

## 1. Company details

Name of entity:	Cluey Ltd
ABN:	65 644 675 909
Reporting period:	For the half-year ended 31 December 2024
Previous period:	For the half-year ended 31 December 2023

## 2. Results for announcement to the market

			\$'000
Revenues from ordinary activities	down	22.5% to	13,158
Loss from ordinary activities after tax attributable to the members of Cluey Ltd	down	66.3% to	(2,315)
Loss for the half-year attributable to the members of Cluey Ltd	down	66.3% to	(2,315)

### Dividends

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

### Comments

The loss for the Group after providing for income tax amounted to \$2,315,000 (31 December 2023: \$6,876,000).

Refer to the attached Interim Report for further commentary and key financial highlights.

## 3. Net tangible assets

	Reporting period Cents	Previous period Cents
Net tangible assets per ordinary security	<u>0.52</u>	<u>1.71</u>
Calculated as follows:		
	<b>31 Dec 2024</b>	<b>31 Dec 2023</b>
	<b>\$'000</b>	<b>\$'000</b>
Net assets	6,952	11,082
Less: Intangibles	(5,161)	(7,757)
Less: Right-of-use assets	(1,034)	(217)
Add: Lease liabilities	1,050	240
Net tangible assets	<u>1,807</u>	<u>3,348</u>
Total shares issued, net of Treasury Shares (no.)	<u>347,524,608</u>	<u>196,314,432</u>

## 4. Control gained over entities

Not applicable.

## 5. Loss of control over entities

Not applicable.

## 6. Dividends

### *Current period*

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

### *Previous period*

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

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## 7. Dividend reinvestment plans

Not applicable.

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## 8. Details of associates and joint venture entities

Not applicable.

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## 9. Foreign entities

### *Details of origin of accounting standards used in compiling the report:*

Not applicable.

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## 10. Audit qualification or review

### *Details of audit/review dispute or qualification (if any):*

The financial statements were subject to a review by the auditors and the review report is attached as part of the Interim Report.

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## 11. Attachments

### *Details of attachments (if any):*

The Interim Report of Cluey Ltd for the half-year ended 31 December 2024 is attached.

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## 12. Authorised for release by the Board of Directors



Signed \_\_\_\_\_

Date: 27 February 2025

Robert Gavshon  
Chairman  
Sydney

**Cluey Ltd**

**ABN 65 644 675 909**

**Interim Report - 31 December 2024**

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The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Cluey Ltd (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the half-year ended 31 December 2024.

### Directors

The following persons were Directors of Cluey Ltd during the whole of the financial half-year and up to the date of this report, unless otherwise stated:

Robert Gavshon	Chairman and Non-Executive Director
Mark Rohald	Deputy Chairman
Professor Ian Young	Independent Non-Executive Director
Michael Stibbard	Independent Non-Executive Director
Louise McElvogue	Independent Non-Executive Director

### Principal activities

During the financial period the principal continuing activity of the Group was educational technology providing the development of online tutoring and learning support and co/extra curricular learning.

### Dividends

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

### Review of operations

The Group is an innovative, ASX-listed Edtech company that combines education and technology to deliver quality education outcomes and an enhanced student experience. Cluey provides curriculum-aligned academic support for students in Australia and New Zealand. In addition, Cluey delivers co/extracurricular online, holiday camps and after-school programs in Australia and the United Kingdom through its wholly owned subsidiary, Code Camp.

The Group's mission is to develop an innovative and personalised educational ecosystem that equips students for success in an ever-changing world and builds a community of learners.

In December 2024, the Group had 105 FTE<sup>(1)</sup> employees (an 18% reduction from December 2023) and over 2,700 tutors and instructors during H1 FY25 (a 32% reduction from H1 FY24).

(1) Full-time equivalent ('FTE') employees include onshore and offshore, permanent full-time, part-time and casual employees

The Group's loss after providing for income tax amounted to \$2,315,000 (31 December 2023: \$6,876,000).

### Underlying EBITDA

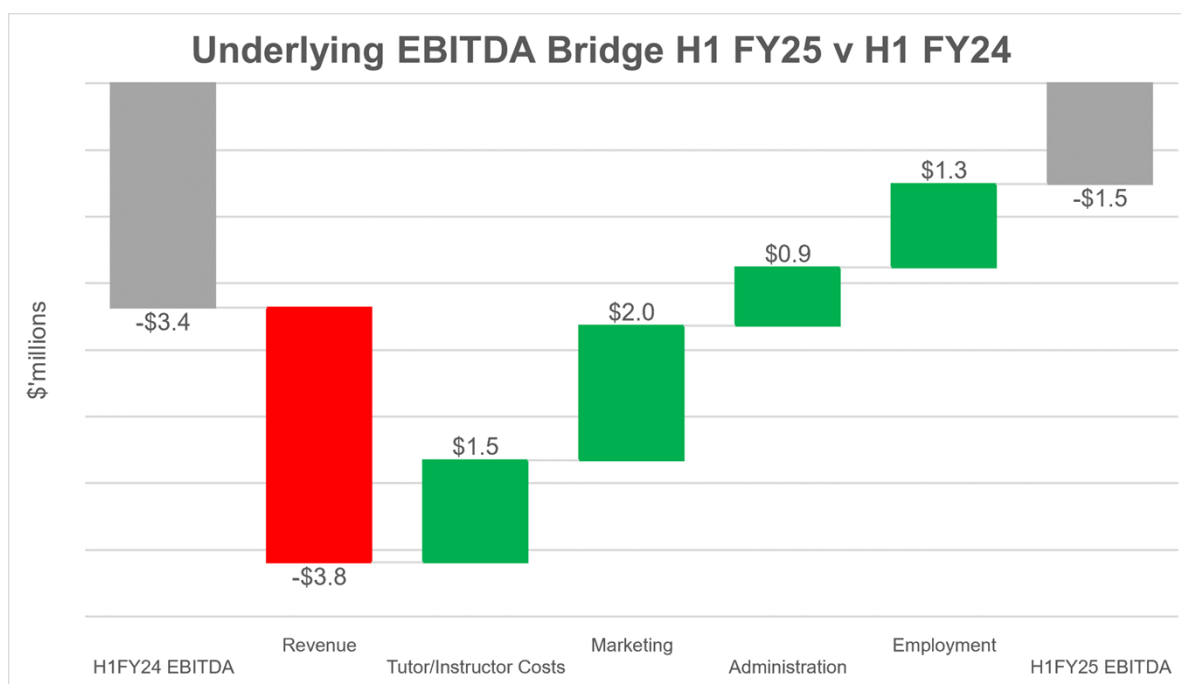
The Directors consider earnings before interest, tax, depreciation and amortisation, non-cash and significant non-recurring expenses ('Underlying EBITDA') to reflect the core earnings of the Group. Underlying EBITDA is a financial measure that is not prescribed by Australian Accounting Standards ('AAS') and represents the profit under AAS adjusted for non-cash and significant non-recurring expenses.

