

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information (“unaudited pro forma financial information”) has been prepared based on the combination of Aura’s historical financial information and the historical financial information of Qoria, as indicated below, after giving effect to the Transaction, as further described in Note 1. The unaudited pro forma financial information is intended to provide you with information about how the Transaction might have affected Aura’s historical financial statements. For the purposes of the unaudited pro forma financial information included in this Registration Statement, numbers have been converted to millions. This may result in rounding differences in the pro forma financial information presented herein.

The unaudited pro forma condensed combined statement of operations (“unaudited pro forma statement of operations”) for the year ended December 31, 2025, combines the historical statement of operations of Aura with the historical combined income statement of Qoria, as derived from the unaudited historical income statement of Qoria as indicated below, as if the Transaction had occurred on January 1, 2025. The unaudited pro forma condensed combined balance sheet (“unaudited pro forma balance sheet”) as of December 31, 2025, combines the historical consolidated balance sheet of Aura and the historical unaudited consolidated balance sheet of Qoria as of December 31, 2025, derived from the unaudited consolidated financial statements as indicated below, as if the Transaction had occurred on December 31, 2025.

The unaudited pro forma historical financial information has been developed from and should be read in conjunction with:

- the accompanying notes to the unaudited pro forma historical financial information;
- the consolidated and combined financial statements of Aura for the year ended December 31, 2025;
- the historical audited consolidated financial statements of Qoria for the fiscal year ended June 30, 2025,
- the historical unaudited consolidated financial statements of Qoria for the six months ended December 31, 2025 and 2024.

The unaudited pro forma financial information is presented using the acquisition method of accounting, as further described in Note 2, with Aura as the acquirer of Qoria. Under the acquisition method of accounting, the purchase price is allocated to the underlying tangible and intangible assets acquired and liabilities assumed of Qoria based on their respective fair values with any excess purchase price allocated to goodwill.

For the purposes of the unaudited pro forma financial information, the fair values of Qoria’s identifiable assets acquired and liabilities assumed have been based on preliminary estimates by Aura Management. Definitive valuations and allocation of purchase price will be performed using the services of external valuation specialists following the Implementation. Likewise, definitive tax impacts and balances will be determined using the services of external taxation specialists after the Implementation. The price of Aura CDIs has been calculated using the per share price of Qoria of A\$0.40 multiplied by the merger ratio and using the foreign exchange rate as of .

Aura has a revolving credit facility in place with Banc of California, which was undrawn at December 31, 2025. On , 2026, Aura entered into an amended senior secured loan and security agreement with Banc of California to increase the facility from \$50.0 million to \$100.0 million. The increase in the facility is subject to Implementation, capital raise of a minimum of \$100.0 million (PIPE or structured capital) and finalization of other terms and conditions including covenant ratios. As of May 20, 2026, Aura has drawn \$10.0 million under the Banc of California facility.

The unaudited pro forma historical financial information is presented for informational purposes only. The information has been prepared in accordance with Article 11 of Regulation S-X of the SEC using the assumptions set forth in the notes to the unaudited pro forma financial information. The information has been adjusted to include estimated Transaction accounting adjustments, which reflect the application of the accounting required by U.S. GAAP.

The information is not necessarily indicative of the financial position and results of operations that actually would have been achieved had the Transaction occurred as of the dates indicated herein, nor do they purport to project the future financial position and operating results of the combined group. The unaudited pro forma financial information also does not reflect the costs of any integration activities or cost savings or synergies expected to be achieved as a result of the Transaction and, accordingly, do not attempt to predict or suggest future results.

Aura Consolidated Group, Inc. and Subsidiaries
UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF OPERATIONS
For the Year Ended December 31, 2025
(in USD millions, except per share data)

