

ASX LISTING RULES APPENDIX 4D FOR THE PERIOD ENDED 31 DECEMBER 2024

Sydney – 28 February 2025 – MPower Group Limited (ASX: MPR)

MPower Group Limited

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Australia

MPower Group Limited announces the following results for the Company and its controlled entities for the half year ended 31 December 2024. The results have been subject to review by the Company's external auditor.

Results for Announcement to the Market

	Six months to 31 Dec 2024	Six months to 31 Dec 2023	Change
	\$'000	\$'000	%
Revenue from ordinary activities	2,326	2,475	(6)
Revenue from ordinary activities excluding interest income	2,309	2,461	(6)
Net (loss)/ profit before tax attributable to members from ordinary activities	(1,133)	881	(2,367)
Net (loss)/ profit for the period	(1,486)	881	(2,367)

Dividends

No dividends were declared or paid during the current or previous financial periods.

Net Tangible Assets per share

The net tangible liabilities per share as at 31 December 2024 was (1.0) cents (30 June 2024: (0.18) cents per share).

This information should be read in conjunction with the 2024 Annual Report.

Additional information supporting the Appendix 4D disclosure requirements can be found in the Directors' Report and the consolidated financial statements for the half year ended 31 December 2024.

This report is based on the consolidated financial statements for the half year ended 31 December 2024 which have been reviewed by Stantons.

MPower Group Limited
ABN 73 009 485 625

Half Year Financial Report
31 December 2024

DIRECTORS' REPORT

The directors submit the financial report of MPower Group Limited and its controlled entities (the Group) for the half year ended 31 December 2024. In order to comply with the provisions of the *Corporations Act 2001*, the directors report as follows:

Directors

The names of directors who held office during the half year and until the date of this report are as follows. Directors were in office during and since the end of the half year unless otherwise stated:

Peter Wise AM
Nathan Wise
Robert Constable
Robert Moran
Amy Kean

Review of Operations

The half year highlight was the finalisation of terms to convert project funding for the Narromine Renewable Energy Project in New South Wales into project equity and was strengthened by continued progress across the Company's development pipeline and efforts to establish a portfolio of distribution-connected hybrid renewable energy assets.

Narromine Renewable Energy Project

Early in the half year under review, MPower reported that revenue had commenced at full capacity at the Narromine Renewable Energy Project following the successful commissioning and connection of the project to enable participation in the National Electricity Market.

The start of commercial operations marked a key milestone for the Narromine project and followed the commencement of the project delivery phase in late 2023. Since connecting to the grid at full capacity, the project has performed in line with its design specification, exporting more than 5,690MWh of energy during the half year reporting period.

On 10 October 2024, MPower and AMPYR Distributed Energy (Australia) announced that the Narromine Renewable Energy Project would be acquired by AMPYR following agreement being reached on the terms for the conversion of Narromine's project funding facility into project equity. The conversion was subject only to Foreign Investment Review Board (FIRB) approval being obtained by AMPYR.

That transaction completed following the half year balance date and AMPYR now holds 100% equity in the Narromine project and all funding costs, including principal, capitalised and accrued interest, have been extinguished in full. The transaction has removed \$10.36 million of short-term debt from MPower's balance sheet. The Narromine project has been classified as an asset "held for sale" in the Half Year Accounts.

MPower expects to record a gain of approximately \$0.7 million following completion of the transaction upon deconsolidation of the asset, subject to finalisation of the accounting treatment and review by the Company's auditors. The final position and the removal of the project assets together with all Narromine project funding liabilities will be reflected in the Group's full year results.

MPower was responsible for the design and construction of the project and continues on as the operations & maintenance provider and asset manager in respect of the project following the conversion.

The Narromine project is a 6.7MWdc/4.99MWac solar project in central-west New South Wales. The project includes Bifacial PV Modules, Single Axis Tracking and central inverter technology, with the capacity to produce more than 14,000MWh of energy in its first year of operations.

