



Appendix 4D – Half Year Report

(ASX Listing rule 4.2A)

Company Name:	Carly Holdings Limited (the Company)
ABN:	60 066 153 982
Reporting Period:	Half year ended 31 December 2024
Previous Reporting Period:	Half year ended 31 December 2023

Results for Announcement to the Market

The results of Carly Holdings Limited for the half year ended 31 December 2024 are as follows:

Revenue	Up	34.3%	to	\$2,179,772
Loss from continuing operations	Up	9.3%	to	(\$2,339,510)
Net loss for the period attributable to members	Up	9.3%	to	(\$2,339,510)

Dividends

No dividends have been paid or declared by the Company since the beginning of the current reporting period. No dividends were paid for the previous reporting period.

Net Tangible Assets per Share

	31 December 2024	31 December 2023
Net Tangible (Liabilities)/Assets per Share (cents)	(2.11)	(0.49)

Explanation of results

Carly Holdings Limited recorded operating revenue of \$2,179,772 for the half year ended 31 December 2024 (2023: \$1,622,627), being an increase of 34.3% compared to the prior year period. The loss from continuing operations for the half year was \$2,339,510 (2023: \$2,141,366) and the net loss for the period attributable to members was \$2,339,510 (2023: \$2,141,366).

For further details on the current half year results, refer to the Review of Operations contained within this document.

Interim review of accounts

The interim financial statements have been reviewed by the Group's independent auditor. The independent auditor's review report is included within the interim financial report which accompanies this Appendix 4D.

The independent auditor's review report contains an emphasis of matter in relation to going concern. The emphasis of matter draws attention to Note 1(b) of the interim financial report and states that the factors described in that going concern note to the interim financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

In Note 1(b), the Directors confirm their belief that the factors described in that note to the interim financial statements demonstrate that the Group will be able to pay its debts as and when they become due and payable and continue as a going concern.

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Carly Holdings Limited

ACN 066 153 982

**INTERIM FINANCIAL REPORT
31 DECEMBER 2024**



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CORPORATE DIRECTORY

Directors

Mr Adrian Bunter - Non-Executive Chairman
Mr Chris Noone - Chief Executive Officer and Executive Director
Mr Stephen Abolakian - Non-Executive Director
Mrs Michelle Vanzella - Non-Executive Director

Company Secretary

Ms Pia Rasal

Registered Office and Principal Place of Business

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Website: www.automic.com.au

Auditor

HLB Mann Judd
Level 4, 130 Stirling Street
Perth WA 6000

Stock Exchange

Carly Holdings Limited is listed
on the Australian Securities Exchange
ASX Codes: CL8

Bankers

National Australia Bank
Level 14, 100 St George's Terrace
Perth WA 6000

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The Directors present the interim financial report of the consolidated entity consisting of Carly Holdings Limited (the **Company** or **Parent Entity**) and its controlled entities (the **consolidated entity** or **Group**) for the half year ended 31 December 2024 and the independent auditor's review report thereon.

Directors and Company Secretary

The following persons held office as Directors of the Company during or since the end of the half year period ended 31 December 2024 until the date of this report. Directors were in office for the entire period unless stated otherwise.

Name	Position
Mr Chris Noone	Chief Executive Officer and Executive Director
Mr Adrian Bunter	Non-Executive Chairman
Ms Michelle Vanzella	Non-Executive Director
Mr Stephen Abolakian	Non-Executive Director

The following persons held office as Company Secretary of the Company during the half year ended 31 December 2024 until the date of this report.

Ms Pia Rasal	Company Secretary
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Results

The net loss after tax of the Group for the half-year was \$2,339,510 (2023: loss of \$2,141,366).

The Group's gross revenue from continuing operations increased by 34.3% to \$2,179,772 in this half year, and gross profit from continuing operations increased by 52.7% to \$678,033. The net loss from continuing operations increased by 9.3% to \$2,339,510. Net liabilities increased by 69.8% to \$5,661,142 as at 31 December 2024 compared to June 2024.

Review of Operations

Carly Holdings Limited has continued to deliver strong revenue growth in H1 FY25 with subscription revenue growing to \$2.18m, an increase of 34% vs H1 FY24. This result has been driven by Carly's strategic objective, to increase the size of the owned fleet, diversify customer acquisition channels and retain a higher proportion of receipts as revenue.

By 31 December 2024 Carly's total fleet reached 503 vehicles with 334 vehicles being owned or financed and the remaining 169 vehicles provided on an asset light basis by automotive manufacturers and dealers.

With the growth in Carly's owned fleet of vehicles, Carly no longer solely relies on an asset light model, for which supply of the most suitable vehicles cannot always be assured. The previous investment made in expanding the fleet, has had a direct impact on the H1 FY25 gross profit through the higher vehicle depreciation rate and general vehicle costs, including vehicle registrations, vehicle trackers and vehicle servicing.

Auditor's independence declaration under Section 307C of the Corporations Act 2001

Section 307C of the Corporations Act 2001 requires our auditors, HLB Mann Judd, to provide the Directors of the Company with an Independence Declaration in relation to the review of the interim financial report. This Independence Declaration is set out on page 4 and forms part of this Directors' Report for the half-year ended 31 December 2024.

