>	<u>18,991</u>

Note 5. Revenue (continued)

Disaggregation of revenue

The disaggregation of revenue from contracts with customers is as follows:

	Consolidated 2024 \$	Consolidated 2023 \$
Services transferred over time	16,329	18,991

All revenue from contracts with customers is recognised in Australia. Revenue by product line is disclosed in note 4.

Note 6. Research and development tax incentive

	Consolidated 2024 \$	Consolidated 2023 \$
Research and development tax incentive	1,067,254	459,445

Research and development tax incentive

The Group has adopted the income approach to accounting for research and development tax offsets pursuant to AASB 120 'Accounting for Government Grant and Disclosure of Government Assistance' whereby the incentive is recognised in profit or loss on a systematic basis over the periods in which the Group recognises the eligible expenses. When the research and development tax incentive relates to expenditure that has been capitalised as software development costs, the research and development tax incentive has been offset against the capitalised expenditure (refer to note 16).

Note 7. Other income

	Consolidated 2024 \$	Consolidated 2023 \$
Net foreign exchange gain	409	13,367
Other	45	27,975
Other income	454	41,342

Note 8. Expenses

	Consolidated 2024 \$	Consolidated 2023 \$
Loss before income tax from continuing operations includes the following specific expenses:		
<i>Finance costs</i>		
Interest and finance charges paid/payable on borrowings	14,959	-
Interest and finance charges on convertible notes	114,115	-
Finance costs expensed	129,074	-
<i>Leases</i>		
Short-term lease payments	47,206	14,178
<i>Superannuation expense</i>		
Defined contribution superannuation expense	77,226	18,802

Note 9. Income tax expense

	Consolidated 2024 \$	2023 \$
<i>Numerical reconciliation of income tax expense and tax at the statutory rate</i>		
Loss before income tax expense from continuing operations	(3,434,717)	(1,432,463)
Loss before income tax expense from discontinued operations	(225,956)	-
	<u>(3,660,673)</u>	<u>(1,432,463)</u>
Tax at the statutory tax rate of 25%	(915,168)	(358,116)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Non-deductible expenses	349,025	79,135
Non-assessable income	(267,093)	(118,028)
Other deductible expenses	(52,021)	(144,398)
	<u>(885,257)</u>	<u>(541,407)</u>
Current year tax losses and temporary differences not recognised	885,257	541,407
Income tax expense	<u>-</u>	<u>-</u>

	Consolidated 2024 \$	2023 \$
<i>Tax losses not recognised</i>		
Unused tax losses for which no deferred tax asset has been recognised	18,446,469	16,602,237
Potential tax benefit at statutory tax rates @ 25%	4,611,617	4,150,559

The above potential tax benefit for tax losses has not been recognised in the statement of financial position. These tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

	Consolidated 2024 \$	2023 \$
<i>Deferred tax assets not recognised</i>		
Deferred tax assets not recognised comprises temporary differences attributable to:		
Accrued expenses	41,007	13,763
Blackhole expenditure	63,515	60,523
Total deferred tax assets not recognised	<u>104,522</u>	<u>74,286</u>

The above potential tax benefit, which excludes tax losses, for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

As at 30 June 2024, unused capital losses for which no deferred tax asset has been recognised amounted to \$3,222,411 (2023: \$3,222,411). The potential tax benefit at 25% (2023: 25%) is \$805,603 (2023: \$805,603).

Note 10. Discontinued operations

Description

As at 30 June 2024, the Company classified its investment in Daily Food as a discontinued operation. Consequently, Daily Food is no longer presented in note 4 'Operating segments'. The financials and disclosure notes for Daily Food for the period 1 October 2023 to 30 June 2024 are presented below.

Note 10. Discontinued operations (continued)

Financial performance information

	Daily Food 2024 \$
Food sales	324,970
Cost of goods sold	(114,152)
Employee benefits expense	(257,704)
Advertising and marketing expenses	(60,140)
Occupancy expenses	(44,626)
Professional and consulting expenses	(27,069)
Compliance and share registry expenses	(7,793)
Other expenses	(31,660)
Finance costs	(7,782)
Total expenses	<u>(550,926)</u>
Loss before income tax expense	(225,956)
Income tax expense	<u>-</u>
Loss after income tax expense from discontinued operations	<u><u>(225,956)</u></u>

Cash flow information

	Consolidated 2024 \$
Net cash used in operating activities	(174,120)
Net cash used in investing activities	(60,071)
Net cash from financing activities	<u>102,853</u>
Net decrease in cash and cash equivalents from discontinued operations	<u><u>(131,338)</u></u>

Assets and liabilities of disposal groups classified as held for sale

	Consolidated 2024 \$
Cash and cash equivalents	2,032
Trade and other receivables	23,502
Stock on hand	<u>57,369</u>
	<u>82,903</u>
Trade payables	(179,692)
Accrued expenses	<u>(21,617)</u>
	<u><u>(201,309)</u></u>
	<u><u>(118,406)</u></u>