Underlying EBITDA is a key measurement used by the Group to assess and review business performance. Accordingly, the following table provides a reconciliation between loss before income tax and Underlying EBITDA. Underlying EBITDA excludes restructuring costs, capital raise costs, non-cash share-based payments expense and impairment charges.

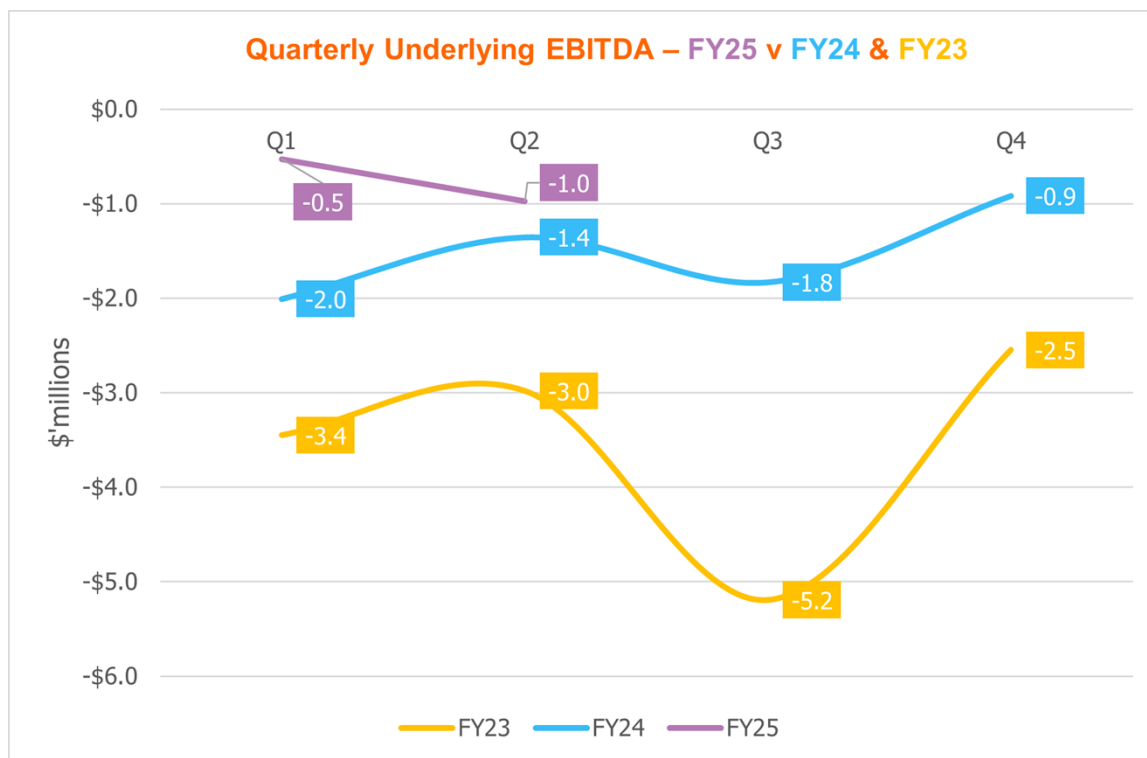
Reconciliation of Statutory loss to Underlying EBITDA

	Group H1 FY25 \$'000	H1 FY24 \$'000
<b>Statutory loss before income tax</b>	(2,315)	(6,876)
Amortisation of acquired intangibles	292	583
Depreciation and amortisation - other	358	2,529
Net finance results	(69)	(162)
<b>EBITDA</b>	<u>(1,734)</u>	<u>(3,926)</u>
<i>Add back:</i>		
Other income	-	(5)
Restructuring costs	43	313
Capital raise costs	58	-
Share-based payments	126	257
<b>Underlying EBITDA</b>	<u><u>(1,507)</u></u>	<u><u>(3,361)</u></u>

In H1 FY25, Underlying EBITDA loss improved by 55% to \$1.5 million compared to \$3.4 million in the prior corresponding period (H1 FY24) ('PCP'). This was primarily due to the impact of cost-saving initiatives, as seen in the chart below.



In each quarter of H1 FY25, the Group continued to deliver an improvement in Underlying EBITDA compared to the prior corresponding quarter (refer to the chart below). In FY25 the comparable Underlying EBITDA quarterly profile differed from FY23 and FY24 due to the implementation of extensive cost-saving measures in those prior periods.



