

Appendix 4D: Half-Year Report ended 31 December 2023 as required by ASX listing rule 4.2.A.3

Results for announcement to the market

(all comparisons to the half-year ended 31 December 2022)

	Movement	31 Dec 2023	31 Dec 2022
Earnings			
Cash receipts from customers	Up 9%	\$51,779,718	\$47,526,356
Net cashflow from operating activities	Down 72%	\$1,899,180	\$6,862,954
Revenue from ordinary activities	Up 45%	\$47,018,552	\$32,387,884
Realised and unrealised losses on portfolio	Up 0%	\$878,669	\$877,786
(Loss)/profit before income tax	Down 163%	(\$2,413,052)	\$3,805,349
(Loss)/profit after income tax for the period attributable to ordinary equity holders	Down 206%	(\$3,091,524)	\$2,905,713
Appendix 4D Net tangible asset per share			
Net tangible liabilities	Down 40%	(\$31,496,551)	(\$52,196,293)
Fully paid ordinary shares on issue at balance date	Up 17%	320,972,581	274,048,010
Net tangible liabilities backing per issued ordinary share (cents)	Down 48%	(9.81)	(19.05)

2023
Q4



THE
MARKET
LIMITED

INTERIM FINANCIAL REPORT

The Market Limited (ASX:MKT)
and its Controlled Entities
ACN 611 717 036

Financial Report for the Half-Year Ended 31 December 2023

Level 11, 28 The Esplanade,
Perth WA, Australia 6000

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ASX:MKT

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Corporate Directory

Directors

Bruce Rathie
(appointed 1 December 2023)

Geoff Stalley
(appointed 1 December 2023)

Alec Christopher Pismiris

Gavin John Argyle

Twila Jensen

Company Secretary

Ben Donovan

Registered and Principal Office

Level 11, 28 The Esplanade,
Perth WA 6000

Bankers

Westpac Banking Corporation
109 St Georges Terrace,
Perth WA 6000

National Bank of Canada
600, De La Gauchetière Ouest,
Rez-de-Chaussée,
Montréal (Québec) H3B 4L2

Commonwealth Bank of Australia
Tower 1, 201 Sussex Street,
Sydney NSW 2000

Solicitors

Clayton Utz Lawyers
Level 27, QVI Building,
250 St Georges Terrace,
Perth WA 6000

Auditor

RSM Australia Partners
Level 32 Exchange Tower,
2 The Esplanade,
Perth WA 6000

Vancouver

West Hastings Street,
Vancouver BC, Canada

39 Staff

Stockhouse  

Our assets span across Australia and North America.

We have a dedicated team committed to helping Australians and Canadians access goods and services that ensure convenience, trust and security, inspired by community and driving profit.

Perth

The Esplanade,
Perth WA, Australia

24 Staff

HotCopper 

Sydney

York Street,
Sydney NSW, Australia

184 Staff

 Gumtree  carsguide  Autotrader 



The Board of The Market Limited is pleased to present the financial results for the Company for the half-year ended 31 December 2023.

Introduction

During the last half-year the Company reported strong overall revenue growth following the acquisition of Gumtree Australia and its related entities Autotrader Australia and Carsguide (the "Gumtree Group") in October 2022. Total Company revenues for the half-year to 31 December 2023 increased to \$47.0 million (31 December 2022: \$32.4 million).

The key business activities of the Company are Classifieds and Capital Markets.

- Gumtree Group is one of the largest pure play general classifieds business in Australia.
- With HotCopper and Stockhouse, we operate two of the largest investor communities in Australia and North America

The strategic importance of Gumtree Group to The Market Limited is evident in these results. Gumtree Group is Australia's leading classifieds platform for buying, selling, and finding a wide range of products and services including cars, jobs, furniture, and pets. Both Carsguide and Autotrader have leading positions in the segments they operate in. Gumtree Group reaches 1 in 3 Australians on a monthly basis, has over 1.0 million new monthly listings, with total goods worth over A\$3bn being transacted each month.

Focus on operational excellence

Over the past 6 months The Market Limited has focused on further refining its strategy and its operations to deliver on future growth in line with the strategy endorsed by the Board and its new management team.

The Gumtree Group has strongly focussed on executing on its strategic roadmap presented during the AGM in November 2023. In the last 6 months, we have launched our first Transactional offerings with the roll-out of our Pets insurance product and the Instant Cash Offer solution to sell cars privately. In the coming months more Transactional products and features will become available to our user base.

Within our Capital Markets business, we are investing in an improved user experience for HotCopper and Stockhouse and are leveraging all the key learnings and insights across the two sites. These technological upgrades allow for a more unified and sophisticated marketing offering.

The Market Limited strongly focused during the half year on making additional repayments on the CBA loan facility following the sound cash flow generation of the Gumtree Group. In the last 6 months, a total amount of A\$5.0 million was repaid (outstanding balance: A\$41.0 million at the end of the half year). Further deleveraging is foreseen for the next half year.

The non-core activities, being the Subscribacar business, which were underperforming and loss-making were fully discontinued during the half year.



Directors' Report

The Board of Directors presents their report, together with the interim financial statements of The Market Limited (the "Company" or "The Market") and its controlled entities (collectively, the "Group") for the half-year ended 31 December 2023.