Portfolio update

During the period under review, MPower scoped upgrade works for its 100% owned solar and battery project at Lakeland in Far North Queensland. At the time the project was acquired by MPower in 2022, several upgrade opportunities were identified to enhance project performance and reliability. A number of project enhancements have already been implemented by MPower and further upgrades are now planned to better align project performance with the project's original design. MPower is engaging with project stakeholders to finalise the scope, timing and funding for the upgrade works.

Subsequent to 31 December 2024, agreement was reached for the disposal of the development assets associated with the Faraday Renewable Energy Project. The transaction is conditional on meeting a number of conditions precedent that are typical for a transaction of this nature. The estimated proceeds from the sale are approximately \$0.5 million.

Outlook and funding

The commencement of future projects, either with third parties or in conjunction with funding partners as part of MPower's Build Own Operate strategy, is important as MPower's cash resources (principally being its operating cashflow from its service activities and the sale of renewable energy) continue to be stretched to meet its operating costs at its current level of activity, which is not sustainable in the long-term.

The prospects of commencing delivery of new projects are supported by the underlying financial metrics of hybrid projects that are compelling. For projects that MPower is targeting for its own portfolio, the challenge remains securing capital partners with an appropriate risk appetite and alignment to the scale of the opportunity that MPower has created. If funding of new projects can be achieved, it will see the required funds flowing to the Company and MPower's strategic plan being delivered.

In the meantime, the Company is reliant on its funders for ongoing support. After the balance date, the Company and Tag Private agreed terms to increase the existing unsecured loan facility limit of \$1.5 million to \$2.0 million to be made available for working capital purposes. This is in addition to an earlier loan between Tag Private and MPower Capital with a facility limit of \$1.25 million. The total amount owing to Tag Private under the two loans, including accrued interest, at 31 December 2024 was \$2.8 million.

MPower has boosted its pipeline of project development opportunities during and since the half year following active discussions with several project development groups. The Company has refined its strategic approach to distribution-connected hybrid renewable energy projects, including its approach to project design, project delivery, offtake, geographic focus and project funding.

MPower is actively seeking to align its strategy, pipeline and capabilities with project funding to support the rollout of projects and the establishment of a portfolio of hybrid renewable energy assets. Significant time, funds and resources have been invested over a number of years in building platform capability and an attractive opportunity for funding partners to rapidly deploy capital into a renewable, firm generation platform that both helps accelerate Australia's energy transition and captures value from volatility in the National Electricity Market.

Dividends Paid or Recommended

No interim dividend has been declared or paid in respect of the half year ended 31 December 2024 (2023: nil).

Rounding off of Amounts

The Company is a company of the kind referred to in Australian Securities and Investments Commission Corporations (Rounding in Financial / Directors' Reports) Instrument 2016/191, and in accordance with that Corporations Instrument amounts in the Directors' Report and the half year financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

Auditor's Independence Declaration

We have received an independence declaration from our auditors, Stantons International, under section 307C of the *Corporations Act 2001* a copy of which is attached on page 4 of the half year financial report.

Signed in accordance with a resolution of directors made pursuant to section 306(3) of the *Corporations Act 2001*.

On behalf of the directors



Peter Wise AM
Chairman

Sydney, 28 February 2025



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28 February 2025

Board of Directors
MPower Group Limited
Level 4, 15 Bourke Street
MASCOT NSW 2020

Dear Sirs

RE: MPOWER GROUP LIMITED

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of MPower Group Limited.

As Audit Director for the review of the financial statements of MPower Group Limited for the half-year ended 31 December 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours faithfully

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(An Authorised Audit Company)

Samir Tirodkar
Director



MPOWER GROUP LIMITED

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the half year ended 31 December 2024

