Being.

Unaudited Condensed Interim Consolidated Financial Statements

for the six months ended 30 September 2024

Being AI Limited

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Introduction

As AI infrastructure becomes increasingly competitive and commoditised, we look to the future value creation of platforms and applications. Our first six months as a company have focused on protocol and application layer development in two AI verticals—international tourism and education.

At our September AGM we announced *Project Treehouse*. This project leads our drive into a future where autonomous agents will transact on behalf of their human counterparts. Our initial focus here is on tourism - transforming tourism aggregator marketplaces and providing tourism operators with the technology to optimise traveller engagement and resources. Treehouse architecture includes next generation global payments infrastructure such as AI-native agent integration with Ripple's XRP Ledger and multi-currency settlement with the XRP payments and Ripple's regulated stable coin (RLUSD) ecosystem.

The second pillar of our agentic strategy is education building upon the *Fingerprint* and *Blueprint* technologies outlined at our September AGM. Our vision is to empower learners and teachers in an open network—amplifying teaching efficacy and allowing each individual to learn what they need, in the way that works best for them. The personalised multi-modal learning platform provides immersive learning experiences, leveraging content partnerships with some of our most loved institutions.

Having completed our launch stage as a public company, we reconstituted our Board to better reflect the two agentic marketplace pillars above. Thanking Sean Joyce, Roger Gower and Joe Jensen for their service, we welcomed two new independent directors, Andy Higgs and Brett O'Riley. Andy Higgs has subsequently been voted our new independent chair, and Brett O'Riley the independent chair of our Audit Committee. This strategic focus demonstrates our commitment to our agentic commerce and learning initiatives and we look forward to expanding this board with specialised skillsets in the coming months.

We are pleased to report that our Portfolio investments have developed well. We have capped our investment in Tymestack.com in order to focus our resources on our intelligent tourism and education strategies. We are extremely pleased to report that Send Global delivered a solid interim result and would especially like to thank this experienced team for delivering that great result.

Due to headwinds and increasing strategic focus we have agreed to return Being Consultants to 2384 LP in return for cancelling their Contingent Consideration. The fair value adjustment to Contingent Consideration ($32.13m) means the loss recorded in our financial statements for the period does not reflect our trading position. IFRS accounting standards require that we must recognise a loss of ($35.619m) in the first six months. The impact of the fair value adjustment will be reversed in the second six months.

“Driven by the purpose of empowerment, our company focus underscores the growing global demand for innovative agentic technologies that simplify and enrich everyday experiences,” said David McDonald, Being AI CEO. “We are proud of the innovative technologies we developed in a short six months and are looking forward to delivering solutions that not only drive results for our partners but also empower individuals and organisations to thrive in a rapidly evolving digital landscape.”

Our impact portfolio, Manawaroa Education, remains committed to growth and innovation despite delays in the application for its first charter school. We continue to advance our existing private and state-integrated schools, fostering agile environments that drive educational progress. Through a hands-on approach, we are passionate about accelerating the adoption of equitable, personalised learning solutions, enabling the rapid scaling of innovations and curricula that address systemic challenges and prepare students for a purpose-driven future.

As we look ahead to the second half of the year, Being AI remains committed to strategic investments in product development, partnerships, and customer success across our whole portfolio to solidify our position.

As we enter the Age of Abundant Intelligence, Being AI is set to enjoy an exciting and fruitful 2025. Thank you to our Directors for their strategic governance and inspiration, and to our shareholders for their support.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

for the six months ended 30 September 2024

	Note	6 mths ended 30 Sept 2024 (unaudited) NZ$000	6 mths ended 30 Sept 2023 (unaudited) NZ$000
Revenue		**21,449**	**19,835**
Cost of sales	3	(16,498)	(15,735)
Gross Profit		**4,951**	**4,100**
Other operating income	4	149	73
Finance income		35	70
Expenses			
Employee benefits expenses	5.1	(3,996)	(1,756)
Depreciation and amortisation expenses	5	(606)	(419)
Property expenses		(105)	(77)
Other operating expenses		(2,504)	(895)
Profit/(loss) from operations		**(2,076)**	**1,096**
Fair value adjustment on contingent consideration	11	(32,130)	—
Share of net loss of associate	15	(125)	—
Impairment of investment in associate	15	(124)	—
Finance expense	5.2	(888)	(341)
Profit/(loss) before income tax		**(35,343)**	**755**
Income tax expense		(276)	(554)
Profit/(loss) for the period		**(35,619)**	**201**
Other comprehensive income		—	—
Total comprehensive profit/(loss) for the period		**(35,619)**	**201**
Earnings/(loss) per share			
Basic and diluted earnings/(loss) per share (NZ$)	7	(0.1907)	0.0016

These interim financial statements have not been audited, nor reviewed by the auditor.
The accompanying notes form part of these interim financial statements and should be read in conjunction with them.

Consolidated Statement of Changes in Equity

for the six months ended 30 September 2024

	Note	Share capital NZ$000	Share based payments reserve NZ$000	Retained earnings/ (accumulated lossses) NZ$000	Total equity NZ$000
Balance at 1 April 2023 (audited)		**3,944**	—	**1,653**	**5,597**
Profit/(loss) for the period		—	—	201	201
Total comprehensive income for the period		—	—	**201**	**201**
Transactions with owners in their capacity as owners					
Dividends declared		—	—	(537)	(537)
Balance as at 30 September 2023 (unaudited)		**3,944**	—	**1,317**	**5,261**
Balance at 1 April 2024 (audited)		**6,632**	—	**(2,787)**	**3,845**
Profit/(loss) for the period		—	—	(35,619)	(35,619)
Total comprehensive income for the period		—	—	**(35,619)**	**(35,619)**
Transactions with owners in their capacity as owners					
Shares issued during the period	12	287	—	—	287
Less: share issue costs		(50)	—	—	(50)
Share options issued	13	—	270	—	270
Balance as at 30 September 2024 (unaudited)		**6,869**	**270**	**(38,406)**	**(31,267)**

These interim financial statements have not been audited, nor reviewed by the auditor.
The accompanying notes form part of these interim financial statements and should be read in conjunction with them.