Note 11. Current assets - cash and cash equivalents

	Consolidated 2024 \$	Consolidated 2023 \$
Cash on hand	100	-
Cash at bank	156,215	5,136,549
	<u>156,315</u>	<u>5,136,549</u>

Reconciliation to cash and cash equivalents at the end of the financial year

The above figures are reconciled to cash and cash equivalents at the end of the financial year as shown in the statement of cash flows as follows:

Balances as above	156,315	5,136,549
Cash and cash equivalents - classified as held for sale	2,032	-
Balance as per statement of cash flows	<u>158,347</u>	<u>5,136,549</u>

Note 12. Current assets - trade and other receivables

	Consolidated 2024 \$	Consolidated 2023 \$
Trade receivables	818	8,240
Research and development tax incentive receivable	1,506,365	496,420
GST receivable	75,628	117,701
Other receivables	5,769	2,347
	<u>1,588,580</u>	<u>624,708</u>

Allowance for expected credit losses

The Group has recognised a loss of \$nil (2023: \$nil) in profit or loss in respect of the expected credit losses for the year ended 30 June 2024.

Trade receivables of \$14,925 were written off during the year ended 30 June 2024 (2023: \$nil).

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

	Expected credit loss rate		Carrying amount		Allowance for expected credit losses	
	2024	2023	2024	2023	2024	2023
Consolidated	%	%	\$	\$	\$	\$
Not overdue	-	-	-	316	-	-
0 to 3 months overdue	-	-	818	1,764	-	-
Over 3 months overdue	-	-	-	6,160	-	-
			<u>818</u>	<u>8,240</u>	<u>-</u>	<u>-</u>

Note 13. Current assets - other assets

	Consolidated 2024 \$	Consolidated 2023 \$
Prepayments	14,210	111,010

Note 14. Non-current assets - financial assets at fair value through profit or loss

	Consolidated 2024 \$	2023 \$
Designated at fair value through profit or loss		
Investment in unlisted entity - Slik Pro Corp*	100	402,211
Investment in unlisted entity - Daily Food Brand Pty Ltd**	-	1
	<u>100</u>	<u>402,212</u>

Reconciliation

Reconciliation of the fair values at the beginning and end of the current and previous financial year are set out below:

Opening fair value	402,212	-
Additions	-	389,495
Foreign exchange movements	567	12,717
Transfer of investment in Daily Food Brand Pty Ltd out of financial assets at fair value through profit or loss**	(1)	-
Impairment of investment in Slik Pro Corp*	(402,678)	-
Closing fair value	<u>100</u>	<u>402,212</u>

* This investment represents a 6.66% equity interest in Slik Pro Corp, a mental health, wellness, employee engagement software provider based in Latin America. As at 30 June 2024, the Directors have assessed that there was insufficient information available to access the fair value. As such, this investment has been impaired, leaving a nominal balance of \$100.

** In prior year, this investment represented a 37.5% equity interest in Daily Food Brand Pty Ltd ('Daily Food'), snacks maker based in Australia. The Company increased its equity interest to 54% with director representation effective 1 October 2023. Daily Food has been accounted for as a subsidiary (refer to note 31 for further information) from 1 October 2023. As at 30 June 2024, the investment in Daily Food has been accounted for as a discontinued operation (refer to note 10).

Refer to note 25 for further information on fair value measurement.

Note 15. Non-current assets - plant and equipment

	Consolidated 2024 \$	2023 \$
Leasehold improvements - at cost	3,200	3,200
Less: Accumulated depreciation	(3,200)	(3,200)
	-	-
Computer equipment - at cost	94,141	77,496
Less: Accumulated depreciation	(86,072)	(77,496)
	8,069	-
Office furniture - at cost	10,884	10,884
Less: Accumulated depreciation	(10,884)	(10,884)
	-	-
	<u>8,069</u>	<u>-</u>

Note 15. Non-current assets - plant and equipment (continued)

Reconciliations

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

	Computer equipment \$
Consolidated	
Balance at 1 July 2022	-
Balance at 30 June 2023	-
Additions	16,645
Depreciation expense	(8,576)
Balance at 30 June 2024	<u>8,069</u>

Note 16. Non-current assets - intangibles

	Consolidated 2024 \$	Consolidated 2023 \$
Goodwill - at cost	-	-
Software development - at cost	1,443,615	863,658
	<u>1,443,615</u>	<u>863,658</u>

Software development relates to websites and customer platforms that are under construction at 30 June 2024. The assets are not in use at 30 June 2024 and were not amortised during the financial year then ended.

The directors have applied the value in use methodology to assess the carrying value of the websites and customer platforms.

The ultimate recoupment of the carrying value is dependent on the successful development and commercialisation of the Kumu product.

Reconciliations

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

	Goodwill \$	Software development \$	Total \$
Consolidated			
Balance at 1 July 2022	-	407,129	407,129
Additions	-	493,504	493,504
Research and development tax incentive offset against capital expenditure	-	(36,975)	(36,975)
Balance at 30 June 2023	-	863,658	863,658
Additions	-	579,957	579,957
Additions through business combinations (note 31)	592,621	-	592,621
Impairment of goodwill*	(592,621)	-	(592,621)
Balance at 30 June 2024	<u>-</u>	<u>1,443,615</u>	<u>1,443,615</u>

* The Company has written off goodwill associated with Daily Food as at 30 June 2024 (refer to note 10 for further information).

