Annual Report FY24

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Letter from the CEO

Dear Motio Shareholders,

- **Revenue $8.367M +27.1%**
- **CASH EBITDA[1] increased to $465,783**
- **Operating Cashflow Positive**
- **Reaffirm revenue and earnings guidance for FY25**

On behalf of the Board and the **Motio** team I would like to thank you for your support of the business as we continue to deliver on our strategic milestones. **Motio** continues to outperform the industry (OOH +8% revenue growth for the first half of 2024[2]) with **overall revenue +27% and media revenue +31.4%**. Cash EBITDA[1] has **increased to $465,783** which is inclusive of rent expense and is also ahead of our forecast.

Of course, we are pleased with the results and accomplishments. I would also acknowledge the languishing share price that, in my opinion, is far from reflective of the true value of the Motio business. Our team remains committed to the building a high-quality, sustainable, profitable business. As you may already know, much of our team, Board and Management are shareholders and I know I can speak on their behalf to say that we are all committed to drive shareholder return. Your support means a great deal.

Growth

Motio continues to grow and delivered a quality revenue result of $8.36M, an increase of 27.1% on last year, ahead of guidance and positive Cash EBITDA[1] of $465,783. We remain operating cash flow positive and optimistic about our sustainable business model.

An increased share price would enable **Motio** to take advantage of its listed position. There is continued opportunity to expand onshore. The Board continue to evaluate opportunities of significance that are cash flow positive and accretive to the **Motio** business.

Our FY25 commitment is to profitability through increased utilisation of our media assets and efficiency of our team.

Media

The media sector continues to be under scrutiny. This past financial year, major media companies have been affected. One of the central causes has been Meta discontinuing its significant revenue commitments to major news publishers. This, among other factors that Broadcast media is contending with, streaming chiefly amongst them has had an undeniable impact. **Motio**, along with many other businesses in the Out Of Home advertising industry does not rely on this type of revenue.

Motio remains steadfast in delivering audiences in our environments, **regardless of other media consumption**. Our commitment to providing highly relevant, contextual information in our long dwell time environments has helped drive our continued growth. **Time, place and intent** are the drivers for brands to work with **Motio**. Our team continues to provide advertisers with one of the most reliable networks in the industry coupled with ideas that help our advertisers connect with **Motio**'s sought after audiences.

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Letter from the CEO

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Café and Venue a year on

The Café and Venue networks acquired from oOh!media in March 2023 have been important additions to the **Motio** network portfolio. We have been able to 'click' these networks into our operations seamlessly and the team has approached these networks with exceptional enthusiasm.

Whilst these networks were in far better shape than previous acquisitions, therefore not requiring the heavy capital previously deployed, we have had to re-build neglected relationships, upgrade equipment and launch new products (previously reported) which have begun to pay dividends.

These networks provide key audiences for **Motio** to offer advertisers, as opposed to more of the same. Examples are: **Cafés** provide **Motio** the opportunity to reach Small Business Owners that have a higher propensity to change telecommunication providers or CBD audiences that are much more likely to book a premium economy airfare than the average Australian. The **Venue** network has an incredible ability to reach 18–29-year-olds searching for entertainment information.

We are delighted to have acquired these networks and continue to grow and develop the offer, innovating and developing for brands, property partners and most importantly the audience.

Cost management & employment

One of the key cost reduction initiatives in FY24 has been the reduction of connectivity costs. Almost all of our networks are connected to a 4/5G network, enabling **Motio** to centrally monitor and service advertising in an instant, without the need to rely on localised networks. When we acquired the oOh!media Café/Venue networks, a free Wi-Fi service was in place, the utility value of which had been superseded. We undertook a significant upgrade to the network, removing most of the Wi-Fi hotspots and replacing them with lower cost, higher efficiency connections. This has resulted in a significant saving for FY25 and contributing to our bottom-line strategy.

We have had an increase in our employment costs this year. These include hiring a new Financial Controller who has made a significant contribution to the business as well as senior sales hires as we expand our market coverage to continue to drive revenue growth. Other costs relate to the change in personnel in the Finance area, sales commissions and general pay increases across the company to meet with market conditions.

Cost management continues to be a focus to drive the desired outcomes for the **Motio** business.

Spawtz

Our software and payments business **Spawtz**, has delivered on its targets in FY24. Revenue growth has increased across the board from existing customers as well as new client acquisitions including adoption of its payment's functionality, a key driver of organic growth.

As well as maintaining its existing customer base, **Spawtz** has added new customers in Australia, New Zealand, the UK, Ireland and the USA, the latter being an exciting development during FY24.

The **Spawtz** team continues to enhance and develop the platform to create greater appeal to a widening group of customers with the mission to make competition management more effective for operators and players across its desktop, mobile and app-based formats.

Letter from the CEO

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Community support

We are also proud to have supported numerous non-profit and charity campaigns this year, including initiatives with The Brain Foundation, Unlimited, Polished Man, Remembrance Day, Cancer Chicks, Pass-It-On Clothing, RUOK Day, Stepping Stone House and our continued partnership with the Black Dog Institute (BDI).

Supporting charities with purpose is important. It's a passion point that the team marks as a critical part of our work at **Motio**.

Strategic focus

This past financial year **Motio** moved into our second phase of our strategy. This has involved 'growing into' our networks. Monetising the space that we have acquired, developed and strengthened. Our focus is on **strengthening our bottom line in FY25 and we reaffirm our revenue guidance of $9.1-$9.3M and Cash EBITDA[1] of $1.0M+**.

The team at **Motio** is incredibly proud of the energy and effort applied to build the business. The support of individual shareholders that have continued to stay invested with **Motio** has been motivating to the team and certainly to myself, and I thank every one of you.

I would like to extend my thanks to the Board and, most importantly, to the Motio team for their dedication. We continue to be successful and I am incredibly proud of what we have achieved.

I look forward to continuing the growth and success of the business into FY25.

On behalf of the Board and the team,

Adam Cadwallader
CEO & Managing Director
adam@motio.com.au

1. See Notes to financial statements – Note 6: Segment reporting
2. SOURCE: Outdoor Media Association, August 21, 2024

Corporate Directory

Directors & Officers

Jason Byrne	Non-Executive Chairman
Adam Cadwallader	CEO & Managing Director
Harley Grosser	Non-Executive Director

Company Secretary

Matthew Foy

Solicitors

JDK Legal
Level 5, 1 Castlereigh Street
Sydney NSW 2000

Registered Office

Level 8, 140 Arthur Street
North Sydney NSW 2060
T +61 2 7227 2277

Securities Exchange

Australian Securities Exchange Limited
(ASX) Home Exchange - Perth
ASX Code - MXO, MXOOA

Bankers

Westpac Banking Corporation
425 Victoria Avenue
Chatswood NSW 2067

Share Registry

Automic Pty Ltd
Level 5, 191 St Georges Terrace
Perth WA 6000
T +61 2 9698 5414
W www.automicgroup.com.au

Auditors

HLB Mann Judd Assurance (NSW) Pty Ltd
Level 5, 10 Shelley Street
Sydney NSW 2000

Australian Company Number

ACN 147 799 951

Australian Business Number

ABN 43 147 799 951

Website

www.motio.com.au

Domicile and Country of Incorporation

Australia

The Directors submit their report on the consolidated entity (referred to hereafter as the Group) consisting of Motio Limited (the Company, Motio) and the entities it controlled for the year ended 30 June 2024. The financial statements were authorised for issued by the directors on 18 September 2024. The directors have the power to amend and reissue the financial statements.

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Directors Report

1

Directors and Company Secretary

The names and details of the Company's Directors in office during the financial year and until the date of this report are as follows. The Directors were in office for the entire year unless otherwise stated.

Jason Byrne – Non-Executive Chairman (appointed to Chairman on 11 Jan 24)

Jason Byrne has 30 years' experience building technology businesses in a wide variety of industries - legal, procurement and logistics, e-commerce, offshore development, and wagering. In this time Jason has successfully commercialised and exited five businesses to listed/multi-national companies - Wolters Kluwer N.V. (AWS:WKL), Sonepar (French multinational), eCargo Ltd (ASX:ECG), Light & Wonder formerly Scientific Games Corporation (NASDAQ:LNW) and BetMakers Ltd (ASX:BET).

Jason was appointed as a Non-Executive Director for Hygrovest Limited (ASX:HGV) on 1 August 2023.

Adam Cadwallader - Managing Director, CEO

Adam Cadwallader has been in the media industry for over 30 years with the last 24 years spent in the Out of Home media and marketing sector where most recently he was member of the Executive team ASX 200 listed oOh!media Limited (ASX:OML), Australia's largest Out of Home company. Adam has extensive experience in building and marketing Digital Place Based networks, building and leading teams, commercialising media, content and data. His experience in leading and operating Place Based networks and extensive media sales experience is well documented.

Adam was appointed as a Non-Executive Director of the Outdoor Media Association of Australia in May 2024.

Harley Grosser - Non-Executive Director

Harley Grosser is the Founder of HD Capital Partners, a Sydney based specialist small cap funds management company. Harley also has experience working at firms such as Bligh Capital and Pie Funds Management.

Harley is currently a Director of ARC Funds Limited (ASX:ARC).

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Directors Report

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Justus Wilde - Non-Executive Chairman (resigned on 11 Jan 24)

Justus Wilde is a digital retail executive with over 20 years' experience working in consultancy, technical and business leadership roles across Australia, USA, Hong Kong/China and New Zealand. Justus founded Amblique, a leading digital commerce consultancy business and grew it for 16 years. In 2013, STW Group, now WPP ANZ (ASX:SGN), acquired a minority stake in Amblique and then, in 2015 eCargo (ASX:ECG) acquired the entire business. Following this he spent time in China as CTO for MyMM, a JV between Wharf Holdings, Lane Crawford Joyce Group and eCargo Limited establishing a new eCommerce platform. Since 2018 Justus has worked for The Warehouse Group (NZE:WHS) establishing TheMarket.com as founding CEO and now working as an Advisor across the group businesses.

Justus is not currently a director of any other listed entities. In the last three years he has not held any other directorships with listed entities.

Matthew Foy - Company Secretary

Matthew Foy is a Chartered Secretary and Fellow of Governance Institute Australia (GIA). Matthew is a professional company secretary and director with over 15 years' experience facilitating public company compliance with core strengths in the ASX Listing Rules, transactional and governance disciplines. Matthew previously worked with the ASX as a Compliance Officer.

2

Directors' Shareholdings

The following table sets out each current Director's relevant interest in shares and rights or options to acquire shares of the Company or a related body corporate as at the date of this report.

	Fully Paid Ordinary Shares	Options ex 8.0¢ exp 30/9/2023	Options ex 12.0¢ exp 16/7/2024	Performance Rights
Jason Byrne	12,526,756[1]	-	-	3,600,000[2]
Adam Cadwallader	9,538,917	-	-	6,000,000
Harley Grosser	52,002,194	-	7,938,461	-
Justus Wilde[3]	3,168,375	-	-	-
	77,236,242	**-**	**7,938,461**	**9,600,000**

1. Includes 3,768,081 of shares issued to JJ Ventures Limited. Both Messrs Wilde and Byrne are both 50% shareholders of JJ Ventures Limited.

2. 3,600,000 of the performance rights allocated to Messrs Wilde and Byrne are held by JJ Ventures Limited of which Messrs Wilde and Byrne each 50% shareholders.

3. Justus Wilde, Executive Chairman resigned on 11 January 2024

Directors Report

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Dividends

No dividend has been paid during the year and no dividend is recommended for the year.

4

Directors Meetings

The following Directors' meetings (including meetings of committees of Directors) were held during the year and the number of meetings attended by each of the directors during the year were:

Directors	Directors' meetings eligible to attend (2024)	Directors' meetings attended (2024)
Jason Byrne	4	4
Adam Cadwallader	4	4
Harley Grosser	4	4
Justus Wilde (Resigned)	2	1

For details of the function of the Board, Audit Committee and Remuneration Committee, please refer to the Corporate Governance Statement on the Company's website.

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Directors Report

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Principal Activities

Motio is a leading Digital Place Based Media and Audience Experience company. It is focussed on creating engaging content & utility communication for brands, customers and its commercial partners across its expansive digital marketing environments. Its networks leverage the natural long dwell time of each environment, delivering powerful, contextual connections to audiences, underpinned with first party data and location intelligence technology in areas such as Point of Care, Cafés, Venues and Indoor Sporting environments.

Motio also owns and operates its own competition management and payments software, Spawtz which operates in Australia, UK and New Zealand.