Consolidated Statement of Financial Position

as at 30 September 2024

	Note	30 Sep 2024 (unaudited) NZ$000	31 Mar 2024 (audited) NZ$000
Current assets			
Cash and cash equivalents		4,503	2,215
Receivables and other current assets		3,998	4,055
Inventories		2,356	1,217
Total current assets		**10,857**	**7,487**
Non-current assets			
Term deposit		—	22
Related party receivables	18	2,000	2,000
Property, plant and equipment		3,267	2,745
Right-of-use assets		7,552	7,926
Goodwill - Being Consultants Limited	8	10,962	10,962
Goodwill - other entities		4,614	4,614
Other intangible assets		1,493	1,405
Deferred tax asset		—	151
Total non-current assets		**29,888**	**29,825**
Total assets		**40,745**	**37,312**

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Current liabilities			
Trade payables and other current liabilities	9	5,189	13,089
Taxation payable		182	656
Borrowings	10	15,052	5,897
Lease liabilities		464	450
Total current liabilities		**20,887**	**20,092**
Non-current liabilities			
Borrowings	10	5,755	1
Contingent consideration	11	37,730	5,600
Lease liabilities		7,490	7,624
Student bonds		150	150
Total non-current liabilities		**51,125**	**13,375**
Total liabilities		**72,012**	**33,467**
Net assets/(liabilities)		**(31,267)**	**3,845**
Equity			
Share capital	12	6,869	6,632
Share based payments reserve		270	—
Retained earnings/(accumulated losses)		(38,406)	(2,787)
Total equity		**(31,267)**	**3,845**

These consolidated financial statements were approved by the Board on 29 November 2024.
Signed on behalf of the Board by—

Andy Higgs
Independent chair

David McDonald
Executive director

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Consolidated Statement of Cash Flows

for the six months ended 30 September 2024

	Note	6 mths ended 30 Sept 2024 (unaudited) NZ$000	6 mths ended 30 Sept 2023 (unaudited) NZ$000
Cash flows from operating activities			
Receipts from customers		20,980	20,203
Government grants received		129	47
Payments to suppliers and employees		(24,728)	(22,931)
Income tax (paid)/refunded		(600)	(64)
Net cash from (used in) operating activities	17	**(4,219)**	**(2,745)**
Cash flows from investing activities			
Payments for property, plant and equipment		(608)	(8)
Payment for investment in associate		(249)	—
Payments for acquisition of businesses		(200)	—
Payments for intangible assets		(36)	—
Interest received		35	70
Sale of property plant and equipment		—	(2)
Net cash from (used in) investing activities		**(1,058)**	**60**

Cash flows from financing activities		
Proceeds from issue of share capital	237	—
Dividends paid	(6,616)	(537)
Proceeds from investments	22	—
Proceeds from borrowings	28,139	5,300
Principal repayment of borrowings	(13,230)	(4,407)
Interest paid on borrowings	(606)	(254)
Principal repayment of lease liabilities	(120)	(114)
Interest paid on lease liabilities	(261)	(46)
Net cash used in financing activities	**7,565**	**(58)**
Net increase in cash and cash equivalents	**2,288**	**(2,743)**
Cash and cash equivalents at the beginning of the year	2,215	3,481
Cash and cash equivalents at the end of the year	**4,503**	**738**

These interim financial statements have not been audited, nor reviewed by the auditor.
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Condensed Notes to the Consolidated Financial Statements

for the six months ended 30 September 2024

1
General information

Being AI Limited (formerly Ascension Capital Limited) (*'Being AI'* or *'the Company'*) and its subsidiaries (together *'the Group'*) are limited liability companies, incorporated under the Companies Act 1993 and domiciled in New Zealand.

The Group was formed by a reverse acquisition on 28 March 2024 of Being AI Limited (formerly Ascension Capital Limited) by Send Global Limited (*'Send Global'*) (and subsidiaries) and AGE Limited (*'AGE'*). On 28 March 2024, the Group acquired Being Consultants Limited (*'Being Consultants'*) and its subsidiaries, Being Ventures Limited (*'Being Ventures'*) and Being Labs Limited (*'Being Labs'*).

The financial statements represent the continuation of the financial statements of Send Global (the accounting acquirer) and AGE, with the exception of the capital structure. As such the comparative information for the six months to 30 September 2023 relate almost entirely to the business activities of these two companies prior to the formation of the Being AI Group.

Post 28 March 2024, Being AI Limited is a Group positioned for the business transformation impact that will result from AI and similar advanced technologies.

The address of the Company's registered office is Level 4, 33-45 Hurstmere Road, Takapuna, Auckland 0622.

2
Basis of preparation

These unaudited condensed interim consolidated financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice (*'NZ GAAP'*), with New Zealand Equivalent to International Accounting Standard 34: Interim Financial Reporting (*'NZ IAS 34'*), with International Accounting Standard 34: Interim Financial Reporting (*'IAS 34'*), and with the requirements of the NZX Listing Rules.

The condensed interim consolidated financial statements do not include all of the notes of the type normally included in an annual financial report. Accordingly, this report should be read in conjunction with the financial statements included in the annual report for the year ended 31 March 2024 which have been prepared in accordance with New Zealand equivalents to International Financial Reporting Standards (*'NZ IFRS'*) IFRS® Accounting Standards, and other applicable New Zealand Financial Reporting Standards as appropriate for for-profit entities.

The condensed interim consolidated financial statements are presented in New Zealand dollars which is the Company's functional and presentation currency, rounded to the nearest thousand dollars.

This is the first time the Group has reported interim results for the 6 months to 30 September following the reverse acquisition on 28 March 2024. As a result, this is also the first time the Group has reported the financial results for the 6 months to 30 September 2023 as shown in the comparatives. The comparative information shown within these condensed interim consolidated financial statements is that of Send Global Limited (and subsidiaries), the accounting acquirer in the reverse acquisition on 28 March 2024, and AGE Limited, for the period 1 April 2023 to 30 September 2023.

The condensed interim consolidated financial statements, including the financial results for the 6 months to 30 September 2024 and 2023, are unaudited. The comparative information as at 31 March 2024 is audited.

Comparative information in the consolidated financial statements has been adjusted in order to be consistent with the presentation of the current period. These adjustments are limited to classification and disclosure and had no significant net impact on total assets, total equity, profit or cash flow classification.

2.1 Changes in Material Accounting Policies

There have been no changes in the accounting policies and methods of computation used in preparing the condensed interim consolidated financial statements compared to those used in preparing the audited consolidated financial statements for the 12 months ended 31 March 2024, except for the new accounting policies applied that have been detailed below.

Share based payment transactions

The fair value of share options issued to directors, employees and consultants is determined at the grant date and is expensed on a straight-line basis over the vesting period, based on the Group's estimate of the share options that will eventually vest, with a corresponding increase in equity.

At the end of each reporting period, the Group revises its estimate of the number of share options expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share based payments reserve.

Investments in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting. Under the equity method, an investment in an associate is recognised initially in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate, the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

When a group entity transacts with an associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

2.2 Going concern

The interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Group has the intention and ability to continue its operations for the foreseeable future.

The Group incurred an after-tax loss of $35.6 million in the six months to 30 September 2024 (six months to 30 September 2023: $0.2 million profit). The Group's net cash outflows from operating activities was $4.2 million (six months to 30 September 2023: $2.7 million outflow).