Note 17. Non-current assets - other assets

	Consolidated 2024 \$	2023 \$
Prepayments	-	75,000

Note 18. Current liabilities - trade and other payables

	Consolidated 2024 \$	2023 \$
Trade payables	450,477	437,119
Accrued expenses	182,155	55,050
	<u>632,632</u>	<u>492,169</u>

Refer to note 24 for further information on financial instruments - risk management.

Note 19. Current liabilities - borrowings

	Consolidated 2024 \$	2023 \$
Loan from investors - Convertible Note	150,000	-

Refer to note 20 for further information on the loan.

Note 20. Non-current liabilities - borrowings

	Consolidated 2024 \$	2023 \$
Loan from investors - Convertible Note	-	5,000,000

Refer to note 24 for further information on financial instruments - risk management.

As at 30 June 2023, the loan was from sophisticated investors, unsecured, due to be repaid on 28 December 2024 and interest is charged at 7% per annum. The loan was repayable via the issue of convertible notes subject to approval by shareholders at an Extraordinary General Meeting.

On 19 September 2023, the shareholders approved the issue of convertible notes at the Extraordinary General Meeting. On 15 December 2023, the loan was repaid through cash payments to investors of \$800,000 plus interest, and the issuance of convertible notes to the value of \$4,200,000. The 4,200,000 convertible notes issued are unsecured, have a maturity date of 27 December 2024, interest rate of 7% per annum paid on maturity and each convertible note has a face value of \$1.

Convertible notes amounting to \$4,000,000 were converted to share capital at a conversion price of \$0.05 on 22 April 2024. The remaining balance of \$150,000, net of borrowing costs amounting to \$50,000, is repayable after 6 months and interest is charged at 7% per annum.

Note 21. Equity - issued capital

		2024 Shares	Consolidated 2023 Shares	2024 \$	2023 \$
Ordinary shares - fully paid		<u>470,621,519</u>	<u>296,621,519</u>	<u>29,629,777</u>	<u>25,320,517</u>
<i>Movements in ordinary share capital</i>					
Details	Date	Shares		\$	
Balance	1 July 2022	3,822,162,741		23,791,556	
Issue of shares	24 October 2022	569,230,774	\$0.001	370,000	
Consolidation of shares 20 to 1	5 December 2022	(4,171,823,278)	\$0.000	-	
Issue of shares in lieu of director's fee	20 December 2022	10,384,616	\$0.020	207,692	
Conversion of convertible notes to shares	30 June 2023	66,666,666	\$0.015	1,000,000	
Share issue transaction costs, net of tax		-		(48,731)	
Balance	30 June 2023	296,621,519		25,320,517	
Conversion of convertible notes to shares	22 April 2024	80,000,000	\$0.050	4,000,000	
Issue of shares	24 June 2024	94,000,000	\$0.004	329,000	
Share issue transaction costs, net of tax		-		(19,740)	
Balance	30 June 2024	<u>470,621,519</u>		<u>29,629,777</u>	

Ordinary shares

Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

Convertible notes

On 19 September 2023, the Company issued convertible notes totaling \$4,200,000 to repay a portion of the \$5,000,000 loan from investors. The notes were unsecured, maturing on 27 December 2024, are convertible to share capital at a conversion price of \$0.005, with a capitalised interest rate of 7% per annum paid on maturity. On 22 April 2024, convertible notes which had a face value of \$4,000,000 and a carrying value of \$4,000,000 were converted into 80,000,000 ordinary shares in the Company. Convertible notes with a carrying value of \$150,000 remain on issue at 30 June 2024.

Capital risk management

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment. The Group is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The capital risk management policy remains unchanged from the 2023 Annual Report.

Note 22. Equity - reserves

	Consolidated 2024 \$	2023 \$
Share-based payments reserve	465,924	439,174
Convertible note option reserve	25,000	25,000
	<u>490,924</u>	<u>464,174</u>

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and directors as part of their remuneration, and other parties as part of their compensation for services.

Convertible note option reserve

This reserve is used to recognise the value of the conversion rights relating to the convertible notes. The balance at 30 June 2024 is a cumulative historical balance that relates to convertible notes that were issued and settled in previous financial years.

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

Consolidated	Share-based payments \$	Convertible note option \$	Total \$
Balance at 1 July 2022	179,174	25,000	204,174
Share-based payments	260,000	-	260,000
Balance at 30 June 2023	439,174	25,000	464,174
Share-based payments	60,000	-	60,000
Transfer from reserve to accumulated losses - expired options	(33,250)	-	(33,250)
Balance at 30 June 2024	<u>465,924</u>	<u>25,000</u>	<u>490,924</u>

Note 23. Equity - dividends

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

Note 24. Financial instruments - Risk management

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate risk and ageing analysis for credit risk.