Over the course of the year, the Motio team has continued to diversify and grow its business. Motio has continued to make significant progress in its growth and development milestones. Motio's mission continues to be the creation and development of a growth led business of significance.

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Review of Operations

The Out-Of-Home sector continued its growth path in FY24. Motio's business has continued its revenue success reporting quarter on quarter growth during the financial year.

In CY23, the Outdoor Media Association (OMA.org.au) reported a 12.2% share of net media revenue. This has continued into H1 CY24 with revenues for the sector +8% versus the same period in 2023. Digital revenue for the sector (Motio operates and reports on 100% of digital inventory) in H1 CY24 accounted of 74.4% of total net media revenue for the sector.

Motio operates over 1,000 digital displays across 4 place-based channels in all states and territories of Australia. It also operates the competition management software and payments company, SPAWTZ operating across Australia, the United Kingdom and New Zealand.

Media accounts for 83.5% of Motio's revenue and Software, Payments and Supply account for the remaining 16.5%.

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Directors Report

More media locations, more audience

The company continues to mature and monetise its asset groups. Motio's strengthening portfolio has adopted a revenue per location model enabling fast and efficient evaluation of sites on a revenue and operational basis. Motio's media locations are under constant development and evaluation. Its audiences have continually expanded and now each over 6 million people every month.

Audience Experience

Motio's unique Audience Experience (AX) program is advanced and developed daily through editorialized content and design elements for our commercial partners and audiences.

Its primary function is to assist our commercial partners (landlords) in utilizing our displays and media assets, enabling them to communicate directly with their customers (Motio's audience) on a daily basis. Motio provides direct access to our displays via our software, allowing commercial partners to manage their own content. This content ranges from up-to-the-minute information to promotions, daily specials, and our new, fully editable menu boards. Its true value lies in its ability to be customized for a single location, whether that's information about wait times in medical centres, a lunch special in a café, or integrated with a high degree of utility and automation, as demonstrated between our Play network and Spawtz software integration, representing high commercial value.

Audience Experience provides Motio and its commercial customers an engaging and relevant platform that is transforming our business.

Motio Health

Motio Health operates in 550 locations with over 750 digital displays Australia-wide. It boasts the most diverse range of revenue streams in Motio's portfolio of networks, including National, Direct, Programmatic, and Local advertising.

Motio Health delivers high-quality editorial content, advertising, and centre information directly to people in the waiting areas of the medical centre's we operate within. The network is continually refreshed and reviewed, making it one of the most reliable in the Out-of-Home industry. This reliability is a testament to the team and the investment made to maintain high operational standards.

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Directors Report

Motio Café

The newest addition to our network, Motio Café, is positioned near baristas to capture people during long dwell times while they wait for their first (or fourth) coffee of the day. With 210 cafés in the network located in CBDs and high socio-economic suburban centres, Motio Café offers a smarter and more powerful way to engage professionals and the metro workforce - captured in long dwell time environments for extended communication.

The addition of Café to our portfolio has been embraced by large brands in the banking and communications sectors, which had previously invested in this space for years and are now returning due to our unique content program, network reliability, and validated audiences.

Our developing Audience Experience Program enables café owners to extend their marketing communication onto the displays. Whether it's a daily special or an upcoming event, this has profoundly impacted the relevance of the displays in cafés across Australia. The Motio commercial team has developed menu products offered to cafés as a permanent addition to Motio's displays for their own use via our technology. This has further enhanced our relevance and strengthened our relationships in the café sector.

Motio Venue

Motio Venue operates alongside the Café business, serving 120 licensed bars and pub environments across Australia. It features engaging content that captures consumers' attention while they wait at the bar, offering the ultimate brand contact moment in terms of time, place, and intent. This year, we launched the new Grip TV channel, specializing in captivating video content that engages audiences without sound in licensed venue environments.

Venues benefit from our software's capability to place their own promotions on the displays alongside Motio's editorial content and brand advertising.

Spawtz

The Spawtz software is a system built by players for players. It has revolutionized the indoor, grassroots, and amateur sports facilities sector in key markets such as Australia, the UK, New Zealand, and South Africa, helping operators manage their businesses and enhance the player experience.

The Spawtz software portfolio focuses on delivering end-to-end player registration, competition management, and payments for indoor sports centers, sporting associations, and leagues across the UK, Australia, South Africa, and New Zealand. Its primary revenue source is recurring Software as a Service (SaaS), with emerging revenue from fees for facilitating online and cashless payments.

Spawtz is extensively used across these growing environments, encompassing approximately 3,000 venues and interacting with over 1 million players in the aforementioned markets. The acquisition of Liquid Thinking in 2022 allowed Motio to deepen its capabilities in Australia and expand its footprint in key markets, specifically the UK and New Zealand. This growth has continued with the addition of customers in South Africa, Ireland, and the United States in FY24. Spawtz is a meaningful part of the Motio business, offering a suite of options for its customers and providing high-quality SaaS revenue.

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Directors Report

Sustainability

Motio's purpose is to enhance experiences for its audiences and make the places we operate better with us than without.

This year, we have increased our focus on sustainability and social governance (ESG). The Motio team has continued to develop our sustainable approach, making ESG a priority within the business. Our focus is to reduce our emissions through the continuous evaluation of screen time. Motio's remote display capabilities have enabled the depowering of displays outside operating hours, a significant effort that will continue. We strive for carbon neutrality and believe we have the capability to achieve quality outcomes with continued focus, particularly on the management of carbon change vulnerabilities.

Corporate

Options Lapse

On 11 January 2024 the company advised 2,400,000 unvested performance rights lapsed.

Release from Escrow

No securities are subject to escrow.

Corporate Governance

The Board of Directors of Motio Limited is responsible for the corporate governance of the consolidated entity. The Board of Directors guides and monitors the business and affairs of Motio Limited on behalf of the shareholders by whom they are elected and to whom they are accountable.

Motio Limited's corporate governance practices were in place throughout the year ended 30 June 2024 and were compliant with the ASX Governing Council's best practice recommendations, unless otherwise stated.

Information on Corporate Governance is available on the Company's website at:
https://www.motio.com.au/investor/governance/

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Financial Results

The cash and cash equivalents as at 30 June 2024 totalled $989,739 (2023: $1,408,782). The net asset position as at 30 June 2024 was $4,418,886 (2023: $5,718,333). The net loss after tax for the year attributable to the members of the Group was $2,082,888 (2023: $1,783,720). The net loss is as a result of transformative investment in network, infrastructure, content and our team, offset with a 27% in revenue growth.

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Directors Report

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Significant changes in the State of Affairs

There have been no other significant changes in the state of affairs of the Group during the financial year.

9

Events Since the End of the Financial Year

Other than matters disclosed in the financial statements, no matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect:

i. the Group's operations, or

ii. the results of those operations, or

iii. the Group's state of affairs

in future financial years.

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Likely Future Developments, Prospects and Expected Results of Operations

Directors continue to actively investigate other market opportunities to build our network and improve the audience experience of our business partners.

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Directors Report

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Risk Management

The Company pro-actively manages risks such as strategic risk, operational and financial risk.

The Board has quality reporting oversight in place to ensure management's objectives and activities are consistent with risk management direction by the Board. This includes Board approval of:

- Motio's strategic plan and operational objectives
- Motio's policies regarding governance, conduct and other risks
- Motio's annual financial forecasts and operating budgets
- All projects which are outside of approved capital or approved strategic plans.

Key Risks

The Company considers the following as being the most relevant risks to the business achieving its strategic, operational and financial targets:

Business Element	Description of risk and the Company's mitigation
External economic conditions	The Company operates in Australia for media as well as the UK and New Zealand for our Spawtz software business. Many of our Advertisers (not the same in software) are global companies with expenditure possibly affected by economic conditions in areas outside of Australia. A general disruption or downturn in economic conditions such as consumer spending or the media industry specifically, may impact revenues. This may have an impact on operating revenue as 80%+ of Motio's baseline operating costs have a fixed component.
Evolving market demands	Motio's business is dependent on its continued ability to adapt to changes in the sectors it operates. This includes the growth of the Place Based sector and continued ability to adapt to changes in the media landscape, including meeting evolving customer advertising. The Board oversees key changes in the media landscape and the appropriateness of management's response to such changes.

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Directors Report

Business Element	Description of risk and the Company's mitigation
Continuing business arrangements	Motio's ability to continue normal business operations may be adversely affected by a range of external and internal risks, including but not limited to: inability of employees to access key technology operating systems, access by employees and contractors to maintain physical advertising assets across Australia and severe widespread reductions in audiences for advertising assets across Australia resulting in a significant short term loss of revenue, as occurred in FY20 and FY21 due to COVID-19 pandemic government restrictions on public movement. Motio has strategies to mitigate specific risks: Work, health, safety and environmental, all of which could give rise to a Business Continuity risk. Motio's advertising assets are diversified across numerous locations. The majority of Motio's revenues are from national advertisers who use multiple audience environments. As a result, Motio has limited business continuity concentration risk for localised advertising assets. Business continuity risk could arise as a result of widespread sustained impact to assets and audiences.
Acquisitive growth	Acquisitions may not deliver projected benefits or value, and integrations may not be successful, resulting in interruptions to the achievement of business strategy. The Motio team has significant experience managing business integrations and where appropriate, appoints project managers to assist with the management and delivery of integration programs. As required, Management regularly reports against the performance of the integration and the new business to the Board.
Employee culture and retention	Motio has a youthful and entrepreneurial culture which embraces colleagues as individuals as well as contributors. This culture has enabled Motio to grow continually over the past 4 years. Business structure and employee capability may not continue to evolve to meet the growing changes and complexity in the products, market, agencies and emerging digital environment. This failure may negatively impact the innovative and entrepreneurial culture of the Company and the ongoing relevance and performance of Motio within the market. As the business evolves, structure, culture and capability is carefully assessed to ensure it aligns to the business strategy and has the agility to adapt to new favourable opportunities. Employee retention enables Motio's growing performance and delivery of its strategy and competitive success. Significant loss of employees and particular capabilities over a short period could impact the Company's ability to operate effectively or achieve its revenue targets. Motio undertakes organisational planning for key roles. Retention and succession activities and outcomes are regularly reviewed by the Board.

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Directors Report

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Environmental Regulations

The Group is not subject to any significant environmental regulations under either Commonwealth or State legislation in Australia or other countries where the company's subsidiaries operate. The Board of Directors is not aware of any breach of environmental requirements as they apply to the Group.

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Remuneration Report (Audited)

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

A. Remuneration Governance
B. Remuneration Structure
C. Details of Remuneration
D. Remuneration Policy
E. Equity Instruments Issued on Exercise of Remuneration Options
F. Value of Options to Directors
G. Equity Instruments Disclosures Relating to Key Management Personnel
H. Performance Rights
I. Performance Options
J. Additional Statutory Information

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Directors Report

The information provided in this remuneration report has been audited as required by section 308(3C) of the Corporations Act 2001. The remuneration arrangements detailed in this report are for the directors and key management personnel of the Group as follows:

Jason Byrne	Non-Executive Chairman
Adam Cadwallader	Managing Director, CEO
Harley Grosser	Non-Executive Director
Justus Wilde	Non-Executive Chairman (resigned 11 January 2024)

Use of remuneration consultants

During the period the Company did not employ services of consultants to review its existing remuneration policies.

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

The Company received 63.13% of "yes" proxy votes on its remuneration report for the 2023 financial year, inclusive of discretionary proxy votes. The Company did not receive any specific feedback at the AGM or throughout the year on its remuneration practices.

A. Remuneration Governance

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group. Key management personnel comprise the Directors of the Group and Executives of the Group. The performance of the Group depends upon the quality of its key management personnel. To prosper the Group must attract, motivate and retain appropriately skilled directors and executives.

The Group's broad remuneration policy is to ensure the remuneration package properly reflects the person's duties and responsibilities and that remuneration is competitive in attracting, retaining and motivating people of the highest quality. The Group does not engage the services of any remuneration consultants.

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Directors Report

B. Remuneration Structure

Renumeration Structure

The remuneration of non-executive directors consists of Directors' fees, payable in arrears. They serve on a month to month basis and there are no termination benefits payable. They do not receive retirement benefits but are able to participate in share option-based incentive programmes in accordance with Group policy.

Directors are paid consulting fees on time spent on Group business, including reasonable expenses incurred by them on business of the Group, details of which are contained in the Remuneration Table disclosed in Section C of this Report.

Remuneration of directors fees are based on fees approved by the Board of Directors and is set at levels to reflect market conditions and encourage the continued services of the Directors.

Non-executive directors' fees are determined within an aggregate directors' fee pool limit, which will be periodically recommended for approval by shareholders. The maximum currently stands at $250,000 per annum as per the Group's constitution and may be varied by ordinary resolution of the shareholders in general meeting.