	Aura (Historical)	Qoria (Reclassified Historical) (Note 3)	IFRS to U.S. GAAP and Accounting Policy Adjustments (Note 4)	Transaction Accounting Adjustments (Note 5)	Financing Adjustments (Note 6)	Pro Forma Combined
Revenue	192.5	84.5	—	—	—	277.0
Operating expenses						—
Cost of revenue	54.7	9.1	0.1 4B	—	—	63.9
Sales and marketing	181.8	35.8	0.9 4A, 4B	—	—	218.5
Research and development	36.1	24.0	7.2 4A, 4B	—	—	67.3
General and administrative	43.2	14.1	9.5 4A, 4B	19.7 5B,5D	6.5 6C	93.0
Depreciation and amortization	4.9	24.3	(10.0) 4A	9.3 5A	—	28.5
Total operating expenses	320.7	107.3	7.7	29.0	6.5	471.2
Loss from operations	(128.2)	(22.8)	(7.7)	(29.0)	(6.5)	(194.2)
Interest income (expense), net	(0.9)	(6.3)	—	—	1.0 6C	(6.2)
Other income (expense), net	(4.1)	(5.2)	—	—	—	(9.3)
Mark to market loss	(7.9)	—	—	—	—	(7.9)
Loss before income taxes	(141.1)	(34.3)	(7.7)	(29.0)	(5.5)	(217.6)
Income tax benefit	0.3	3.6	—	1.2 5C	—	5.1
Net loss	(140.8)	(30.7)	(7.7)	(27.8)	(5.5)	(212.5)
Preferred stock dividends	(19.9)	—	—	19.9 5E	—	—
Net loss attributable to common stockholders	(160.7)	(30.7)	(7.7)	(7.9)	(5.5)	(212.5)
Weighted-average shares used in computing net loss per share:						
Basic and Diluted	29,537,627					228,634,531
Net loss per share						
Basic and Diluted	(5.44)					(0.92)

Aura Consolidated Group, Inc. and Subsidiaries
UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
As of December 31, 2025
(in USD millions, except par value amounts)

	Aura (Historical)	Qoria (Reclassified Historical) (Note 3)	IFRS to U.S. GAAP and Accounting Policy Adjustments (Note 4)	Transaction Accounting Adjustments (Note 5)	Financing Adjustments (Note 6)	Pro Forma Combined
Assets						
Current assets						
Cash, and cash equivalents	70.0	14.2	—	—	85.3 6A, 6B, 6C	169.5
Restricted cash	0.8	—	—	—	—	0.8
Short-term investments	0.2	—	—	—	—	0.2
Inventories	—	0.6	—	—	—	0.6
Accounts receivable, net of allowance for credit losses	6.5	10.3	—	—	—	16.8
Prepaid expenses and other current assets	11.4	7.6	—	—	—	19.0
Total current assets	88.9	32.7	—	—	85.3	206.9
Investments accounted for using the equity method	—	0.6	—	—	—	0.6
Property and equipment, net	12.8	5.9	—	—	—	18.7
Right of use assets	6.5	2.4	—	—	—	8.9
Goodwill	190.7	125.9	—	241.3 5F	—	557.9
Intangible assets, net	0.4	46.0	(25.8) 4A	116.4 5A	—	137.0
Other assets	3.4	2.0	—	—	—	5.4
Total assets	302.7	215.5	(25.8)	357.7	85.3	935.4
Liabilities & stockholders' equity						
Current liabilities						
Accounts payable	1.2	8.8	—	—	—	10.0
Amounts due to related parties	7.3	—	—	—	—	7.3
Accrued expenses and other current liabilities	15.3	6.8	—	15.0 5B	(0.6) 6C	36.5
Accrued payroll and employee benefits	8.9	6.1	—	—	—	15.0
Operating lease liability, current	1.3	1.1	—	—	—	2.4
Contract liabilities, current	61.0	46.6	—	—	—	107.6
Current portion of borrowings under financing arrangement	25.2	—	—	—	—	25.2
Total current liabilities	120.2	69.4	—	15.0	(0.6)	204.0
Borrowings under financing arrangement	23.7	32.2	—	—	(3.8) 6B, 6C	52.1

Aura Consolidated Group, Inc. and Subsidiaries
UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
As of December 31, 2025
(in USD millions, except par value amounts)