Risk management is carried out by senior finance executives ('finance') under policies approved by the Board of Directors ('the Board'). These policies include identification and analysis of the risk exposure of the Group and appropriate procedures, controls and risk limits. Finance identifies and evaluates financial risks within the Group's operating units. Finance reports to the Board on a monthly basis.

Note 24. Financial instruments - Risk management (continued)

Market risk

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency.

The Group's foreign exchange risk is managed to ensure sufficient funds are available to meet foreign denominated financial commitments in a timely and cost-effective manner. The Group will continually monitor this risk.

The carrying amount of the Group's foreign currency denominated financial assets and financial liabilities at the reporting date were as follows:

	Assets		Liabilities	
	2024 \$	2023 \$	2024 \$	2023 \$
Consolidated				
US dollars	9,921	9,956	-	-

The Group had net assets denominated in foreign currencies of \$9,921 (2023: net assets of \$9,956). Based on this exposure, had the Australian dollars weakened by 5%/strengthened by 5% (2023: weakened by 5%/strengthened by 5%) against these foreign currencies with all other variables held constant, the Group's profit before tax for the year would have been \$496 higher/\$496 lower (2023: \$524 higher/\$474 lower) and equity would have been \$496 higher/\$496 lower (2023: \$524 higher/\$474 lower). The percentage change is the expected overall volatility of the significant currencies, based on management's assessment of reasonable possible fluctuations.

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

Interest rate risk rises from the Group's exposure to variable interest rates. The Group is not exposed to any significant interest rate risk. The Group's debt comprising of a loan is at a fixed interest rate which mitigates risk from interest rate fluctuations. The Group's interest rate risk is therefore limited to interest income on cash at bank. An official increase/decrease in interest rates of 50 (2023: 50) basis points would have an adverse/favourable effect on profit before tax of \$14 (2023: \$25,683) per annum.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

The Group has no significant credit risk exposure at 30 June 2024.

Note 24. Financial instruments - Risk management (continued)

Liquidity risk

Vigilant liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

	Weighted average interest rate	1 year or less \$	Between 1 and 2 years \$	Between 2 and 5 years \$	Over 5 years \$	Remaining contractual maturities \$
Consolidated - 2024						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	450,477	-	-	-	450,477
<i>Interest-bearing - fixed rate</i>						
Loan	7.00%	-	200,000	-	-	200,000
Total non-derivatives		450,477	200,000	-	-	650,477
Consolidated - 2023						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade payables	-	437,119	-	-	-	437,119
<i>Interest-bearing - fixed rate</i>						
Loan	7.00%	-	5,524,521	-	-	5,524,521
Total non-derivatives		437,119	5,524,521	-	-	5,961,640

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

Note 25. 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 that the entity can access at the measurement date

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: Unobservable inputs for the asset or liability

Consolidated - 2024	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Assets				
Financial assets at fair value through profit or loss - Investment in unlisted entity - Slik Pro Corp	-	-	100	100
Total assets	-	-	100	100

Consolidated - 2023	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
Assets				
Financial assets at fair value through profit or loss - Investment in unlisted entity - Slik Pro Corp	-	-	402,211	402,211
Financial assets at fair value through profit or loss - Investment in unlisted entity - Daily Food Brand Pty Ltd	-	-	1	1
Total assets	-	-	402,212	402,212

Assets and liabilities held for sale are measured at fair value on a non-recurring basis.

There were no transfers between levels during the current financial year.

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 fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the current market interest rate that is available for similar financial liabilities.

Valuation techniques for fair value measurements categorised within level 2 and level 3

Unquoted investments are recorded at fair value, which reflects the recent cost of investments. The Directors do not consider the market value of the investments to have significantly changed since the acquisition date. Consequently, unobservable inputs and sensitivity have not been disclosed.

Level 3 assets and liabilities

Movements in level 3 assets and liabilities during the current financial year are set out below:

	Investment in unlisted entities \$
Balance at 1 July 2023	402,212
Net foreign exchange movement	567
Transfers out of level 3*	(1)
Impairment on investments**	(402,678)
Balance at 30 June 2024	100

* The investment in Daily Food Brand Pty Ltd ('Daily Food') was transferred out of the financial assets at fair value through profit or loss. Refer to note 9 for the change in accounting treatment of the investment in Daily Food.

** Refer to note 14 for further information.

Note 26. Key management personnel disclosures

Compensation

The aggregate compensation made to directors and other members of key management personnel of the Group is set out below:

	Consolidated 2024 \$	2023 \$
Short-term employee benefits	492,648	364,667
Post-employment benefits	-	8,050
	<u>492,648</u>	<u>372,717</u>

Note 27. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by In Corp Audit & Assurance Pty Ltd (formerly Rothsay Audit & Assurance Pty Ltd), the auditor of the Company:

	Consolidated 2024 \$	2023 \$
<i>Audit services - In Corp Audit & Assurance Pty Ltd</i>		
Audit or review of the financial statements	<u>34,800</u>	<u>25,000</u>

Note 28. Contingent liabilities

The Group has no contingent liabilities at 30 June 2024 and 30 June 2023.