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



Chris Noone
CEO and Executive Director

Dated at Sydney, New South Wales, this 10th day of March 2025.

AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the review of the consolidated financial report of Carly Holdings Limited for the half-year ended 31 December 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Perth, Western Australia
10 March 2025



M R Ohm
Partner

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**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME
FOR THE HALF-YEAR ENDED 31 DECEMBER 2024**

	Notes	Consolidated	
		31 Dec 2024 \$	31 Dec 2023 \$
Revenue from continuing operations	3	2,179,772	1,622,627
Cost of sales		(1,501,739)	(1,178,565)
Gross profit		678,033	444,062
Other income		19,801	17,601
Corporate and administrative expenses		(1,928,720)	(1,870,894)
Research and development expenses		(548,810)	(518,572)
		(2,457,729)	(2,371,865)
Results from continuing activities		(1,779,696)	(1,927,803)
Finance income		4,935	16,038
Finance costs		(564,749)	(229,601)
Net financing costs		(559,814)	(213,563)
Loss before income tax		(2,339,510)	(2,141,366)
Income tax benefit		-	-
Loss from continuing operations		(2,339,510)	(2,141,366)
Other comprehensive income		-	-
Total comprehensive loss for the period		(2,339,510)	(2,141,366)
Loss per share from continuing operations:			
Basic loss per share (cents per share)	14	(0.87)	(0.81)
Diluted loss per share (cents per share)	14	(0.87)	(0.81)

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

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**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024**

	Notes	Consolidated	
		31 Dec 2024 \$	30 Jun 2024 \$
CURRENT ASSETS			
Cash and cash equivalents		500,010	1,312,588
Trade receivables ¹	4	15,789	57,473
Other current assets	5	193,679	326,433
Total Current Assets		709,478	1,696,494
NON-CURRENT ASSETS			
Property, plant and equipment	6	5,737,139	6,713,894
Right of use assets	10(a)	689,962	877,993
Intangible assets		7,967	7,967
Other non-current assets	5	206,752	205,195
Total Non-Current Assets		6,641,820	7,805,049
TOTAL ASSETS		7,351,298	9,501,543
CURRENT LIABILITIES			
Trade and other payables ¹	7	1,609,714	1,024,641
Loans payable	8	9,931,221	9,906,016
Lease liability	10(b)	400,980	430,174
Derivative liability	8	30,452	30,452
Other liabilities	9	156,718	187,695
Total Current Liabilities		12,129,085	11,578,978
NON-CURRENT LIABILITIES			
Loans payable	8	534,055	722,755
Lease liability	10(b)	331,760	515,466
Other non-current liabilities	9	17,540	17,748
Total Non-Current Liabilities		883,355	1,255,969
TOTAL LIABILITIES		13,012,440	12,834,947
NET (LIABILITIES)		(5,661,142)	(3,333,404)
EQUITY			
Issued capital	11	26,845,904	26,849,904
Reserves		922,398	973,243
Accumulated losses	13	(33,429,444)	(31,156,551)
TOTAL (DEFICIENCY)		(5,661,142)	(3,333,404)

¹Net GST payable has been reclassified from Trade receivables to Trade and other payables for HY25 and HY24. The impact to Net Liabilities is zero.

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

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**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE HALF YEAR ENDED 31 DECEMBER 2024**

	Notes	Issued Capital \$	Reserves \$	Accumulated losses \$	Total \$
Balance at 1 July 2023		26,570,302	946,141	(26,999,724)	516,719
Loss for the period		-	-	(2,141,366)	(2,141,366)
Total comprehensive loss for the period		-	-	(2,141,366)	(2,141,366)
Issue of share capital	11	350,000	-	-	350,000
Share issue costs	11	(67,259)	-	-	(67,259)
Share-based payment expense	12	-	38,930	-	38,930
Transfer from reserves on lapse of options	13	-	(20,503)	20,503	-
Balance at 31 December 2023		26,853,043	964,568	(29,120,587)	(1,302,976)
Balance at 1 July 2024		26,849,904	973,243	(31,156,551)	(3,333,404)
Loss for the period		-	-	(2,339,510)	(2,339,510)
Total comprehensive loss for the period		-	-	(2,339,510)	(2,339,510)
Issue of share capital	11	-	-	-	-
Share issue costs	11	(4,000)	-	-	(4,000)
Share-based payment expense	12	-	15,772	-	15,772
Transfer from reserves on lapse of options	13	-	(66,617)	66,617	-
Balance at 31 December 2024		26,845,904	922,398	(33,429,444)	(5,661,142)

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

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**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF YEAR ENDED 31 DECEMBER 2024**