	Aura (Historical)	Qoria (Reclassified Historical) (Note 3)	IFRS to U.S. GAAP and Accounting Policy Adjustments (Note 4)	Transaction Accounting Adjustments (Note 5)	Financing Adjustments (Note 6)	Pro Forma Combined
Operating lease liability, non-current	6.7	1.7	—	—	—	8.4
Contract liabilities, non-current	5.0	7.9	—	—	—	12.9
Warrant liability, non-current	29.8	—	—	—	—	29.8
Deferred tax liability	—	5.2	—	16.0	5G	21.2
Deferred consideration, non-current	—	3.1	—	(3.1)	5H	—
Convertible notes, non-current	25.4	—	—	—	—	25.4
Other long-term liabilities	—	0.5	—	—	—	0.5
Total liabilities	210.8	120.0	—	27.9	(4.4)	354.3
Redeemable preferred stock						
Series A-1 Preferred stock at \$0.0001 par value, shares authorized 13.5; 13.2 shares issued and outstanding; liquidation preference of \$25.3 at December 31, 2025	22.3	—	—	(22.3)	5E	—
Series A-2 Preferred stock at \$0.0001 par value, shares authorized 21.0; 18.8 shares issued and outstanding, and related warrants; liquidation preference of \$57.3 at December 31, 2025	37.3	—	—	(37.3)	5E	—
Series B Preferred stock at \$0.0001 par value, shares authorized 1.1; 1.1 shares issued and outstanding; liquidation preference of \$2.2 at December 31, 2025	4.1	—	—	(4.1)	5E	—
Series C Preferred stock at \$0.0001 par value, shares authorized 30.5; 30.3 shares issued and outstanding; liquidation preference of \$130.4 at December 31, 2025	151.6	—	—	(151.6)	5E	—
Series C-1 Preferred Stock At \$0.0001 Par Value, Shares Authorized 5.1; 5.1 Shares Issued And Outstanding; Liquidation Preference Of \$0 At December 31, 2025	—	—	—	—	—	—
Series D Preferred stock at \$0.0001 par value, shares authorized 12.0; 0.9 shares issued and outstanding; liquidation preference of \$1.8 at December 31, 2025	5.2	—	—	(5.2)	5E	—
Series E Preferred stock at \$0.0001 par value, shares authorized 10.8; 10.8 shares issued and outstanding; liquidation preference of \$108.5 at December 31, 2025	70.4	—	—	(70.4)	5E	—
Series F Preferred stock at \$0.0001 par value, shares authorized 12.1; 11.6 shares issued and outstanding; liquidation preference of \$113.4 at December 31, 2025	113.3	—	—	(113.3)	5E	—
Series G Preferred stock at \$0.0001 par value, shares authorized 8.7; 8.7 shares issued and outstanding; liquidation preference of \$101.1 at December 31, 2025	81.5	—	—	(81.5)	5E	—
Stockholders' deficit						
Common stock	—	252.7	—	647.4	5E	1,000.1
Additional paid-in capital	120.0	58.3	—	(58.3)	5E	120.0
Accumulated deficit	(513.8)	(215.6)	(25.8)	226.5	5E	(539.0)
Total liabilities, redeemable preferred stock & stockholders' equity	302.7	215.4	(25.8)	357.8	85.3	935.4

1. Description of the Transaction

On _____, 2026 (the “Implementation Date”), Aura completed its business combination transaction with Qoria whereby Aura acquired all of the ordinary shares of Qoria, pursuant to a court-approved scheme of arrangement under Part 5.1 of the Australian Corporations Act 2001 (Cth) between Qoria and its shareholders (the “Scheme”), as contemplated by a Deed, dated as of February 2, 2026, by and among Aura and Qoria, as amended from time to time. Upon implementation of the Transaction, Qoria became a direct wholly owned subsidiary of Aura. In connection with the Transaction, Aura issued 85,468,797 CHESS Depository Interests (“CDIs”) of Aura, par value \$4.97 per CDI, each representing a unit of beneficial ownership in Aura common stock.

2. Basis of Presentation

The accompanying unaudited pro forma financial information presents the unaudited pro forma statement of operations and unaudited pro forma balance sheet of Aura prepared in accordance with Article 11 of SEC Regulation S-X. Aura prepares its consolidated financial statements on the basis of a fiscal year ended December 31, 2025. The consolidated financial statements of Qoria have historically been prepared on a basis of a fiscal year ended June 30, 2025. Financial information for Qoria for the six months ended December 31, 2025 have been derived for purposes of the preparation of the unaudited pro forma financial information. The unaudited pro forma statement of operations were prepared using:

- the historical consolidated and combined statement of operations of Aura for the year ended December 31, 2025; and
- the historical unaudited consolidated statement of profit and loss of Qoria for the twelve months ended December 31, 2025, which has been derived by adding the financial data from the historical unaudited consolidated statement of profit and loss for the six months ended December 31, 2025, to the financial data from the historical audited consolidated statement of profit and loss for the fiscal year ended June 30, 2025, and subtracting the financial data from the historical unaudited consolidated statement of profit and loss for the six months ended December 31, 2024 (refer to Note 3).