Note 29. Related party transactions

Parent entity

Thrive Tribe Technologies Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in note 32.

Key management personnel

Disclosures relating to key management personnel are set out in note 26 and the remuneration report included in the directors' report.

Transactions with related parties

The following transactions occurred with related parties:

	Consolidated 2024 \$	2023 \$
Payment for other expenses:		
Accountancy fees paid to related entity of J. Quinn, a director of the Group	105,150	72,000
Marketing fees paid to A. Thursfield, director of Daily Food Brand Pty Ltd	4,800	-
Other transactions:		
Shares issued to R. Guzder, a director of the Group, in lieu of director's fee	-	207,692

Note 29. Related party transactions (continued)

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated 2024 \$	2023 \$
Current payables:		
Trade payables and accrued expenses to key management personnel	80,498	24,000

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Note 30. Parent entity information

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	Parent 2024 \$	2023 \$
Loss after income tax	(2,894,639)	(1,450,382)
Total comprehensive income	(2,894,639)	(1,450,382)

Statement of financial position

	Parent 2024 \$	2023 \$
Total current assets	1,641,133	5,289,497
Total assets	3,291,949	6,630,367
Total current liabilities	684,947	492,172
Total liabilities	684,947	5,492,172
Equity		
Issued capital	29,629,777	25,320,517
Share-based payments reserve	465,924	439,174
Convertible note option reserve	25,000	25,000
Accumulated losses	(27,513,699)	(24,646,496)
Total equity	<u>2,607,002</u>	<u>1,138,195</u>

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2024 and 30 June 2023.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2024 and 30 June 2023.

Note 30. Parent entity information (continued)

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments as at 30 June 2024 and 30 June 2023.

Material accounting policy information

The accounting policies of the parent entity are consistent with those of the Group, as disclosed in note 2, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 31. Business combinations

Daily Food Brand Pty Ltd

On 1 October 2023, the Company increased its equity interest from 37.5% to 54% of the ordinary shares of Daily Food Brand Pty Ltd ('Daily Food') for a total consideration of \$132,000.

The investment and partnership with Daily Food and integration into Sixty means the Company is offering a wholistic solution of content, advice and quality food. The Directors believed that this could strengthen the Sixty offering in the marketplace and provide a point of difference to its competitors in the space.

The goodwill of \$592,621 arising from the acquisition represented the synergies expected to arise to the Group after the acquisition.

As at 30 June 2024, the investment in Daily Food is accounted for as a discontinued operation and therefore classified as a disposal group held for sale. Consequently, the goodwill which arose from this business combination has been written off in full.

Note 31. Business combinations (continued)

Details of the acquisition are as follows:

	Fair value \$
Cash and cash equivalents	136,452
Trade receivables	9,521
Stock on hand	47,298
Trade payables and other payables	(106,994)
Amounts payable to directors	(21,724)
Funds held in trust	(112,000)
Deferred revenue	(250,000)
	<hr/>
Net liabilities acquired	(297,447)
Goodwill	592,621
Non-controlling interest	136,826
	<hr/>
Acquisition-date fair value of the total consideration transferred	432,000
	<hr/> <hr/>
Representing:	
Cash paid or payable to vendor	132,000
Fair value gain on previously held equity interest in Daily Food	300,000
	<hr/>
	432,000
	<hr/> <hr/>
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of the total consideration transferred	432,000
Less: cash and cash equivalents	(136,452)
Less: payments made in prior periods	(1)
Less: fair value gain on previously held equity interest in Daily Food	(300,000)
	<hr/>
Net cash received	(4,453)
	<hr/> <hr/>

Note 32. Interests in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in note 2:

Name	Principal place of business / Country of incorporation	Ownership interest	
		2024 %	2023 %
WooBoard Pty Ltd	Australia	100%	100%
Daily Food Brand Pty Ltd	Australia	54%	-
Kumu Group Pty Ltd*	Australia	100%	-

*Incorporated on 27 September 2023

Note 33. Cash flow information

Reconciliation of loss after income tax to net cash used in operating activities

	Consolidated 2024 \$	2023 \$
Loss after income tax expense for the year	(3,660,673)	(1,432,463)
Non-cash flows in loss for the year:		
Depreciation	8,576	-
Impairment of investments	402,678	-
Share-based payments	60,000	332,692
Impairment of goodwill	592,621	-
Fair value gain on previously held equity interest in controlled entity	(300,000)	-
Other revenue	-	(27,975)
Finance costs	50,000	-
Foreign currency differences	(567)	(12,717)
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(1,093,062)	128,407
Increase in inventories	(10,071)	-
Decrease/(increase) in prepayments	171,800	(178,594)
Increase in trade and other payables	137,989	290,034
Increase/(decrease) in employee benefits	17,122	(53,854)
Decrease in deferred revenue	(250,000)	-
Net cash used in operating activities	<u>(3,873,587)</u>	<u>(954,470)</u>

Non-cash investing and financing activities

	Consolidated 2024 \$	2023 \$
Shares issued on conversion of convertible notes	<u>4,000,000</u>	<u>1,000,000</u>