	Note	Consolidated	
		31 Dec 2024 \$	31 Dec 2023 \$
Cash flows from operating activities			
Receipts from customers		3,331,608	2,343,776
Payments to suppliers and employees		(3,708,564)	(3,183,623)
Interest received		3,378	10,502
Interest paid on lease liability	10(c)	(68,434)	(94,094)
Payments for short term leases		(2,340)	(9,000)
Finance costs		(451,928)	(144,263)
Net cash used in operating activities		(896,280)	(1,076,702)
Cash flows from investing activities			
Purchase of property, plant and equipment	6	556,493	(1,695,581)
Transfer from rental bond guarantee account		1,650	12,417
Net cash provided by/(used in) investing activities		558,143	(1,683,164)
Cash flows from financing activities			
Proceeds from issue of convertible notes	8	-	2,850,000
Payment of convertibles notes costs	8	-	(188,100)
Proceeds from borrowings	8	-	1,800,000
Payment of borrowing costs		-	(154,105)
Proceeds from issue of shares	11	-	350,000
Payment of share issue costs	11	-	(64,591)
Payment of principal amounts on loans payable and lease liabilities – office and vehicles	8	(474,441)	(380,141)
Net cash (used in)/provided by financing activities		(474,441)	4,213,063
Net (decrease) in cash held		(812,578)	1,453,197
Cash and cash equivalents at the beginning of the period		1,312,588	1,662,787
Cash and cash equivalents at the end of the period		500,010	3,115,984

The above condensed 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. MATERIAL ACCOUNTING POLICIES

(a) Reporting entity

Carly Holdings Limited (**Company** or **Parent Entity**) is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The consolidated financial statements of the Company for the half-year ended 31 December 2024 comprise the Company and its subsidiaries (**Consolidated Entity** or **Group**). The Company is domiciled in Australia.

(b) Basis of Preparation

Statement of Compliance

The consolidated interim financial statements are general purpose financial statements which have been prepared in accordance with the requirements of the Corporations Act 2001, applicable accounting standards including AASB 134 'Interim Financial Reporting', Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board ('AASB'). Compliance with AASB 134 ensures compliance with IAS 34 'Interim Financial Reporting'.

The interim financial statements were authorised for issue by the Board on 10 March 2025.

The interim financial report does not include full disclosures of the type normally included in an annual financial report. Therefore, it cannot be expected to provide as full an understanding of the financial performance, financial position and cash flows of the group as in the full financial report.

It is recommended that this interim financial report be read in conjunction with the annual financial report for the year ended 30 June 2024 and considered together with any public announcements made by the Company during the half-year ended 31 December 2024 in accordance with the continuous disclosure requirements arising under the Corporations Act 2001 and the ASX Listing Rules.

The annual financial report of the consolidated entity for the year ended 30 June 2024 is available upon request from the Company's registered office or may be viewed on the Company's website, <https://investors.carly.co>.

Basis of measurement

The interim financial statements have been prepared on the accruals basis and the historical cost basis. All amounts are presented in Australian dollars, unless otherwise noted.

For the purpose of preparing the interim financial statements, the half-year has been treated as a discrete reporting period.

Going concern

These financial statements have been prepared on a going concern basis which assumes the Group realising its assets and extinguishing its liabilities in the normal course of business. The Directors acknowledge that stakeholders may be concerned regarding the ability of the Group to continue as a going concern due to the Group having incurred a net loss of \$2,339,510 during the half year (31 December 2023: loss of \$2,141,366), that there is a net liability position of \$5,661,142 (31 December 2023: net liabilities of \$1,302,976) and a net cash outflow from operating activities of \$896,280 (31 December 2023: outflow of \$1,076,702).

In consideration of the Group's financial position and the capital raising opportunities available to it, the Directors have concluded that a sale of the operating entities will provide the best outcome for shareholders. On 14 February 2025, Carly Holdings signed a non-binding agreement to merge its Carly car subscription business with Carbar Holdings Pty Ltd (**Carbar**) in a deal that will merge two of Australia's largest and original car subscription platforms.

1. MATERIAL ACCOUNTING POLICIES (continued)

The merger anticipates the sale to Carbar of all of the shares in Carly's operating entities, Carly Car Subscription Pty Ltd (**Carly Car Subscription**), OneX Operations Pty Ltd (**OneX**) and ElevenX Operations Pty Ltd (**ElevenX**) (the **Proposed Transaction**). Following completion of the sale, Carly Holdings will hold shares in Carbar, subject to a 24-month escrow period, which will be the head company of the merged group. The Proposed Transaction is subject to certain conditions precedent including, Carly Holdings shareholder approval pursuant to ASX Listing Rule 11.2 at a general meeting, a notice of meeting for which will be dispatched shortly.

Consideration

The consideration payable by Carbar for the acquisition comprises approximately \$3.8 million (prior to working capital adjustments and other completion adjustments) consisting of approximately \$160,000 in cash and approximately \$3.64 million worth of fully paid ordinary shares in the capital of Carbar (**Carbar Shares**). Working capital and any other adjustments will adjust the Carbar Shares component. The consideration is to be allocated between the Company and its financier (funds associated with iPartners) as described below.

In addition to the consideration payable, as a part of Carbar acquiring the OneX and ElevenX entities, Carbar will also assume the respective asset finance facilities of OneX and ElevenX which, at 31 December 2024, were approximately \$6.925 million and \$1.2 million respectively. iPartners will provide funding to OneX on revised arrangements as agreed between iPartners and Carbar.