C. Details of Remuneration

The key management personnel of the Group are the Directors and management of Motio Limited detailed in the table below. Details of the remuneration of the key management personnel of the Group are set out below:

2024

	Short-term benefits			Long-term benefits				
	Salary & fees $	Cash bonus $	Annual & Long Service Leave $	Superannuation $	Other $	Options/ Rights expensed $	Total $	Percentage remuneration consisting of performance options/rights for year
Jason Byrne	25,000	-	-	-	-	95,633	120,633	79%
Adam Cadwallader	317,419	-	998	32,716	-	144,206	495,339	29%
Harley Grosser	25,000	-	-	-	-	144,975	169,975	85%
Justus Wilde[1]	12,500	-	-	-	-	30,136	42,636	71%
	379,919	**-**	**998**	**32,716**	**-**	**414,950**	**828,583**	**50%**

1. Justus Wilde, Executive Chairman resigned on 11 January 2024

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Directors Report

2023

	Short-term benefits			Long-term benefits				
Directors	**Salary & fees $**	**Cash bonus $**	**Annual & Long Service Leave $**	**Superannuation $**	**Other $**	**Options/ Rights expensed $**	**Total $**	**Percentage remuneration consisting of performance options/ rights for year**
Jason Byrne	30,500	-	-	-	-	101,160	131,660	77%
Adam Cadwallader	308,152	-	13,051	30,256	-	176,064	527,523	33%
Harley Grosser	30,500	-	-	-	-	145,241	175,741	83%
Justus Wilde	6,250	-	-	-	-	67,440	73,690	92%
Michelle Malley[2]	66,383	-	(3,795)	6,367	-	-	68,955	-
Total	**441,785**	**-**	**9,256**	**36,623**	**-**	**489,905**	**977,569**	**50%**

2. Michelle Malley, CFO was appointed 1 November 2021 and ceased employment 30 November 2022

D. Remuneration Policy

Directors

Total board fees for all Directors is not to exceed $250,000 per annum as approved by shareholders. This does not include Consulting Fees.

Directors were entitled to a fixed fee for their services of $25,000 per annum (excl. GST) for services performed. These fees are paid monthly.

Managing Director, CEO - Adam Cadwallader

Adam Cadwallader's Executive Services Agreement (ESA) with the company specifies an annual salary of $275,000 plus statutory superannuation and car allowance of $20,000. Either party may terminate the agreement by giving six months notice.

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Directors Report

E. Equity Instruments Issued on Exercise of Remuneration Options

During the year, no ordinary shares were issued to Directors due to exercising remuneration options (2023: 3,187,500).

No equity instruments were issued during the year to key management personnel due to exercising remuneration options (2023: nil).

F. Value of Options to Directors

No performance options were issued during the year to Directors or key management (2023: nil).

G. Equity Instruments Disclosures Relating to Key Management Personnel

Share holdings

The numbers of shares in the Company held during the financial year by each Director and other key management personnel of the Group are set out below.

2024

Directors	Opening Balance	Received as Remuneration	Acquired shares During Year	Net Change Other	Closing Balance
Jason Byrne	11,901,756	-	625,000	-	12,526,756[1]
Adam Cadwallader	6,280,634	-	3,258,283	-	9,538,917
Harley Grosser	51,852,194	-	150,000	-	52,002,194
Justus Wilde	3,003,516	-	164,859	-	3,168,375
	73,038,100	**-**	**4,198,142**	**-**	**77,236,242**

1. Includes 3,768,081 of shares issued to JJ Ventures Limited. Both Messrs Wilde and Byrne are both 50% shareholders of JJ Ventures Limited.

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Directors Report

2023

	Opening Balance	Received as Remuneration	Acquired shares During Year	Net Change Other	Closing Balance
Jason Byrne	10,551,756	-	1,350,000	-	11,901,756[1]
Adam Cadwallader	6,280,634	-	-	-	6,280,634
Harley Grosser	48,938,040	-	837,500	2,076,654	51,852,194
Justus Wilde	2,003,516	-	1,000,000	-	3,003,516
Michelle Malley	-	-	-	-	-
	67,773,946	**-**	**3,187,500**	**2,076,654**	**73,038,100**

1. Includes 3,768,081 of shares issued to JJ Ventures Limited. Both Messrs Wilde and Byrne are both 50% shareholders of JJ Ventures Limited.

H. Performance Rights

The numbers of performance rights in the Company held during the financial year by each Director and other key management personnel of the Group are set out below.

2024

	Opening Balance	Received as Remuneration	Exercised During Year	Net Change Other	Closing Balance
Jason Byrne	3,600,000	-	-	-	3,600,000[1]
Adam Cadwallader	6,000,000	-	-		6,000,000
Harley Grosser	-	-	-	-	-
Justus Wilde	2,400,000	-	-	(2,400,000)	-
	12,000,000	**-**	**-**	**(2,400,000)**	**9,600,000**

2023

	Opening Balance	Received as Remuneration	Exercised During Year	Net Change Other	Closing Balance
Jason Byrne	3,600,000	-	-	-	3,600,000[1]
Adam Cadwallader	8,083,334	-	-	(2,083,334)	6,000,000
Harley Grosser	-	-	-	-	-
Justus Wilde	2,400,000	-	-	-	2,400,000
Michelle Malley	-	-	-	-	-
	14,083,334	**-**	**-**	**(2,083,334)**	**12,000,000**

1. The 3,600,000 performance rights allocated to Jason Byrne are held by JJ Ventures Limited of which Messrs Wilde and Byrne are both 50% shareholders.

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Directors Report

I. Performance Options

The numbers of performance options in the Company held during the financial year by each Director and other key management personnel of the Group are set out below.

2024

	Opening Balance	Received as Remuneration	Expired During Year	Net Change Other	Closing Balance
Jason Byrne	1,251,945	-	(1,251,945)	-	-
Adam Cadwallader	741,349	-	(741,349)	-	-
Harley Grosser	21,629,057	-	(13,690,596)	-	7,938,461
Justus Wilde	303,411	-	(303,411)	-	-
	23,925,762	**-**	**(15,987,301)**	**-**	**7,938,461**

2023

	Opening Balance	Received as Remuneration	Expired During Year	Net Change Other	Closing Balance
Justus Wilde	3,949,244	-	(1,000,000)	(2,645,833)	303,411
Jason Byrne	4,897,778	-	(1,350,000)[1]	(2,295,833)	1,251,945
Adam Cadwallader	741,349	-	-	-	741,349
Michelle Malley	-	-	-	-	-
Harley Grosser	21,266,253	-	(837,500)	1,200,304	21,629,057
	30,854,624	**-**	**(3,187,500)**	**(3,741,362)**	**23,925,762**

1. The 1,350,000 performance rights were transferred from Jason Byrne to JJ Ventures Limited of which Messrs Wilde and Byrne are both 50% shareholders, and exercise during the year.

J. Additional statutory information

Relationship between remuneration and the Group's performance

The following table shows key performance indicators for the key management personnel (KMP) over the past five years:

	2024	2023	2022	2021	2020
Loss for the year	$2,082,888	$1,783,720	$3,672,842	$373,507	$152,600
Closing Share Price	1.80 cents	3.20 cents	4.70 cents	9.90 cents	5.60 cents
KMP Incentives	$385,080	$489,905	$510,630	$159,255	$33,213
Total KMP Remuneration	$798,713	$977,569	$1,038,579	$608,963	$508,364

End of Audited Remuneration Report

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Directors Report

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Shares Under Option

The following classes of unissued ordinary shares of the Group under option at the date of this report is set out below.

Motio Ltd	Exercise price	Number under options	Grant date
26-Jul-26	5.25 cents	4,000,000	26-Jul-23
26-Jul-27	7 cents	6,000,000	26-Jul-23

On 30 September 2023, 36,157,829 quoted options, exercisable at $0.08 (ASX: MXOOA) expired.

On 16 July 2024, 7,938,461 options lapsed. See Note 30b) – Share based payments.

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Proceedings on Behalf of the Company

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

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Directors Report

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Indemnifying Officers

During the financial year, the Group insured the Directors and Officers of the Company and its controlled entities against potential liability incurred to the extent permitted by the Corporations Act 2001. The contract of insurance prohibits disclosure of the nature of the liability insurance and the amount of the premium.

The Group has not otherwise, during or since the financial year, indemnified or agreed to indemnify an officer or auditor of the Group against a liability incurred by the auditor.

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Audit & Non-Audit Services

Details of the amounts paid or payable to the auditor for audit and non-audit services provided during the year are disclosed in note 25 Remuneration of Auditors.

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or Group are important.

The Board of Directors has considered the position and is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The directors are satisfied that the provision of non-audit services by the auditor did not compromise the auditor independence requirements of the Corporation Act 2001 for the following reasons:

i. All non-audit services have been reviewed by the Board of Directors to ensure they do not impact the impartiality and objectivity of the auditor, and

ii. None of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professionals Accountant.

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Directors Report

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Auditor's Independence Declaration

The Auditor's Independence Declaration for the year ended 30 June 2024 has been received and can be found on page 31.

Signed in accordance with a resolution of the Board of Directors

Adam Cadwallader
CEO & Managing Director
Sydney, New South Wales
18 September 2024

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“The partnership was a unique opportunity to engage with people at work in CBD’s and urban areas around the country. Through Motio Café, we had a poignant opportunity to connect with the people whilst they are in work mode, who may be experiencing sleep-related challenges or know someone who is.”

Charlotte Swindell
Senior Manager at ResMed

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Auditor's Independence Declaration

To the directors of Motio Limited:

As lead auditor for the audit of the consolidated financial report of Motio Limited for the year ended 30 June 2024, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(a) the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(b) any applicable code of professional conduct in relation to the audit.

This declaration is in relation to Motio Limited and the entities it controlled during the period.

Sydney, NSW
18 September 2024

M D Muller
Director

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Liability limited by a scheme approved under Professional Standards Legislation.

HLB Mann Judd is a member of HLB International, the global advisory and accounting network.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

	Notes	June 2024 $	June 2023 $
Revenue from continuing operations	7	8,367,366	6,581,912
Other Income	7	-	269,780
Cost of media sites and production		(2,305,546)	(1,719,753)
Gross profit		6,061,820	5,131,939
Consulting and advisory fees		(40,269)	(42,930)
Corporate compliance		(58,042)	(60,326)
Directors fees and salaries, excluding share-based payment expenses	8	(412,633)	(405,658)
Finance costs	8	(254,172)	(88,443)
Insurance expenses		(66,748)	(76,512)
Personnel expense	8	(3,676,868)	(2,808,272)
Professional fees		(296,016)	(223,644)
Other expenses		(890,129)	(1,038,744)
Impairment of receivables		(43,144)	(213,337)
Amortisation	14	(1,111,387)	(608,085)
Depreciation	8	(783,528)	(751,843)
Share based payments – rights and options	8	(631,141)	(586,063)
Fair value gain/(loss) on contingent consideration		(30,199)	(64,810)
Revaluation gain/(loss) on listed investments		-	(17,920)
Profit/(loss) on disposal of property, plant and equipment		(12,154)	(15,545)
Total expenses		(8,306,430)	(7,002,132)
Profit/(loss) from continuing operations before income tax		(2,244,610)	(1,870,193)
Income tax benefit	9	161,722	86,473
Profit/(loss) from continuing operations after income tax		(2,082,888)	(1,783,720)
Net loss for the year		(2,082,888)	(1,783,720)
Other comprehensive loss for the period, net of tax			
Items that may be reclassified to profit or loss:			
Foreign exchange on translation of foreign subsidiary		(44,646)	22,179
Total comprehensive profit/(loss) for the period		(2,127,534)	(1,761,541)
Profit/(loss) per share from continuing operations attributable to the ordinary equity holders of the company:		Cents	Cents
Basic and diluted profit/(loss) per share	29	(0.78)	(0.68)

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

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Consolidated Statement of Financial Position