The historical audited consolidated and combined financial statements of Aura are prepared in accordance with U.S. GAAP and are reported in U.S. dollars. The historical audited and unaudited consolidated financial statements of Qoria are prepared in accordance with IFRS as issued by the IASB and are reported in AUS dollars. For purposes of the unaudited pro forma financial information, the historical audited and unaudited consolidated financial statements of Qoria have been translated into U.S. dollars, as further described in Note 3 below.

The unaudited pro forma statement of operations and the unaudited pro forma balance sheet give effect to the Transaction as if it had occurred on January 1, 2025 and December 31, 2025, respectively.

The Transaction will be accounted for using the acquisition method of accounting, as prescribed in *Accounting Standards Codification 805, Business Combinations*, (“ASC 805”), under U.S. GAAP, which requires an allocation of the purchase price to the assets acquired and liabilities assumed, based on their fair values as of the date of the Transaction. The purchase price allocation is preliminary and based on estimates, assumptions and valuations as at December 31, 2025, which have not yet been finalized. Accordingly, the pro forma adjustments remain preliminary and may change once Aura management finalizes the fair values of the assets acquired, liabilities assumed and related tax impacts. The purchase consideration has been allocated based on estimated fair values, with goodwill representing the excess of consideration over the fair value of net assets acquired.

A final determination of the fair value of Qoria’s assets and liabilities has not been made as of the date of filing, and any such determination will be finalized based on the actual assets of Qoria that existed as of the Implementation Date of the Transaction. As a result, the pro forma adjustments are preliminary and are subject to change as additional information becomes available and as additional analysis is performed. The preliminary pro forma adjustments have been made solely for the purpose of providing the unaudited pro forma financial information presented herein. Aura has estimated the fair value of Qoria’s assets and liabilities based on discussions with Qoria’s management, preliminary valuation studies, due diligence and information presented in Qoria’s filings with the ASX. Any increases or decreases in the fair value of assets acquired and liabilities assumed upon completion of the final valuations will result in adjustments to the unaudited pro forma balance sheet and unaudited pro forma statement of operations. The final purchase price allocation may be materially different than that reflected in the pro forma purchase price allocation presented herein. Material adjustments have been made to reflect Qoria’s historical audited and unaudited consolidated financial statements on a U.S. GAAP basis for purposes of presenting the unaudited pro forma financial information and to align Qoria’s historical significant accounting policies under IFRS to Aura’s significant accounting policies under U.S. GAAP. As of the date of this filing, Aura has not identified all adjustments necessary to convert Qoria’s historical audited and unaudited financial statements

prepared in accordance with IFRS to U.S. GAAP and to conform Qoria's accounting policies to Aura's accounting policies.

Purchase Consideration

On the Implementation Date, all Qoria ordinary shares were transferred to Aura and the holders of outstanding Qoria ordinary shares as of _____, 2026 (Melbourne, Australia time) (the "Scheme Record Date") were entitled to, for each such share held, 0.057 Aura CDIs issued by Aura pursuant to the Scheme. Each Aura CDI and other dilutive securities issued pursuant to the Scheme comprise the "Scheme Consideration." The form of consideration received by each Qoria shareholder depended on the register on which they held their Qoria ordinary shares.

The total purchase price of approximately \$414.4 million was determined as of _____, 2026, based on Aura's issuance of 85,468,797 CDIs and other dilutive securities of Aura at the closing price on that date. The per share price and the total preliminary purchase consideration in the following for warrants, vested options and performance rights reflect the consideration per share less the exercise price of the related instrument.

(in millions, except share and per share data)	Shares	Per Share	Preliminary Purchase Consideration
Stock consideration			
CDI of Aura exchanged for Qoria outstanding ordinary shares	78,217,820	\$ 4.97	\$ 388.8
CDI of Aura exchanged for Qoria deferred consideration rights	3,174,032	\$ 4.97	\$ 15.8
Other dilutive securities of Aura exchanged for Qoria warrants	921,563	\$ 1.95	\$ 1.8
Other dilutive securities of Aura exchanged for Qoria vested options	515,871	\$ 3.10	\$ 1.6
Other dilutive securities of Aura exchanged for Qoria performance rights	2,639,511	\$ 2.42	\$ 6.4
Total preliminary purchase price			\$ 414.4

3. Qoria Historical Financial Statements

Qoria historical balances were derived from Qoria's historical audited and unaudited consolidated financial statements as described above and are presented under IFRS and are in Australian dollars. Additionally, Qoria's historical financial information has been translated from its functional currency of A\$ to be presented in Aura's reporting currency of US\$ using the average exchange rate of 0.6457 during the year ended December 31, 2025 for the combined statement of operations. Qoria's historical financial information has been translated from its functional currency of A\$ to be presented in Aura's reporting currency of US\$ using the spot rate of 0.6696 as of December 31, 2025 for the statement of financial position.