At the reporting date the Group had cash of $4.5 million (31 March 2024: $2.2 million), negative working capital of $10.0 million (31 March 2024: $12.6 million negative) and net liabilities of $31.3 million (31 March 2024: net assets of $3.8 million).

The net loss for the period includes a $32.1 million fair value adjustment on contingent consideration. Included in the net liabilities at 30 September 2024 is the contingent consideration liability of $37.7 million (refer note 11) payable to the previous vendors of Being Consultants. On 29 November 2024 the Group sold its shares in Being Consultants Limited. The consideration for this sale was the cancellation of the contingent consideration. As a result, in the second half of this financial year, this $37.7 million contingent consideration liability will be removed from liabilities and the Group will recognise a significant gain on sale of its subsidiary. Net assets excluding the contingent consideration liability were $6.5 million at 30 September 2024 (31 March 2024: $9.4 million).

As at 30 September 2024, the Group had borrowings of $20.8 million (31 March 2024: $5.9 million) of which $15.1 million were current (31 March 2024: $5.9 million) and $5.7 million were non-current (31 March 2024: $nil).

The Group forecasts it will be compliant with all bank covenants during the 12 months from the date the interim consolidated financial statements are approved.

Notwithstanding the ongoing performance of the business, the Directors are satisfied, based on their review of the Group's current financial forecasts and opportunities for additional debt and equity funding that are currently being negotiated, that during the 12 months after the date of signing these consolidated financial statements, there will be adequate cash flows available to meet the financial obligations of the Group as they arise.

At 30 September 2024 the Group owed Wilshire Treasury Limited ('Wilshire Treasury'), a company associated with Katherine Allsopp-Smith and Evan Christian (refer note 18.3), $10.1 million (31 March 2024: $5.6 million). The loan is repayable on 26 March 2025. Wilshire Treasury and 2384 Limited Partnership, an entity associated with David McDonald (refer note 18.3), have agreed they are willing and able to provide bridging finance to the Group if required.

The considered view of the Board is that, after making due enquiries and considering relevant factors, there is a reasonable expectation that the Group will have access to adequate resources and commitments from its borrowers, that will enable it to meet its financial obligations for the foreseeable future.

For this reason, the Board considers the adoption of the going concern basis in preparing the consolidated financial statements for the 6 months ended 30 September 2024 to be appropriate. The Board has reached this conclusion having regard to circumstances which it considers likely to affect the Group during the period of at least one year from the date of approval of these consolidated financial statements, and to circumstances which it considers will occur after that date which will affect the validity of the going concern basis.

3
Revenue

	6 mths ended 30 Sep 2024 (unaudited) NZ$000	6 mths ended 30 Sep 2023 (unaudited) NZ$000
Education services	1,730	1,199
Courier, business mail and logistics services	18,512	17,534
Filing solutions	1,066	1,102
Consulting	141	—
Total revenue	**21,449**	**19,835**

The details above disaggregate the Group's revenue from contracts with customers into primary markets and major service lines. All revenue is generated in New Zealand.

4
Other income

	6 mths ended 30 Sep 2024 (unaudited) NZ$000	6 mths ended 30 Sep 2023 (unaudited) NZ$000
Ministry of Education grant	113	66
Other income	36	7
Total revenue	**149**	**73**

5
Expenses

The profit or loss for the year includes the following expenses:

	6 mths ended 30 Sep 2024 (unaudited) NZ$000	6 mths ended 30 Sep 2023 (unaudited) NZ$000
Expenses relating to short term leases	(57)	(254)
Net foreign currency gains/(losses)	(5)	(3)
Shareholder management fee	—	(125)
Depreciation and amortisation expenses		
Depreciation of property, plant and equipment	(91)	(117)
Depreciation of right of use assets	(375)	(133)
Amortisation of intangible assets	(140)	(169)

5.1 Employee benefit expenses

	6 mths ended 30 Sep 2024 (unaudited) NZ$000	6 mths ended 30 Sep 2023 (unaudited) NZ$000
Salary and wages	(3,652)	(1,711)
Employee share based pays	(260)	—
Employer Kiwisaver contributions	(84)	(45)
	(3,996)	**(1,756)**

5.2 Finance costs

	6 mths ended 30 Sep 2024 (unaudited) NZ$000	6 mths ended 30 Sep 2023 (unaudited) NZ$000
Interest expense on bank loans	(310)	(149)
Interest expense on related party loans	(296)	(146)
Interest expense on lease liabilities	(282)	(46)
	(888)	**(341)**

6 Segment information

Prior to the reverse acquisition on 28 March 2024, the Group provided courier, business mail and logistics services, filing solutions and education services. All of these services were provided in New Zealand.

Following acquisitions and renaming on 28 March 2024, the Group embarked on a strategy to provide diversified artificial intelligence (*'AI'*) and advanced technology related services.

The Group's strategy is evidenced with the formation of three principal divisions. Being Labs, commissioned with incubating startups and developing technical patents. Being Consultants, supporting government, Enterprise and SME corporates with advice and professional services. And Being Ventures, scaling advanced technology investments and deploying AI and other technologies into legacy industries with significant opportunity for technically-led reinvention.

The Group has identified its operating segments based on the internal reports reviewed and used by the Chief Operating Decision Maker (*'CODM'*), being the Board of Directors, in assessing the Group's performance and in determining the allocation of resources.

For the 6 months to 30 September 2024

	Courier, mail & logistics	Filing solutions	Education services	AI customer solutions	Corporate/ unallocated	Total
	NZ$000	NZ$000	NZ$000	NZ$000	NZ$000	NZ$000
Total revenue	**18,512**	**1,066**	**1,730**	**141**	**—**	**21,449**
Operating EBITDA	1,982	489	16	(422)	(3,570)	(1,505)
Finance income	—	—	2	—	33	35
Finance costs	—	—	(305)	(14)	(569)	(888)
Depreciation and amortisation	(64)	(82)	(296)	(1)	(163)	(606)
Fair value adjustment on contingent consideration	—	—	—	(32,130)	—	(32,130)
Share of net loss of associate	—	—	—	(125)	—	(125)
Impairment of investment in associate	—	—	—	(124)	—	(124)
Net profit/(loss) before taxation	**1,918**	**407**	**(583)**	**(32,816)**	**(4,269)**	**(35,343)**
Income tax expense	(24)	(18)	(62)	—	(172)	(276)
Net profit/(loss) for the period	**1,894**	**389**	**(645)**	**(32,816)**	**(4,441)**	**(35,619)**