### Operational highlights

- 55% improvement in Group H1 FY25 Underlying EBITDA loss of \$1.5 million compared to PCP loss of \$3.4 million.
- The Group implemented a range of cost-saving initiatives during FY23 and FY24, reducing Group Operating and Marketing costs by \$4.1 million (31%) compared to PCP.
- The Group implemented a streamlined organisational design and extensive automation of internal processes in FY24, resulting in an 18% reduction in FTE employees from December 2023 to December 2024. UK FTE employees have continued to increase to support significant growth in the UK operations.
- Ongoing sales and marketing optimisation initiatives reduced Group Variable CAC<sup>(2)</sup> in H1 FY25 to \$171, a 41% improvement on PCP.

(2) Variable CAC (customer acquisition costs) per New Student is a non-IFRS measure used for management purposes which represents variable acquisition expenditure for a period divided by New Students, and includes both Cluey Learning and Code Camp. Variable acquisition expenditure is calculated based on total marketing media expenses and brand investment of \$1.6 million, plus learning advisor (sales) employment costs and commission of \$1.2 million (included in employee benefits expense).

### KPI's for the six months ended 31 December 2024 vs six months ended 31 December 2023

- \$13.2 million in Revenue achieved in H1 FY25 (23% decline on PCP)
- \$7.6 million Gross Profit achieved in H1 FY25 (23% decline on PCP) with a Gross Profit Margin of 57.8% (1% decline on PCP)
- \$171 Variable CAC per student achieved in H1 FY25 (41% improvement on PCP)
- 231,000 Student Sessions delivered in H1 FY25 (16% decline on PCP)
- 16,358 New Students<sup>(3)</sup> in H1 FY25 (2% decline on PCP)

(3) New Students for Cluey Learning and Code Camp are those students who had a session in the period.

The decline in Cluey's revenue, new students and student sessions in H1 FY25 compared to H1 FY24 was primarily due to management's strategic decision to reduce spending on customer acquisition to prioritise cash preservation and focus on profitability.

### Revenue from services rendered

Consolidated revenue declined 23% from \$17.0 million to \$13.2 million in H1 FY25. During the period the Group have changed the way business units are reviewed and managed. The previous Cluey Learning and Code Camp segments are now split into the following segments: Online, Schools and Partnerships, Events and Experiences and UK.

**Online** – Online delivers personalised, high-quality learning experiences through our online learning platform, allowing students to access tutoring anytime and anywhere. Online offers one-on-one and small-group tutoring sessions for students from Year 2 to Year 12 in Australia and New Zealand across various subjects, including Maths, English, and sciences.

**Schools and Partnerships** – Schools and Partnerships provides tailored educational solutions including both academic support and co-curricular programs, through partnerships with schools and corporate entities. It offers a range of programs, including after-school programs, in-school tutoring, and custom learning experiences to school-aged students in Australia.

**Events and Experiences** - Events and Experiences specialises in delivering immersive, out-of-school learning experiences outside the normal rhythms of school terms. It offers holiday camps, tutoring intensives, and digital workshops to school-aged students in Australia, that provide focused educational boosts during school holidays and breaks.

**UK** - UK offers digital holiday camps, after-school programs, and other out-of-school learning opportunities tailored to meet the needs of school-aged students in the UK.

Online revenue declined by 30% to \$8.8 million primarily due to reduced spending on customer acquisition. Events and Experiences revenue declined by 6% to \$2.3 million due to lower enrolments, and a delay to the commencement of Summer 24/25 school holidays in New South Wales. Schools and Partnerships revenue declined 13% to \$1.4 million due to lower enrolments. UK revenue increased 50% to \$0.7 million due to growth in after-school venues and enrolments following investment in sales and operations in FY24.

#### *Cost of sales*

Cost of sales includes payments to tutors for their services in providing learning support, payments to instructors, site rental costs and other materials for Code Camp holiday camp and after-school courses. Cost of sales decreased by 22% to \$5.5 million in H1 FY25 compared to PCP.

Gross Profit for the period was \$7.6 million, a 23% decline on PCP. In H1 FY25 the Gross Profit margin declined marginally to 57.8% from 58.3% in PCP. Average revenue per student session declined 7% to \$56.94 from \$61.52 in the PCP due to a compositional shift from online tutoring sessions to after-school sessions. After-school sessions in Australia and the UK represented ~33% of total student sessions in H1 FY25, compared to ~26% in H1 FY24.

#### *Operating expenses*

Improved operating leverage achieved in FY23 and FY24 has continued in H1 FY25 due to continued focus on cost control.

Direct marketing expenses of \$1.7 million were 55% lower than in H1 FY24 and represented 13% of revenue, down from 22% in H1 FY24.

In H1 FY25, employee benefits expenses (excluding share-based payment expense of \$0.1 million and restructuring payments of \$0.1 million) decreased by 17% to \$5.9 million from \$7.2 million in H1 FY24.

### **Business strategies, likely developments and expected results of operations**

Cluey is focused on opportunities to expand its offerings, including new courses, a wider range of learning services, multiple service configurations, and extension into other education segments and international markets. Cluey is committed to making a positive difference to school children's educational outcomes and attitudes to learning.

During FY25, the Group will continue to build a portfolio of learning services, building on its reputation as a trusted destination for school-age students and their parents by:

- extending Cluey's product, technology and platform advantages
- scaling co/extracurricular offering
- leveraging data-driven decision-making and learning analytics supported by generative AI
- maintaining financial discipline
- international expansion

The Company expects the cash balance of \$5.5 million (as at December 2024) to fund working capital requirements as Cluey drives towards achieving operating cashflow breakeven. If there are any M&A or additional growth opportunities, the Company will likely require additional funding.

The ability to achieve the Company's business strategies will depend on the effective management and mitigation of business risks including those detailed below. These risks were previously disclosed in the 30 June 2024 Annual Report and have been updated as necessary to the date of this report.