		Half Year Ended	
	Note	31 Dec 2024	31 Dec 2023
		\$'000	\$'000
Revenue	2	2,309	2,461
Other revenue		17	14
Materials and consumables used		(413)	(647)
Depreciation and amortisation expense		(508)	(498)
Employee benefits expense		(1,313)	(855)
Finance costs		(621)	(530)
Occupancy expense		(39)	(25)
Gain on refinance	11	-	1,827
Other expenses		(565)	(866)
(Loss) / profit before income tax		(1,133)	881
Income tax expense		-	-
(Loss) / profit for the period from continuing operations		(1,133)	881
Discontinued operations			
Loss from discontinued operations	13	(353)	-
(Loss) / profit attributable to:			
Owners of the company		(1,486)	881
Non-controlling interest		-	-
		(1,486)	881
Other comprehensive income / (loss)			
Items that may be reclassified subsequently to income or loss			
Exchange differences arising on translation of foreign operations		-	-
Gain on cash flow hedges taken to equity		-	-
Other comprehensive loss for the period net of tax		-	-
Total comprehensive (loss) / income for the period		(1,486)	881
Total comprehensive (loss) / income attributable to:			
Owners of the company		(1,486)	881
Non-controlling interest		-	-
		(1,486)	881
(Loss) / profit per share from continuing operations			
Basic (cents per share)		(0.3)	0.3
Diluted (cents per share)		(0.3)	0.3
(Loss) / profit per share from continuing & discontinued operations			
Basic (cents per share)		(0.4)	0.3
Diluted (cents per share)		(0.4)	0.3

The Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the attached notes.

MPower Group Limited
Consolidated Statement of Financial Position
As at 31 December 2024

		As At 31 Dec 2024 \$'000	As At 30 Jun 2024 \$'000
	Note		
CURRENT ASSETS			
Cash and cash equivalents		434	212
Trade receivables and contract assets	3	351	403
Inventories		29	37
Assets held for sale	13	12,418	258
Other current assets		504	335
TOTAL CURRENT ASSETS		13,736	1,245
NON-CURRENT ASSETS			
Property, plant and equipment	12	10,550	21,577
Intangible assets		1,367	1,388
Right of use assets	4	2,079	1,859
TOTAL NON-CURRENT ASSETS		13,996	24,824
TOTAL ASSETS		27,732	26,069
CURRENT LIABILITIES			
Trade and other payables		3,787	4,064
Borrowings	11	4,929	12,704
Provisions		383	444
Lease liabilities		175	119
Liabilities held for sale	13	12,106	-
Other liabilities		-	29
TOTAL CURRENT LIABILITIES		21,380	17,360
NON-CURRENT LIABILITIES			
Borrowings	11	5,943	7,022
Provisions		248	269
Lease liabilities		2,255	2,036
TOTAL NON-CURRENT LIABILITIES		8,446	9,327
TOTAL LIABILITIES		29,826	26,687
NET DEFICIENCY		(2,094)	(618)
EQUITY			
Issued capital	5	32,168	32,168
Reserves	6	448	438
Accumulated losses		(34,710)	(33,224)
TOTAL EQUITY		(2,094)	(618)

The Consolidated Statement of Financial Position should be read in conjunction with the attached notes.

MPOWER GROUP LIMITED
Condensed Consolidated Statement of Changes in Equity
For the half year ended 31 December 2024

	Issued Capital (Note 5) \$'000	Reserves (Note 6) \$'000	Accumu- lated Losses \$'000	Attributable to owners of the company \$'000
Balance at 1 July 2023	31,174	423	(32,489)	(892)
Profit for the period	-	-	881	881
<i>Other comprehensive income/(loss) net of tax</i>				
Exchange differences arising on translation of foreign operations	-	-	-	-
Total comprehensive income for the period	-	-	881	881
Recognition of share-based payments	-	9	-	9
Issue of Shares	993	-	-	993
Payment of distributions	-	-	-	-
Balance at 31 December 2023	32,167	432	(31,608)	991
Balance at 1 July 2024	32,168	438	(33,224)	(618)
Loss for the period	-	-	(1,486)	(1,486)
<i>Other comprehensive income/(loss) net of tax</i>				
Exchange differences arising on translation of foreign operations	-	-	-	-
Total comprehensive loss for the period	-	-	(1,486)	(1,486)
Recognition of share-based payments	-	10	-	10
Issue of Shares	-	-	-	-
Payment of distributions	-	-	-	-
Balance at 31 December 2024	32,168	448	(34,710)	(2,094)

The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the attached notes.