	Note	30 June 2024 $	30 June 2023 $
Current Assets			
Cash and cash equivalents	10	989,739	1,408,782
Trade and other receivables	11	1,916,786	1,534,889
Financial Assets (current)	12	127,452	65,249
Total Current Assets		3,033,977	3,008,920
Non-Current Assets			
Plant and equipment	13	1,117,631	1,475,753
Trade and other receivables		-	44,169
Interests in associates		1	1
Intangibles	14	4,279,517	5,387,209
Right-of-use assets	15	381,871	113,608
Total Non-Current Assets		5,779,020	7,020,740
Total Assets		8,812,997	10,029,660
Current Liabilities			
Trade and other payables	16	1,530,157	1,250,089
Financial Liabilities	17	602,943	188,967
Provisions	18	184,429	184,360
Current tax liability		13,723	-
Lease liability	19	122,386	138,320
Total Current Liabilities		2,453,638	1,761,736
Non-Current Liabilities			
Other Payables		-	152,325
Financial Liabilities	17	1,595,699	2,180,541
Deferred tax liability	9	-	191,725
Provisions	18	42,696	25,000
Lease liability	19	302,078	-
Total Non-Current Liabilities		1,940,473	2,549,591
Total Liabilities		4,394,111	4,311,327
Net Assets		4,418,886	5,718,333
Equity			
Contributed Equity	20	23,107,803	22,884,857
Reserves	21	1,666,419	1,410,942
Accumulated Losses	22	(20,355,336)	(18,577,466)
Total Equity		4,418,886	5,718,333

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

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Consolidated Statement of Changes in Equity

	Issued Capital $	Share-based Payment Reserve $	Options Premium Reserve $	Foreign Currency Translation Reserve $	Accumulated Losses $	Total Equity $
At 1 July 2023	22,884,857	1,267,079	134,536	9,327	(18,577,466)	5,718,333
Loss for the year	-	-	-	-	(2,082,888)	(2,082,888)
Exchange differences on translation of foreign operations	-	-	-	(44,646)	-	(44,646)
Total comprehensive loss of the year	-	-	-	(44,646)	(2,082,888)	(2,127,534)
Transactions with owners in their capacity as owners:						
Issue of shares - Tranche 2 Liquid Thinking deferred consideration (5,763,689 shares)	196,946	-	-	-	-	196,946
Issue of shares - Motio Executive (1,000,000 shares)	26,000	-	-	-	-	26,000
Share based payments expense	-	605,141	-	-	-	605,141
Lapsed Performance rights/options	-	(170,482)	(134,536)	-	305,018	-
Total by Transactions with owners in their capacity as owners:	222,946	434,659	(134,536)	-	305,018	828,087
At 30 June 2024	23,107,803	1,701,738	-	(35,319)	(20,355,336)	4,418,886

2023	Issued Capital $	Share-based Payment Reserve $	Options Premium Reserve $	Foreign Currency Translation Reserve $	Accumulated Losses $	Total Equity $
At 1 July 2022	22,247,591	892,019	134,536	(12,852)	(16,933,032)	6,328,262
Loss for the year	-	-	-	-	(1,761,541)	(1,761,541)
Exchange differences on translation of foreign operations	-	-	-	22,179	(22,179)	-
Total comprehensive loss of the year	-	-	-	22,179	(1,783,720)	(1,761,541)
Transactions with owners in their capacity as owners:						
Conversion of options	137,500	-	-	-	-	137,500
Contingent consideration for the acquisition of Adline (Motio Play)	347,800	-	-	-	-	347,800
Contingent consideration for the acquisition of Liquid Thinking	80,254	-	-	-	-	80,254
Options exercised	71,712	(71,712)	-	-	-	-
Options lapsed	-	(139,286)	-	-	139,286	-
Share-based payment expense	-	586,058				586,058
Total by Transactions with owners in their capacity as owners:	637,266	375,060	-	-	139,286	1,151,612
At 30 June 2023	22,884,857	1,267,079	134,536	9,327	(18,577,466)	5,718,333

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

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Consolidated Statement of Cash Flows

	Note	June 2024 $	June 2023 $
Cash flows from operating activities			
Receipts from customers		8,797,543	6,657,676
Payments to suppliers and employees		(8,308,061)	(6,941,235)
Cash generated from operations		489,482	(283,559)
Interest received		1,307	928
Income tax		(30,098)	
Net cash inflow/(outflow) from operating activities	28	460,691	(282,631)
Cash flows from investing activities			
Payment for property, plant and equipment		(311,459)	(88,490)
Payments for intangibles		-	(16,219)
Term deposit		(18,280)	-
Net cash used in investing activities		(329,739)	(104,709)
Cash flows from financing activities			
Proceeds from issue of share		-	153,370
Interest paid		(239,106)	(60,334)
Repayment of borrowings		(169,459)	-
Lease payments		(141,430)	(136,469)
Net cash used in financing activities		(549,995)	(43,433)
Net decrease in cash and cash equivalents		(419,043)	(430,773)
Cash and cash equivalents at the beginning of the period		1,408,782	1,839,555
Cash and cash equivalents at the end of the period	10	989,739	1,408,782

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

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Notes to the Consolidated Financial Statements

1

Reporting Entity

Motio Limited (the "Company" or "Motio") is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange ("ASX"). The addresses of its registered office and principal place of business are disclosed in the Corporate Directory at the beginning of the Annual Report.

The Consolidated Financial Statements of the Company and its subsidiaries are for the year ended 30 June 2024. The financial statements were authorised for issue by the Board of Directors on 18 September 2024.

The nature of the operations and principal activities of the Group, or consolidated entity, are described in the Directors' Report.

2

Basis of Preparation

a. Statement of Compliance

These consolidated financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (AASB) (including Australian Interpretations) adopted by the Australian Accounting Standards Board and the Corporations Act 2001. The consolidated financial statements comply with International Financial Reporting Standards (IFRS) and interpretations adopted by the International Accounting Standards Board.

The consolidated financial statements were approved by the Board of Directors on the date the Directors' Report and declaration was signed. Motio Limited is a for-profit entity for the purpose of preparing the financial statements.

b. Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis, modified where applicable, by the measurement of fair value of selected non-current assets, financial assets and financial liabilities.

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Notes to the Consolidated Financial Statements

c. Functional and presentation currency

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency and the presentation currency of the Group.

d. Use of estimates and judgements

The preparation of a financial report in conformity with Australian Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. These accounting policies have been consistently applied by each entity in the consolidated entity.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years. In particular, information about significant areas of estimation, uncertainty and critical judgments used in applying accounting policies that have the most significant effect on the amount recognised in the consolidated financial statements are described below:

i. Share-based payment arrangements

In relation to performance shares, the Group measures the cost of equity settled share-based payments at fair value at the grant date. The expense recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income considers management's assessment of the associated performance milestones being achieved.

ii. Estimated impairment of non-current assets other than goodwill & other indefinite life intangible assets

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. The Directors believe no trigger exists and the cash generating unit related to non-current assets continues to be profitable.

iii. Intangible assets (contract rights)

Contract rights have a finite useful life and are carried at cost less accumulated amortisation and impairment losses.

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Notes to the Consolidated Financial Statements

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iv. Deferred tax assets

The Group expects to have carried forward tax losses, which have not been recognised as deferred tax assets. The utilisation of tax losses is subject to the Group passing the required Continuity of Ownership and/or Same Business Test rules at the time the losses are expected to be utilised. Deferred tax assets are only recognised to the extent that its probable that future maintainable profits will utilise the carry forward losses.

v. Estimation of useful lives of assets

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated, or technically obsolete, or assets have been abandoned or sold.

vi. Lease term

The lease term is a significant component in the measurement of both the right-of-use asset and lease liability. Judgement is exercised in determining whether there is reasonable certainty that an option to extend the lease or purchase the underlying asset will be exercised, or an option to terminate the lease will not be exercised, when ascertaining the periods to be included in the lease term. In determining the lease term, all facts and circumstances that create an economical incentive to exercise an extension option, or not to exercise a termination option, are considered at the lease commencement date. Factors considered may include the importance of the asset to the consolidated entity's operations; comparison of terms and conditions to prevailing market rates; incurrence of significant penalties; existence of significant leasehold improvements; and the costs and disruption to replace the asset. The consolidated entity reassesses whether it is reasonably certain to exercise an extension option, or not exercise a termination option, if there is a significant event or significant change in circumstances.

vii. Incremental borrowing rate

Where the interest rate, implicit in a lease, cannot be readily determined, an incremental borrowing rate is estimated to discount future lease payments to measure the present value of the lease liability at the lease commencement date. Such a rate is based on what the consolidated entity estimates it would have to pay a third party to borrow the funds necessary to obtain an asset of a similar value to the right-of-use asset, with similar terms, security and economic environment.

Notes to the Consolidated Financial Statements

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viii. Business combinations

As discussed in note 4(i), business combinations are initially accounted for on a provisional basis. The fair value of assets acquired, liabilities and contingent liabilities assumed are initially estimated by the consolidated entity taking into consideration all available information at the reporting date. Fair value adjustments on the finalisation of the business combination accounting is retrospective, where applicable, to the period the combination occurred and may have an impact on the assets and liabilities, depreciation and amortisation reported.

ix. Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 4(h). The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows. Refer to Note 14 for further information.

x. Going Concern

The Directors consider the Group has sufficient resources to meet all of its obligations as and when they fall due. As such, the consolidated financial statements have been prepared on a going concern basis, which assumes that the Group will be able to realise its assets and discharge its liabilities in the normal course of business. Management has considered the Group's liquidity position, any risks to the cash flows and funding, and the Group's outlook. The Group has tested its non-financial assets for impairment, updating the assumptions and cash flow forecasts where relevant. Discount rates of 18% have been used, which are in line with the market rates as at 30 June 2024. No impairment losses were recognised as at 30 June 2024 (see Note 14 Intangibles for significant assumptions and judgements used in testing non-financial assets for impairment).

The Directors considered financial forecasts, including forecast scenarios for at least 36 months from 30 June 2024. The forecasts support the preparation of the financial statements on a going concern basis, based on the consistent revenue growth from the Group's activities throughout the upcoming financial year.

Notes to the Consolidated Financial Statements

3

Adoption of New and Revised Accounting Standards

The consolidated entity has adopted all new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The only impact was a reduction of accounting policy disclosures in the financial statements.

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity.

4

Material Accounting Policies

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements and have been applied consistently by the Group entities.

a. Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of Motio Ltd (the "Company" or "Parent Entity") as at 30 June 2024 and the results of its subsidiaries for the year. Motio Ltd and its subsidiaries together are referred to in this financial report as the Group or the consolidated entity.

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred.

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Notes to the Consolidated Financial Statements

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b. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director/CEO.

c. Property, plant and equipment

Property, plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses. The carrying amount of plant and equipment is reviewed annually by the Directors to ensure it is not shown in the accounts at a value in excess of the recoverable amount of the asset.

Depreciation on assets is calculated using the straight line method to allocate their cost, net of their residual values, as follows:

Office Equipment	20-25%
Screens	13.88%
Software Intangibles	33.33%
Leasehold Improvements	20.00%

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Gains and losses on disposals are determined by comparing the proceeds from disposal with the net carrying amount. These gains and losses are included in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

Leasehold improvements are amortised over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

d. Trade and other receivables

Trade and other receivables are recorded at amounts due less any expected credit losses. Trade receivables are generally due for settlement within 45 days.

Trade and other receivables are presented as current assets unless collection is not expected for more than 12 months after the reporting date, therefore presented as non-current assets.

Notes to the Consolidated Financial Statements

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e. Revenue recognition

Revenue from our core operating media activities consists of Out Of Home advertising based on fixed term contracts. Revenue is net of goods and service tax.

Revenue from contracts with customers are recognised at an amount that reflects the consideration to which the consolidated entity is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the consolidated entity: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised. Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are initially recognised as deferred revenue in the form of a separate refund liability.

Interest income is recognised in the Statement of Profit or Loss and Other Comprehensive Income when it is received.

f. Earnings per share

i. Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the company, excluding any costs of servicing equity other than ordinary shares, by weighted average number of ordinary shares outstanding during the financial year, adjusted for the bonus elements in ordinary shares issued during the year.

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Notes to the Consolidated Financial Statements

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g. Intangible assets

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

i. Contract rights

Contract rights have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Contract rights are tested for impairment when a trigger of impairment is evident.

ii. Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

iii. Customer contracts

Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit.

The majority of contracts are on a rolling term with some already having a life over 12 years. We have elected to use a 10 year term for amortisation.

iv. Advertising contracts

Advertising contracts acquired in the Motio Health business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite average life of 0.74 years for local contracts and 0.41 years for national contracts.

Notes to the Consolidated Financial Statements

v. **Brand Value**

Brand Value acquired in the Liquid Thinking business combination is amortised on a straight-line basis over the period of their expected benefit being 10 years.

vi. **Non-Compete Agreement**

The Non-Compete Agreement signed in the Liquid Thinking business combination is amortised over the restriction period to the seller of Liquid Thinking, being 3 years.

h. Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

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

i. Business combinations

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

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

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

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Notes to the Consolidated Financial Statements

i. (continued) Business combinations

Where the business combination is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income.