Business risk	Detail	Mitigation
Competition	<p>Risk of competitors introducing new or improved products and services which Cluey cannot match or exceed in a timely or cost-effective manner. Whilst Cluey has witnessed an increase in competition in online learning services (which further validates the shift to online learning) this has primarily emanated from smaller operators that lack the scale and sophistication to effectively compete with Cluey.</p>	<p>Continued investment and development of new technology and product offerings.</p> <p>Ongoing review of product strategy aimed at improving learner experience and driving higher retention rates.</p> <p>Focus on customer feedback and detailed market understanding to anticipate and react to customer's needs.</p>
Digital Marketing Channels	<p>Risk that changes in the way that Google, Facebook and other digital marketing channels operate and charge will lead to costs increasing, which reduces the return on investment.</p>	<p>Reduce reliance on digital marketing channels. Focus on retention of existing students through product and service enhancements.</p>
Cybersecurity and Technology	<p>Risk of failure or disruption to technology platforms and systems used to deliver Cluey's products and services.</p>	<p>Business continuity and IT disaster recovery plans are maintained, and all incidents are logged and reviewed.</p> <p>Reputable and reliable cloud-based service providers provide some inherent mitigation of risk through their own controls.</p> <p>Continued investment in new technology and systems, monitoring platforms and specialist expertise to identify and manage potential risks.</p> <p>In FY23 and FY24 the Group implemented a range of Cyber Security tools to mitigate the risk of Cyber threats that continue to be monitored.</p>
Profitability	<p>Risk that Cluey may not succeed in increasing revenues sufficiently to offset expenses, including investments in marketing and technology.</p>	<p>Detailed forecasts and budgets are prepared, with continued focus on achieving positive operating cash flow and profitability. Forecasts are assessed and adjusted regularly. FY25 Business Plan and FY26-27 planning includes continued investment in product and technology to improve and expand the product offering and to provide efficiency improvements in the core business to further improve unit economics.</p> <p>Regular reforecasting enables the Group to react to actual performance and trends and update financial plans and other measures.</p> <p>The benefits from cost saving initiatives implemented in FY23 and FY24 and continued financial discipline will continue to flow in the second half of FY25 and beyond and drive the Group towards operating cash break-even.</p>

Business risk	Detail	Mitigation
Business environment	Risk of changes in the economic environment which could impact Cluey's business.	<p>The Australian, New Zealand and United Kingdom economies have faced economic pressures as a result of tightening monetary policy coupled with higher inflation and interest rates in recent years. These economies have now commenced easing monetary policies in the current period. Cost of living pressure exists in these economies, which may impact demand for our services. This may impact Cluey's ability to grow revenue. However, Cluey has a portfolio of learning services that are impacted differently from varying conditions. For example, pressures on family budgets could be offset by additional spending on after-school programs as more families now require dual income earners. Education (including tutoring and test preparation) are typically countercyclical and historically have continued to perform well during periods of economic downturn.</p> <p>Cluey does not currently have any external borrowings and, as such, is not exposed to changes in interest rates.</p>
Artificial Intelligence	Risk of potential ethical dilemmas, data privacy breaches, biased decision-making, overreliance on AI systems, job displacement, regulatory challenges, and the need for substantial investments in AI infrastructure.	Cluey is taking a leadership role in the use of responsible AI to reduce costs, increase efficiency, better anticipate customer expectations, and deliver more timely and personalised customer experiences. Recent advances in AI may enable significant enhancements to customer experience and process simplification but require appropriate management of potential risks.
Education environment	Risk of changes in the education environment including introduction of regulations which could impact Cluey's business.	Cluey is not subject to any specific regulations and maintains close scrutiny of any proposed changes to legislation/regulation in the education sector.

### **Climate related risks**

As part of its risk management framework the Group continues to monitor its exposure to risk, including climate related risk and related regulatory reporting requirements. Cluey is currently assessing its environmental and social sustainability footprint and intends to undertake a more in-depth review of its exposure to environmental and social risks in the current financial year.

### **Likely developments and expected results of operations**

Cluey remains focused on achieving profitability and regaining growth momentum. Going forward, continued investments in product and technology solutions and international expansion is expected to deliver improvements to and expansion of existing products, geographical expansion, and further self-service and automation. These are expected to drive efficiencies/cost savings, deliver improved unit economics and assist the Group in getting closer to profitability and positive operating cash flow.

### **Significant changes in the state of affairs**

On 24 July 2024, the Company announced a \$4.5 million equity raise to fund growth and working capital. On 21 August 2024, following the completion of the equity raise, the Company issued 151,210,176 new Ordinary Shares.

*Change of auditor*

On approval by the shareholders at the 7 November 2024 annual general meeting, and with the approval of the Australian Securities & Investments Commission, Deloitte Touche Tohmatsu resigned as auditor of the Group and BDO Audit Pty Ltd was appointed as auditor.

There were no other significant changes in the state of affairs of the Group during the financial half-year.

**Matters subsequent to the end of the financial half-year**

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

**Rounding of amounts**

The Company is of a kind referred to in Corporations Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to 'rounding-off'. Amounts in this report have been rounded off in accordance with that Corporations Instrument to the nearest thousand dollars, or in certain cases, the nearest dollar.

**Auditor's independence declaration**

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

This report is made in accordance with a resolution of Directors, pursuant to section 306(3)(a) of the Corporations Act 2001.

On behalf of the Directors



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Mark Rohald  
Director



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Robert Gavshon  
Chairman

27 February 2025  
Sydney

## DECLARATION OF INDEPENDENCE BY MARTIN COYLE TO THE DIRECTORS OF CLUEY LTD

As lead auditor for the review of Cluey Ltd for the half-year ended 31 December 2024, I declare that, to the best of my knowledge and belief, there have been:

1. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the review; and
2. No contraventions of any applicable code of professional conduct in relation to the review.

This declaration is in respect of Cluey Ltd and the entities it controlled during the period.