Prior to any completion adjustments, the Proposed Transaction consideration will be allocated to iPartners and Carly as outlined below.

As part of the Proposed Transaction and in order to rationalise the Company's capital structure, iPartners has agreed to cancellation of the existing Convertible Note facility (a liability of \$2.76 million recorded in Carly's accounts as at 31 December 2024), and will receive proceeds of approximately \$2.77 million worth of Carbar Shares. Carly will receive proceeds of approximately \$160,000 in cash and approximately \$0.87 million worth of Carbar Shares, subject to a 24-month escrow period. Any completion adjustments will reduce or increase the Carbar Shares component (as required) and the adjustment will be allocated 50% to iPartners and 50% to the Company.

The cash proceeds from the Proposed Transaction will be utilised to meet the Group's ongoing funding requirements. The cashflow forecast prepared by management indicates a potential insignificant capital raising requirement. If the Proposed Transaction is not completed, or if the Company is unable to generate sufficient additional funding via any other means, there exists a material uncertainty that may cast significant doubt on the ability of the Group to continue as a going concern and, therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should it not continue as a going concern.

Significant accounting judgements, estimates and assumptions

The preparation of the interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this consolidated interim financial report, the significant judgments made by management in applying the consolidated entity's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 30 June 2024, except for:

- i) The significant judgements and estimates involved with assessing the fair value of the embedded derivative liability for the convertible notes. Refer to note 15 for further details; and
- ii) The impact of new standards and interpretations effective from 1 July 2024 as described below.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. MATERIAL ACCOUNTING POLICIES (continued)

Significant accounting policies

The accounting policies and methods of computation adopted are consistent with those of the previous financial year and corresponding interim reporting period, except for the impact of the Standards and Interpretations described below. These accounting policies are consistent with Australian Accounting Standards and with International Financial Reporting Standards.

(i) Adoption of new and revised standards

The Group has adopted new and revised Accounting Standards that are mandatory for the current reporting period.

(ii) Standards and interpretations in issue not yet adopted

The Directors have also reviewed new and revised standards and interpretations in issue not yet adopted that are relevant to the Group and effective for the reporting periods beginning on or after 1 January 2025. The Directors have determined that there is no material impact of the new and revised standards and interpretations in issue not yet adopted and therefore no material change is necessary to the Group's accounting policies.

2. SEGMENT INFORMATION

The Group operates one business segment, being the vehicle subscription business. Accordingly, only one operating segment has been identified and no further disclosure is required in the financial statements.

3. REVENUE FROM CONTRACTS WITH CUSTOMERS

The Group derives its revenue from the provision of services over time in the following major category.

	Six months to 31 Dec 2024 \$	Six months to 31 Dec 2023 \$
<i>Timing of recognition</i>		
Revenue from vehicle subscription and services over time	2,179,772	1,622,627
Total revenue	2,179,772	1,622,627

The Group recognised an impairment loss on receivables from customers in cost of sales in the condensed consolidated statement of profit or loss and other comprehensive income, amounting to \$2,111 for the six months ended 31 December 2024 (2023: \$52,557).

	31 Dec 2024 \$	30 Jun 2024 \$
4. TRADE AND OTHER RECEIVABLES		
Trade receivables	15,789	57,473
	15,789	57,473

5. OTHER ASSETS

Current

Prepayments	150,544	281,648
Rental deposit	42,435	42,435
Other deposits	700	2,350
	193,679	326,433

Non-Current

Vehicle lease security guarantee account	206,752	205,195
	206,752	205,195

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. PROPERTY, PLANT AND EQUIPMENT	Motor Vehicles \$	Furniture and Fittings \$	Leasehold Improvements \$	Total \$
Cost	6,732,190	87,692	48,499	6,868,381
Accumulated depreciation	(1,004,706)	(82,614)	(43,922)	(1,131,242)
Net book value at 31 December 2024	5,727,484	5,078	4,577	5,737,139
Cost	7,443,309	87,692	48,499	7,579,500
Accumulated depreciation	(742,735)	(79,777)	(43,094)	(865,606)
Net book value at 30 June 2024	6,700,574	7,915	5,405	6,713,894

Depreciation of Motor Vehicles is calculated by taking into account an estimated residual, based upon external industry data, of each motor vehicle at 84 months and depreciating the motor vehicle on a straight-line basis. Furniture and Fittings and Leasehold Improvements are depreciated on a straight-line basis over the estimated useful life of the specific asset, which ranges over 2 to 5 years.