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

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

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

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Notes to the Consolidated Financial Statements

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Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The Group uses different methods to measure different types of risk to which it is exposed. The Board of Directors monitor and manage the financial risks relating to the operations of the Group through internal risk reports which analyses exposures by degree and magnitude of risks in domestic and international financial markets. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The group holds the following financial instruments:

	30-Jun-24 $	30-Jun-24 $
Financial assets		
Cash and cash equivalents	989,739	1,408,782
Trade and other receivables	1,916,786	1,579,058
Interest in associates	1	1
Term deposits at amortised cost	127,452	65,248
	3,033,978	**3,053,089**
Financial liabilities		
Trade and other payables	1,530,157	1,402,414
Borrowings	2,198,642	2,369,508
Lease liabilities	424,464	138,320
	4,153,263	**3,910,242**

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Notes to the Consolidated Financial Statements

a. Market risk

i. Foreign currency risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. The Group manages foreign exchange risk by monitoring forecast cash flows in currencies other than the Australian dollar.

The Group has minimal exposure to foreign currency risk at the end of the year.

ii. Price risk

The Group has minimal exposure to price risk at the end of the year.

iii. Interest rate risk

The Group's exposure to interest rate risk and the effective weighted average interest rate for classes of financial assets and liabilities is set out below:

	Weighted average interest rate	30-Jun-24	Weighted average interest rate	30-Jun-23
Financial assets				
Cash and cash equivalents and term deposits	0.52%	1,117,191	0.17%	1,474,030

The Group does not have significant interest-bearing assets and percentage changes in interest rates would not have a material impact on the results. Group sensitivity to movement in interest rates is shown in the summarised sensitivity analysis table below:

	Carrying amount $	-100 bps	+100 bps
30-Jun-24			
Cash & cash equivalents and term deposits	1,117,191	(11,172)	11,172
30-Jun-23			
Cash & cash equivalents and term deposits	1,474,030	(14,740)	14,740

Trade and other payables and trade and other receivables are not subject to interest rate risk. Financial liabilities are at a fixed rate, hence, are not subject to interest rate risk.

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Notes to the Consolidated Financial Statements

b. Credit risk

Generally, trade receivables are impaired when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a payment plan, failure to make contractual payments for an extended period and/or cessation of enforcement activity.

c. Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash to meet commitments as and when they fall due. The Group's ability to raise equity funding in the market is paramount in this regard. The Group manages liquidity by monitoring forecast and actual cash flows.

The table below analyses the Group's financial liabilities into relevant maturity groupings. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	<6 months $	6-12 months $	>12 months $	Total Contractual Cash flow $	Carrying amount $
2024					
Trade and other payables	1,522,737	4,793	2,627	1,530,157	1,530,157
Borrowings	195,390	407,553	1,595,699	2,198,642	2,198,642
Lease liabilities	60,464	61,922	302,078	424,464	424,464
2023					
Trade and other payables	1,250,089	-	152,325	1,402,414	1,402,414
Borrowings	-	188,967	2,180,541	2,369,508	2,369,508
Lease liabilities	69,160	69,160	-	138,320	138,320

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Notes to the Consolidated Financial Statements

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Segment information

a. Basis for segment

Management has reviewed the Group's operations and deemed that effective from 1 July 2022 the Group operations comprise the following reportable business segments, based on the Group's reporting systems:

Operational segments:

	Revenue $	Cash EBITDA $
2024		
Media	6,985,413	432,155
Non Media	1,381,953	33,628
Total	**8,367,366**	**465,783**
2023		
Media	5,315,885	56,622
Non Media	1,266,027	282,737
Total	**6,581,912**	**339,359**

Segment revenues and profit/(loss) before tax are directly attributable to a segment and the relevant portion that can be allocated to a segment on a reasonable basis. Assets and liabilities are not disclosed as management tracks these as a group and on an annualised basis or as required.

Media revenue is derived through advertising sales to external customers. Non-media revenue is software, payments and supply related revenue. These are unrelated to media sales. There were no inter-segment revenue transactions.

Revenue derived by each segment is recognised over time as the respective service is delivered, apart from Media programmatic revenue and Non-Media supply business revenue which are delivered at points in time.

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Notes to the Consolidated Financial Statements

b. Reconciliation of CASH EBITDA

The Board and executive management review the CASH EBITDA to monitor the business performance as it provides a better representation of financial performance in the ordinary course of business.

	2024 $	2023 $
CASH EBITDA	**465,783**	**339,359**
Rent obligations	141,430	136,468
Non-cash operating expenditure[1]	(702,736)	(897,650)
EBITDA	(95,523)	(421,822)
Depreciation and amortisation	(1,894,915)	(1,359,928)
Finance costs	(254,172)	(88,443)
Loss before tax	(2,244,610)	(1,870,193)

1. Non-cash operating expenses include impairment expense, foreign exchange gains/losses on translation, non-cash profit/(loss) on PPE disposal and share-based payments.

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Revenue

The Group derives the following types of revenue from continuing operations:

	30-Jun-24	30-Jun-23
Revenue from Continuing Operations		
Media and other sales	8,367,366	6,581,912
Other Income		
Interest income	-	928
Other income	-	268,852
Total revenue	8,367,366	6,851,692

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Notes to the Consolidated Financial Statements

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Expenses

Loss for the year includes the following specific expenses:

Director's fees	30-Jun-24	30-Jun-23
Director's fees	379,919	441,785
Superannuation	32,716	36,623
Total	**412,635**	**478,408**

Share based payments - rights and options	30-Jun-24	30-Jun-23
Directors	414,950	489,905
Non directors	216,191	96,158
Total	**631,141**	**586,063**

Personnel expenses		
Wages and salaries (including provisions)	3,152,443	2,430,920
Superannuation	318,406	281,614
Payroll tax expense	134,256	95,738
Others	71,764	-
Total	**3,676,868**	**2,808,272**
TOTAL	**4,720,644**	**3,872,743**

Depreciation expenses		
Property, plant and equipment	628,452	638,234
Right of use assets - buildings	155,076	113,609
Total	**783,528**	**751,843**

Finance costs		
Interest on borrowings	239,820	80,263
Interest and finance charges on lease liabilities	14,352	8,180
Total	**254,172**	**88,443**

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Notes to the Consolidated Financial Statements

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Income Tax Expense

a. Income Tax Expense

	30-Jun-24	30-Jun-23
Income tax expense		
Current income tax	29,705	12,375
Deferred income tax	(191,427)	(98,848)
	(161,722)	**(86,473)**
Income tax expense/(benefit) attributable to continuing operations	(161,722)	(86,473)
	(161,722)	**(86,473)**

b. Reconciliation of income tax expense to prime facie tax payable

Reconciliation of Income tax expense to prime facie tax payable:		
Loss before income tax	(2,244,610)	(1,870,193)
Prima facie income tax at 25% (2023:25%)	(561,152)	(467,548)
Non-deductible expenditure	176,411	216,900
Timing differences not recognised	203,460	164,175
Adjustments for current tax of prior periods	19,559	-
Income tax benefit	(161,722)	(86,473)

c. Recognised deferred tax liabilities arising on timing differences

Recognised deferred tax liabilities arising on timing differences and losses at 25%:		
Opening balance	191,725	290,275
Reduction in deferred tax liabilities re intangibles - contracts rights	-	(98,550)
Deferred tax assets recognised on losses	(191,725)	-
Closing balance	-	191,725

d. Unrecognised deferred tax assets arising on timing differences and losses at 25%

Unrecognised deferred tax assets arising on timimg differences and losses at 25%		
Carry forward revenue losses Australia	1,328,875	1,740,949

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The tax benefits of the above deferred tax assets will only be obtained if:

i. **The Group derives future assessable income of a nature and of an amount sufficient to enable the benefits to be utilised;**

ii. **The Group continues to comply with the conditions for deductibility imposed by law; and**

iii. **No changes in income tax legislation adversely affect the consolidated entity from utilising the benefits.**

iv. **Tax consolidation**

Motio Ltd and its wholly-owned Australian subsidiaries implemented the tax consolidation regime as of 1 July 2019. The formal notification of formation of the income tax consolidated group has been lodged with the Australian Taxation Office.

v. **Change in corporate tax rate**

There has been a legislated change in the corporate tax rate that will apply to future income years. The impact of this reduction in the corporate tax rate has been reflected in the unrecognised deferred tax positions and the prima face income tax

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Cash and Cash Equivalents

a. Reconciliation to cash at the end of the year

	30-Jun-24	30-Jun-23
Reconciliation to cash at the end of the year		
Cash and cash equivalents	989,739	1,408,782

The Group does not have any restrictions on any cash held at bank or on hand.

The above figures agree to the cash and cash equivalents at the end of the financial year as shown in the statement of cash flows.

b. Interest rate risk exposure

The Group's exposure to interest rate risk is discussed in note 5(a)(iii).

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Notes to the Consolidated Financial Statements

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Trade and other receivables

The Group's exposure to interest rate risk is discussed in note 5(a)(iii).

	30-Jun-24	30-Jun-23
Current		
Trade receivables	1,643,259	1,395,218
Other receivables	193,013	105,066
Prepayments	80,514	34,605
	1,916,786	**1,534,889**
Non-current		
Trade receivables	-	44,169
	-	**44,169**

a. Expected credit losses

We have recorded expected credit losses of $56,485 (2023: $54,541) against the trade receivables.

The ageing of the trade receivables are as follows:

	Carrying amount 2024 $	Carrying amount 2023 $
Current	1,246,902	1,161,396
Less than 3 months overdue	372,658	178515
4 to 6 months overdue	13,954	31,819
Over 6 months overdue	9,745	23,488
	1,643,259	**1,395,218**

Movements in the allowance for expected credit losses are as follows:

Consolidated	Carrying amount 2024 $	Carrying amount 2023 $
Opening balance	54,541	53,192
Additions	4,462	187,699
Receivables written off during the year as uncollectable	(2,518)	(186,350)
	56,485	**54,541**

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Notes to the Consolidated Financial Statements

b. Fair value and credit risk

Due to the short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. Refer to note 5 for more information on the risk management policy of the group and the credit quality of the Group's trade receivables.

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Financial Assets

	30-Jun-24	30-Jun-23
Interests in associates - non-current	1	1
Term deposits at amortised cost - current	127,452	65,249
	127,453	**65,250**
Reconciliation		
Balance at the beginning of the year	65,250	83,170
Additions	62,203	-
Revaluation	-	(17,920)
Balance at the end of the year	127,453	65,250

Notes to the Consolidated Financial Statements

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Plant and Equipment

Plant and Equipment	30-Jun-24	30-Jun-23
Plant and equipment - at cost	2,866,150	2,959,700
Less: Accumulated depreciation	(1,748,519)	(1,483,947)
Total	**1,117,631**	**1,475,753**

Reconciliation

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

	30-Jun-24	30-Jun-23
Balance at the beginning of the period	1,475,753	1,641,431
Additions	314,016	491,464
Loss on disposal of property, plant and equipment	(43,686)	(18,908)
Depreciation expense	(628,452)	(638,234)
Total	**1,117,631**	**1,475,753**

See note 2(d) for impairment considerations.

The additions to property, plant and equipment during the prior year included Café and Venue network business assets purchased from oOh!media on 1 March 2023 comprising digital displays and network devices at a fair varying value of $399,615 which are installed at various locations and whose age and technology is diverse. The fair value took into account the estimated replacement cost of new equipment. These assets have finite useful lives which have been determined to be 1.96 years against which depreciation is being expensed on a straight-line basis taking into consideration the remaining useful lives of the acquired assets.

Key terms of the acquisition & financing facility are disclosed at Note 17.

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Notes to the Consolidated Financial Statements

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Intangibles

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

	30-Jun-24	30-Jun-23
Goodwill	2,731,607	2,731,607
Contract rights	2,727,611	2,727,610
Accumulated Amortisation	(1,809,526)	(883,346)
	918,085	1,844,264
Software	707,032	842,689
Accumulated Amortisation	(120,471)	(107,882)
	586,561	734,807
Other	215,537	118,000
Accumulated Amortisation	(172,273)	(41,469)
	43,264	76,531
Balance as at 30 June 2024	4,279,517	5,387,209

	Goodwill (b)	Contract Rights (a)	Software	Other	Total
Balance at 30 June 2022	2,731,607	348,038	847,651	101,389	4,028,685
Additions/(Disposals)	-	1,950,385	16,219	-	1,966,604
Amortisation expense	-	(454,159)	(129,063)	(24,858)	(608,080)
Balance at 30 June 2023	2,731,607	1,844,264	734,807	76,531	5,387,209
Additions/(Disposals)	-	-	3,695	-	3,695
Amortisation expense	-	(926,179)	(151,941)	(33,267)	(1,111,387)
Balance at 30 June 2024	2,731,607	918,085	586,561	43,264	4,279,517

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a. Contract rights

Motio Play Pty Ltd (Previously Adline Media Pty Ltd)

On 6 January 2020 Motio Ltd, acquired 100% of the ordinary shares of Adline Media Pty Limited ('Adline Media') for the total consideration transferred of $684,225. Contract rights of $654,352 were recognised at 30 June 2020. The average life of customer contracts acquired is four years, and the Group is amortising the contract rights over this period. The carrying value is $nil (2023: $nil).