MPOWER GROUP LIMITED
Consolidated Statement of Cash Flows
For the half year ended 31 December 2024

	Half Year Ended	
	31 Dec 2024	31 Dec 2023
	\$'000	\$'000
Cash flows from operating activities		
Receipts from customers	2,852	2,525
Payments to suppliers and employees	(2,110)	(3,854)
Interest and other costs of finance paid	(282)	(389)
Net cash utilised in operating activities	460	(1,718)
Cash flows from investing activities		
Payment for property, plant and equipment	(1,561)	(3,061)
Proceeds from business combinations (net of cash received)	-	-
Proceeds from sale of property, plant and equipment	-	-
Net cash (utilised in) / received from investing activities	(1,561)	(3,061)
Cash flows from financing activities		
Proceeds from borrowings	2,044	8,096
Proceeds from share issue	-	(6)
Payments for lease liabilities capitalised under AASB16	(299)	(310)
Repayment of borrowings	(422)	(314)
Net cash received from financing activities	1,323	7,466
Net increase in cash and cash equivalents	222	2,687
Cash and cash equivalents at the beginning of the period	212	238
Effects of exchange rate changes on the balance of cash held in foreign currencies	-	(58)
Cash and cash equivalents at the end of the period	434	2,867

The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the attached notes.

CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The half year financial report is a general-purpose financial report prepared in accordance with the Corporations Act 2001 and AASB 134 Interim Financial Reporting. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 Interim Financial Reporting. The half year financial report does not include notes of the type normally included in an annual financial report and should be read in conjunction with the most recent annual financial report.

(b) Basis of preparation

The condensed consolidated financial statements have been prepared on the basis of historical cost, except for the revaluation of selected non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The Company is a company of the kind referred to in Australian Securities and Investments Commission Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, and in accordance with that Corporations Instrument amounts in the Directors' Report and the half year financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

The accounting policies and methods of computation adopted in the preparation of the half year financial report are consistent with those adopted and disclosed in the Company's 2024 annual financial report for the financial year ended 30 June 2024, except for the impact of the Standards and Interpretations described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

MPower has reviewed new and revised accounting standards applicable in the period and no changes are expected to future financial reports from these new standards.

(c) Business Combinations

Business combinations occur where an acquirer obtains control over one or more businesses. A business combination will be accounted for from the date that control is attained whereby fair value of the identifiable assets acquired and liabilities assumed is recognised (with limited exceptions).

The consideration transferred the acquisition including any contingent consideration is generally measured at fair value. Where the fair value of the consideration is greater than the fair value of the identifiable assets and liabilities, goodwill is recognised. Goodwill is tested annually for impairment. Where fair value of the consideration is less than fair value of the identifiable assets and liabilities, a gain on a bargain purchase is recognised in the Statement of Profit or Loss and Other Comprehensive Income.

Transaction costs are expensed as incurred unless except if they relate to the issue of debt or equity securities.

Contingent consideration is classified as a financial liability. Subsequent changes in the fair value of the contingent consideration are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Going concern

The financial statements have been prepared on a going concern basis, which assumes the Group will be able to realise its assets and discharge its liabilities in the normal course of business.

The consolidated statement of profit or loss and other comprehensive income from continued operations for the half year ended 31 December 2024 reflects a net loss after tax of \$1.1 million and the consolidated statement of cash flows reflects net cash utilised in operating activities of \$0.46 million. Further, the condensed consolidated statement of financial position reflects a working capital deficiency of \$7.6 million and net liabilities of \$2.1 million.

The Directors have reviewed the cash flow forecast prepared by management for the period through to 28 February 2026. The cash flow forecast, which is predicated on the key assumptions noted below, indicates that the Group will have sufficient funding to operate as a going concern during the forecast period, and on this basis the Directors have prepared the financial statements on the going concern basis.