For the 6 months to 30 September 2023

	Courier, mail & logistics NZ$000	Filing solutions NZ$000	Education services NZ$000	AI customer solutions NZ$000	Corporate/ unallocated NZ$000	Total NZ$000
Total revenue	**17,534**	**1,102**	**1,199**	—	—	**19,835**
Operating EBITDA	1,714	439	(75)	—	(633)	1,445
Finance income	—	—	3	—	67	70
Finance costs	—	—	(105)	—	(236)	(341)
Depreciation and amortisation	(28)	(96)	(89)	—	(206)	(419)
Net profit/(loss) before taxation	**1,686**	**343**	**(266)**	—	**(1,008)**	**755**
Income tax expense	(431)	10	(106)	—	(27)	(554)
Net profit/(loss) for the period	**1,255**	**353**	**(372)**	—	**(1,035)**	**201**

As at 30 September 2024

	Courier, mail & logistics NZ$000	Filing solutions NZ$000	Education services NZ$000	AI customer solutions NZ$000	Corporate/ unallocated NZ$000	Total NZ$000
Segment assets	9,073	2,349	9,912	10,876	8,535	40,745
Segment liabilities	(7,213)	(2,975)	(11,169)	(43,692)	(6,963)	(72,012)

As at 31 March 2024

	Courier, mail & logistics NZ$000	Filing solutions NZ$000	Education services NZ$000	AI customer solutions NZ$000	Corporate/ unallocated NZ$000	Total NZ$000
Segment assets	7,793	2,228	12,052	10,883	4,356	37,312
Segment liabilities	(7,307)	(3,445)	(12,665)	(5,883)	(4,167)	(33,467)

The 'AI customer solutions' segment was previously named 'Consulting'. The segment was renamed to better describe the nature of its operations. There has been no change to the operations that are included in this segment.

6.1 Seasonal and cyclical influences

There are no seasonal or cyclical influences on these interim results.

7 Earnings/(loss) per share

		6 mths ended 30 Sep 2024 (unaudited)	6 mths ended 30 Sep 2023 (unaudited)
Basic and diluted earnings/(loss) per share	NZ$	(0.1907)	0.0016
The profit/(loss) and weighted average number of ordinary shares used in the calculation of earnings per share are as follows:			
Profit/(loss) from continuing operations	NZ$000	(35,619)	201
Weighted average number of ordinary shares used in the calculation of basic and diluted earnings/(loss) loss per share	'000	186,802	126,984

The weighted average number of ordinary shares in the 2023 comparative and to the date of the reverse acquisition on 28 March 2024, have been adjusted by the exchange ratio established in the reverse acquisition agreement.

On 6 September 2024 the Company undertook a 10 to 1 share consolidation (refer note 12).
The earnings per share calculation for both the current and comparative periods reflects the impact of this share consolidation.

The 4.2 million share options on issue at the reporting date were not considered to be dilutive due to the Group's net loss for the period (2023: none).

8
Goodwill—Being Consultants Limited

	30 Sep 2024 (unaudited) NZ$000	31 Mar 2024 (audited) NZ$000
Balance at 1 April		
Goodwill — Being Consultants Limited	10,962	10,962
	10,962	**10,962**

8.1
Impairment testing for AI Customer Services cash-generating unit

The goodwill that arose on the acquisition of Being Consultants has been fully allocated to the AI Customer Solutions segment and cash generating unit(*'CGU'*). At 31 March 2024 this CGU was labelled 'Consulting.' The CGU and segment were renamed as AI Customer Solutions to better describe the nature of the included operations. There has been no change to the operations that are included within this CGU and segment.

The CGU comprises three main components: Consulting Services, Agentic Learning and Agentic Marketplace.

Due to Consulting Services performing below expectations, the Board undertook an updated impairment test at 30 September 2024.

The Board have assessed the goodwill on the AI Customer Solutions CGU, for impairment as at the reporting date and have concluded that no impairment has occurred. The following provides a summary of the analysis performed.

Consulting Services

The Consulting Services component of the CGU has been valued on a fair value less costs of disposal. Subsequent to the reporting date and before approval of these financial statements, the Company sold Being Consultants, including the Consulting Services operations (refer note 21.4). The Agentic Learning and Agentic Marketplace operations have remained with the Group.

The consideration received by the Group for this sale was the cancelation of the contingent consideration payable which was valued at $37.7 million at 30 September 2024. The Consulting Services component of the CGU has been valued by reference to this transaction.

Agentic Learning

The recoverable amount of the Agentic Learning component of the cash generating unit is determined based on a value in use calculation using cash flow projections based on financial projections covering a five-year period and a pre-tax discount rate of 43.4% per annum. The discount rate was calculated as the average of the median and upper quartile (75th percentile) post-tax venture capital discount rate for early-stage companies, as reported in the Private Capital Markets Report by Pepperdine University.

Revenue is projected to grow at a compound annual growth rate (CAGR) of 125.83% over the five-year period, with a nominal terminal growth rate of 4.65%, based on the weighted average of terminal inflation rate (2.28%) and terminal GDP growth rate (2.31%) for New Zealand and Australia.

- **New Zealand:** revenue growth is largely driven by the growth in NCEA (National Certificate of Educational Achievement) subscription revenues and online learning platform revenues. The NCEA subscription penetration rate is projected to reach 76.29% by Year 5, driven by the disruptive nature of the technology being introduced and expected high uptake by schools. Revenue growth from the online learning platform is driven by projected enrolments reaching 130,800 by Year 5 and the composition of domestic and international students enrolled in the courses. While the CAGR for the online education technology sector in New Zealand is 10.10% (Statista), Agentic Learning is positioned as a market disruptor in New Zealand, which enables accelerated adoption, and a significantly higher revenue growth trajectory compared to the industry.

- **Australia:** revenue growth is predominantly driven by the growth in Senior Secondary Certificate of Education (SSCE) subscription revenues and online learning platform revenue. SSCE subscriptions are projected to achieve a 57.19% penetration rate by Year 3, supported by the technology's disruptive potential and school uptake. A market penetration rate of 57.19% in Australia is viewed as being achievable because of the disruptive nature of the technology being introduced and a high uptake by schools. Revenue growth from the online learning platform is largely driven by the projected number of enrolments which is expected to reach 111,525 by year three and the similar composition of domestic and international students enrolled in the courses. Although the CAGR for the online education technology sector in Australia is 8.66% (Statista), Agentic Learning is expected to outperform due to its disruptive positioning.

Operating expenses are forecasted to grow at a CAGR of 58.09%, with an average total operating expense-to-sales ratio of 61.62% over the five-year period (excluding loss-making years in 2025 and 2026). This aligns closely with a market benchmark of 60.01% for comparable companies in the online education technology sector. Average EBITDA and net profit margins over the same period (excluding loss-making years) are 38.38% and 29.99%, respectively.