The reconciliation of the carrying amounts of each class of property, plant and equipment and leasehold improvements at the beginning and the end of the reporting period:

	Motor Vehicles \$	Furniture and Fittings \$	Leasehold Improvements \$	Total \$
31 December 2024				
Opening net book value at 1 July	6,700,574	7,915	5,405	6,713,894
Additions during the year	-	-	-	-
Disposals during the year	(711,119)	-	-	(711,119)
Depreciation expense	(261,971)	(2,837)	(828)	(265,636)
Closing net book value at 31 December	5,727,484	5,078	4,577	5,737,139
30 June 2024				
Opening net book value at 1 July	2,955,389	10,294	-	2,965,683
Additions during the year	4,313,531	3,434	6,625	4,323,590
Disposals during the year	-	-	-	-
Depreciation expense	(568,346)	(5,813)	(1,220)	(575,379)
Closing net book value at 30 June	6,700,574	7,915	5,405	6,713,894

There was no impairment loss relating to property, plant and equipment during the interim period (2023: nil).

7. TRADE AND OTHER PAYABLES	31 Dec 2024 \$	30 Jun 2024 \$
Trade creditors	148,412	102,318
Deposits held	33,545	33,545
Other creditors and accruals	1,424,792	886,996
Deferred revenue	2,965	1,782
	1,609,714	1,024,641

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. LOANS & BORROWINGS PAYABLE	31 Dec 2024 \$	30 Jun 2024 \$
Total Facilities Available		
iPartners Facility A and B	6,866,935	6,903,226
Convertible Note	2,850,000	2,850,000
Vehicle Financing Facilities	2,200,000	2,200,000
	11,916,935	11,953,226
Total facilities used at balance date (Gross liability)		
iPartners Facility A and B	6,866,935	6,903,226
Convertible Note – Financial Liability	2,729,520	2,729,520
Convertible Note – Derivative Liability	30,452	30,452
Vehicle Financing Facilities	2,000,000	2,000,000
	11,626,907	11,663,198
Unused at balance date		
iPartners Facility A and B	-	-
Convertible Note	-	-
Vehicle Financing Facilities	200,000	200,000
	200,000	200,000
Amortised Cost		
Current		
Loans Payable – amount expected to be settled within 12 months	9,931,221	9,906,016
Convertible Notes – Derivative Liability	30,452	30,452
	9,961,673	9,936,468
Non-Current		
Loans Payable – including derivative liability, amount expected to be after more than 12 months	534,055	722,755
	534,055	722,755
Movement in borrowings:	31 Dec 2024 \$	31 Dec 2023 \$
Balance at 1 July	10,659,223	3,477,939
Proceeds from vehicle loan borrowings	-	1,800,000
Proceeds from convertible notes - financial liability	-	2,729,520
Proceeds from convertible notes – derivative liability	-	120,480
Repayment of loans payable	(163,495)	(167,692)
Net transaction costs	-	(170,341)
Balance at 31 December	10,495,728	7,789,906

The vehicle loans payable are secured by the underlying funded assets and financing agreements. These facilities are interest-bearing and are repaid monthly in accordance with the contractual amortisation schedule of the facility.

The 2,850,000 issued convertible notes have a face value of \$1 each and have a maturity date of 6 June 2025. The convertible notes are interest bearing at 12% p.a., accrued daily and payable quarterly in arrears. Conversion of the convertible notes are at the holder's election, any time prior to the maturity date. Refer to note 15 for details of the significant judgements and estimates associated with the convertible notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

9. OTHER LIABILITIES	31 Dec 2024 \$	30 Jun 2024 \$
Current		
Annual leave liability	105,412	136,736
Provision for long service leave	51,306	50,959
	156,718	187,695
Non-current		
Provision for long service leave	17,540	17,748
	17,540	17,748

A provision has been recognised for employee entitlements relating to long service leave. In calculating the present value of future cash flows in respect of the provision, the probability of long service leave being taken is based on managements' expectations of employee retention.

10. LEASES	Motor Vehicle Leases \$	Office Lease \$	Total Leases \$
31 December 2024			
(a) Right of use assets			
Opening balance at 1 July	605,103	272,890	877,993
Additions to right-of-use assets	-	-	-
Depreciation charge for the period	(125,056)	(62,975)	(188,031)
Balance at 31 December 2024	480,047	209,915	689,962
(b) Lease liabilities			
Current	266,813	134,167	400,980
Non-Current	233,504	98,256	331,760
Balance at 31 December 2024	500,317	232,423	732,740
(c) Amounts recognised in profit or loss			
Interest on lease liabilities	22,888	10,307	33,195
Depreciation of right-of-use assets	125,056	62,975	188,031
30 June 2024			
(a) Right of use assets			
Opening balance at 1 July	865,263	52,541	917,804
Additions to right-of-use assets	-	351,577	351,577
Depreciation charge for the period	(260,160)	(131,228)	(391,388)
Balance at 30 June 2024	605,103	272,890	877,993
(b) Lease liabilities			
Current	309,691	120,483	430,174
Non-Current	341,384	174,082	515,466
Balance at 30 June 2024	651,075	294,565	945,640
(c) Amounts recognised in profit or loss			
Interest on lease liabilities	58,915	29,090	88,005
Depreciation of right-of-use assets	260,160	131,228	391,388

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. LEASES (continued)

	Carrying amount \$	< 12 months \$	> 12 months \$
(d) Lease liabilities (undiscounted contractual maturity)			
31 December 2024			
Office lease	271,828	158,916	112,912
Motor Vehicle leases	543,773	297,321	246,452
Balance at 31 December 2024	815,601	456,237	359,364
30 June 2024			
Office lease	346,308	151,325	194,983
Motor Vehicle leases	706,193	339,379	366,814
Balance at 30 June 2024	1,052,501	490,704	561,797

Office Lease – from 1 September 2023

The Group measures the right-of-use asset and lease liability for the lease on office premises using a 10.47% discount rate (based on commercial borrowing rate at the time of renewal of the office lease) over a 3-year lease term commencing 1 September 2023.