**Martin Coyle**  
Director

**BDO Audit Pty Ltd**

Sydney, 27 February 2025

**Cluey Ltd**  
**Consolidated statement of profit or loss and other comprehensive income**  
**For the half-year ended 31 December 2024**



		Group	
	Note	31 Dec 2024 \$'000	31 Dec 2023 \$'000
<b>Revenue</b>			
Revenue from services rendered	4	13,158	16,985
Cost of sales	5	<u>(5,548)</u>	<u>(7,083)</u>
Gross profit		<u>7,610</u>	<u>9,902</u>
Other income		-	5
Interest income		91	169
<b>Expenses</b>			
Marketing		(1,673)	(3,693)
Administration		(2,221)	(5,582)
Employee benefits expense	5	(6,100)	(7,670)
Finance costs	5	<u>(22)</u>	<u>(7)</u>
<b>Loss before income tax expense</b>		(2,315)	(6,876)
Income tax expense		<u>-</u>	<u>-</u>
<b>Loss after income tax expense for the half-year attributable to the members of Cluey Ltd</b>		(2,315)	(6,876)
<b>Other comprehensive loss</b>			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation		<u>(21)</u>	<u>(8)</u>
Other comprehensive loss for the half-year, net of tax		<u>(21)</u>	<u>(8)</u>
<b>Total comprehensive loss for the half-year attributable to the members of Cluey Ltd</b>		<u><u>(2,336)</u></u>	<u><u>(6,884)</u></u>
		<b>Cents</b>	<b>Cents</b>
Basic earnings per share	12	(0.76)	(3.49)
Diluted earnings per share	12	(0.76)	(3.49)

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

		Group	
	Note	31 Dec 2024 \$'000	30 Jun 2024 \$'000
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		5,512	4,465
Trade and other receivables		209	376
Other assets	6	835	758
<b>Total current assets</b>		6,556	5,599
<b>Non-current assets</b>			
Property, plant and equipment		41	35
Right-of-use assets	7	1,034	72
Intangibles	8	5,161	5,342
<b>Total non-current assets</b>		6,236	5,449
<b>Total assets</b>		12,792	11,048
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables		1,919	2,580
Contract liabilities		1,922	2,692
Lease liabilities		226	81
Employee benefits		506	521
<b>Total current liabilities</b>		4,573	5,874
<b>Non-current liabilities</b>			
Lease liabilities		824	-
Deferred tax		220	220
Employee benefits		223	188
<b>Total non-current liabilities</b>		1,267	408
<b>Total liabilities</b>		5,840	6,282
<b>Net assets</b>		6,952	4,766
<b>Equity</b>			
Issued capital	9	173,845	169,449
Reserves		(99,128)	(99,233)
Accumulated losses		(67,765)	(65,450)
<b>Total equity</b>		6,952	4,766

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

Cluey Ltd  
Consolidated statement of changes in equity  
For the half-year ended 31 December 2024



Group	Issued capital \$'000	Foreign currency translation reserve \$'000	Share-based payments reserve \$'000	Group re-organisation reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2023	169,009	(18)	2,630	(101,897)	(52,015)	17,709
Loss after income tax expense for the half-year	-	-	-	-	(6,876)	(6,876)
Other comprehensive loss for the half-year, net of tax	-	(8)	-	-	-	(8)
Total comprehensive loss for the half-year	-	(8)	-	-	(6,876)	(6,884)
<i>Transactions with members in their capacity as members:</i>						
Share-based payments (note 13)	-	-	257	-	-	257
Release of Code Camp vendor shares	440	-	(440)	-	-	-
Balance at 31 December 2023	<u>169,449</u>	<u>(26)</u>	<u>2,447</u>	<u>(101,897)</u>	<u>(58,891)</u>	<u>11,082</u>

Group	Issued capital \$'000	Foreign currency translation reserve \$'000	Share-based payments reserve \$'000	Group re-organisation reserve \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2024	169,449	(43)	2,707	(101,897)	(65,450)	4,766
Loss after income tax expense for the half-year	-	-	-	-	(2,315)	(2,315)
Other comprehensive loss for the half-year, net of tax	-	(21)	-	-	-	(21)
Total comprehensive loss for the half-year	-	(21)	-	-	(2,315)	(2,336)
<i>Transactions with members in their capacity as members:</i>						
Contributions of equity, net of transaction costs (note 9)	4,396	-	-	-	-	4,396
Share-based payments (note 13)	-	-	126	-	-	126
Balance at 31 December 2024	<u>173,845</u>	<u>(64)</u>	<u>2,833</u>	<u>(101,897)</u>	<u>(67,765)</u>	<u>6,952</u>

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

	Group	
Note	31 Dec 2024 \$'000	31 Dec 2023 \$'000
<b>Cash flows from operating activities</b>		
Receipts from customers (inclusive of GST)	13,868	18,369
Payments to suppliers and employees (inclusive of GST)	<u>(16,722)</u>	<u>(24,167)</u>
	(2,854)	(5,798)
Interest received	<u>68</u>	<u>152</u>
Net cash used in operating activities	<u>(2,786)</u>	<u>(5,646)</u>
<b>Cash flows from investing activities</b>		
Payments for property, plant and equipment	(29)	(3)
Payments for intangibles	<u>(305)</u>	<u>(927)</u>
Net cash used in investing activities	<u>(334)</u>	<u>(930)</u>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares	9 4,536	-
Share issue transaction costs	(198)	-
Repayment of lease liabilities	<u>(162)</u>	<u>(163)</u>
Net cash generated from/(used in) financing activities	<u>4,176</u>	<u>(163)</u>
Net increase/(decrease) in cash and cash equivalents	1,056	(6,739)
Cash and cash equivalents at the beginning of the financial half-year	4,465	14,700
Effects of exchange rate changes on cash and cash equivalents	<u>(9)</u>	<u>(9)</u>
Cash and cash equivalents at the end of the financial half-year	<u><u>5,512</u></u>	<u><u>7,952</u></u>

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

### Note 1. General information

The financial statements cover Cluey Ltd as a consolidated entity consisting of Cluey Ltd ('Company' or 'parent entity') and the entities it controlled at the end of, or during, the period (collectively referred to as the 'Group'). The financial statements are presented in Australian dollars, which is the Group's functional and presentation currency.