The following adjustment to the key assumptions would individually reduce the Agentic Learning recoverable value to the level of its carrying value:

- a 25% reduction in projected total revenue over the 5-year period;
- projected enrolments in New Zealand reduce to 11,781 or 46,518 in Australia;
- a 39% increase in operating expenses over the 5-year period; or
- an increase in the pre-tax discount rate to 73%.

Even if NCEA penetration drops to 0% in NZD $0 revenue from NCEA subscriptions, there would still be value from other revenue streams, and the resulting value in use remain above the carrying value.

Agentic Marketplace

The recoverable amount of the Agentic Marketplace component of the cash generating unit is determined based on a value in use calculation using cash flow projections based on financial projections covering a five-year period and a pre-tax discount rate of 51.62% per annum. The discount rate was calculated as the average of the median and upper quartile (75th percentile) post-tax venture capital discount rate for seed companies, as reported in the Private Capital Markets Report by Pepperdine University.

Revenue of the Agentic Marketplace is projected to grow at a compound annual growth rate (CAGR) of 122.95% over the five-year period from FY2025 to FY2029. Agentic Marketplace revenue growth projections are underpinned by two primary drivers: marketplace commission income (transaction revenue) and large language model (LLM) service fees (AaaS revenue), both of which leverage the platform's innovative AI-powered technology and its anticipated adoption trajectory in the online tourism marketplace sector.

- **Marketplace Commission Income (Transaction Revenue):** Agentic Marketplace is expected to capture 2.5% of the addressable online travel market in its initial markets (Oceania, Middle East, and East Asia) by 2025, growing to 12.0% by 2029. This adoption rate is supported by the platform's disruptive AI-native features, significantly enhancing user and supplier efficiency. Commissions are set at 5-10%, substantially lower than traditional aggregators of 20-30%, to incentivize supplier participation and drive early adoption.

- **Large Language Model (LLM) Service Fees (AaaS Revenue):** Revenue from LLM-driven services is projected to grow significantly as AI-based negotiation and optimisation tools become essential for businesses. Key assumptions include: LLM services will be offered across multiple pricing tiers to address the needs of SMEs, corporates, and enterprises. Initial uptake in Oceania and East Asia markets is expected to account for 2.0% of targeted SMEs by2025, increasing to 10.0% by 2029.

- The global online travel market is forecasted to grow at a CAGR of 4.74% to reach NZD 1,260.40 billion by 2029 (source: Statista). The tourism sector in Oceania and East Asia is expected to exhibit above-average growth due to post-pandemic recovery trends and increasing digitisation. Treehouse's innovative AI-driven platform positions it to outpace broader industry growth, capturing significant market share through its cost advantages and unique features.

- While the overall market is growing steadily, Agentic Marketplace's disruptive positioning enables it to penetrate the market faster than competitors. The platform's scalable AI infrastructure, network effects from initial markets, and diversified revenue streams provide a robust foundation for achieving the projected growth trajectory. Additionally, its competitive commission rates and the early adoption of AI-driven tools across multiple sectors ensure sustained momentum.

Total operating expenses are forecast to grow at a CAGR of 47.43%, with an average operating expense-to-sales ratio of 82.40% over the five-year period. This forecast is more conservative than the upper percentile of the market benchmark of 70.44% for comparable companies in the online travel marketplace sector. There are no depreciation expenses forecasted, as no capital expenditures are planned. Development costs primarily relate to wages and salaries of the development team, which are recognised as expenses in the profit and loss forecast.

The average EBITDA and net operating profit after tax ('NOPAT') margins for the same period are projected to be 17.60% and 7.15%, respectively. These figures are consistent with the industry median for comparable companies, which stand at 17.65% for EBITDA margin and 6.22% for NOPAT margin.

The following adjustments to the key assumptions would individually reduce the Agentic Marketplace recoverable value to the level of its carrying value:

- a 60% reduction in projected total revenue over the 5-year period;
- a 181% increase in operating expenses over the 5-year period; or
- an increase in the pre-tax discount rate to 274%.

9
Trade payables and other current liabilities

	30 Sep 2024 (unaudited) NZ$000	31 Mar 2024 (audited) NZ$000
Trade payables	3,626	3,249
Accruals	1,417	2,486
Related party payable	107	6,616
Unearned income	18	698
Other payables	21	40
	5,189	**13,089**

10
Borrowings

	Note	30 Sep 2024 (unaudited) NZ$000	31 Mar 2024 (audited) NZ$000
Related party loans	10.1	10,131	5,888
Bank loans (secured)	10.2	10,671	—
Other borrowings		5	10
Total borrowings		**20,807**	**5,898**
Current		15,052	5,897
Non-current		5,755	1
		20,807	**5,898**

All borrowings are denominated in NZD.

10.1 Related party loans

	30 Sep 2024 (unaudited) NZ$000	31 Mar 2024 (audited) NZ$000
Balance at 1 April	**5,888**	**4,425**
Proceeds from loans	17,218	3,069
Repayment of loans	(12,975)	(1,606)
	10,131	**5,888**

The related party loans are with the related parties in the table below.

	30 Sep 2024 (unaudited) NZ$000	31 Mar 2024 (audited) NZ$000
Te Turanga Ukaipo Charitable Trust	1	240
Wilshire Treasury Limited	10,130	5,648
	10,131	**5,888**

The full $10.13 million of the related party loan from Wilshire Treasury Limited is payable by Send Global (31 March 2024: $3.51 million payable by Send Global, $1.75 million payable by AGE and $383,000 payable by Being Consultants). The loan is for a one year term to 26 March 2025. Interest is charged at the current ANZ Bank business overdraft rate. The loan is secured by a general security agreement granted by Send Global to Wilshire Treasury Limited and by a guarantee from AGE.

The related party loan payable to the Te Turanga Ukaipo Charitable Trust is unsecured and payable on demand. No interest is charged on this loan.

The weighted average interest rates on the related party loans during the period was 12.76% (2023: 8.16%).

10.2 Bank loans

	30 Sep 2024 (unaudited) NZ$000	31 Mar 2024 (audited) NZ$000
Balance at 1 April	—	—
Proceeds from loans	10,921	5,700
Repayment of loans	(250)	(5,700)
	10,671	—

Send Global Limited and New Zealand Mail Limited have entered into new facility agreements with ANZ Bank. The new agreements provide:

- a $2 million commercial flexi facility reducing to $1,000,000 on 1 October 2024 (the $2 million limit on the facility was subsequently extended to 31 March 2025. Refer note 21.1). The facility is repayable on demand. Interest is payable at the ANZ commercial flexi facility floating rate plus a 0.44% margin;
- a $6 million term facility which has a three year term to 31 March 2027. The facility is to be drawn down in tranches with fixed interest for the fixed period of each tranche at the applicable BKBM rate for that fixed period plus a 2.65% margin. The facility was fully drawn down in April 2024;
- a $3 million term facility which is repayable on 31 March 2025. Interest is fixed for the period of each the loan at the applicable BKBM rate for that fixed period plus a 2.65% margin; and
- two financial guarantee facilities totalling $975,596.