Directors

The names of the Directors of The Market Limited in office during the half-year and until the date of this report are:

- Bruce Rathie (appointed 1 December 2023)
- Geoff Stalley (appointed 1 December 2023)
- Alec Christopher Pismiris
- Gavin John Argyle
- Twila Jensen

All Directors were in office from the beginning of the half-year until the date of this report unless otherwise stated.

Principal activities

Principal activities

The Market Limited is a group of businesses with four main offerings, each having a leading role in their relevant segments:

- 1) Classifieds:** We operate one of the largest classifieds businesses in Australia with a powerful portfolio of complimentary brands: Gumtree, Carsguide and Autotrader (Gumtree Group).
 - a. Gumtree is the largest and oldest iconic Australian online horizontal marketplace with over 430 million of pageviews per month. Annual listed GMV (Gross Merchandise Value) amounts to AUD 35 billion.
 - b. Carsguide is Australia's #1 motors editorial site combining listings, advice, reviews and automotive news and is the leading destination where car buyers go to research. Carsguide offers rich, relevant motors content to more than 2 million unique users per month.
 - c. Autotrader is a dedicated motors marketplace connecting dealers with in-market shoppers with more than 1 million unique users per month. Gumtree, Carsguide, and Autotrader is a highly attractive marketplace ecosystem with highly complementary brands, reaching 1 in 3 Australians each month. Our total monthly unique users amount to 6.5 million.

2) Capital Markets

a. Investor Communities:

With HotCopper and Stockhouse, we operate two of the largest investor communities in Australia and North America, reaching a combined audience of up to 3 million unique investors. Our sites offer in-depth research tools, stock market education and analysis, and investor forums, to provide an investor everything they need to make informed investment decisions.

b. Business News:

The Market Online is a growing business digital news masthead, which offers real-time breaking news, in-depth interviews via our studios in Perth, Australia, and Vancouver, Canada, supported by our featured journalists and writers. We also partner with leading industry experts and contributors to offer insightful education around investing.

c. Digital Investor Relations and Consulting:

Through our advertising and investor relations arms, we put our clients in front of the most qualified investors through our customized and strategic capital markets advertising offerings. We offer a unique set of over 25 different sophisticated and data-driven advertising tools.

31 December 2023 Half Year Results ⁽¹⁾

Financial Performance	Consolidated			
	31 Dec 2023	31 Dec 2022	Change	Percentage Change
	\$	\$	\$	%
Total revenue from continuing operations	47,018,552	32,387,884	14,630,668	45%
EBITDA from continuing operations ^(2,3)	841,180	6,347,048	(5,505,868)	(87%)
EBITDA from discontinued operations ⁽⁴⁾	(782,771)	146,108	(928,879)	(636%)
(Loss)/profit before Tax from continuing operations ^(2,3)	(2,413,052)	3,805,349	(6,218,401)	(163%)
(Loss)/profit before Tax from discontinued operations ⁽⁴⁾	(882,809)	(105,880)	(776,929)	734%

(1) Acquisition of the Gumtree Group was successfully completed on 4 October 2022 and its financial results are included in the prior reporting period from that date.

(2) Includes total one-off costs in HI FY2024 of \$3.5 million driven by:

- TSA and one-off consulting costs for the Gumtree Group related to the process of exiting the services and support provided by previous owner (Adevinta) and setting up new fit-for-purpose systems (\$2.7 million), and
- Final legal fees in relation to the Takeover Panel and prior management issues (\$0.8 million).

(3) Included in this amount is a non-cash impairment of A\$2.2 million against the goodwill of the Stockhouse business (acquired in 2019) following a review of its financial performance.

(4) Discontinued operations relate to the Subscribacar business.

Significant changes in state of affairs

The Company has changed its name from 'The Market Herald Limited' to 'The Market Limited' during the period. There were no other significant changes in the state of affairs of the Group during the financial half year.

Auditor's independence declaration

The Auditor's Independence Declaration as required under section 307C of the *Corporations Act 2001* (Cth) for the half-year ended 31 December 2023 is included on page 7 of the Financial Report. This report is made in accordance with a resolution of the Board of Directors made pursuant to section 306(3)(a) of the *Corporations Act 2001* (Cth).

Signed in accordance with a resolution of the Board of Directors



Bruce Rathie
Chairman

28 February 2024

RSM Australia Partners

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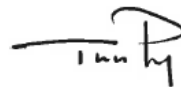
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AUDITOR'S INDEPENDENCE DECLARATION

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

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

A stylized, handwritten signature of 'RSM' in black ink.
RSM AUSTRALIA PARTNERS

A handwritten signature in black ink, appearing to read 'Tutu Phong'.