Changes in liabilities arising from financing activities

Consolidated	Loan \$	Convertible notes \$	Total \$
Balance at 1 July 2022	-	-	-
Net cash from financing activities	5,000,000	1,000,000	6,000,000
Conversion of convertible notes to ordinary shares	-	(1,000,000)	(1,000,000)
Balance at 30 June 2023	5,000,000	-	5,000,000
Net cash used in financing activities	(800,000)	-	(800,000)
Conversion of convertible notes to ordinary shares	(4,000,000)	-	(4,000,000)
Borrowing cost amortisation - non-cash	(50,000)	-	(50,000)
Balance at 30 June 2024	<u>150,000</u>	<u>-</u>	<u>150,000</u>

Note 34. Earnings per share

	Consolidated 2024 \$	Consolidated 2023 \$
<i>Earnings per share for loss from continuing operations</i>		
Loss after income tax attributable to the owners of Thrive Tribe Technologies Limited	<u>(3,434,717)</u>	<u>(1,432,463)</u>
	Cents	Cents
Basic earnings per share	(1.09)	(0.66)
Diluted earnings per share	(1.09)	(0.66)
	Consolidated 2024 \$	Consolidated 2023 \$
<i>Earnings per share for loss from discontinued operations</i>		
Loss after income tax	(225,956)	-
Non-controlling interest	103,940	-
Loss after income tax attributable to the owners of Thrive Tribe Technologies Limited	<u>(122,016)</u>	<u>-</u>
	Cents	Cents
Basic earnings per share	(0.04)	-
Diluted earnings per share	(0.04)	-
	Consolidated 2024 \$	Consolidated 2023 \$
<i>Earnings per share for loss</i>		
Loss after income tax	(3,660,673)	(1,432,463)
Non-controlling interest	103,940	-
Loss after income tax attributable to the owners of Thrive Tribe Technologies Limited	<u>(3,556,733)</u>	<u>(1,432,463)</u>
	Cents	Cents
Basic earnings per share	(1.13)	(0.66)
Diluted earnings per share	(1.13)	(0.66)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	<u>313,719,879</u>	<u>216,276,034</u>
Weighted average number of ordinary shares used in calculating diluted earnings per share	<u>313,719,879</u>	<u>216,276,034</u>

For the purpose of calculating the diluted earnings per share, options have been excluded as the effect would be anti-dilutive.

Note 35. Share-based payments

Share-based payments expense for the financial year ended 30 June 2024 totalled \$60,000 (2023: \$332,692), arising from:

- On 15 December 2023, 15,000,000 unquoted options were issued to Clee Capital Pty Ltd as consideration for services for the loan funds and convertible note raising provided to the Group. The options vest on the date they were granted. Each option has an exercise price of \$0.10 and a contractual life of three years. These options were valued at \$60,000.

Note 35. Share-based payments (continued)

Set out below are summaries of options granted:

2024

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
30/11/2022	30/11/2025	\$0.060	2,500,000	-	-	-	2,500,000
30/11/2022	30/11/2025	\$0.010	2,500,000	-	-	-	2,500,000
24/04/2023	26/04/2025	\$0.020	30,000,000	-	-	-	30,000,000
15/12/2023	15/12/2026	\$0.100	-	15,000,000	-	-	15,000,000
			<u>35,000,000</u>	<u>15,000,000</u>	<u>-</u>	<u>-</u>	<u>50,000,000</u>

Set out below are the options exercisable at the end of the financial year:

Grant date	Expiry date	2024 Number	2023 Number
30/11/2022	30/11/2025	-	2,500,000
30/11/2022	30/11/2025	-	2,500,000
24/04/2023	26/04/2025	-	30,000,000
15/12/2023	15/12/2026	15,000,000	-
		<u>15,000,000</u>	<u>35,000,000</u>

The weighted average remaining contractual life of options outstanding at the end of the financial year was 1 year (2023: 2).

For the options granted during the current financial year, the valuation model inputs used to determine the fair value at the grant date, are as follows:

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
15/12/2023	15/12/2026	\$0.016	\$0.100	80.00%	-	4.35%	\$0.002

Note 36. Events after the reporting period

On 16 July 2024, the Company announced its intention to launch a non-underwritten share purchase plan ('SPP') to raise up to \$282,000. Shares would be offered at \$0.002 cents per share, a 15% discount on 5 day VWAP at close of 15 July 2024. Offer was expected to open 23 July 2024 and close on 6 August 2024. On 8 August 2024, the Company announced that the SPP was fully subscribed with \$282,000 received in subscriptions. The new shares totalling 14,100,000 were issued on 12 August 2024.

On 30 August 2024, Daily Food was placed into administration. The Company no longer has control or influence over the operations of Daily Food.

On 16 September 2024, the Company advised that it received a research and development (R&D) tax refund of \$1,508,698 (including interest) for the 2024 financial year, under the Australian Government's R&D Tax incentive program.

No other matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

The Consolidated Entity Disclosure Statement has been prepared in accordance with the Corporations Act. It includes certain information for each entity that was part of the consolidated entity at the end of the financial year.