Cluey Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Suite 2, Level 2  
117 Clarence Street  
Sydney NSW 2000

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

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 27 February 2025.

### Note 2. Material accounting policy information

These general purpose financial statements for the interim half-year reporting period ended 31 December 2024 have been prepared in accordance with Australian Accounting Standard AASB 134 'Interim Financial Reporting' and the Corporations Act 2001, as appropriate for for-profit oriented entities. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'.

These general purpose financial statements do not include all the notes of the type normally included in annual financial statements. Accordingly, these financial statements are to be read in conjunction with the annual report for the year ended 30 June 2024 and any public announcements made by the Company during the interim reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001.

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, unless otherwise stated.

#### New or amended Accounting Standards and Interpretations adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period. The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group during the financial half-year ended 31 December 2024 and are not expected to have a significant impact for the full financial year ending 30 June 2025.

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

#### Going concern

The Group has prepared the financial statements for the half-year ended 31 December 2024 on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

For the half-year ended 31 December 2024, the Group incurred a net loss of \$2.3 million (half-year ended 31 December 2023: net loss of \$6.9 million), had a net outflow of cash from operating activities of \$2.8 million (half-year ended 31 December 2023: \$5.6 million), and had net current assets of \$2.0 million (30 June 2024: net current liabilities of \$0.3 million).

The Directors have considered the Group's current financial position and approved forecasts through to February 2026, which indicate that the Group will continue to maintain a positive cash balance over the forecast period and therefore the continued application of the going concern basis of accounting is appropriate.

## Note 2. Material accounting policy information (continued)

The Directors have also considered the following factors:

- As at 31 December 2024 the Group had cash balances of \$5.5 million and a net asset position of \$7 million;
- On 21 August 2024, the Group raised \$4.35 million (net of transactions costs) through a non-renounceable entitlement offer;
- The Group has no external borrowings;
- Management has implemented initiatives to improve the student/tutor experience which are expected to improve student retention and increase the number of sessions delivered over time;
- Management has implemented a range of cost reduction initiatives that are delivering ongoing costs savings for the Group resulting in the Group reducing its average net operating cash outflows (including development costs) from \$1.5 million per month in FY23 to \$0.8 million per month in FY24, and \$0.5 million per month in H1 FY25. Net operating cash outflows are expected to continue to reduce in the second half of FY25.

Based on the above factors, the Directors have concluded that it is appropriate to prepare the financial statements on the going concern basis, as they believe the Group will continue to be able to pay its debts as and when they fall due from existing cash balances and cash flows from operations for at least 12 months from the date of authorisation of these financial statements.

## Note 3. Operating segments

### *Identification of reportable operating segments*

During the current financial half-year, the Group changed its operating segments from two, being the Cluey Learning segment and the Code Camp segment, to four operating segments, being Online, Schools and Partnerships, Events and Experiences and UK. The segments provide learning support to school-aged students and operate in online and face-to-face learning environments. The change was based on a change in the way the Group collects and reports financial information.

This assessment is based on the internal reports that are reviewed and used by the Executive Management team (including the joint-CEO's), who are identified as the Chief Operating Decision Makers ('CODM'), in assessing performance and in determining the allocation of resources.

### *Segment results*

The CODM reviews Segment contribution (a non-IFRS measure used by management and represents Revenue, less cost of sales, less directly attributable costs for each segment). The segment results have been reconciled to the Group's loss before tax as presented in its financial statements in the tables below.

The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

### *Types of products and services*

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

Online	Online delivers personalised, high-quality learning experiences through our online learning platform, allowing students to access tutoring anytime and anywhere. Online offers one-on-one and small-group tutoring sessions for students from Year 2 to Year 12 primarily in Australia across various subjects, including Maths, English, and sciences.
Schools and Partnerships	Schools and Partnerships provides tailored educational solutions including both academic support and co-curricular programs, through partnerships with schools and corporate entities. It offers a range of programs, including after-school programs, in-school tutoring, and custom learning experiences to school-aged students in Australia.
Events and Experiences	Events and Experiences specialises in delivering immersive, out-of-school learning experiences outside the normal rhythms of school terms. It offers holiday camps, tutoring intensives, and digital workshops to school-aged students in Australia, that provide focused educational boosts during school holidays and breaks.
UK	UK offers digital holiday camps, after-school programs, and other out-of-school learning opportunities tailored to meet the needs of school-aged students in the UK.

### Note 3. Operating segments (continued)

Unallocated and Corporate costs include public company costs incurred by Cluey Ltd including Directors fees, professional services, insurance, ASX listing costs and indirect costs not attributable to segments, which includes indirect employment costs, software and telephony expenses and occupancy expenses. Comparatives have been restated to align with current half-year presentation.

Group - 31 Dec 2024	Online \$'000	Schools and Partnerships \$'000	Events and Experiences \$'000	UK \$'000	Total of reportable segments \$'000
<b>Segment revenue</b>	8,758	1,444	2,253	703	13,158
Segment contribution*	2,401	148	590	204	<u>3,343</u>
<b>Total segment contribution</b>					<u>3,343</u>
<b>Unallocated / Corporate costs</b>					
Indirect employment costs					(3,336)
Public company costs					(343)
Other indirect costs					<u>(1,171)</u>
<b>Total unallocated / Corporate costs</b>					<u>(4,850)</u>
Consolidated Underlying EBITDA**					(1,507)
Depreciation and amortisation					(650)
Interest income					91
Interest expense					(22)
Share based payment expense					(126)
Other expenses not included in segment results***					<u>(101)</u>
<b>Loss before income tax expense</b>					<u><u>(2,315)</u></u>

\* Contribution is a non-IFRS measure used by management and represents Revenue, less cost of sales, less directly attributable costs for each segment, which includes sales and operations employment costs, and marketing expenses.