TUTU PHONG
Partner

Perth, WA
Dated: 28 February 2024

Interim Consolidated Statement of Profit or Loss and Other Comprehensive Income for half year ended 31 December 2023

	Note	31 December 2023 \$	31 December 2022 \$
Revenue from contracts with customers from continuing operations	3	47,018,552	32,387,884
Other income	4	109,114	2,877,136
Employee and director benefits expense	6	(20,997,751)	(14,974,855)
Commissions paid		(1,075,840)	(964,285)
Depreciation and amortisation		(937,293)	(902,262)
Impairment of non-financial assets	12	(2,201,725)	-
Finance cost		(2,316,939)	(1,639,437)
Share based payments expense	19	(246,378)	-
Acquisition expenses	5	-	(1,573,412)
Other expenses	6	(21,764,792)	(11,405,420)
(Loss)/profit before income tax from continuing operations		(2,413,052)	3,805,349
Income tax benefit/(expense)		204,337	(793,756)
(Loss)/profit after income tax expense from continuing operations		(2,208,715)	3,011,593
Loss after income tax expense from discontinued operations	8	(882,809)	(105,880)
(Loss)/profit after income tax expense for the period		(3,091,524)	2,905,713
Other comprehensive income/(loss)			
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods (net of tax):</i>			
Net (loss) on equity instruments designated at fair value through other comprehensive income		(151,204)	(591,150)
Movement in foreign currency translation reserve		(757,772)	(986,406)
Other comprehensive loss		(908,976)	(1,577,556)
Total comprehensive (loss)/income for the period attributable to members of the Company, net of tax		(4,000,500)	1,328,157
Earnings/(loss) per share from continuing operations attributable to members			
Basic (loss)/earnings per share (cents)	7	(0.69)	1.28
Diluted (loss)/earnings per share (cents)	7	(0.69)	1.26
Loss per share from discontinued operations attributable to members			
Basic loss per share	7	(0.28)	(0.04)
Diluted loss per share	7	(0.28)	(0.04)
Earnings/(loss) per share attributable to members			
Basic (loss)/earnings per share	7	(0.97)	1.24
Diluted (loss)/earnings per share	7	(0.97)	1.22

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

Interim Consolidated Statement of Financial Position as at 31 December 2023

	Note	31 December 2023 \$	30 June 2023 \$
Current assets			
Cash and cash equivalents	9	8,930,147	12,677,020
Trade and other receivables	10	5,983,180	5,208,044
Financial assets	11	6,078,927	6,803,612
Contract assets		5,391,136	5,786,185
Other current assets		2,603,263	2,795,148
Non-current assets classified as held for sale		-	3,499,745
Total current assets		28,986,653	36,769,754
Non-current assets			
Plant and equipment		597,574	858,197
Intangibles	12	121,120,160	124,400,530
Right-of-use assets		2,910,790	2,824,650
Financial assets	11	264,265	1,293,422
Deferred tax assets		-	1,197,959
Total non-current assets		124,892,789	130,574,758
Total assets		153,879,442	167,344,512
Current liabilities			
Trade and other payables	14	10,489,706	11,705,387
Lease liabilities		1,007,812	971,094
Provisions	15	4,127,659	3,828,577
Contract liabilities	16	3,093,044	3,341,600
Interest bearing liabilities	17	8,360,347	10,613,360
Current tax liabilities		1,736,278	1,745,678
Total current liabilities		28,814,846	32,205,696
Non-current liabilities			
Interest bearing liabilities	17	33,346,527	37,943,791
Deferred tax liabilities		18,894,408	20,659,483
Lease liabilities		2,094,460	2,052,219
Total non-current liabilities		54,335,395	60,655,493
Total liabilities		83,150,241	92,861,189
Net assets		70,729,201	74,483,323
Equity			
Issued capital	18	63,253,173	63,253,173
Reserves		(9,888,536)	(9,225,938)
Retained earnings		17,364,564	20,456,088
Total equity		70,729,201	74,483,323

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

Interim Consolidated Statement of Changes in Equity for the half year ended 31 December 2023

	Share capital	Retained earnings	Share based payment reserve	Financial assets at FVOCI reserve	Foreign currency translation reserve	Distribution share reserve	Total
	\$	\$	\$	\$	\$	\$	\$
Balance at 1 July 2023	63,253,173	20,456,088	944,380	(1,686,382)	1,700,287	(10,184,223)	74,483,323
Loss for the half-year	-	(3,091,524)	-	-	-	-	(3,091,524)
Other comprehensive loss	-	-	-	(151,204)	(757,772)	-	(908,976)
Total comprehensive loss for the year	-	(3,091,524)	-	(151,204)	(757,772)	-	(4,000,500)
Share-based payment expense	-	-	246,378	-	-	-	246,378
Balance at 31 December 2023	63,253,173	17,364,564	1,190,758	(1,837,586)	942,515	(10,184,223)	70,729,201
Balance at 1 July 2022	22,313,184	15,285,028	1,708,975	(1,180,146)	1,212,514	(10,184,223)	29,155,332
Profit for the half-year	-	2,905,713	-	-	-	-	2,905,713
Other comprehensive loss	-	-	-	(591,150)	(986,406)	-	(1,577,556)
Total comprehensive income/(loss) for the year	-	2,905,713	-	(591,150)	(986,406)	-	1,328,157
Exercise of options	139,884	-	-	-	-	-	139,884
Capital raised from issue of shares	26,612,744	-	-	-	-	-	26,612,744
Capital raising costs	(896,392)	-	-	-	-	-	(896,392)
Balance at 31 December 2022	48,169,420	18,190,741	1,708,975	(1,771,296)	226,108	(10,184,223)	56,339,725