Motio Health Pty Ltd (Previously Medical Channel Pty Ltd)

On 1 April 2021, the Company acquired 100% of the issued capital of Medical Channel Pty Ltd. The consideration for the acquisition was made up of 30,000,000 Motio Ltd shares ($3,200,000) issued on settlement. Medical Channel owns the rights to nationwide network of medical precinct advertising contracts which were recognised at fair value of $1,605,835. The customer contracts have a range of commencement and expiry dates.

A deferred tax liability of $321,167 was recognised in respect of this acquisition. The contracts were fully amortised on a straight-line basis over the effective average revenue contract terms (0.74 years for local contracts and 0.41 years for national contracts). These were fully amortised during the 2023 financial year.

Liquid Thinking Ltd

On 4 April 2022, the Company acquired 100% of the issued capital of Liquid Thinking Ltd, incorporated in the United Kingdom. The total consideration paid for the acquisition was $1,270,081 which was $489,699 cash, $315,367 shares issued and deferred payments of $465,015. Liquid Thinking generates revenues from the deployment of league and venue management software to indoor sporting centres and sports associations via recurring SaaS fees and payments revenue. The Company engaged an independent external corporate consultant to perform an Independent Valuation of the Purchase Price Allocation for the acquisition of Shares in Liquid Thinking Limited. Based on this report the following identifiable intangibles were identified and recognised:

Liquid Thinking Ltd	
Contract Rights	$93,000
Brand	$26,000
Non-Compete Agreement	$92,000
Software	$751,000

A deferred tax liability of $288,600 was recognised in respect of this acquisition. The contracts, brand and software are being amortised on a straight-line basis over 10 years. The non-compete agreement is being amortised over 3 years.

Notes to the Consolidated Financial Statements

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Asset purchase from oOh!media

Motio acquired oOh!media's Café and Venue digital place based networks on 1 March 2023. The networks comprise of approximately 400 digital displays across Café and Venue locations across Australia and operate on the same systems operated currently by Motio. The acquisition comprised intangible assets of contract rights to the value of $1,950,385 as well as property, plant and equipment to the value of $399,615.

The additions to contract rights during the year comprise of license agreements with venue owners where the property, plant and equipment is located. The contract rights portfolio comprises contracts, which are with diverse types, sizes and locations of venues, are renewable either contractually or commercially. Motio has determined the contract rights to have an average finite life of 2.42 years from 1 March 2023, estimated based on the contract period where Motio has the unconditional rights to extend the contract period, against which depreciation is being expensed on a straight line basis.

Key terms of the acquisition & financing facility are disclosed at Note 17.

b. Goodwill Impairment Testing

Goodwill acquired through business combinations has been allocated to the following cash-generating units:

Goodwill Impairment testing	30-Jun-24	30-Jun-23
Motio Health Pty Ltd	2,253,138	2,253,138
Liquid Thinking Ltd	478,469	478,469
	2,731,607	2,731,607

Motio Health Pty Ltd

The recoverable amount of the goodwill in relation to the purchase of Motio Health Pty Ltd has been determined by a value-in-use calculation using a discounted cash flow model, based on a 5-year projection period. This has been based on management approved cashflow forecasts to satisfy management that impairment is not required.

The discount rate of 18% post-tax reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital adjusted for Motio Health, the risk-free rate and the volatility of the share price relative to market movements. Annual average revenue growth rate of 11% is used over the forecast period. Declining growth is used beyond the approved budget period. An average margin of 43% in Earnings Before Interest and Tax (EBIT) is used over the forecast period.

Notes to the Consolidated Financial Statements

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Sensitivity

The directors have made judgements and estimates in respect of impairment testing of goodwill. Should these judgements and estimates not occur the resulting goodwill carrying amount may decrease. The sensitivities are as follows:

i. The annual average revenue growth would need to decrease by more than 11% to show no growth for Motio Health before goodwill would need to be impaired, with all other assumptions remaining constant.

ii. The discount rate would be required to increase to over 46.5% for Motio Health before goodwill would need to be impaired, with all other assumptions remaining constant.

iii. Management believes that other reasonable changes in the key assumptions on which the recoverable amount of goodwill in respect of Motio Health is based, would not cause the cash-generating unit's carrying amount to exceed its recoverable amount.

iv. If there are any negative changes in the key assumptions on which the recoverable amount of goodwill is based, this would result in a further impairment charge.

Liquid Thinking Ltd

The goodwill in relation to the purchase of Liquid Thinking Ltd was valued by an independent external corporate consultant at $478,469. The recoverable amount of the goodwill in relation to the purchase of Liquid Thinking Limited has been determined by a value-in-use calculation using a discounted cash flow model, based on a 5-year projection period. This has been based on management approved cashflow forecasts and reviewed by an independent expert to satisfy management that impairment is not required.

The discount rate of 18% post-tax reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital adjusted for Liquid Thinking, the risk-free rate and the volatility of the share price relative to market movements. The annual average revenue growth rate of 8.5% is used over the forecast period. Declining growth is used beyond the approved budget period. Management believes that the revenue growth rate is commensurate to the growth phase of Liquid Thinking. On account of the nature of the business being software as a service, the fixed costs of the CGU do not vary significantly with changes in revenue and there is minimal incremental cost of providing services. Hence growth in Earning Before Interest and Tax (EBIT) is forecasted to significantly outpace the growth in revenue. However, this is the effect of forecasted growth in revenue and not the cause hence is not considered as key assumption in case of Liquid Thinking.

Sensitivity

The directors have made judgements and estimates in respect of impairment testing of goodwill. Should these judgements and estimates not occur the resulting goodwill carrying amount may decrease. The sensitivities are as follows:

Notes to the Consolidated Financial Statements

i. The annual average revenue growth would need to decrease by more than 5.8% to 2.7% for Liquid Thinking, before goodwill would need to be impaired, with all other assumptions remaining constant.

ii. The discount rate would be required to increase to over 35.5% for Liquid Thinking before goodwill would need to be impaired, with all other assumptions remaining constant.

iii. Management believes that other reasonable changes in the key assumptions on which the recoverable amount of goodwill in respect of Liquid Thinking is based, would not cause the cash-generating unit's carrying amount to exceed its recoverable amount.

iv. If there are any negative changes in the key assumptions on which the recoverable amount of goodwill is based, this would result in a further impairment charge.

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Right of Use Assets

Right of Use Assets	30-Jun-24	30-Jun-23
Land and buildings - right of use	424,301	388,163
Less: accumulated depreciation	(42,430)	(274,555)
	381,871	**113,608**

The consolidated entity land and buildings lease, for its offices is under an agreement of three years to 30 June 2027.

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Notes to the Consolidated Financial Statements

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Trade and other payables

	30-Jun-24	30-Jun-23
Current		
Trade creditors	287,281	437,641
Accrued expenses	407,951	265,617
GST and PAYG withholding payable	220,760	265,469
Contingent consideration	163,078	177,500
Other payables	451,087	103,862
Total Current	1,530,157	1,250,089
Non-Current		
Contingent consideration	-	152,325
Total Non-Current	-	152,325

Trade and other payables are non-interest-bearing liabilities stated at cost and are predominantly settled within 30 days. The carrying amounts of trade and other payable are assumed to be the same as their fair values, due to their short-term nature.

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Notes to the Consolidated Financial Statements

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Financial Liabilities

	30-Jun-24	30-Jun-23
Current		
Borrowings - Loan acquisition Café and Venue	602,943	188,967
Total Current	602,943	188,967
Non-Current		
Borrowings - Loan acquisition Café and Venue	1,595,699	2,180,541
Total Non-Current	1,595,699	2,180,541

Key terms of the acquisition & financing facility are:

Payment of $2.35 million in consideration for the combined Café and Venue network business assets including associated screens installed at various locations and license agreements with location owners.

Consideration is to be satisfied by a vendor-financing loan from oOh!media on the following material terms:

Loan Principal	$2,350,000
Term	Four years
Interest	Fixed 10.1% pa payable quarterly; Interest only in the first year, thereafter interest and capital repayments
Early Repayment	Nil penalty; principal and interest payments in years two to four; and
Security	All present and acquired property of the company

Motio acquired intangible assets of contract rights to the value of $1,950,385 as well as property, plant and equipment to the value of $399,615. Further details is in Note 13 & 14.

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Notes to the Consolidated Financial Statements

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Provisions

	30-Jun-24	30-Jun-23
Provision for annual leave	184,429	184,360
Current	**184,429**	**184,360**
Provision for long service leave	32,796	25,000
Make good provision	9,900	-
Non Current	**42,696**	**25,000**
	227,125	**209,360**

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Lease Liabilities

	30-Jun-24	30-Jun-23
Lease liability - current	122,386	138,320
Lease liability - non current	302,078	-
	424,464	**138,320**

Presented below is a maturity analysis of undiscounted future lease payments.

Future lease payments due as follows:	30-Jun-24	30-Jun-23
Within one year	149,035	141,431
One to five years	325,658	-
	474,693	**141,431**

Notes to the Consolidated Financial Statements

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Issued Capital

a. Share capital

Share Capital	30-Jun-24 shares	30-Jun-24 $	30-Jun-23 shares	30-Jun-23 $
Fully Paid Ordinary Shares	268,198,346	23,107,803	261,434,657	22,884,857

b. Movements in ordinary share capital

Period ended 30 June 2024	# Shares	Fair Value	$
Opening balance at beginning of period 1 July 2024	261,434,657		22,884,857
Contingent consideration for the acquisition of Liquid Thinking	5,763,689	0.034	196,945
Issue of shares - Motio Executive	1,000,000	0.026	26,000
	268,198,346		23,107,802

Period ended 30 June 2023	# Shares	Fair Value	$
Opening balance at beginning of period 1 July 2023	246,291,357		22,247,591
Conversion of options by Directors	3,437,500	0.04	137,500
Shares issued - Adline/Play from deferred consideration	9,400,000	0.037	347,800
Shares issued - Liquid Thinking acquisition	1,910,800	0.042	80,254
Options exercised	395,000	0.09	71,712
	261,434,657		22,884,857

Ordinary shares

Ordinary shares participate in dividends and the proceeds on winding up of the entity in proportion to the number of shares held. Shares have no par values.

At shareholders' meetings, each ordinary share is entitled to one vote per share when a poll is called, otherwise each shareholder has one vote on a show of hands.

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Notes to the Consolidated Financial Statements

Capital risk management

The Group's capital includes share capital, reserves and accumulated losses. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Group manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to achieve this, the Group may issue new shares in order to meet its financial obligations. The group does not have externally imposed capital requirements.

i. **Options**

Motio Ltd did not issue any listed and unlisted options during the year.

ii. **Performance Rights and Options - Employees and Management**

During the year Motio Ltd did not issue performance rights and options to key management and consultants as part of their remuneration (2023: NIL).

Refer to note 30 for further details.

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Reserves

	30-Jun-24	30-Jun-23
Share-based payments reserve	1,701,738	1,267,079
Options premium reserve	-	134,536
Foreign currency translation reserve	(35,319)	9,327
Balance at the end of the year	1,666,419	1,410,942

	30-Jun-24	30-Jun-23
Share based payment reserve		
Balance at the begnning of the year	1,267,079	892,019
Performance rights and options vesting expense	605,141	586,058
Options lapsed	-	(139,286)
Lapsed Performance rights Class C for Justus Wilde	(170,482)	-
Conversion of performance rights to ordinary shares	-	(71,712)
Balance at the end of the year	1,701,738	1,267,079

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Notes to the Consolidated Financial Statements

	30-Jun-24	30-Jun-23
Options premium reserve		
Balance at the beginning of the year	134,536	134,536
Options lapsed	(134,536)	-
Balance at the end of the year	-	134,536

	30-Jun-24	30-Jun-23
Foreign currency translation reserve		
Balance at the beginning of the year	9,327	(12,852)
Exchange difference arising on translation of foreign operations	(44,646)	22,179
Balance at the end of the year	(35,319)	9,327

Refer to Note 30: Share-based payments, for more details.

a. Nature and Purposes of Reserves

i. Share-based Payment and Options Premium Reserves

This reserve is used to record the value of equity benefits to employees, management personnel, chairman, non- executive directors and consultants as part of their remuneration. When the performance shares vest the amount recorded in the Share-based Payment Reserve relevant to those performance shares is transferred to share capital.

ii. Foreign Currency Translation Reserve

The foreign currency translation reserve records exchange differences arising on translation of foreign controlled entities. The exchange differences arising are recognised in other comprehensive income and are accumulated within a separate reserve within equity.