Entity name	Entity type	Place formed / Country of incorporation	Ownership interest %	Tax residency
WooBoard Pty Ltd	Body corporate	Australia	100.00%	Australia
Daily Food Brand Pty Ltd	Body corporate	Australia	54.00%	Australia
Kumu Group Pty Ltd	Body corporate	Australia	100.00%	Australia

In the directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 2 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2024 and of its performance for the financial year ended on that date;
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

The directors have been given the declarations required by section 295A of the Corporations Act 2001.

Signed in accordance with a resolution of directors made pursuant to section 295(5)(a) of the Corporations Act 2001.

On behalf of the directors



Joshua Quinn
Non-Executive Director and Company Secretary

27 September 2024
Sydney

THRIVE TRIBE TECHNOLOGIES LTD
INDEPENDENT AUDITOR'S REPORT

To the directors of Thrive Tribe Technologies Ltd

Opinion

We have audited the financial report of Thrive Tribe Technologies Ltd ("the Company") and its controlled entities ("the Group") which comprises the consolidated statement of financial position as at 30 June 2024, 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 year then ended on that date and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

In our opinion, the accompanying financial report of the Group, is in accordance with the Corporations Act 2001, including:

- a) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- b) complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Group in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) ("the Code") that are relevant to our audit of the 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 report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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THRIVE TRIBE TECHNOLOGIES LTD
INDEPENDENT AUDITOR'S REPORT (continued)

Emphasis of Matter – Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report, which indicates that the Group incurred a net loss of \$3,660,673 and net cash outflows from operating activities of \$3,873,587 during the year ended 30 June 2024. As stated in Note 2, these events or conditions along with other matters as set forth in Note 2 indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern and therefore the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the year ended 30 June 2024. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter – Business Combinations	How our Audit Addressed the Key Audit Matter
<p>As disclosed in Note 31 to the financial statements, the Group increased its equity interest in the ordinary shares of Daily Food Brand Pty Ltd ('DFB') from 37.5% to 54% thereby obtaining control. This resulted in goodwill of \$592,621 arising from the acquisition. This matter was considered a key audit matter due to the following:</p> <ul style="list-style-type: none"> • significance of the transaction to the Group; • complexities involved in fair value measurement, allocation of purchase price, calculation of goodwill and disclosures in the financial report. 	<p>The audit procedures that we performed included the following:</p> <ul style="list-style-type: none"> • Read the share purchase agreement between the Company and DFB, board minutes, and other relevant documentation related to the transaction; • Assessed the fair value of assets and liabilities acquired at acquisition date; • Ensured the financial statement disclosures related to the acquisition were in accordance with AASB 3 "Business Combinations".

THRIVE TRIBE TECHNOLOGIES LTD
INDEPENDENT AUDITOR'S REPORT (continued)

Key Audit Matters (continued)

Key Audit Matter – Discontinued Operations	How our Audit Addressed the Key Audit Matter
<p>As disclosed in Note 10 to the financial statements, the Group classified its investment in Daily Food Brand Pty Ltd (“DFB”) as a discontinued operation which incurred a loss of \$225,956 and whereby assets and liabilities of DFB were classified as held for sale. This matter was considered a key audit matter due to the following:</p> <ul style="list-style-type: none"> • significant judgments regarding the classification, measurement, and presentation of assets and liabilities; and • the impact on the operations of the Group and the presentation of balances associated with DFB in the financial statements. 	<p>The audit procedures that we performed included the following:</p> <ul style="list-style-type: none"> • Assessed whether the discontinued operation has been correctly identified and classified in accordance with AASB 5 “Discontinued Operations”; • Assessed the accuracy and completeness of the of assets and liabilities associated with the discontinued operation, including any impairments or adjustments necessary to reflect their held for sale value; and • Reviewed the presentation and disclosure of the discontinued operation for compliance with AASB 5.
Key Audit Matter – Capitalised Development Expenditure	How our Audit Addressed the Key Audit Matter
<p>As disclosed in Note 16 to the financial statements, the Group’s capitalised development expenditure classified as intangible assets had a carrying value of \$1,443,615, representing 44% of the Group’s total assets. The recognition and recoverability of capitalised development expenditure was considered a key audit matter due to the following:</p> <ul style="list-style-type: none"> • the carrying value represents a significant asset to the Group. Therefore, we considered it necessary to assess whether facts and circumstances existed to suggest that an impairment to the value of the asset may be required; and • significant management judgement is involved in determining whether impairment indicators exist. 	<p>The audit procedures that we performed included the following:</p> <ul style="list-style-type: none"> • Assessed the reasonableness of capitalising development expenditure in accordance with AASB 138 Intangible Assets; • Tested a sample of the capitalised development expenditure to supporting documentation to ensure they were bona fide transactions; • Assessed the reasonableness of management’s assessment of the carrying value; and • Reviewed the appropriateness of the related disclosures in the financial report.