Interim Consolidated Statement of Cash Flows for the half year ended 31 December 2023

	Note	31 December 2023 \$	31 December 2022 \$
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		51,779,718	47,526,356
Payments to suppliers and employees (inclusive of GST)		(49,705,694)	(37,190,196)
Payment for bank guarantee		-	(1,315,110)
Interest received		63,875	10,530
Income tax paid		(236,806)	(590,773)
Interest paid		(1,913)	(4,441)
Transaction costs of business acquisition		-	(1,573,412)
Net cash from operating activities		1,899,180	6,862,954
Cash flows from investing activities			
Purchase of financial instruments		(2,179,299)	(4,637,031)
Proceeds from sale of financial instruments		2,174,920	4,731,160
Purchase of plant and equipment		(39,090)	(692,648)
Proceeds from sale of plant and equipment		3,448,508	-
Payment for business acquisition, net of cash acquired		-	(24,277,033)
Proceeds from security deposit		205,091	-
Net cash from/(used in) investing activities		3,610,130	(24,875,552)
Cash flows from financing activities			
Proceeds from issue of shares, net of transaction costs		-	25,856,236
Payment of lease liabilities		(497,711)	(507,113)
Loan repayment		(6,845,180)	(1,121,212)
Interest paid		(1,880,727)	(1,193,686)
Net cash (used in)/from financing activities		(9,223,618)	23,034,225
Net (decrease)/increase in cash held		(3,714,308)	5,021,627
Net foreign exchange difference		(32,565)	(134,789)
Cash and cash equivalents at beginning of financial period		12,677,020	4,768,749
Cash and cash equivalents at end of financial period	9	8,930,147	9,655,587

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

Notes to the Consolidated Financial Statements

1. General information and basis of preparation

General information

The interim consolidated financial statements of The Market Limited (the "Company" or "The Market") and its controlled entities (collectively, the "Group") were authorised for issue in accordance with a resolution of the directors on 28 February 2024.

The Market Limited is a for-profit limited company, incorporated and domiciled in Australia, whose shares are publicly traded. The Group's principal activities are described in the Directors' Report.

Basis of preparation

These general purpose financial statements for the interim half-year reporting period ended 31 December 2023 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the *Corporations Act 2001*, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

This half-year financial report does not include all notes of the type normally included within the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the Group as the annual financial report.

It is recommended that the half-year financial report be read in conjunction with the annual financial report for the year ended 30 June 2023 and considered with any public announcements made by the Group during the half-year ended 31 December 2023 in accordance with the continuous disclosure obligations of the ASX Listing Rules.

Accounting policies, disclosures, standards and interpretations

The accounting policies adopted in the preparation of the interim consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 30 June 2023 unless stated otherwise.

New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

2. Segment information

Identification of reportable operating segments

For management purposes the Group is organised into three operating segments. These are Classifieds, Capital Markets and Head office. Classifieds includes the operation of the Australian classified businesses, being "Gumtree", "Carsguide" and "Autotrader". The Capital Market consist of the digital community in Australia and Canada, being capital markets websites of "The Market Online", "HotCopper" and "Stockhouse".

All significant operating decisions are based upon analysis of the Group these segments. 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.

Intersegment receivables, payables and loans

Intersegment loans are initially recognised at the consideration received. Intersegment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates. Intersegment loans are eliminated on consolidation.

Consolidated half year ended 31 December 2023	Classifieds	Capital Markets	Subscriber (discontinued operations)	Head Office	Total
	\$	\$	\$	\$	\$
Revenue					
Revenue from contracts with customers	41,296,375	5,722,177	415,600	-	47,434,152
Other revenue	-	145,795	-	-	145,795
Total segment revenue	41,296,375	5,867,972	415,600	-	47,579,947
Intersegment eliminations					(122,009)
Total revenue					47,457,938
EBITDA					
Depreciation and amortisation	(646,884)	(290,409)	(99,995)	-	(1,037,288)
Finance costs	(2,001,963)	(314,976)	(103)	-	(2,317,042)
Profit/(loss) before income tax expense	3,502,968	(3,750,876)	(882,809)	(2,165,144)	(3,295,861)
Income tax (expense)/benefit	(1,059,640)	340,718	264,358	658,901	204,337
Profit/(loss) after income tax expense	2,443,328	(3,410,158)	(618,451)	(1,506,243)	(3,091,524)
Material items include:					
Impairment expenses	-	(2,201,725)	-	-	(2,201,725)
Assets					
Segment assets	121,080,456	37,325,462	1,928,831	15,004,655	175,339,404
Inter segment eliminations					(21,459,962)
Total assets					153,879,442
Liabilities					
Segment liabilities	(75,812,742)	(24,902,314)	(3,407,459)	(487,688)	(104,610,203)
Intersegment eliminations					21,459,962
Total liabilities					(83,150,241)

Included in the EBITDA calculation above is a non-cash impairment expense of \$2.2 million.