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Notes to the Consolidated Financial Statements

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Accumulated Losses

	30-Jun-24	30-Jun-23
Accumulated losses at the begnning of the finncial year	(18,577,466)	(16,933,032)
Net (loss) attributable to members of the Company	(2,082,888)	(1,783,720)
Lapsed Performance rights Class C	170,482	-
Options lapsed	134,536	139,286
Accumulated losses at the end of the financial year	(20,355,336)	(18,577,466)

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Interests in Associates

	Country of incorporation	Ownership interest 2024	Ownership interest 2023
Contact Light Pty Ltd	Australia	43%	43%

Notes to the Consolidated Financial Statements

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Related Party Transactions

The Group structure is set out below.

Motio Ltd is the ultimate parent of the Group.

Parent entity	Country of incorporation	Class of shares	Ownership interest 2024	Ownership interest 2023
Motio Ltd	Australia	Ordinary	N/A	N/A
Subsidiaries				
Lunalite International Pty Ltd	Australia	Ordinary	100%	100%
Motio Media Pty Ltd	Australia	Ordinary	100%	100%
Motio Hospitality Pty Ltd	Australia	Ordinary	100%	100%
Motio Operations Pty Ltd	Australia	Ordinary	100%	100%
Motio Health Pty Ltd	Australia	Ordinary	100%	100%
Liquid Thinking Ltd	United Kingdom	Ordinary	100%	100%
Motio NZ Tapui Limited	New Zealand	Ordinary	100%	100%
Motio Play Pty Ltd	Australia	Ordinary	100%	100%
Spawtz Pty Ltd	Australia	Ordinary	100%	-
Social Sports Media Pty Ltd	Australia	Ordinary	-	100%
In 2 Indoor Pty Ltd	Australia	Ordinary	-	100%
Outdoor Digital Solutions Pty Ltd	Australia	Ordinary	-	100%

Social Sports Media Pty Ltd, In 2 Indoor Pty Ltd and Outdoor Digital Solutions Pty Ltd were deregistered on 10 January 2024.

Spawtz Pty Ltd was incorporated on 5 October 2023.

Key management personnel compensation is as follows:

	30-Jun-24	30-Jun-23
Short term benefits	380,917	451,041
Long term benefits	32,716	36,623
Share based payments	385,080	489,905
	798,713	977,569

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Notes to the Consolidated Financial Statements

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Remuneration of Auditors

		30-Jun-24	30-Jun-23
Amounts received or due and receivable by PKF Perth for:			
An audit or review of the financial report of the entity		-	5,845
Amounts received or due and receivable by PKF Perth for:			
Other services in relation to the entity and any other entity in the consolidated group - Income tax		-	11,550
Amounts received or due and receivable by HLB Mann Judd for:			
An audit or review of the financial report of the entity	FY23	104,683	107,000
	FY24	75,066	-
		179,749	**107,000**
Amounts received or due and receivable HLB Mann Judd for:			
Other services in relation to the entity and any other entity in the consolidated group - Income tax		12,700	15,000

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Guarantees, Contingent Liabilities and Contingent Assets

No guarantee or contingent liabilities/assets were noted for the Group for the year ended 30 June 2024.

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Events Occuring After the Reporting Period

Other than matters disclosed in the financial statements, no matter or circumstance has arisen since 30 June 2024 that has significantly affected, or may significantly affect:

(iii) the Group's operations, or

(iv) the results of those operations, or

(v) the Group's state of affairs

in future financial years.

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Notes to the Consolidated Financial Statements

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Reconciliation of Loss After Income Tax to Net Cash Inflow/(Outflow) From Operating Activities

	June 2024 $	June 2023 $
Net loss for the year	(2,082,888)	(1,783,720)
Adjustments for:		
Amortisation expense	1,111,387	608,085
Depreciation expense	783,528	751,843
Impairment costs - accounts receivables	43,144	186,350
Impairment costs - investments	-	26,987
Other income - write back prior year accruals	-	(238,642)
Other income - gain on contingent consideration	-	(94,000)
Interest on financial liabilities included in financing activities	239,106	88,022
Fair value (gain)/loss on listed investments	-	17,920
Fair value (gain)/loss on contingent consideration	(30,198)	64,810
Loss on disposal PPE	12,154	15,545
Foreign exchange (profit)/loss	11	-
Share based payments	631,141	586,063
Net cash provided by operating activities before change in assets and liabilities	**707,385**	**229,263**
Change in assets and liabilities:		
(Increase)/decrease in trade and other receivables	(366,524)	(472,738)
Increase/(decrease) in trade and other payables	280,069	(32,608)
Increase/(decrease) in provisions	17,765	79,925
Increase/(decrease) in tax payables	(178,004)	(86,473)
Net cash inflow/(outflow) from operating activities	460,691	(282,631)

Non-cash financing and investing activities

In FY23, the entity acquired screens of $399,615 and contract rights of $1,950,385 from oOh!media, financed by a vendor loan of $2,350,000. See future details in notes 13, 14, 17.

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Notes to the Consolidated Financial Statements

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Earnings Per Share

Basic profit/(loss) per share

The calculation of basic profit/(loss) per share at 30 June 2024 was based on the loss attributable to ordinary shareholders of $2,082,888 (2023: $1,783,720) and a weighted average number of ordinary shares outstanding during the year ended 30 June 2024 of 266,334,322 (2023: 257,440,742) calculated as follows:

	30-Jun-24	30-Jun-23
Loss attributable to ordinary shareholders ($)	(2,082,888)	(1,783,720)
Weighted average number of ordinary shares	266,334,322	257,440,742
Basic and dilute profit/(loss) per share (cents per share)	(0.78)	(0.69)

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Share-Based Payments

As at 30 June 2024 the Group had the following share-based payment arrangements:

a. Performance rights granted that existed during the period are as follows:

	PERFORMANCE RIGHTS			
Type	**Class C**	**Class D**	**Class E**	**Class F**
Tranche #	Tranche 1	Tranche 2	Tranche 3	N/A
Code	MXOPR3	MXOPR4	MXOPR5	MXOPR6
Grant date	18-Jun-21	18-Jun-21	18-Jun-21	1-Dec-21
Expiry date	16-Jul-24	16-Jul-24	16-Jul-24	1-Dec-24
Number granted	4,200,000	4,200,000	5,200,000	742,500
Performance Milestone	30 day VWAP of $0.12	30 day VWAP of $0.15	30 day VWAP of $0.25	N/A
Granted to	Directors & Employees	Directors & Employees	Directors & Employees	Employees & Co Sec
Individuals in Tranche	4	4	4	20

Notes to the Consolidated Financial Statements

In each instance, Motio Ltd has issued performance rights. Each performance right will convert into ordinary shares of Motio Ltd upon achievement of the performance milestones.

The assessed fair values of the performance rights were determined using a Monte Carlo pricing model, taking into account the exercise price, term of performance rights, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the performance rights. The inputs to the model used were:

	Class C	Class D	Class E	Class F
Dividend yield	-	-	-	-
Expected volatility (%)	95	95	95	-
Risk-free interest rate (%)	0.19	0.19	0.19	-
Expected life of options (years)	3	3	3	3
Option exercise price ($)	-	-	-	-
Share price at grant date ($)	0.1	0.1	0.1	0.09
Value of performance rights ($)	0.090	0.086	0.077	
Share based payment expense FY24		**$404,406**		-
Share based payment expense FY23		**$441,922**		-

b. Performance options granted that existed during the period are as follows:

	OPTIONS		
Type	**MXOOPT03**	**MXOOPT04**	**MXOOPT05**
Tranche #	Tranche 1	Tranche 2	Tranche 3
Code	MXOOPT03	MXOOPT04	MXOOPT05
Grant date	18-Jun-21	18-Jun-21	18-Jun-21
Expiry date	16-Jul-24	16-Jul-24	16-Jul-24
Number granted	4,000,000	2,400,000	1,538,461
Performance Milestone	30 day VWAP of $0.15	30 day VWAP of $0.18	A 30 day VWAP of $0.25
Granted to	Director	Director	Director
Individuals in Tranche	1	1	1

In each instance, Motio Ltd has issued performance options. Each performance option will convert into ordinary shares of Motio Ltd upon exercise of the option.

The assessed fair values of the options were determined using a Monte Carlo pricing model, taking into account the exercise price, term of option, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the option. The inputs to the model used were:

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Notes to the Consolidated Financial Statements

	MXOOPT03	MXOOPT04	MXOOPT05
Dividend yield	-	-	-
Expected volatility (%)	95	95	95
Risk-free interest rate (%)	0.19	0.19	0.19
Expected life of options (years)	3	3	3
Option exercise price ($)	0.12	0.12	0.12
Share price at grant date ($)	0.1	0.1	0.1
Value of Option ($)	0.055	0.055	0.054
Share based payment expense FY24		**$140,736**	
Share based payment expense FY23		**$145,108**	

c. Options - Advisory mandate - 26 July 2023

Motio Ltd issued 10,000,000 options to an advisory firm. 4,000,000 with strike price of $0.0525 and 3 year expiry and 6,000,000 with strike price $0.07 and 4 year expiry period. These options were valued at the fair value determined by the advisory mandate at $60,000 and recognised in full at their issue date for services provided relating to the year ending 30 June 2024. Share based payment expense FY24 $60,000.

d. Options Expiry MXOOA - 6 November 2020

36,157,829 of Motio Ltd quoted options exercisable at $0.08 expired on 30 September 2023. Official quotation of the options on ASX ceased at close of trading on 25 September 2023, being four business days before the expiry date. This is inclusive of the 4,000,000 issued options to a broker in connection with underwriting a capital raising, each exercisable at $0.08 with a three-year expiry period.

e. Share Issue - Employee

Motio Ltd issued 1,000,000 shares to an employee on 13 October 2023 pursuant to their Contract of employment. The determined fair value of the shares is the share price of the Company on the day of issue, being $0.026. The total expense arising from share-based payment transactions recognised during the period in relation to the issue of shares amounts to $26,000 (2023: $nil).

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Notes to the Consolidated Financial Statements

f. Performance rights - Employees and Managing Director - 22 November 2019 (Lapsed in FY23)

	PERFORMANCE RIGHTS			
Type	**Class A**	**Class A1**	**Class B**	**Class B1**
Tranche #	Tranche 1	Tranche 1	Tranche 2	Tranche 2
Code	N/A	N/A	MXOPR1	MXOPR2
Grant date	22-Nov-19	6-Nov-20	22-Nov-19	6-Nov-20
Vesting date	22-Nov-19	6-Nov-20	22-Nov-19	6-Nov-20
Number granted	3,700,000	1,250,000	2,466,667	833,334
Performance Milestone	60 day VWAP of $0.08	60 day VWAP of $0.08	60 day VWAP of $0.12	60 day VWAP of $0.12
Granted to	Employees & Managing Director	Employees & Managing Director	Employees & Managing Director	Employees & Managing Director
Individuals in Tranche	3	2	3	2

In each instance, Motio Ltd has issued performance options. Each performance option will convert into ordinary shares of Motio Ltd upon exercise of the option.

The assessed fair values of the options were determined using a Monte Carlo pricing model, taking into account the exercise price, term of option, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the option.
The inputs to the model used were:

	Class A	Class A1	Class B	Class B1
Dividend yield	-	-	-	-
Expected volatility (%)	100	100	100	100
Risk-free interest rate (%)	0.73	0.1	0.73	0.1
Expected life of options (years)	3	2	3	2
Option exercise price ($)	-	-	-	-
Share price at grant date ($)	0.03	0.06	0.03	0.06
Value of performance rights ($)	0.018	0.051	0.015	0.044
Share based payment expense FY24	N/A	N/A	N/A	N/A
Share based payment expense FY23	$-	$-	$-	$-

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Notes to the Consolidated Financial Statements

g. Performance Options – Employees and Management – 22 November 2019 (Lapsed in FY23)

	OPTIONS	
Type	**MXOOPT01**	**MXOOPT01**
Tranche #	Tranche 3	Tranche 4
Code	MXOOPT01	MXOOPT01
Grant date	22-Nov-19	22-Nov-19
Vesting date	20-Dec-19	20-Dec-19
Number granted	6,908,750	4,605,833
Performance Milestone	60 day VWAP of $0.08	60 day VWAP of $0.12
Granted to	Employees & Management	Employees & Management
Individuals in Tranche	3	3

In each instance, Motio Ltd has issued performance options. Each performance option will convert into ordinary shares of Motio Ltd upon exercise of the option.