Key assumptions of cashflow forecast

The cashflow forecast includes certain key assumptions including the following:

- the commencement of new projects over the forecast period, either for third party customers or in conjunction with a funding partner as part of the Group's Build Own Operate strategy if project funding can be secured;
- the delivery of projects in accordance with project estimates;
- the extension, refinance and/or repayment of existing debt facilities falling due over the forecast period;
- the Group's lender's continuing to support the Group;
- the Group achieving its anticipated level of cash flows.

The Directors believe that the Company is well positioned to secure new projects for delivery, either with third party customers or in conjunction with funding partners, in light of the Company's track record and positive ongoing discussions. In the case of securing funding for the Group's own projects, the Directors note the Group has been in the market seeking this funding for some time.

As an ASX listed entity, the Group has the potential to raise equity / debt as and when required. The Group also has the ability to sell assets within its control and to use the proceeds of any such transactions to meet its financial commitments.

If the Group is unable to meet the key assumptions noted above, then a material uncertainty would exist that may cast significant doubt as to whether the Group will be able to continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements.

**CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024**

NOTE 2: REVENUE

	Half Year Ended	
	31 Dec 2024	31 Dec 2023
	\$'000	\$'000
<i>Sales revenue</i>		
Revenue from sale of goods	110	185
Revenue from the rendering of services	1,065	1,188
Revenue from sale of energy and LGC's	992	966
Projects and installations	142	122
Total revenue	<u>2,309</u>	<u>2,461</u>

NOTE 3: TRADE RECEIVABLES AND CONTRACT ASSETS

	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Trade receivables	224	267
Less: Credit loss allowance	<u>(51)</u>	<u>(51)</u>
	173	216
Contract assets – accrued revenue receivable	<u>178</u>	<u>187</u>
Total trade receivables and contract assets	<u>351</u>	<u>403</u>

The average credit period on sales of goods and rendering of services ranges from 0 to 45 days. The Group has provided for receivables based on estimated unrecoverable amounts from sales of goods, rendering of services and energy sales, determined by reference to the particular circumstances in relation to the debt and past default experience.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly, the directors believe that there is no further credit provision required in excess of the allowance for doubtful debts. There is no security held in relation to these balances.

Trade receivables and contract assets are written off when there has been a significant change in the risk characteristics of a debtor and there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

NOTE 4: RIGHT OF USE ASSETS

	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Cost		
Buildings – right of use assets	2,966	2,645
Less: Accumulated depreciation	(887)	(786)
	<u>2,079</u>	<u>1,859</u>

The Group leases the land for the Lakeland Solar & Storage Project which operates under an agreement which has 24 years remaining with options to extend. The Group leases the land for two development projects which are near ready to build status each of which operate under an agreement which has 30 years remaining with options to extend. The Group also leases land and buildings for its offices and warehouse under agreements of between 2 to 3 years with options to extend.

	31 Dec 2024	31 Dec 2023
	\$'000	\$'000
Amounts recognised in profit and loss:		
Depreciation expense on right-of-use assets	101	106
Interest expense on lease liabilities	147	109
	<u>248</u>	<u>215</u>

NOTE 5: ISSUED CAPITAL

	Half Year Ended 31 Dec 2024		Year Ended 30 Jun 2024	
	No.'000	\$'000	No.'000	\$'000
Fully paid ordinary shares				
Balance at beginning of financial period	343,703	32,168	293,703	31,174
Shares issued (net of costs)	-	-	50,000	994
Balance at end of financial period	<u>343,703</u>	<u>32,168</u>	<u>343,703</u>	<u>32,168</u>

No ordinary shares (2024: 50,000,000) and no options (2024: no options) were issued during the period. There were no unlisted share options over ordinary shares issued under the Company's Executive Share Option plan during the period (2024: no unlisted share options) and 210,000 lapsed during the period (2024: 1,711,000). There were no unlisted options on issue as at 31 December 2024.

NOTE 6: RESERVES

	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Share option reserve	720	710
Foreign exchange translation reserve	(272)	(272)
Total reserves	<u>448</u>	<u>438</u>

CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

NOTE 7: DIVIDENDS

No dividends were declared or paid during the current or previous financial period.