2. Segment information (continued)

Consolidated half year ended 31 December 2022	Classifieds	Capital Markets	Subscriber Operations (discontinued operations)	Head Office	Total
	\$	\$	\$	\$	\$
Revenue					
Revenue from contracts with customers	22,132,294	10,255,590	1,358,334	-	33,746,218
Other revenue	-	3,922	32,343	2,873,214	2,909,479
Total segment revenue	22,132,294	10,259,512	1,390,677	2,873,214	36,655,697
Intersegment eliminations					-
Total revenue					36,655,697
EBITDA					
EBITDA	5,912,237	(27,797)	146,108	462,608	6,493,156
Depreciation and amortisation	(627,851)	(274,411)	(251,988)	-	(1,154,250)
Finance costs	(4,409)	(280,998)	-	(1,354,030)	(1,639,437)
Profit/(loss) before income tax expense	5,279,977	(583,206)	(105,880)	(891,422)	3,699,469
Income tax (expense)/benefit	(1,988,481)	201,577	211,705	781,443	(793,756)
Profit/(loss) after income tax expense	3,291,496	(381,629)	105,825	(109,979)	2,905,713
Assets					
Segment assets	124,364,514	43,153,695	5,508,888	13,018,477	186,045,574
Inter segment eliminations					(17,340,958)
Total assets					168,704,616
Liabilities					
Segment liabilities	(93,164,989)	(25,859,419)	(6,090,893)	(481,361)	(125,596,662)
Intersegment eliminations					13,231,771
Total liabilities					(112,364,891)

3. Revenue from contracts with customers

Set out below is the disaggregation of the Group's revenue from contracts with customers:

From continuing operations	Consolidated	
	31 December 2023	31 December 2022
	\$	\$
Revenue from contracts with customers		
Advertising services	15,616,002	17,504,107
Classified revenue	31,402,550	14,883,777
Total revenue from contracts with customers	47,018,552	32,387,884
Timing of revenue recognition		
Over time	32,632,140	14,761,916
Point in time	14,386,412	17,625,968
Total revenue from contracts with customers	47,018,552	32,387,884

4. Other income

	Consolidated	
	31 December 2023	31 December 2022
	\$	\$
Other income	109,114	35,754
Gain on foreign exchange movement	-	2,841,382
	109,114	2,877,136

5. Acquisition expenses

	Consolidated	
	31 December 2023	31 December 2022
	\$	\$
Legal fees	-	1,064,550
Consulting fees	-	137,085
Insurance	-	371,777
	-	1,573,412

Acquisition expenses were incurred in relation to the acquisition of Gumtree AU Pty Ltd.

6. Expense items

This note provides a breakdown of material expense items shown in the statement of profit or loss and other comprehensive income.

	Consolidated	
	31 December 2023	31 December 2022
	\$	\$
(a) Employee and director benefits expense		
Wages and salaries	17,401,565	11,193,823
Superannuation and social benefits	1,717,849	1,219,344
Director fees	74,880	548,000
Other employee expenses	1,803,457	2,013,688
	<hr/>	<hr/>
	20,997,751	14,974,855
(b) Other expenses		
Consultancy costs	2,136,761	2,158,818
Site monitoring and hosting	141,025	172,161
Flights and accommodation	431,498	420,741
Marketing and advertising	7,082,813	1,109,056
Office software	7,740,832	3,476,406
Market data	100,774	454,443
Accounting, audit, and tax fees	289,611	413,960
Loss/(Gain) on revaluation of financial assets at FVTPL	681,925	(58,405)
Loss on disposal of financial assets at FVTPL	196,744	936,191
IT cost	157,305	307,937
Legal cost	989,492	108,400
Other expenses	1,816,012	1,905,712
	<hr/>	<hr/>
	21,764,792	11,405,420

7. Earnings/(loss) per share (EPS)

	Consolidated	
	31 December 2023	31 December 2022
	\$	\$
Earnings/(loss) per share from continuing operations attributable to members		
Basic (loss)/earnings per share (cents)	(0.69)	1.28
Diluted (loss)/earnings per share (cents)	(0.69)	1.26
Loss per share from discontinued operations attributable to members		
Basic loss per share	(0.28)	(0.04)
Diluted loss per share	(0.28)	(0.04)
Earnings/(loss) per share attributable to members		
Basic (loss)/earnings per share	(0.97)	1.24
Diluted (loss)/earnings per share	(0.97)	1.22
(Loss)/profit after income tax attributable to continuing operations	(2,208,715)	3,011,593
Loss after income tax attributable to discontinued operations	(882,809)	(105,880)
Profit/(loss) after income tax attributable to the owners of the company	(3,091,524)	2,905,713
	31 December 2023	31 December 2022
	Number	Number
Weighted average number of ordinary shares used in the calculation of basic earnings/(loss) per share	320,972,581	236,017,346
Weighted average number of ordinary shares used in the calculation of diluted earnings/(loss) per share	320,972,581	238,767,346

8. Discontinued operations

	Consolidated	
	31 December 2023	31 December 2022
	\$	\$
Revenue	415,600	1,358,334
Other income	-	32,343
Total revenue	415,600	1,390,677
Employee benefit expense	(338,623)	(447,275)
Depreciation and amortisation	(99,995)	(251,988)
Other expenses	(859,791)	(797,294)
Total expenses	(1,298,409)	(1,496,557)
Loss after income tax expense from discontinued operations	(882,809)	(105,880)
Cashflow information		
Net cash from/(used in) operating activities	(960,201)	278,224
Net cash from/(used in) investing activities	3,399,750	(674,727)
Net cash from/(used in) financing activities	(2,572,469)	428,471
Net increase/(decrease) in cash and cash equivalents from discontinued operations	(132,920)	31,968

Discontinued operations relate to the Subscribacar activity which was discontinued following the strategic review.