The assessed fair values of the options were determined using a Monte Carlo pricing model, taking into account the exercise price, term of option, the share price at grant date and expected price volatility of the underlying share, expected dividend yield and the risk-free interest rate for the term of the option. The inputs to the model used were:

Type	**MXOOPT01**	**MXOOPT01**
Dividend yield	-	-
Expected volatility (%)	100	100
Risk-free interest rate (%)	0.73	0.73
Expected life of options (years)	3	3
Option exercise price ($)	0.04	0.04
Share price at grant date ($)	0.03	0.03
Value of Option ($)	0.010	0.011
Share based payment expense FY24	N/A	N/A
Share based payment expense FY23	$-	$-

Refer to Consolidated Statement of Changes in Equity and Note 20 – Issued Capital, Movements in Ordinary Share Capital for more details regarding Share-based payments.

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Notes to the Consolidated Financial Statements

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Parent Entity Financial Information

	30-Jun-24	30-Jun-23
Current assets	175,303	2,833,197
Non-curent assets	4,574,464	6,004,531
Total assets	4,749,767	8,837,728
Current liabilities	872,559	1,086,554
Non-current liabilities	2,569,247	6,403,206
Total liabilities	3,441,806	7,489,760
Net assets	1,307,961	1,347,968
Issued capital	23,107,803	22,884,857
Retained earnings	(23,510,908)	(22,927,276)
Options premium reserve	-	134,536
Foreign currency translation reserve	9,327	(11,228)
Share based payment	1,701,739	1,267,079
Total equity	1,307,961	1,347,968
Total comprehensive (loss) for the year	(583,632)	(1,807,115)

a. Guarantees, Contingent Liabilities and Contingent Assets

Refer to note 26 for guarantees, contingent liabilities and contingent assets.

b. Contractual Commitments

There are no significant commitments.

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Consolidated Entity Disclosure Statement

Details of all entities which have been consolidated into the Group

Entity Name	Principal Place of business	Country of incorporation	Percentage owned June 2024	Type of entity	Trustee of a Trust or Partner in a Partnership	Tax residency AU or Foreign	Residency Jurisdication of Foreign Tax resident
Motio Ltd	Australia	Australia	100%	Company	N/A	Australia	N/A
Lunalite International Pty Ltd	Australia	Australia	100%	Company	N/A	Australia	N/A
Motio Media Pty Ltd	Australia	Australia	100%	Company	N/A	Australia	N/A
Motio Hospitality Pty Ltd	Australia	Australia	100%	Company	N/A	Australia	N/A
Motio Operations Pty Ltd	Australia	Australia	100%	Company	N/A	Australia	N/A
Motio Health Pty Ltd	Australia	Australia	100%	Company	N/A	Australia	N/A
Liquid Thinking Ltd	United Kingdom	United Kingdom	100%	Company	N/A	Australia	N/A
Motio NZ Tapui Limited	New Zealand	New Zealand	100%	Company	N/A	Australia	N/A
Motio Play Pty Ltd	Australia	Australia	100%	Company	N/A	Australia	N/A
Spawtz Pty Ltd	Australia	Australia	100%	Company	N/A	Australia	N/A

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Directors Declaration

In the opinion of the Directors of Motio Limited (the "Company"):

1. The attached consolidated financial statements, notes thereto and the additional disclosures included in the Directors' Report designated as audited are in accordance with the Corporations Act 2001, including:

   a. Complying with Australian Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;

   b. Giving a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and

   c. The financial statements also complies with International Financial Reporting Standards as disclosed in note 2(a) to the financial statements.

2. There are reasonable grounds to believe that the consolidated entity will be able to pay its debts as and when they become due and payable.

3. The information disclosed in the Consolidated Entity Disclosure Statement is true and correct.

This declaration has been made after receiving the declarations required to be made to the Directors in accordance with sections 295A of the Corporations Act 2001 for the financial year ended 30 June 2024.

On behalf of the Directors,

Adam Cadwallader
CEO & Managing Director
Sydney, New South Wales
18 September 2024

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Independent Auditor's Report to the Members of Motio Ltd

REPORT ON THE AUDIT OF THE FINANCIAL REPORT

Opinion

We have audited the financial report of Motio Ltd ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 30 June 2024, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the directors' declaration.

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

(a) giving a true and fair view of the Group's financial position as at 30 June 2024 and of its financial performance for the year then ended; and

(b) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

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

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

Key Audit Matters

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

Key Audit Matter	How our audit addressed the key audit matter
Impairment testing of goodwill As disclosed in Note 14, the carrying value of goodwill was $2,731,607, which represents more than 30% of total assets as at 30 June 2024. The Group's accounting policy in respect of goodwill is outlined in Note 4(h). An annual impairment test of goodwill is required under AASB 136 *Impairment of Assets.*	Our audit procedures included but were not limited to the following: • Assessed the identification and determination of the Group's CGUs based on our understanding of the nature of the Group's business. • Tested the integrity and mathematical accuracy of the discounted cashflow models used by management for value in use assessment. • Evaluated and assessed key assumptions and methodology applied to the underlying cashflow forecasts with reference to representations from

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The evaluation of recoverable amount requires the Group to exercise significant judgement in determining key assumptions, which include: • 5-year cashflow forecast; • Terminal growth rate; • Discount rate; and • The determination of cash generating unit (CGU) for the purpose of impairment assessment. We considered this to be a key audit matter due to the significant judgement involved in estimating the recoverable amount of the Goodwill and the potentially material impact on the financial report.	management, documented business plans and historical results of the business operations. • Assessed the Group's assumptions in developing the discount and terminal growth rates with reference to data produced by management's expert. Also assessed the competence capability and objectivity of the expert. • Performed sensitivity analysis and evaluated whether a reasonably possible change in assumptions could cause the carrying amount of a CGU to exceed the recoverable amount. • Assessed the adequacy of disclosures in Note 14 of the financial statements.

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

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

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

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

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

Responsibilities of the Directors for the Financial Report

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

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

(b) the consolidated entity disclosure statement that is true and correct in accordance with the *Corporations Act 2001*, and

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

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

(b) the consolidated entity disclosure statement that is true and correct and is free from material misstatement, whether due to fraud or error.

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

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Auditor's Responsibilities for the Audit of the Financial Report

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

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON THE REMUNERATION REPORT

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 20 to 26 of the directors' report for the year ended 30 June 2024.

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

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

HLB Mann Judd Assurance (NSW) Pty Ltd
Chartered Accountants

M D Muller
Director

Sydney, NSW
18 September 2024

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Shareholders Information

The following additional information was applicable at 14 August 2024:

There are a total of 268,198,346 ordinary fully paid shares on issue and there are 481 shareholdings with less than marketable a parcel of shares based on a share price of $0.033.

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Distribution of Share Holders as at 14 August 2024

Category (size of holding)	No. of Holders	No. of Units	% Issued Share Capital
1 - 1,000	174	55,029	0.02%
1,001 - 5,000	138	364,754	0.14%
5,001 - 10,000	85	668,050	0.25%
10,001 - 100,000	259	10,775,975	4.02%
100,001 - and over	180	256,334,538	95.58%
Total	**836**	**268,198,346**	**100.00%**

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Distribution of Unquoted Securities as at 14 August 2024

	Unlisted Options Expiring 26/07/2026 @ $0.0525		Unlisted Options Expiring 26/07/2027 @ $0.07 (Unvested)	
	Holders	% Issued Share Capital	Holders	% Issued Share Capital
1 - 1,000	-	0.00%	-	0.00%
1,001 - 5,000	-	0.00%	-	0.00%
5,001 - 10,000	-	0.00%	-	0.00%
10,001 - 100,000	-	0.00%	-	0.00%
100,001 - and over	1	100.00%	1	100%
Total	**1**	**100.00%**	**1**	**100.00%**

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Shareholders Information

Class Perfomance Rights - Expiring 30/11/2024 (Vested)

	Holders	% Issued Share Capital
1 - 1,000	-	0.00%
1,001 - 5,000	-	0.00%
5,001 - 10,000	-	0.00%
10,001 - 100,000	5	42.76%
100,001 - and over	2	57.24%
Total	**7**	**100.00%**

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Voting Rights

a. Ordinary Shares

Subject to any rights or restrictions for the time being attached to any class or classes at general meetings of shareholders or classes of shareholders:

a. Each shareholder entitled to vote, may vote in person or by proxy, attorney or representative;

b. On a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and

c. On a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held, or in respect of which he/she has appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

b. Options and Performance Rights

There are no voting rights attached to any class of options currently on issue.

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Shareholders Information

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20 Largest Shareholders - Ordinary Shares at 14 August 2024

Position	Holder Name	Holding	% AC
1	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	42,286,202	15.73%
2	CITICORP NOMINEES PTY LIMITED <DPSL A/C>	24,553,289	9.15%
3	SPICERACK PTY LTD <MYZL FAMILY A/C>	17,962,424	6.70%
4	F H C WILSON PTY LTD <F H C & B H WILSON S/F A/C>	10,925,401	4.07%
5	MATTHEW JAMES DAVIES	10,175,693	3.79%
6	CAPITAL H MANAGEMENT PTY LTD	7,381,588	2.75%
7	MR ADAM CADWALLADER	6,099,573	2.27%
8	GASMAT PTY LTD <CHESSBILL INVEST S/F A/C>	6,044,511	2.25%
9	MR GREGORY JOSEPH WILDISEN	5,574,962	2.08%
10	MR JOEL DAVID WEBB	4,900,000	1.83%
11	SAILORS OF SAMUI PTY LTD	4,385,475	1.64%
12	TWO TOPS PTY LTD	4.342,468	1.62%
13	MR MATTHEW LIAM KILNER	4,183,981	1.56%
14	MR PAUL BLEASDALE	4,012,589	1.50%
15	JJ VENTURES LIMITED	3,768,081	1.41%
16	MALCOLM & JUNE ROSS INVESTMENTS PTY LTD	3,369,664	1.26%
17	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,145,941	1.17%
18	MR ADAM CADWALLADER	3,125,000	1.17%
19	VAMOS TRADING PTY LTD	3,090,000	1.15%
20	BLUEWATER ASSET MANAGMENT PTY LTD <TEEFISH SUPER FUND <A/C>	2,760,634	1.03%
	Total	**171,987,476**	**64.13%**
	Balance of Register	**96,210,870**	**35.87%**
	Total issued capital - MXO	**268,198,346**	**100.00%**

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Substantial Shareholders Ordinary Shares

At 14 August 2024, the following shareholders held 5% or more of the issued capital of the Company:

Interest	Class
18.72%	Capital H Management Pty Ltd
6.70%	Spicerack Pty Ltd <Myzl Family A/C>

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Shareholders Information

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Unquoted Securities - at 14 August 2024

Set out below are the classes of unquoted securities currently on issue.

Number	Class
742,500	Class F Performance Rights (vested) and expirising 30/11/2024
4,000,000	Options exercisable at 5.25c each and expiring 26/07/2026
6,000,000	Options exercisable at 7c each and expiring 26/07/2027

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Unquoted Equity Security Holders with Greater than 20% of an Individual Class

At 14 August 2024 the followin classes of unquoted securities had holders with greater than 20% of that class on issue.

Class/Name	Number of Securities Held	% Held
Class F Performance Rights expiring 30/11/2024		
1. Spicerack Pty Ltd <Myzl Family A/C>	275,000	37.04%
2. Brett Kearney	150,000	20.20%
Options exercisable at 5.25c each and expiring 26/07/26		
1. Imperium Nominees Pty Ltd	4,000,000	100.00%
Options exercisable at 7c each and expiring 26/07/2026		
1. Imperium Nominees Pty Ltd	6,000,000	100.00%

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Securities Subject to Escrow

There are currently no securities subject to escrow.

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Shareholders Information

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On-market Buy-Back

Currently there is no on-market buy-back of the Company's securities.

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Corporate Governance

Pursuant to the ASX Listing Rules, the Company's Corporate Governance Statement will be released in conjunction with this report. The Company's Corporate Governance Statement is available on the Company's website at: https://www.motio.com.au/investor/governance/

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Domicile

Motio Limited, incorporated and domiciled in Australia, is a public listed Company limited by Shares.

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