THRIVE TRIBE TECHNOLOGIES LTD
INDEPENDENT AUDITOR'S REPORT (continued)

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2024 but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of:

- a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001; and
- b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001, and

for such internal control as the directors determine is necessary to enable the preparation of:

- i. the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
- ii. the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

THRIVE TRIBE TECHNOLOGIES LTD
INDEPENDENT AUDITOR'S REPORT (continued)

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:

https://www.auasb.gov.au/auditors_responsibilities/ar2.pdf. This description forms part of our auditor's report.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2024. The directors of the Group are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion, the Remuneration Report of Thrive Tribe Technologies Ltd for the year ended 30 June 2024 complies with section 300A of the *Corporations Act 2001*.

In.Corp Audit & Assurance Pty Ltd



Graham Webb
Director

Sydney, 27 September 2024

The shareholder information set out below was applicable as at 23 September 2024.

Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Ordinary shares		Options over ordinary shares	
	Number of holders	% of total shares issued	Number of holders	% of total options issued
1 to 1,000	865	0.05	-	-
1,001 to 5,000	633	0.32	-	-
5,001 to 10,000	348	0.45	-	-
10,001 to 100,000	917	5.20	-	-
100,001 and over	330	93.98	1	100.00
	<u>3,093</u>	<u>100.00</u>	<u>1</u>	<u>100.00</u>
Holding less than a marketable parcel	<u>2,963</u>	<u>13.23</u>	<u>-</u>	<u>-</u>

Equity security holders

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Ordinary shares	
	Number held	% of total shares issued
DP Investment Capital Pty Ltd	69,333,333	11.34
Mr Amarandhar Reddy Kotha	32,719,697	5.35
Mr Xinyuan Huang	30,049,923	4.91
Mr Daniel M Lee	29,543,420	4.83
Rimoyne Pty Ltd	19,954,488	3.26
Clee Capital Pty Ltd	19,100,000	3.12
ADSD Soodin Holdings Pty Ltd	18,527,848	3.03
Allowside Pty Ltd	17,280,948	2.83
Blue Horseshoe Capital Pty Ltd	16,668,239	2.73
Brent Robinson	16,538,462	2.70
TAC Professional Services Pty Ltd	15,000,000	2.45
006 Capital Pty Ltd	15,000,000	2.45
Rumi Guzder	12,051,283	1.97
Margadh Stoc Pty Ltd	9,588,592	1.57
Eight Horse Superfund Pty Ltd (Eight Horse Superfund A/C)	8,888,888	1.45
Mr Yang Ye	7,525,500	1.23
Mr Chong Guo	6,820,000	1.12
Mr Patrick Atra	6,325,225	1.03
Mr Daniel James Phillips	6,199,478	1.01
Mr Terence Anthony Clee	6,000,000	0.98
	<u>363,115,324</u>	<u>59.36</u>

Unquoted securities

	Number on issue	Number of holders
Options over ordinary shares	50,000,000	1

Substantial holders

Substantial holders in the Company are set out below:

	Ordinary shares	
	Number held	% of total shares issued
DP Investment Capital Pty Ltd	69,333,333	11.34
Mr Amarandhar Reddy Kotha	32,719,697	5.35
	Options over ordinary shares	
	Number held	% of total options issued
Clee Capital Pty Ltd	50,000,000	100.00

Voting rights

The voting rights attached to ordinary shares are set out below:

Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.

Directors	Rumi Guzder - Executive Chairman Joshua Quinn - Non-Executive Director Wesley Culley - Executive Director
Company secretary	Joshua Quinn
Notice of annual general meeting	Thrive Tribe Technologies Limited advises that its Annual General Meeting will be held at 11:00AM on 22 November 2024. In accordance with the ASX Listing Rules, valid nominations for the position of director are required to be lodged at the registered office of the Company on or around 18 October 2024. The time and other details relating to the Meeting will be advised in the Notice of Meeting to be sent to all shareholders and released to ASX immediately after despatch.
Registered office	MLC Centre Level 57, 19-29 Martin Place Sydney, NSW 2000 Australia Phone: +61 (02) 9236 7229
Principal place of business	MLC Centre Level 57, 19-29 Martin Place Sydney, NSW 2000 Australia Phone: +61 (02) 9236 7229
Share register	Boardroom Pty Limited Level 8, 210 George Street Sydney, NSW 2000 Australia Phone: +61 (02) 9290 9600
Auditor	In Corp Audit & Assurance Pty Ltd (formerly Rothsay Audit & Assurance Pty Ltd) Level 1/6 O'Connell Street Sydney NSW 2000 Australia
Stock exchange listing	Thrive Tribe Technologies Limited shares are listed on the Australian Securities Exchange (ASX code: 1TT)
Website	https://thrivetribetech.com
Corporate Governance Statement	The directors and management are committed to conducting the business of Thrive Tribe Technologies Limited in an ethical manner and in accordance with the highest standards of corporate governance. Thrive Tribe Technologies Limited has adopted and substantially complied with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ('Recommendations') to the extent appropriate to the size and nature of its operations. The Corporate Governance Statement, which sets out the corporate governance practices that were in operation during the financial year and identifies and explains any Recommendations that have not been followed was approved at the same time as the annual report and can be found at https://thrivetribetech.com/investor-centre