NOTE 8: SEGMENT INFORMATION

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The MPower Group's reportable segments are organised into two major sectors – Energy Services and Energy Investments. These sectors are the basis on which the MPower Group reports its reportable segment information. The principal products and services of each of those sectors are as follows:

- Energy Services - consists of MPower Projects Pty Limited and subsidiaries. This group is a provider of engineering, construction, maintenance, asset management and development services for on-grid and off-grid power systems in Australia.
- Energy Investments – consists of MPower Capital Pty Limited and subsidiaries. This group invests in clean energy assets in Australia.

The following is an analysis of the Group's revenue and results by reportable segment for continued operations:

	Revenue		Segment profit / (loss)	
	Half Year Ended		Half Year Ended	
	31 Dec 2024	31 Dec 2023	31 Dec 2024	31 Dec 2023
	\$'000	\$'000	\$'000	\$'000
Energy Services	1,317	1,495	(277)	(145)
Energy Investments	992	966	1,047	667
Other	-	-	-	-
Total operations	2,309	2,461	770	522
Depreciation and amortisation expense			(508)	(498)
Finance costs			(621)	(530)
Unallocated costs			(774)	1,387
(Loss)/ profit before income tax for continued operations			(1,133)	881
Income tax expense			-	-
Consolidated segment (loss)/ profit for the period for continued operations			(1,133)	881

CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

NOTE 8: SEGMENT INFORMATION (CONTINUED)

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment profit represents the profit earned by each segment without allocation of central administration costs and directors' salaries, depreciation and amortisation costs, finance costs and income tax expense. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

The following is an analysis of the Group's assets and liabilities by reportable operating segment for continued operations:

	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Energy Services	1,236	1,100
Energy Investments	13,453	23,212
Total segment assets	14,689	24,312
Unallocated	1,520	1,757
Total consolidated assets	16,209	26,069
	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Energy Services	3,305	3,493
Energy Investments	8,433	18,624
Total segment liabilities	11,738	22,117
Unallocated	5,982	4,570
Total consolidated liabilities	17,720	26,687

For the purposes of monitoring performance and allocating resources between segments:

- (i) There are no assets used jointly by reportable segments.
- (ii) There are no liabilities for which reportable segments are jointly liable.
- (iii) Corporate assets and liabilities with no defined segment are classified as unallocated.

NOTE 9: CONTINGENCIES AND COMMITMENTS

There are no material contingent liabilities or contingent assets at balance date (30 June 2024: Nil).

CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

NOTE 10: SUBSEQUENT EVENTS

There are no other matters or circumstances which have arisen since the end of the financial period which significantly affected or may significantly affect the operation of the Group, the results of its operations, or the state of affairs of the Group in future financial periods other than the matters set out below.

Tag Private loan

In February 2025, the Company and Tag Private Pty Limited agreed terms to increase the existing facility limit of \$1.5 million to \$2.0 million to be made available to MPower Group Limited for working capital purposes. The loan remains unsecured and matures on 10 November 2025 and has an interest rate of 15%. This is in addition to an earlier loan between Tag Private and MPower Capital with a facility limit of \$1.25 million. The total amount owing to Tag Private under the two loans, including accrued interest, at 31 December 2024 was \$2.8 million.

Narromine conversion

During the period, MPower and AMPYR Distributed Energy announced that the Narromine Renewable Energy Project would be acquired by AMPYR after terms were agreed for the conversion of Narromine's \$10 million project funding facility into project equity.

The conversion from debt to equity became binding on the parties in October 2024, subject only to Foreign Investment Review Board (FIRB) approval being obtained by AMPYR. The condition to the conversion has been satisfied and the conversion completed on 20 February 2025.

Sale of Faraday project rights

During February 2025 an agreement was reached for the sale of the development assets associated with Faraday Renewable Energy Project Pty Limited. The transaction is conditional on a number of conditions precedent that are typical for a transaction of this nature. The estimated proceeds from the sale are approximately \$0.55m.

