

31 July 2024

The Manager Announcements Office
Australian Securities Exchange
20 Bridge Street, Sydney NSW 2000

CANDY CLUB HOLDINGS LIMITED (“CLB”) – ACTIVITIES REPORT – JUNE QUARTER 2024

4.7C.1 Details of business activities for the quarter

In this quarter the Company announced the proposed acquisition of Scalare Partners Pty Ltd.

The parties have entered into a Merger Implementation Deed and a Share Sale Agreement to facilitate the acquisition of the Scalare business.

As part of the transaction, and subject to shareholder approval, the Company proposes to:

- Undertake a share consolidation on a 56 for 1 basis;
- Subject to completion of the transaction, change its name to Scalare Partner Holdings Limited;
- Undertake a capital raising to raise a minimum of \$4 million and up to \$8 million; and
- Subject to completion of the transaction the Company will issue 72 million ordinary CLB shares to the vendors of the Scalare business; and
- The Company will seek re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

The Company held its 2024 Annual General meeting at which shareholders resolved to:

- Adopt the remuneration report contained in the 2023 Annual Report;
- Approve the appointment of In.Corp Advisory as the Company’s auditors; and
- Elect Mr James Walker, who had been appointed to the Board to fill a casual vacancy, as a non-executive director. Mr Walker is a founding partner and Executive Director of Scalare Partners Pty Ltd.

Operating expenditure during the quarter was as follows:

1.	Cash flows from operating activities	
1.1	Receipts from customers	
1.2	Payments for	
	(a) research and development	
	(b) product manufacturing and operating costs	
	(c) advertising and marketing	
	(d) leased assets	
	(e) staff costs	
	(f) administration and corporate costs	(42)
1.3	Dividends received	
1.4	Interest received	
1.5	Interest and other costs of finance paid	
1.6	Income taxes paid	

1.7	Government grants and tax incentives	
1.8	Other (provide details if material)	
1.9	Net cash from / (used in) operating activities	(42)

4.7C.2 PDS Use of Funds Analysis

N/A

4.7C.3 Payments to related parties

There were no payments to related parties made during the quarter.

Appendix 4C

Quarterly cash flow report for entities subject to Listing Rule 4.7B

Name of entity

CANDY CLUB HOLDINGS LIMITED

ABN

96 629 598 778

Quarter ended ("current quarter")

30 June 2024

Consolidated statement of cash flows	Current quarter \$AU'000	Year to date (6 months) \$AU'000
1. Cash flows from operating activities		
1.1 Receipts from customers		
1.2 Payments for		
(a) research and development		
(b) product manufacturing and operating costs		
(c) advertising and marketing		
(d) leased assets		
(e) staff costs		
(f) administration and corporate costs	(42)	(67)
1.3 Dividends received (see note 3)		
1.4 Interest received		
1.5 Interest and other costs of finance paid		
1.6 Income taxes paid		
1.7 Government grants and tax incentives		
1.8 Other (provide details if material)		
1.9 Net cash from / (used in) operating activities	(42)	(67)
2. Cash flows from investing activities		
2.1 Payments to acquire or for:		
(a) entities		
(b) businesses		
(c) property, plant and equipment		
(d) investments		
(e) intellectual property		
(f) other non-current assets		

Consolidated statement of cash flows		Current quarter \$AU'000	Year to date (6 months) \$AU'000
2.2	Proceeds from disposal of:		
	(a) entities		
	(b) businesses		
	(c) property, plant and equipment		
	(d) investments		
	(e) intellectual property		
	(f) other non-current assets		
2.3	Cash flows from loans to other entities		
2.4	Dividends received (see note 3)		
2.5	Other (provide details if material)		
2.6	Net cash from / (used in) investing activities	-	-

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)		
3.2	Proceeds from issue of convertible debt securities		
3.3	Proceeds from exercise of options		
3.4	Transaction costs related to issues of equity securities or convertible debt securities		
3.5	Proceeds from borrowings	152	177
3.6	Repayment of borrowings	(110)	(110)
3.7	Transaction costs related to loans and borrowings		
3.8	Dividends paid		
3.9	Other (provide details if material)		
3.10	Net cash from / (used in) financing activities	42	67

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	1	1
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(42)	(67)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-

Consolidated statement of cash flows		Current quarter \$AU'000	Year to date (6 months) \$AU'000
4.4	Net cash from / (used in) financing activities (item 3.10 above)	42	67
4.5	Effect of movement in exchange rates on cash held		
4.6	Cash and cash equivalents at end of period	1	1

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$AU'000	Previous quarter \$AU'000
5.1	Bank balances	1	1
5.2	Call deposits		
5.3	Bank overdrafts		
5.4	Other (provide details)		
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	1	1

6.	Payments to related parties of the entity and their associates	Current quarter \$AU'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	-
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i> <i>6.1 Includes payment of wages and salaries, directors fees and consulting fees.</i>		

7.	Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity.</i> <i>Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	Total facility amount at quarter end \$AU'000	Amount drawn at quarter end \$AU'000
7.1	Loan facilities		
7.2	Credit standby arrangements		
7.3	Other (please specify)		
7.4	Total financing facilities		
7.5	Unused financing facilities available at quarter end		-
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8.	Estimated cash available for future operating activities	\$AU'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(43)
8.2	Cash and cash equivalents at quarter end (item 4.6)	1
8.3	Unused finance facilities available at quarter end (item 7.5)	-
8.4	Total available funding (item 8.2 + item 8.3)	1
8.5	Estimated quarters of funding available (item 8.4 divided by item 8.1) <i>Note: if the entity has reported positive net operating cash flows in item 1.9, answer item 8.5 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.5.</i>	0.02
8.6	If item 8.5 is less than 2 quarters, please provide answers to the following questions:	
8.6.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not? Answer Expenditure in the current quarter related to recapitalisation of the company. The company will continue to minimise all costs during this period.	
8.6.2	Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful? Answer: The company is in the process of preparing a prospectus seeking to raise between \$4M and \$8M and will be seeking readmission to the ASX.	
8.6.3	Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis? Answer: Yes, existing shareholders will provide funds as they are required.	
<i>Note: where item 8.5 is less than 2 quarters, all of questions 8.6.1, 8.6.2 and 8.6.3 above must be answered.</i>		

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date:31 July 2024.....

Authorised by:The Board.....
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.