Motor Vehicle Leases

The Group measures the right-of-use assets and lease liabilities for the vehicle leases using a range of 6.47% to 7.17% discount rate (based on commercial borrowing rate at the time of entering into the leases) over 4-year lease terms. As of 31 December 2024, the Group was leasing 56 vehicles (30 June 2024: 56).

11. ISSUED CAPITAL

	31 Dec 2024 \$	30 Jun 2024 \$
268,370,391 (30 June 2024: 268,370,391) fully paid ordinary shares	26,845,904	26,849,904

(a) Ordinary shares

The following movements in issued capital occurred during the period:

	Six months to 31 December 2024	
	Number of Shares	\$
At beginning of financial period	268,370,391	26,849,904
Less: transaction costs	-	(4,000)
At end of financial period	268,370,391	26,845,904

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

11. ISSUED CAPITAL (continued)

(b) Options

The following options were issued during the period:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options	1 September 2027	\$0.0150	2,134,840

The following options expired during the period:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options	1 September 2024	\$0.0750	616,740
Quoted CL80 Options	31 October 2024	\$0.0600	87,107,979

The following options lapsed during the period:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options	1 September 2027	\$0.0150	835,825
Employee Options	1 September 2026	\$0.0238	743,759
Employee Options	27 November 2026	\$0.0340	300,000
Employee Options	27 November 2026	\$0.0255	300,000
Employee Options	27 November 2026	\$0.0213	247,844
Employee Options	1 September 2025	\$0.0437	134,080

There were no options exercised during the period.

As at the end of the period, options on issue were as follows:

Class	Expiry Date	Exercise Price	Number of Options
Employee Options	30 May 2025	\$0.0540	250,000
Employee Options	30 May 2025	\$0.0720	250,000
Employee Options	1 September 2025	\$0.0437	329,793
Executive Options	19 November 2025	\$0.3750	1,620,000
Employee Options	14 February 2026	\$0.0213	91,414
Employee Options	1 September 2026	\$0.0238	1,206,827
Executive Options	18 November 2026	\$0.1000	1,250,000
Executive Options	18 November 2026	\$0.1800	1,250,000
Executive Options	18 November 2026	\$0.2400	1,250,000
Executive Options	18 November 2026	\$0.3000	1,250,000
Employee Options	27 November 2026	\$0.0213	136,923
Employee Options	1 September 2027	\$0.0150	1,299,015
Total number of options			10,183,972

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. SHARE BASED PAYMENTS

The following share-based payment arrangements were entered into during the period:

Class of Option	Grant date	Expiry date	Exercise Price	Balance at the start of the year	Granted	Exercised/ Lapsed/ Consolidation	Vested during the period	Balance at the end of the period
Employee	6 Sep 2024	1 Sep 2027	\$0.0150	-	2,134,840	(835,825)	1,299,015	1,299,015

The inputs used to determine the fair value of Employee Options at the date of grant are outlined below:

Item	Employee Options
Grant date	6 September 2024
Share price at grant date	\$0.0170
Expiry date	1 September 2027
Exercise price	\$0.0150
Valuation methodology	Black Scholes option pricing model (internal)
Expected volatility	80%
Risk-free rate	3.49%
Dividend yield	Nil
Number of options	2,134,840
Valuation per option	\$0.0058
Valuation of options	\$12,332

The fair value of the Employee Options were calculated internally using a Black-Scholes valuation model and fully expensed in the reporting period. Total expense recognised in corporate and administrative expenses during the period was \$7,504 (2023: \$22,083) in respect of options granted and vested.

Nil Executive Options were issued during the period.

Executive Options

2021 financial year

Following receipt of shareholder approval at the annual general meeting held on 19 November 2020, the Company issued to Mr Chris Noone, CEO and Executive Director, 1,620,000 Executive Options as set out in the tables below.