NOTE 11: BORROWINGS

	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Current		
Funding facilities (secured)	1,795	11,355
Funding facilities (unsecured)	2,822	1,150
Other interest bearing liabilities	312	199
Total current borrowings	4,929	12,704
	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Non-current		
Funding facilities (secured)	5,943	7,022
Total non-current borrowings	5,943	7,022

Funding facilities are fully secured by general security agreements granted by controlled entities over their assets.

Summary of borrowing and financial facility arrangements

MPower Group Limited has a \$1.50 million finance facility with Oceania Capital Partners Limited with a maturity date of 8 November 2025 where a final payment of \$1.32 million is due. The facility has a fixed interest rate of 13.25% and the facility was fully drawn. Principal and interest payments are paid quarterly in accordance with a specified schedule. There were no covenant reporting requirements as at 31 December 2024 (30 June 2024: nil). The facility is secured over MPower Group Limited assets.

CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

NOTE 11: BORROWINGS (CONTINUED)

MPower Capital Pty Limited has a \$1.25 million limited recourse finance facility with related party Tag Private Pty Limited with a maturity date of 10 November 2025 and a fixed interest rate of 15.0%. MPower Group Limited has a \$1.5 million limited recourse finance facility with related party Tag Private Pty Limited with a maturity date of 10 November 2025 and a fixed interest rate of 15.0%. This facility was increased to \$2.0m in February 2025 as referenced in Note 10. Interest under the facilities is paid and/or accrued monthly. There were no covenant reporting requirements at 31 December 2024 (June 2024: nil). The facilities are unsecured.

Lakeland Solar & Storage Pty Limited has a \$6.54 million limited recourse project finance facility with NORD/LB with a maturity date of 30 April 2031 and a fixed interest rate of 5.6%. Principal and interest payments are paid six monthly in accordance with a specified schedule. There were no covenant reporting requirements as at 31 December 2024 (30 June 2024 nil). The facility is secured by the Lakland Solar & Storage Pty Limited project assets. During the reporting period, the borrower breached a financial covenant as at 31 October 2024. The lender did not elect to accelerate repayment of the loan and the breach was waived by the lender after the balance date.

Narromine Renewable Energy Project Pty Limited, which is classified as an asset held for sale at the report date and separately identified on the balance sheet, has a \$10.36 million limited recourse project finance facility with AMPYR Energy with a maturity date of 31 October 2025 at a fixed interest rate of 12.25%. During the period, agreement was reached for the conversion of 100% of the facility into equity in the Narromine Renewable Energy Project. The condition to the conversion has been satisfied and the conversion completed on 20 February 2025.

NOTE 12: PROPERTY, PLANT & EQUIPMENT

	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Cost or valuation	12,793	23,447
Accumulated depreciation	(2,243)	(1,870)
Total property, plant & equipment	<u>10,550</u>	<u>21,577</u>
Plant & equipment	10,541	21,555
Leasehold improvements	9	22
Total property, plant & equipment	<u>10,550</u>	<u>21,577</u>

NOTE 13: ASSETS HELD FOR SALE

	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Development assets	894	151
Narromine Renewable Energy Project Pty Limited	11,524	-
Assets held for sale	<u>12,418</u>	<u>151</u>
	31 Dec 2024	30 Jun 2024
	\$'000	\$'000
Narromine Renewable Energy Project Pty Limited	(12,106)	-
Liabilities held for sale	<u>(12,106)</u>	<u>-</u>

Development assets relate to renewable energy project development assets which are held for sale as at 31 December 2024.

CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024

NOTE 13: ASSETS HELD FOR SALE (CONTINUED)

The Company intends to dispose of the existing business, Narromine Renewable Energy Project Pty Limited, a renewable energy asset associated with the Narromine project via the conversion of 100% of its existing debt to equity in the project. As at December 2024, Narromine Renewable Energy Project Pty Limited has a \$10.36 million limited recourse project finance facility with AMPYR Energy with a maturity date of 31 October 2025 at a fixed interest rate of 12.25%. The disposal was subject to Foreign Investment Review Board Approval (FIRB) which was received on 6 February 2025. Completion of the disposal took place on 20 February 2025.