\*\* Underlying EBITDA is a non-IFRS measure used by management and excludes interest, tax, depreciation, amortisation, restructuring costs, capital raise costs, non-cash share-based payments expense and impairment charges.

\*\*\* Other expenses not included in segment results mainly comprise of restructuring and capital raise costs.

Note 3. Operating segments (continued)

Group - 31 Dec 2023	Online \$'000	Schools and Partnerships \$'000	Events and Experiences \$'000	UK \$'000	Total of reportable segments \$'000
<b>Segment revenue</b>	12,441	1,668	2,408	468	16,985
Segment contribution*	2,045	217	484	56	<u>2,802</u>
<b>Total segment contribution</b>					<u>2,802</u>
<b>Unallocated / Corporate costs</b>					
Indirect employment costs					(3,698)
Public company costs					(481)
Other indirect costs					<u>(1,984)</u>
<b>Total unallocated / Corporate costs</b>					<u>(6,163)</u>
Consolidated Underlying EBITDA**					(3,361)
Depreciation and amortisation					(3,112)
Interest income					169
Interest expense					(7)
Share based payment expense					(257)
Other expenses not included in segment results***					<u>(308)</u>
<b>Loss before income tax expense</b>					<u>(6,876)</u>

\* Contribution is a non-IFRS measure used by management and represents Revenue, less cost of sales, less directly attributable costs for each segment, which includes sales and operations employment costs, and marketing expenses.

\*\* Underlying EBITDA is a non-IFRS measure used by management and excludes interest, tax, depreciation, amortisation, restructuring costs, capital raise costs, non-cash share-based payments expense and impairment charges.

\*\*\* Other expenses not included in segment results mainly comprise of restructuring and capital raise costs.

## Note 4. Revenue

### Disaggregation of revenue

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

	Group	
	31 Dec 2024	31 Dec 2023
	\$'000	\$'000
<i>Major product lines</i>		
Cluey Learning tutoring and education support	8,881	12,650
Code Camp co/extra curricular education support	4,277	4,335
	13,158	16,985
<i>Geographical regions</i>		
Australia	11,947	15,771
United Kingdom	703	468
New Zealand	508	746
	13,158	16,985
<i>Timing of revenue recognition</i>		
Services transferred at a point in time	13,158	16,985

## Note 5. Expenses

Loss before income tax includes the following specific expenses:

	Group	
	31 Dec 2024	31 Dec 2023
	\$'000	\$'000
<i>Cost of sales</i>		
Tutoring and other costs	5,548	7,083
<i>Depreciation and amortisation (included in administration expenses)</i>		
Property, plant and equipment	23	59
Right-of-use assets (note 7)	141	145
Intangible assets (note 8)	486	2,908
Total depreciation and amortisation	650	3,112
<i>Employee benefits expense</i>		
Wages and salaries	5,103	6,313
Defined contribution superannuation expense	544	685
Share-based payment expense	126	257
Other employee benefits	327	415
Total employee benefits expense	6,100	7,670
<i>Finance costs</i>		
Interest and finance charges paid/payable on lease liabilities	22	7
<i>Leases</i>		
Short-term lease payments	8	44

**Note 6. Other assets**

	<b>Group</b>	
	<b>31 Dec 2024</b>	<b>30 Jun 2024</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Current assets</i>		
Prepayments	677	600
Security deposits	158	158
	<u>835</u>	<u>758</u>

**Note 7. Right-of-use assets**

	<b>Group</b>	
	<b>31 Dec 2024</b>	<b>30 Jun 2024</b>
	<b>\$'000</b>	<b>\$'000</b>
<i>Non-current assets</i>		
Buildings - right-of-use	1,103	869
Less: Accumulated depreciation	(69)	(797)
	<u>1,034</u>	<u>72</u>

During the half-year, the Group entered into a new building lease under an agreement for four years. The lease has various escalation clauses. On renewal, the terms of the lease would be renegotiated.

*Reconciliations*

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

<b>Group</b>	<i>Buildings - right-of-use \$'000</i>
Balance at 1 July 2024	72
Additions	1,103
Depreciation expense	<u>(141)</u>
Balance at 31 December 2024	<u>1,034</u>

## Note 8. Intangibles

	Group	
	31 Dec 2024 \$'000	30 Jun 2024 \$'000
<i>Non-current assets</i>		
Goodwill - at cost	3,768	3,768
Brand name - at cost	732	732
Software - at cost	3,432	3,724
Less: Accumulated amortisation	(3,432)	(3,430)
	-	294
Platform - at cost	5,062	4,801
Less: Accumulated amortisation	(3,643)	(3,481)
Less: Accumulated impairment	(894)	(894)
	525	426
Content - at cost	1,859	1,815
Less: Accumulated amortisation	(1,027)	(997)
Less: Accumulated impairment	(696)	(696)
	136	122
	<u>5,161</u>	<u>5,342</u>

### Reconciliations

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

Group	Goodwill* \$'000	Brand name* \$'000	Software \$'000	Platform \$'000	Content \$'000	Total \$'000
Balance at 1 July 2024	3,768	732	294	426	122	5,342
Additions	-	-	-	261	44	305
Amortisation expense	-	-	(294)	(162)	(30)	(486)
Balance at 31 December 2024	<u>3,768</u>	<u>732</u>	<u>-</u>	<u>525</u>	<u>136</u>	<u>5,161</u>

\* Goodwill and brand name have indefinite useful lives.