Each Executive Option entitles the holder to subscribe for one share as follows (on a post-consolidation basis):

Executive Options Tranche	Exercise Price	Vesting Date	Expiry Date	Number of Executive Options
Tranche 1	\$0.3750	19 November 2020	19 November 2025	135,000
Tranche 1	\$0.3750	19 November 2021	19 November 2025	135,000
Tranche 1	\$0.3750	19 November 2022	19 November 2025	135,000
Tranche 1	\$0.3750	19 November 2023	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2020	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2021	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2022	19 November 2025	135,000
Tranche 2	\$0.3750	19 November 2023	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2020	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2021	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2022	19 November 2025	135,000
Tranche 3	\$0.3750	19 November 2023	19 November 2025	135,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. SHARE BASED PAYMENTS (continued)

The Executive Options have a cashless exercise mechanism and will vest upon achievement of performance conditions linked to growth in the market price of CL8 shares as follows (on a post-consolidation basis):

Executive Options Tranche	Number of Executive Options	Performance condition
Tranche 1	540,000	None
Tranche 2	540,000	Volume weighted average market price (VWAP) of \$0.625 for CL8 Shares as traded on ASX for a continuous 20-day period
Tranche 3	540,000	VWAP of \$0.75 for CL8 Shares as traded on ASX for a continuous 20-day period

The fair value of the Executive Options was calculated by an independent expert. The vested portions of the Executive Options were fully expensed in the reporting period. The total expense recognised in corporate and administrative expenses during the period was \$Nil (2023: \$4,641) in respect of Executive Options granted and vested.

2022 financial year

Following receipt of shareholder approval at the annual general meeting held on 18 November 2021, the Company issued to Mr Chris Noone, CEO and Executive Director, 5,000,000 Executive Options as set out in the tables below.

Once vested, each Executive Option entitles the holder to subscribe for one Share as follows:

Executive Options Tranche	Exercise Price	Vesting Date	Expiry Date	Number of Executive Options
Tranche A	\$0.10	18 November 2022	18 November 2026	250,000
Tranche A	\$0.10	18 November 2023	18 November 2026	250,000
Tranche A	\$0.10	18 November 2024	18 November 2026	375,000
Tranche A	\$0.10	18 November 2025	18 November 2026	375,000
Tranche B	\$0.18	18 November 2022	18 November 2026	250,000
Tranche B	\$0.18	18 November 2023	18 November 2026	250,000
Tranche B	\$0.18	18 November 2024	18 November 2026	375,000
Tranche B	\$0.18	18 November 2025	18 November 2026	375,000
Tranche C	\$0.24	18 November 2022	18 November 2026	250,000
Tranche C	\$0.24	18 November 2023	18 November 2026	250,000
Tranche C	\$0.24	18 November 2024	18 November 2026	375,000
Tranche C	\$0.24	18 November 2025	18 November 2026	375,000
Tranche D	\$0.30	18 November 2022	18 November 2026	250,000
Tranche D	\$0.30	18 November 2023	18 November 2026	250,000
Tranche D	\$0.30	18 November 2024	18 November 2026	375,000
Tranche D	\$0.30	18 November 2025	18 November 2026	375,000

The Executive Options have a cashless exercise mechanism.

The fair value of the Executive Options was calculated by an independent expert. The vested portions of the Executive Options were fully expensed in the reporting period. The total expense recognised in corporate and administrative expenses during the period was \$8,269 (2023: \$12,206) in respect of Executive Options granted and vested.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. SHARE-BASED PAYMENTS (continued)

Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the year as part of corporate and administrative expenses were as follows:

	Six months to 31 Dec 2024 \$	Six months to 31 Dec 2023 \$
Employee Options	8,269	16,847
Executive Options	7,504	22,083
	15,773	38,930

Movements during the year

The following options granted to executives and employees expired and lapsed during the financial year:

Options	Issue Date	Expiry Date	Exercise Price \$	Number Expired	Number Lapsed
Employee Options	1-Sep-21	1-Sep-24	\$0.0750	(616,740)	-
Employee Options	6-Sep-24	1-Sep-27	\$0.0150	-	(835,825)
Employee Options	12-Sep-23	1-Sep-26	\$0.0238	-	(743,759)
Employee Options	27-Nov-23	27-Nov-26	\$0.0340	-	(300,000)
Employee Options	27-Nov-23	27- Nov-26	\$0.0255	-	(300,000)
Employee Options	15-Apr-24	27- Nov-26	\$0.0213	-	(247,844)
Employee Options	1-Sep-22	1-Sep-25	\$0.0437	-	(134,080)

13. ACCUMULATED LOSSES

Movement in accumulated losses were as follows:

Accumulated losses at beginning of the year

Transfer from reserves

Loss for the period

Accumulated losses at end of the period

Consolidated Group	
Six months to 31 Dec 2024 \$	Year to 30 June 2024 \$
(31,156,551)	(26,999,724)
66,617	20,503
(2,339,510)	(4,177,330)
(33,429,444)	(31,156,551)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. LOSS PER SHARE

Basic loss per share

The calculation of basic loss per share at 31 December 2024 was based on the loss attributable to ordinary shareholders of \$2,339,510 (2023: \$2,141,366) and a weighted average number of ordinary shares of 268,370,391 (2023: 264,261,696) calculated as follows:

	Consolidated Group	
	Six months to 31 Dec 2024 \$	Six months to 31 Dec 2023 \$
Loss attributable to ordinary shareholders (basic)		
Loss attributable to the ordinary shareholders	(2,339,510)	(2,141,366)
	2024 Number	2023 Number
Weighted average number of ordinary shares for the purpose of basic earnings per share	268,370,391	264,261,696
Weighted average number of ordinary shares for the purpose of diluted earnings per share	268,370,391	264,261,696
	2024	2023
Basic and diluted loss per share from continuing operations (cents per share)	(0.87)	(0.81)

15. FINANCIAL INSTRUMENTS

The Group has a number of financial instruments which are not measured at fair value on a recurring basis. The carrying amounts of these financial instruments approximate their fair value. The fair value of financial liabilities is estimated by discounting the remaining contractual maturities at the prevailing contract interest rate.