The new facilities are secured by:

- unlimited guarantees and indemnities provided by Wilshire Holdings Limited and St Johns Trust Limited (refer note 18) covering the obligations of Send Global Limited, New Zealand Mail Limited and Filecorp NZ Limited;
- a cross guarantee and indemnity provided by Send Global Limited, Filecorp NZ Limited and New Zealand Mail Limited;
- general security agreements provided by Send Global and New Zealand Mail Limited; and
- a deed of postponement (postponing their debt to Send Global Limited) provided by Wilshire Holdings Limited.

11
Contingent consideration

	30 Sep 2024 (unaudited) NZ$000	31 Mar 2024 (audited) NZ$000
Balance at 1 April	**5,600**	—
Recognised on acquisition of subsidiaries	—	5,600
Fair value increase in contingent consideration	32,130	—
	37,730	**5,600**

On 28 March 2024 the Company acquired 100% of the issued share capital of Being Consultants and its 100% owned subsidiaries, Being Labs Limited and Being Ventures Limited. The Company paid an initial $5 million to acquire the shares in Being Consultants plus contingent consideration with an assessed fair value at the acquisition date of $5.6 million.

Under NZ IFRS the contingent consideration is required to be measured at fair value through profit and loss (*'FVTPL'*) with any movements in the fair value being included in the net profit or loss.

The contingent consideration is subject to the Company achieving certain share price milestones post-acquisition as detailed below.

Milestone	Calculation Date	Share price milestone	Adjustment of Being Consultants Purchase Price
1	Not earlier than 9 months from completion	$0.04 – 0.05	A further 373,331,200 of the Company's shares will be issued up to a maximum of 466,664,000 shares if any 90 day VWAP exceeds $0.05
2	Not earlier than 18 months from completion	$0.08 – 0.10	A further 373,331,200 of the Company's shares will be issued up to a maximum of 466,664,000 shares if any 90 day VWAP exceeds $0.10
3	Between 24 and 36 months from completion.	$0.12 – 0.15	A further 373,331,200 of the Company's shares will be issued up to a maximum of 466,664,000 shares if any 90 day VWAP exceeds $0.15
4	Not later than 36 months from completion	$0.30	A further 1,399,992,000 of the Company's shares less any adjustments of the Being Consultants Purchase Price achieved under milestones 1 to 3 if any 6 month VWAP exceeds $0.30 during the 36 months post-acquisition.

The Company does not have a right to claw back any Earn-In Shares issued if the share price subsequently drops below the applicable share price milestone following the relevant calculation date. The relevant share price milestone calculation will take place at a time of the vendor's choosing after the relevant calculation date shown in the table.

The contingent consideration was valued at acquisition date and at 30 September 2024 by a qualified independent valuer. The valuation of the contingent consideration takes into account the likelihood of the share price milestones being achieved, discounted at an appropriate rate.

The significant increase in the fair value of the contingent consideration is a result of the increase in the Company's share price which has increased from $0.25 (adjusted for the impact of the share consolidation on 9 September 2024) at 31 March 2024, to $0.74 at 30 September 2024. The increased share price significantly increases the probability of the share price milestones being achieved.

The share price at the valuation date has a significant impact on the contingent consideration fair value calculation. For example, on 22 October 2024 the Company's share price had reduced to $0.53 (a 28% reduction since 30 September 2024). This 28% reduction in share price has a corresponding $12.5 million (33%) reduction in the fair value of the contingent consideration to $25.2 million.

The contingent consideration will solely be settled through the issue of ordinary shares in the Company and does not impact the cash requirements of the business.

12
Share capital

The following table shows the movement in share capital for the consolidated group.

	'000
Ordinary shares as at 1 April 2023	**19,149**
Ordinary shares issued	2,350
Shares issued for Excalibur Partners Limited to settle debt	30,720
Shares issued to directors to settle outstanding directors fees due	15,800
Shares issued on reverse acquisition	1,600,000
Shares issued on business acquisition	200,000
Ordinary shares as at 31 March 2024	**1,868,019**
10 to 1 share consolidation	(1,681,217)
Ordinary shares issued	478
Ordinary shares as at 30 September 2024	**187,280**

On 6 September 2024 the Company undertook a share consolidation of 10 shares into 1.

On 30 September 2024 the Company issued 477,711 new fully paid ordinary shares at an issue price of $0.60 per share.

All ordinary shares on issue are fully paid, have equal voting rights, and share equally in dividends and any surplus on winding up.

13
Share options

The Company has a share option scheme for selected directors, employees and consultants of the Company and its subsidiaries to purchase ordinary shares in the Company.

	30 Sep 2024		31 Mar 2024	
	Number of options	**Weighted average exercise price**	**Number of options**	**Weighted average exercise price**
Balance as at 1 April	—	—	—	—
Granted during the year	42,370,000	$0.035	—	—
Adjusted on share consolidation	(38,133,000)	$0.312	—	—
Balance as at 30 September	**4,237,000**	**$0.347**	**—**	**—**
Exercisable at reporting date	—	n/a	—	—

Each share options converts into one ordinary share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry no rights to dividends and no voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

Subject to continued employment, option holders will be able to exercise one fifth of the options granted to them on each anniversary of the date of issue for five consecutive years. The exercise period for all vested options expires five years after the relevant vesting date.

On 6 September 2024 the Company undertook a share consolidation of 10 shares into 1. This resulted in a corresponding consolidation of 10 share options into 1. The numbers below reflect the details of the share options post the consolidation.

The exercise price for 3.607 million options is $0.25, and the exercise price for the remaining 0.63 million options is $0.9.

The weighted average contractual life of the share options outstanding at 30 September 2024 was 7.7 years.

13.1 Fair value of share options granted in the period

The fair values of the share options granted during the period are:

		Fair value per option	
	Vesting date	**$0.25 strike price** $	**$0.90 strike price** $
Tranche 1	27 May 2025	0.060	0.039
Tranche 2	27 May 2026	0.060	0.041
Tranche 3	27 May 2027	0.061	0.042
Tranche 4	27 May 2028	0.062	0.043
Tranche 5	27 May 2029	0.062	0.044

Options were valued using the Black-Scholes option pricing model. The key inputs used in valuing the options are detailed in the table below.