9. Cash and cash equivalents

	Consolidated	
	31 December 2023	30 June 2023
	\$	\$
Cash at bank	8,930,147	12,677,020
	8,930,147	12,677,020

10. Trade and other receivables

	Consolidated	
	31 December 2023	30 June 2023
	\$	\$
Current		
Trade receivables at amortised cost	7,339,336	6,679,821
Allowance for expected credit loss	(1,758,658)	(1,691,746)
Other receivables	402,502	219,969
	5,983,180	5,208,044

Trade receivables are measured at amortised cost.

11. Financial assets

	Consolidated	
	31 December 2023	30 June 2023
	\$	\$
Current		
Fair value through profit or loss – options and debentures	3,253,038	3,092,561
Fair value through profit or loss – listed and unlisted shares	2,825,889	3,711,051
	6,078,927	6,803,612
Non-Current		
Fair value through other comprehensive income – listed shares	228,918	423,505
Fair value through profit or loss – Interest rate swaps	35,347	212,917
Other financial assets	-	657,000
	264,265	1,293,422
Total financial assets	6,343,192	8,097,034

12. Intangibles

		Consolidated	
	Note	31 December 2023 \$	30 June 2023 \$
Software development			
Gross carrying value – at cost		788,277	788,277
Accumulated amortisation		(769,822)	(746,772)
Net carrying amount		18,455	41,505
Software development			
Net carrying amount at 1 July		41,505	92,395
Amortisation		(23,050)	(50,890)
Net carrying amount		18,455	41,505
Intangibles arising from business combinations:			
Trademarks			
Net carrying amount at 1 July		21,945,667	21,792,529
Addition		-	-
Foreign exchange difference		(479,450)	153,138
Net carrying amount		21,466,217	21,945,667
Goodwill			
Net carrying amount at 1 July		3,922,634	3,895,262
Addition through business combinations	13	45,888,550	-
Impairment		(2,201,725)	-
Foreign exchange difference		(33,615)	27,372
Net carrying amount		47,575,844	3,922,634
Brands			
Net carrying amount at 1 July		52,059,644	-
Addition through business combinations	13	-	52,059,644
Net carrying amount		52,059,644	52,059,644
Intangible assets - provisionally acquired			
Net carrying amount at 1 July		46,431,080	-
Movement due to business combination		(46,431,080)	46,431,080
Net carrying amount		-	46,431,080
Total intangibles arising from business combination		121,101,705	124,359,025
Total intangibles		121,120,160	124,400,530

13. Business combination

On 4 October 2022, the Group acquired 100% of the shares in Gumtree AU Pty Ltd and its subsidiaries Carsguide Autotrader Media Solutions Pty Ltd and Gumtree IP AUS Holding Ltd from Adevinta Oak Holdings B. V. for a total consideration of USD \$60.9 million (AUD \$93.7 million). The consideration was subject to post-acquisition adjustments. The acquisition was initially funded by a vendor loan of approximately USD \$44.7 million (AUD \$68.76 million) and a 2:5 share entitlement issue, which raised the sum of AUD \$26.6 million (before costs).

After settlement, a number of post-acquisition adjustments resulted in a credit of USD \$3.1 million. This credit was applied to reduce the balance of vendor loan to USD \$41.6 million.

The vendor loan was fully paid in May 2023, which was funded by AUD \$16.6 million of internally generated cash and a AUD \$46.0 million loan facility via the Commonwealth Bank of Australia. As the Vendor loan was denominated in US Dollars, the Company realised a foreign exchange gain of AUD \$1.3 million on repayment of the loan.

The acquired business contributed revenues of \$41,296,375 and profit before tax of \$3,502,968 to the Group for the half year ended 31 December 2023.

The following table summarises the consideration paid and the final fair value amounts of the assets acquired and liabilities assumed recognised at the acquisition date.

	Fair value \$
Cash and cash equivalents	750,002
Trade and other receivables	11,520,062
Contract assets	7,170,748
Other current assets	1,489,870
Plant and equipment	856,249
Right of use assets	3,316,219
Intangible assets – Brands	52,059,644
Trade and other payables	(6,707,953)
Current tax liabilities	(3,392,704)
Provisions	(7,607,412)
Lease Liability	(3,446,413)
Deferred tax liability	(12,909,830)
Net assets acquired	43,098,482
Goodwill	45,888,550
Acquisition-date fair value of the total consideration transferred	88,987,032
Representing:	
Cash paid to vendor	87,642,830
Realised gain on foreign exchange difference	1,344,202
Total consideration	88,987,032
Acquisition costs expensed to profit or loss during year ended 30 June 2023	1,779,374
Cash used to acquire business, net of cash acquired:	
Acquisition-date fair value of the total consideration transferred	88,987,032
Less: Realised gain on foreign exchange difference	(1,344,202)
Less: Cash acquired	(750,002)
Net cash used	86,892,828