### Impairment testing

During the half-year, the Group has reviewed the cash-generating units ('CGU') and has identified the following four CGUs: Online, Schools and Partnerships, Events and Experiences and United Kingdom ('UK'). The CGUs are aligned to the revised reporting segments in note 3. Previously, the Group had two CGUs being Cluey Learning and Code Camp.

### Note 8. Intangibles (continued)

The goodwill and indefinite life intangible assets (brand name) previously acquired through the Code Camp business combination has been provisionally allocated to the new CGU's based on their relative recoverable amounts as follows:

	Group	
	31 Dec 2024 \$'000	30 Jun 2024 \$'000
Code Camp	-	4,500
Schools and Partnerships	887	-
Events and Experiences	2,124	-
UK	1,489	-
	<u>4,500</u>	<u>4,500</u>

Of the \$4,500,000 indefinite life intangible assets allocated to the Schools and Partnerships, Events and Experiences and UK CGU's, \$3,768,000 relates to goodwill.

An impairment assessment was performed during the half-year and there were no indicators of impairment identified.

### Note 9. Issued capital

	Group			
	31 Dec 2024 Shares	30 Jun 2024 Shares	31 Dec 2024 \$'000	30 Jun 2024 \$'000
Ordinary shares - fully paid	352,823,744	201,613,568	174,311	169,915
Treasury shares under Employee Share Option Plan and Restricted Shares	(5,299,136)	(5,299,136)	(466)	(466)
	<u>347,524,608</u>	<u>196,314,432</u>	<u>173,845</u>	<u>169,449</u>

#### Movements in ordinary share capital

Details	Date	Shares	Issue price	\$'000
Balance	1 July 2024	201,613,568		169,915
Issue of shares on capital raise	21 August 2024	151,210,176	\$0.030	4,536
Less: share issue transaction costs				(140)
Balance	31 December 2024	<u>352,823,744</u>		<u>174,311</u>

### Note 10. Dividends

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

### Note 11. Contingent liabilities

The Group has given a bank guarantee as at 31 December 2024 of \$157,608 (30 June 2024: \$157,608) to their landlord.

## Note 12. Earnings per share

	Group	
	31 Dec 2024 \$'000	31 Dec 2023 \$'000
Loss after income tax attributable to the members of Cluey Ltd	(2,315)	(6,876)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share (net of Treasury shares)	305,613,092	196,784,842
Weighted average number of ordinary shares used in calculating diluted earnings per share (net of Treasury shares)	305,613,092	196,784,842
	Cents	Cents
Basic earnings per share	(0.76)	(3.49)
Diluted earnings per share	(0.76)	(3.49)

The impact of options and the performance rights have been excluded from the calculation of the weighted average number of shares in the calculation of the loss per shares as they are anti-dilutive.

## Note 13. Share-based payments

Details of the option and performance rights plans can be found in the 30 June 2024 Annual report.

Set out below are summaries of options granted under the option plans:

### 31 Dec 2024

Grant date	Expiry date	Exercise price	Balance at the start of the half-year	Granted	Exercised	Expired/forfeited/other	Balance at the end of the half-year
30/11/2023	30/11/2028	\$0.150	6,741,000	-	-	(300,000)	6,441,000
30/10/2024	30/10/2029	\$0.040	-	9,150,001	-	-	9,150,001
			6,741,000	9,150,001	-	(300,000)	15,591,001

Set out below are summaries of performance rights granted under the plan:

### 31 Dec 2024

Grant date	Expiry date	Balance at the start of the half-year	Granted	Exercised	Expired/forfeited/other	Balance at the end of the half-year
30/11/2023	30/11/2028	3,825,000	-	-	-	3,825,000
02/09/2024	03/09/2029	-	4,350,000	-	-	4,350,000
		3,825,000	4,350,000	-	-	8,175,000

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

Grant date	Expiry date	Share price at grant date	Exercise price	Expected volatility	Dividend yield	Risk-free interest rate	Fair value at grant date
30/10/2024	30/10/2029	\$0.038	\$0.040	100.80%	-	3.89%	\$0.0288
30/10/2024	30/10/2029	\$0.038	\$0.040	100.80%	-	3.89%	\$0.0247

**Note 13. Share-based payments (continued)**

For the performance rights granted during the current financial half-year, the Black-Scholes valuation model inputs used to determine the fair value at the grant date, are as follows:

<i>Grant date</i>	<i>Expiry date</i>	<i>Share price at grant date</i>	<i>Exercise price</i>	<i>Expected volatility</i>	<i>Dividend yield</i>	<i>Risk-free interest rate</i>	<i>Fair value at grant date</i>
02/09/2024	03/09/2029	\$0.028	\$0.000	91.24%	-	3.64%	\$0.0280

**Note 14. Events after the reporting period**

No matter or circumstance has arisen since 31 December 2024 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

In the Directors' opinion:

- the attached financial statements and notes comply with the Corporations Act 2001, Australian Accounting Standard AASB 134 'Interim Financial Reporting', the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the financial half-year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

On behalf of the Directors



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Mark Rohald  
Director



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Robert Gavshon  
Chairman

27 February 2025  
Sydney

## INDEPENDENT AUDITOR'S REVIEW REPORT

To the members of Cluey Ltd

### Report on the Half-Year Financial Report

#### Conclusion

We have reviewed the half-year financial report of Cluey Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 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 half-year ended on that date, material accounting policy information and other explanatory information, and the directors' declaration.

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

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

#### Basis for conclusion

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

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

#### Responsibility of the directors for the financial report

The directors of the Company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of



the half-year financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

**Auditor's responsibility for the review of the financial report**

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

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

**BDO Audit Pty Ltd**

BDO

A handwritten signature in black ink, appearing to read 'Martin Coyle', written over a faint, illegible stamp or background.

**Martin Coyle**

**Director**

Sydney, 27 February 2025