	Options granted
Grant date	27 May 2024
Options granted	4,237,000
Share price at grant date	$0.740
Exercise price	$0.25 or $0.90
Expected volatility	0.75 – 0.65
Option life (from vesting date)	5 years
Dividend yield	0%
Average risk free interest rate	4.61% – 4.79%
Discount for illiquidity	15%

	6 mths ended 30 Sept 2024 NZ$000	6 mths ended 30 Sept 2023 NZ$000
Share based payments are included in:		
Employee benefit expense	260	—
Consultant expenses	10	—
	270	—

14
Subsidiaries

Subsidiary	Principal activity	Ownership interest held by Group	
		30 Sep 2024	31 Mar 2024
Being Consultants Limited	Professional services	100%	100%
Being Ventures Limited	Investment	100%	100%
Being Labs Limited	Development of AI initiatives	100%	100%
Send Global Limited	Courier, business mail & logistic services	100%	100%
New Zealand Mail Limited	Courier, business mail & logistic services	100%	100%
Filecorp NZ Limited	Filing solutions	100%	100%
G3 Property Holdings Limited	Property management	100%	100%
Send New Zealand Limited	Non trading	100%	100%
Pete's Post Limited	Non trading	100%	100%
AGE Limited	Education	100%	100%
Being Education GP Limited	Non trading	100%	—
Being Education Limited	Non trading	100%	—
Manawaroa GP Limited	Non trading	100%	—
Being Bidco Limited (previously Send Group Limited)	Non trading	100%	100%
Being Holdco Limited	Non trading	100%	—
Fingerprint IP Limited	IP ownership	100%	—
Being US limited	Non trading	100%	—

All subsidiaries are domiciled in New Zealand, with the exception of Being US Limited which is incorporated in the United States.

15
Investment in associate

15.1 Investment in Tymestack.ai Pty Limited

	30 Sept 2024 (unaudited) NZ$000
Balance at 1 April	—
Investment in Tymestack	249
Share of loss for the period	(125)
Impairment of investment in Tymestack	(124)
	—

On 8 June 2024 Being AI entered into agreements to coinvest in a new AI startup, Tymestack.ai Pty Limited (*"Tymestack"*), an Australian company headquartered in Melbourne, Australia. Tymestack offers a unique approach to an AI-driven price optimisation engine that reduces and even eliminates gross margin losses in retail price markdowns while simultaneously accelerating sales and reducing waste.

Being AI subscribed for new shares in Tymestack, representing 50% of the total shares on issue. The aggregate cost of the investment, and total issue price for the shares, is AUD1.5 million. The consideration for the investment will be paid over time by Being AI contributing a combination of cash and providing supporting services to Tymestack as the new business requires.

The Board considers there is future potential from the Group's investment in Tymestack. However, the Group has recognised a full impairment of its investment due to the level of uncertainty of Tymestack securing sufficient funding to enable completion of the development of the AI-driven price optimisation engine and a successful market launch, and to fund the ongoing operational costs until the company becomes cash flow self-sufficient.

On 31 October 2024, and subsequent to the reporting date, the parties agreed a variation to the original agreements in which the Group's investment in Tymestack was changed to a 10% shareholding with no further obligation to provide additional funding or services to Tymestack (refer note 21.2).

16
Business acquisition

16.1 Villa Education Trust

On 12 April 2024 AGE acquired the education business assets of Villa Education Trust (VET) which comprise:

- the Mt Hobson Academy, an online learning platform that provides quality teaching and learning, positive learning focused relationships and an engaging Project Based Curriculum for Years 1-10 and follows the National Certificate of Educational Achievement (NCEA) pathway for Years 11-13;
- the rights to manage two Special Character Schools, one located in West Auckland, and one in South Auckland;
- the informal management arrangements in respect of the Mt Hobson campus located in Kaitaia; and
- the intellectual property rights of the project-based curriculum owned by VET.

The acquisition supports the Company to expand the Being Education division, and to actively integrate advanced technologies into Being's online and traditional school environments.

The total purchase price for the acquisition was $200,000.

The provisional amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below.

	12 April 2024 NZ$000
Net assets acquired at fair value (provisional):	**—**
Intangible assets	211
Employee entitlements	(15)
Deferred tax asset	4
Net assets acquired	**200**
Satisfied by:	
Cash	185
Assumption of employee entitlements	15
Total consideration	**200**

The initial accounting for the acquisition has only been provisionally determined at the date of approval of these interim consolidated financial statements. The acquisition accounting is expected to be finalised by the next reporting date and this may impact the fair value of net assets acquired. Potentially of most impact is the recognition of identifiable intangible assets.

The cash paid for the acquisition was funded from available cash balances.

VET contributed $503,000 of revenue and $596,000 expenses to the Group's net loss for the period between the date of acquisition and the reporting date.

17
Reconciliation of profit or loss after taxation with cash flow from operating activities

	6 mths ended 30 Sep 2024 (unaudited) NZ$000	6 mths ended 30 Sep 2023 (unaudited) NZ$000
Profit/(loss) for the period	**(35,619)**	**201**
Adjustments for:		
Fair value adjustment on contingent consideration	32,130	—
Depreciation on property, plant and equipment	91	117
Depreciation on right of use assets	375	133
Amortisation of intangible assets	140	169
Finance income	(35)	(70)
Interest paid on borrowings	309	149
Interest paid on lease liabilities	282	46
Interest paid on related party borrowings	296	146
Share of loss from associate	125	—
Impairment of investment in associate	124	—
Gain on disposal of assets	—	(1)
Movement in deferred tax	151	98
Share based payments	270	—
Other non cash adjustments	1	—

Movements in working capital		
(Increase)/decrease in receivables and other current assets	58	820
(Increase)/decrease in inventory	(1,138)	3,206
Increase/(decrease) in trade payables and other current liabilities	(7,900)	(8,220)
(Increase)/decrease in tax benefit	(474)	391
Movement in trade payables and other current liabilities related to financing activities	6,595	—
Increase/(decrease) in student bonds	—	70
Net cash received from operating activities	**(4,219)**	**(2,745)**

18
Related parties

18.1 Directors

During the period the directors of the Company were David McDonald (CEO), Katherine Allsopp-Smith, Evan Christian (as alternate director for Katherine), Roger Gower (resigned 30 October 2024), Joe Jensen (resigned 30 October 2024) and Sean Joyce (resigned 23 October 2024).

18.2 Key management personnel compensation

Key management personnel are the Directors, the Chief Executive Officer and members of the executive leadership team. Key management personnel compensation is set out below.