Financial information relating to the discontinued operations for the period is set out below.

The financial performance and cash flow information presented are for the half year ending 31 December 2024 and the half year ending 31 December 2023.

Financial performance information

	Half Year Ended	
	31 Dec 2024	31 Dec 2023
	\$'000	\$'000
Revenue	418	-
Materials and consumables used	(67)	-
Depreciation and amortisation expense	(4)	-
Finance costs	(681)	-
Other expenses	(19)	-
(Loss) / profit before income tax	(353)	-
Income tax expense	-	-
(Loss) / profit for the period from discontinued operations	(353)	-

Cash flow information

	Half Year Ended	
	31 Dec 2024	31 Dec 2023
	\$'000	\$'000
Net cash used in operating activities	200	(94)
Net cash generated by/ (used in) investing activities	(620)	(7,707)
Net cash generated by/(used in) financing activities	520	7,831

**CONDENSED NOTES TO THE HALF YEAR CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS FOR THE HALF YEAR ENDED 31 DECEMBER 2024**

NOTE 13: ASSETS HELD FOR SALE (CONTINUED)

Carrying amounts of assets and liabilities information

	31 Dec 2024
	\$'000
CURRENT ASSETS	
Trade receivables and contract assets	279
Other current assets	18
TOTAL CURRENT ASSETS	297
NON-CURRENT ASSETS	
Property, plant and equipment	10,973
Right of use assets	254
TOTAL NON-CURRENT ASSETS	11,227
TOTAL ASSETS	11,524
CURRENT LIABILITIES	
Trade and other payables	809
Borrowings	10,985
TOTAL CURRENT LIABILITIES	11,794
NON-CURRENT LIABILITIES	
Provisions	38
Lease liabilities	274
TOTAL NON-CURRENT LIABILITIES	312
TOTAL LIABILITIES	12,106
NET DEFICIENCY	(583)

DIRECTORS' DECLARATION

The directors declare that:

- (a) based on the matters set out in Note 1, in the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- (b) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity.

Signed in accordance with a resolution of the directors made pursuant to section 303(5) of the *Corporations Act 2001*.

On behalf of the directors

A handwritten signature in black ink, appearing to read 'Peter Wise', written in a cursive style.

Peter Wise AM
Chairman

Sydney, 28 February 2025

**INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF
MPOWER GROUP LIMITED**

Report on the Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of MPower Group Limited, which comprises the consolidated statement of financial position as at 31 December 2024, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, condensed notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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

- (a) giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Basis for Conclusion

We conducted our review in accordance with ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*. Our responsibilities are further described in the Auditor's Responsibilities for the Review of the Financial Report section of our report. We are independent of the Company in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards) (the Code)* that are relevant to the audit of the annual financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

Material Uncertainty Relating to Going Concern

Without modifying our audit opinion expressed above, attention is drawn to the following matter.

As referred to in Note 2(d) to the financial statements, the consolidated financial statements have been prepared on a going concern basis. As at 31 December 2024, the Group had cash and cash equivalents of \$434,000, operating cash inflows of \$460,000 and recorded a loss after income tax of \$1,486,000.



Furthermore, the condensed consolidated statement of financial position reflects a working capital deficiency of \$7,644,000 and a net asset deficiency of \$2,094,000.

The ability of the consolidated entity to continue as a going concern and meet its administration, and other commitments is dependent upon the future successful raising of necessary funding through equity or borrowings, successful exploitation of the consolidated entity's assets and/or sale of core assets. In the event that the consolidated entity cannot raise further equity, or funding, the consolidated entity may not be able to meet its liabilities as they fall due or realise its assets in the normal course of business.

Responsibility of the Directors for the Financial Report

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

Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. ASRE 2410 requires us to conclude whether we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including giving a true and fair view of the Company's financial position as at 31 December 2024 and its performance for the half-year ended on that date, and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

STANTONS INTERNATIONAL AUDIT AND CONSULTING PTY LTD
(An Authorised Audit Company)

Samir Tirodkar
Director

West Perth, Western Australia
28 February 2025