14. Trade and other payables

	Consolidated	
	31 December 2023	30 June 2023
	\$	\$
Trade creditors	7,421,370	6,341,713
GST/HST payable	700,129	337,140
Other current liabilities	2,368,207	5,026,534
	10,489,706	11,705,387

15. Provisions

	Consolidated	
	31 December 2023	30 June 2023
	\$	\$
Current		
Employee benefits	3,936,101	3,426,759
Other payroll provisions	191,558	401,818
	4,127,659	3,828,577

16. Contract liabilities

Movements in contract liabilities are as follows:

	Consolidated	
	31 December 2023	30 June 2023
	\$	\$
Opening balance	3,341,600	4,067,883
Advance payment received	2,829,804	11,919,511
- Amounts included in the contract liabilities at the beginning of the period relating to continuing operations	(2,142,362)	(3,816,189)
- Amounts included in the contract liabilities at the beginning of the period relating to discontinued operations	-	(43,476)
- Advance payments applied to current period relating to continuing operations	(935,998)	(8,273,489)
- Advance payments applied to current period relating to discontinued operations	-	(512,640)
Closing balance	3,093,044	3,341,600

17. Interest-bearing liabilities

	Consolidated	
	31 December 2023	30 June 2023
	\$	\$
Current		
Term loan (a)	3,527,505	5,448,044
Term loan (b)		
Loan principal amount	6,000,000	6,000,000
Less: Capitalised borrowing cost	(1,167,158)	(834,684)
Total current interest-bearing liabilities	8,360,347	10,613,360
Non Current		
Term loan (b)		
Loan principal amount	35,000,000	40,000,000
Less: Capitalised borrowing cost	(1,653,473)	(2,056,209)
Total non-current interest-bearing liabilities	33,346,527	37,943,791
Total interest-bearing liabilities	41,706,874	48,557,151

(a) The initial value of the term loan is CAD\$11m with interest rate of Canadian Prime rate plus 1.95% per annum. The loan repayments consists of monthly interest only during each of the first six (6) months, followed by straight-line amortization over the subsequent sixty-six (66) months by way of blended payments of principal and interest. The term loan was due and payable on 8 November 2023. On 13 November 2023, the Group entered into a Forbearance Agreement with the bank where repayment date has been extended to 17 January 2024. The repayment date was further extended to 26 January 2024 through Forbearance Amending Agreement. The outstanding balance related to this term loan has been fully paid off on 26 January 2024.

(b) The loan has a term of 3 years and loan repayment involves making payments every quarter that cover both interest and capital, subject to Gross Leverage Ratio (GLR) as at relevant Calculation Date.

No quarterly repayment will be required if the GLR is less than 1.25x. If the GLR is 1.25x or higher, a quarterly payment of \$1,000,000 is necessary until the GLR drops below 1.25x. If the GLR is 1.75x or higher, a quarterly payment of \$1,500,000 is required until the GLR falls below 1.75x.

Interest is payable every quarter, and calculated as the average BBSY bid rate plus an applicable margin of between 1.9% - 2.2% per annum depending on gross leverage ratio, with half the interest risk hedged via an interest rate swap with CBA.

Financing arrangements

At 31 December 2023, the facility limit has been reached, and there is no unused facility limit remaining.

Assets pledged as security

This loan is secured by first-ranking general security interest over the borrower, Gumtree AU Pty Ltd, and its subsidiaries. The loan is also secured by a fixed charge over all shares and a floating charge over all other assets of the parent entity, The Market Limited and its subsidiaries Report Card Pty Ltd and 708Placements Pty Ltd.

18. Issued capital

	31 December 2023 Number	30 June 2023 Number	31 December 2023 \$	30 June 2023 \$
(a) Share Capital				
Ordinary shares – fully paid	320,972,581	320,972,581	63,253,173	63,253,173

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

(b) Movement in ordinary share capital

Date	Details	No. of shares	\$
1 July 2022	Shares on issue	195,229,035	22,313,184
30 August 2022	Options exercised	419,652	104,913
27 September 2022	Capital raise	74,788,852	25,433,369
6 October 2022	Capital raise	3,470,587	1,180,000
26 October 2022	Options exercised	139,884	34,971
2 February 2023	Options exercised	1,250,000	318,750
27 February 2023	Entitlement Offer	45,674,571	15,529,354
	Capital raising cost	-	(1,661,368)
30 June 2023	Shares on issue	320,972,581	63,253,173
31 December 2023	Shares on issue	320,972,581	63,253,173

(c) Capital Risk Management

The Group's objectives when managing its capital are to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain a capital structure balancing the interests of all shareholders.

The Board will consider capital management initiatives as is appropriate and in the best interests of the Group and shareholders from time to time, including undertaking capital raisings, share buy-backs, capital reductions and the payment of dividends.

19. Share based payments

On the 5 May 2023, the Company provided an incentive plan to Mr Tommy Logtenberg. The incentive plan was conditional on the successful refinance the Vendor Loan from Adevinta used to purchase Gumtree Group. The consideration provided by the Company was the provision of 1,449,275 performance rights to Mr Tommy Logtenberg. The milestone was successfully completed, and the rights were granted on 2 August 2023.