	6 mths ended 30 Sep 2024 (unaudited) NZ$000	6 mths ended 30 Sep 2023 (unaudited) NZ$000
Short term benefits — directors	315	—
Short term benefits — key management employees	1,362	941
	1,677	**941**

18.3 Related party transactions and balances

In the 6 months to 30 September 2024 the Group had the following transactions with related parties:

David McDonald (CEO and executive director)

2384 Limited Partnership (*'2384 LP'*), an entity controlled by David McDonald, held 100% of the shares in Being Consultants prior to the reverse acquisition. As part of the reverse acquisition, 2384 LP received 200,000,000 ordinary shares in Being AI plus an entitlement to the contingent consideration detailed in note 11, in exchange for its shareholding in Being Consultants. The $37.7 million contingent consideration liability at the reporting date (31 March 2024: $5.6 million) is due to 2384 LP on the achievement of the milestones detailed in note 11.

Katherine Allsopp-Smith (non-executive director) and Evan Christian (non-executive alternate director)

2061 Limited Partnership (*'2061 LP'*), an entity controlled by Katherine Allsopp-Smith and Evan Christian, held 100% of the shares in Send Global and 87% of the shares in AGE prior to the reverse acquisition. As part of the reverse acquisition, 2016 LP received 1,520,000,000 ordinary shares in Being AI in exchange for its shareholding in Send Global and AGE. 2061 LP is the majority shareholder of Being AI.

As at 30 September 2024 the Group has no outstanding liabilities with 2016 LP. (31 March 2024: $6,616,000. This payable was settled in April 2024).

At the reporting date the Group had a related party loans of $10,131,000 from Wilshire Treasury Limited. Wilshire Treasury Limited is 100% owned by the Christian Family Trust Limited which is controlled by Katherine Allsopp-Smith and Evan Christian. Evan Christian is the sole director of Wilshire Treasury Limited. The Group was charged $296,000 in interest by Wilshire Treasury Limited in the 6 months to 30 September 2024 (6 months to 30 September 2023: $146,000).

The Group has a loan of $1,000 payable to the Te Turanga Ukaipo Charitable Trust (note 10.1) (31 March 2024: $240,000). Katherine Allsopp-Smith and Evan Christian are trustees of the Te Turanga Ukaipo Charitable Trust. Te Turanga Ukaipo Charitable Trust is a substantial shareholder of Being AI. No interest is charged on this loan.

At 30 September 2024 the Group had related party payables included in trade and other payables of $408,000 due to Wilshire Holdings Limited ('Wilshire Holdings') (31 March 2024: $346,000 due to Wilshire Holdings and $70,000 due to St Johns Trust Limited). St Johns Trust Limited is a wholly owned subsidiary of Wilshire Holdings. Wilshire Holdings is a wholly owned subsidiary of Christian Family Trust Limited.

Wilshire Holdings owns the school premises at Sanders Street, Auckland, that are leased by the Group. The initial term of the lease is 20 years from March 2024 and the Group holds rights of renewal for a further 20-year term. $318,000 was paid or payable in rent to Wilshire Holdings in the period ended 30 September 2024 (6 months to 30 September 2023: $120,000). As at 30 September 2024 the Group recognises $6.7 million of lease liabilities to Wilshire Holdings (31 March 2024: $6.7 million).

Roger Gower (independent director)

At the date of the reverse acquisition, Being AI owed $75,000 to Roger Gower in directors fees. This outstanding balance was settled through the issue of 3,000,000 ordinary shares in Being AI.

Sean Joyce (Chair and executive director)

Sean Joyce is the sole director and shareholder of Excalibur Capital Partners Limited (*'Excalibur'*). Excalibur is a substantial product holder of Being AI.

In December 2023 the Group provided a loan of $2,000,000 to Excalibur to acquire shares in AGE Limited. The $2,000,000 is recognised as a related party loan receivable in the Consolidated Statement of Financial Position at the reporting date (31 March 2024: $2,000,000). The loan has a five-year term, is interest free and is secured over the shares held by Excalibur.

19
Contingent liabilities

The Group has provided an unconditional bank guarantee for $780,000 (31 March 2024: $780,000), to secure the payment of charges from New Zealand Post in respect of certain mail services.

There are no contingent liabilities as at 30 September 2024 other than noted above or disclosed elsewhere in these financial statements (31 March 2024: nil).

20
Commitments

There were no commitments for capital expenditure at the reporting date (31 March 2024: nil).

21
Events subsequent to reporting date

21.1 Bank loan facilities

On 3 October 2024 the Group agreed with ANZ Bank to maintain the level of the commercial flexi facility at $2 million until 31 March 2025. The limit of the three year term facility was reduced from $6 million to $5.5 million. Refer note 10.2.

21.2 Tymestack

On 31 October 2024 the Group entered into a variation agreement with the joint owner of Tymestack (refer note 15.1) to:

- reconstitute Tymestack's ownership and governance to enable the joint owner to introduce other investors;
- to recognise the Group has a fully paid 10% shareholding in Tymestack and release the Group from the requirement to provide any further payments or services to Tymestack. The Group relinquishes any claim to the remaining 40% (unpaid) shareholding and its seat on the board, envisaged in the original agreements; and
- to agree that each party has satisfied all terms of their initial agreements as required. Both agree that the variation agreement will complete in full and final settlement all obligations, claims and disputes that have arisen between them.

21.3 Treehouse Technologies Limited

On 15 October 2024 the Company incorporated a new subsidiary, Treehouse Technologies Limited, which will own some of the Group's developing intellectual property.

21.4 Sale of Being Consultants Limited

On 29 November 2024 the Company entered into a share sale and purchase agreement to sell Being Consultants Limited, including its wholly owned subsidiaries Being Labs Limited and Being Ventures Limited, back to 2384 Limited Partnership ('2384 LP'), the original vendor from whom the Company purchased Being Consultants Limited (and Being Labs Limited and Being Ventures Limited) on 28 March 2024.

In consideration for the purchase of Being Consultants Limited, 2384 LP agreed to cancel the outstanding contingent consideration it was due, which was valued at $37.7 million at 30 September 2024.

Under the agreement the Group agreed to:

- assign to 2384 LP the $736,000 owed to the Group by Being Consultants;
- pay the salary and annual leave entitlements of the three Being Consultant employees as at 29 November 2024; and
- pay a reimbursement of $107,000 to Being Consultants for future entitlements of the Being Consultants' employees.

2384 LP is an entity controlled by David McDonald (refer note 18.3).

Directory

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New Zealand

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Bankers

ANZ Bank New Zealand Limited
23 Albert Street
Auckland
New Zealand

Board *of* Directors from 30 October 2024

Andy Higgs
Independent chair

Brett O'Riley
Independent director

David McDonald
Executive director & CEO

Katherine Allsopp-Smith
Executive director

Evan Christian
Executive director (alternate to K Allsop-Smith)

Past board members

Sean Joyce (resigned 23 October 2024)
Executive chair

Roger Gower (resigned 30 October 2024)
Independent director

Joe Jensen (resigned 30 October 2024)
Independent director


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