On the 30 November 2023, the Group issued 2,850,000 convertible notes at an issue price of \$1.00 per note, raising an additional \$2,850,000 (Convertible Note) before transaction costs. The key features of the convertible notes, included conversion at the holder's election at any time prior to the maturity date (6 June 2025), volume weighted average price (VWAP) over the previous 60 days on which CL8 shares were traded on the ASX if the trigger share price (TSP):

- a) If TSP is between \$0.048 and \$0.080; Conversion Price is a 25% discount to the TSP
- b) If TSP is less than \$0.048; Conversion Price = \$0.036
- c) If TSP is greater than \$0.080; Conversion Price = \$0.060

An independent assessment and valuation of the convertible notes was undertaken to determine the classification of the convertible notes. It was determined that there are 2 separate components to the Convertible Note; an embedded derivative liability arising due to the variable issue of ordinary shares, and a financial liability. A Monte Carlo simulation approach was taken to determine the value of the embedded derivative, which at 31 December 2024 was determined to be \$30,452 (2023: \$120,480).

16. COMMITMENTS AND CONTINGENCIES

The Group does not have any other commitments or contingent liabilities at reporting date.

17. EVENTS SUBSEQUENT TO REPORTING DATE

The entity requested, and was granted, a waiver request from its external funder, iPartners. The waiver request was made as a result of a breach by the entity exceeding its 90% LVR requirement for the facility A and B loan covenants with iPartners.

The entity assessed the raising of additional funding during H1 FY25 to support the existing iPartners loan covenants and ongoing vehicle acquisitions strategy, however suitable funding was not available. On 14 February 2025 the entity signed a non-binding agreement to merge its Carly car subscription business with Carbar Holdings Pty Ltd (**Carbar**) in a deal that will merge two of Australia's largest and original car subscription platforms. The merger will take place via the sale to Carbar of all of the shares in Carly's operating entities, Carly Car Subscription Pty Ltd, OneX Operations Pty Ltd and ElevenX Operations Pty Ltd (**Proposed Transaction**). Following completion of the sale, Carly will hold shares in Carbar which will be the head company of the merged group. The Proposed Transaction is subject to Carly shareholder approval pursuant to ASX Listing Rule 11.2 at a general meeting, a notice of meeting for which will be dispatched shortly. As outlined below, the waiver from iPartners is ongoing so that the Proposed Transaction can be completed.

The Company has also entered into a binding deed of agreement with iPartners Nominees Pty Ltd (**Deed**) pursuant to which the parties have agreed key objectives around completing the Proposed Transaction, managing the existing operations of Carly and its subsidiaries in a cost-efficient manner so that the Proposed Transaction can be completed; the terms upon which iPartners will provide the relevant consents and waivers to facilitate the Proposed Transaction and processes that may be followed in the event the Proposed Transaction does not complete. All operational decisions regarding the Company remain the responsibility of the Directors. The Deed will remain in place until the earlier of completion of the Proposed Transaction or the Proposed Transaction failing to complete

Other than the matters described above, there has not arisen in the interval between the end of the half year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors to affect significantly the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

DIRECTORS' DECLARATION

1. In the opinion of the Directors of Carly Holdings Limited:
 - (a) the accompanying interim financial statements and notes are in accordance with the *Corporations Act 2001* including:
 - (i) giving a true and fair view of the Group's financial position as at 31 December 2024 and of its performance for the half-year then ended; and
 - (ii) complying with AASB 134 'Interim Financial Reporting', the *Corporations Regulations 2001*, professional reporting requirements and other mandatory requirements.
 - (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
 - (c) the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with Section 295A of the *Corporations Act 2001*.

This declaration is signed in accordance with a resolution of the Board of Directors made pursuant to section 303(5) of the *Corporations Act 2001*.



Chris Noone
CEO and Executive Director

Dated at Sydney, New South Wales this 10th day of March 2025.

INDEPENDENT AUDITOR'S REVIEW REPORT

To the Members of Carly Holdings Limited

Report on the Condensed Half-Year Financial Report

Conclusion

We have reviewed the half-year financial report of Carly Holdings Limited ("the Company") and its controlled entities ("the Group"), which comprises the condensed consolidated statement of financial position as at 31 December 2024, the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the half-year ended on that date, selected explanatory notes, and the directors' declaration, for the Group comprising the Company and the entities it controlled at the half-year end or from time to time during the half-year.

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

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

Basis for Conclusion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1(b) in the financial report, which indicates that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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.

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Auditor's Responsibility for the Review of the Financial Report

Our responsibility is to express a conclusion on the half-year financial report based on our review. 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 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.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*.

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
10 March 2025



M R Ohm
Partner

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