The Company valued the overall total value of the performance rights at \$463,768. This amount was based on the deemed share price on the 2 August 2023. As of 30 June 2023, the Company recognised a share-based payments expense of \$54,636. For the half year ended 31 December 2023 a total amount of \$246,378 was recognised as share-based payments expense during this period.

- Number of performance rights: 1,449,275
- Grant date: 2 August 2023
- Vesting date: The performance rights will vest 12 months from the date of the successful refinancing of the Gumtree Vendor Loan Note. This event has occurred during the year ended 30 June 2023.
- Expiration date: 12 months from vesting date

Vesting conditions:

Subject to the successful refinancing of the Gumtree Vendor Loan Note and repayment of monies owed to Adevinta; and

Remaining employed, or otherwise engaged, by the Company or one of its subsidiaries for a continuous period up to and including the Vesting Date.

The fair value of performance rights was deemed to be \$463,768 based on share price at grant date, with \$246,378 (30 June 2023: \$54,636) recognised as share-based payments expense in current period.

Apart from the above, there are no other unissued ordinary shares under options and performance rights at the date of this report.

20. Related party transactions

	Consolidated	
	31 December 2023	31 December 2022
	\$	\$
Interest receivable owing from director, Mr Jagdip Sangha relating to the limited recourse loan facility of \$1,500,000	-	90,287
	-	90,287

Refer to Note 22 for related party transactions entered into during the half year ended 31 December 2023.

21. Fair value measurement

The Group invests in the issue of ordinary shares as part of capital raisings by existing clients of the Group. These investments are paid for in cash at the time of the application on the same price terms as other investors applying for ordinary shares in the capital raising.

The following table provides the fair value measurement hierarchy of the Group's assets as at 31 December 2023.

Consolidated	Note	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
		\$	\$	\$	\$
Assets					
Ordinary shares at fair value through other comprehensive income	11	228,918	228,918	-	-
Ordinary shares at fair value through profit or loss	11	2,825,889	1,809,793	-	1,016,096
Options and debentures at fair value through profit or loss	11	3,253,038	-	3,253,038	-
Interest rate swap	11	35,347	35,347	-	-
		6,343,192	2,074,058	3,253,038	1,016,096

The following table provides the fair value measurement hierarchy of the Group's Assets as at 30 June 2023.

Consolidated	Note	Fair value measurement using			
		Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
		\$	\$	\$	\$
Assets					
Ordinary shares at fair value through other comprehensive income	11	423,505	423,505	-	-
Ordinary shares at fair value through profit or loss	11	3,711,051	2,897,972	813,079	-
Options and debentures at fair value through profit or loss	11	3,092,561	68,691	3,023,870	-
Interest rate swap	11	212,917	212,917	-	-
Other financial assets	11	657,000	657,000	-	-
		8,097,034	4,260,085	3,836,949	-

22. Events after balance date

In December 2023, Mr Gavin Argyle, a director of the Company, entered into a loan agreement to provide Report Card Canada Media Ltd ("Report Card"), a subsidiary of the Group, with funding of \$2,000,000 at an annual interest of 9% repayable in full at maturity date in 2 years. Report Card received the loan proceeds in January 2024. In January 2024, a related party of Mr Gavin Argyle, entered into a loan agreement to provide Report Card with funding of \$2,000,000 at an annual interest of 9.15% repayable in full at maturity date on 25 January 2025. The proceeds of these 2 loans were used to pay out the Canadian loan facility with NBC in January 2024. Both loans are on similar commercial terms as the prior facility with NBC.

No other matters or circumstances have arisen since 31 December 2023 that have significantly affected or may significantly affect;

- The Group's operations in future financial years; or
- The results of those operations in future financial years; or
- The Group's state of affairs in future financial years.

23. Dividends paid or provided for

No dividends were paid during the half-year ended 31 December 2023 (31 December 2022: \$nil).

24. Commitments

There were no material changes to commitments since 30 June 2023.

25. Contingent assets or liabilities

There were no material changes to contingent liabilities or assets since 30 June 2023.

Directors' Declaration

In accordance with a resolution of the directors of The Market Limited, I state that:

In the opinion of the directors:

- (a) The financial statements and notes of The Market Limited for the half-year ended 31 December 2023 are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the half-year ended on that date; and
 - (ii) complying with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Regulations 2001; and
- (b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

On behalf of the board



Bruce Rathie
Chairman

28 February 2024



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

Report on the Half-Year Financial Report

Conclusion

We have reviewed the accompanying half-year financial report of The Market Limited (the company), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

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

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

Basis for Conclusion

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

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

Directors' Responsibility for the Half-Year Financial Report

The directors of The Market 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 is free from material misstatement, whether due to fraud or error.

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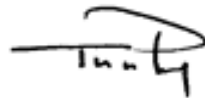
Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2023 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

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.

A handwritten signature of 'RSM' in a cursive, stylized font.

RSM AUSTRALIA PARTNERS

A handwritten signature of 'Tutu Phong' in a cursive, stylized font.

Perth, WA
Dated: 28 February 2024

TUTU PHONG
Partner



 Gumtree

HotCopper

Stockhouse 

 THE MARKET
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