The historical unaudited consolidated statement of profit and loss of Qoria derived as described in Note 2 are as follows:

(in millions)	Statement of Profit and Loss for the year ended December 31, 2025				
	[A]	[B]	[C]	[A]-[B]+[C]	
	Audited	Unaudited	Unaudited	Unaudited	Unaudited
	Annual Report for year ended June 30, 2025 (A\$)	Half-year Financial Report for six months ended December 31, 2024 (A\$)	Half-year Financial Report for six months ended December 31, 2025 (A\$)	Historical for year ended December 31, 2025 (A\$)	Historical for year ended December 31, 2025 (US\$)
Revenue					
Revenue from ordinary activities	117.3	55.4	69.0	130.9	84.5
Other income	0.6	0.2	0.2	0.6	0.3
Expenses					
Direct costs	(30.3)	(14.0)	(20.7)	(37.0)	(23.9)
Employee benefits costs	(59.5)	(28.6)	(30.1)	(61.0)	(39.4)
Administration costs	(12.8)	(6.9)	(8.0)	(13.9)	(8.9)
Finance costs	(10.3)	(5.4)	(5.1)	(10.0)	(6.5)
Depreciation and amortization	(37.5)	(17.2)	(17.4)	(37.7)	(24.4)
Acquisition related expenses	(1.8)	(0.8)	(3.1)	(4.1)	(2.6)
Share based payments - employment related	(10.7)	(4.9)	(5.5)	(11.3)	(7.3)
Unrealised gains/(losses) on foreign exchange	3.0	8.8	(3.7)	(9.5)	(6.1)
Loss before income tax	(42.0)	(13.4)	(24.4)	(53.0)	(34.3)
Income tax benefit	6.1	1.9	1.3	5.5	3.6
Loss after tax for the period attributable to the members of Qoria Limited	(35.9)	(11.5)	(23.1)	(47.5)	(30.7)

The historical balances reflect certain reclassifications of Qoria's consolidated statement of profit and loss and consolidated statement of financial position to conform to Aura's presentation in its consolidated statement of operations and consolidated balance sheet. Further review may identify additional reclassifications that could have a material impact on the unaudited pro forma financial information of the combined group. The reclassifications identified and presented in the unaudited pro forma financial information are based on discussions with Qoria's management, due diligence and information presented in Qoria's filings with the ASX.

The reclassifications are summarized below:

Statement of Operations for the Year Ended December 31, 2025
(in millions)

Aura Presentation	Qoria Presentation	Qoria (Historical)	Reclassifications to Conform to Aura's Presentation		Qoria (Historical Reclassified Amount)
Revenue	Revenue				
	Revenue from ordinary activities	84.5	(84.5)	(1)	—
	Other Income	0.3	(0.3)	(2)	—
Revenue		—	84.5	(1)	84.5
Total net revenue	Total net revenue	84.8	(0.3)		84.5
Cost and expenses:					
Cost of revenue		—	9.1	(3) (4) (5) (9)	9.1
	Direct Costs	23.9	(23.9)	(3) (4)	—
	Employee benefits costs	39.4	(39.4)	(3) (5)	—
	Administration costs	8.9	(8.9)	(6)	—
	Finance costs	6.5	(6.5)	(7)	—
	Depreciation and amortization	24.4	(0.1)		24.3
	Acquisition related expenses	2.6	(2.6)	(8)	—
	Share based payments - employment related	7.3	(7.3)	(3) (9)	—
	Unrealised gains/(losses) on foreign exchange	6.1	(6.1)	(10)	—
Sales and marketing		—	35.8	(4) (5) (6) (9)	35.8
Research and development		—	24.0	(4) (5) (6) (9)	24.0
General and administrative		—	14.1	(5) (6) (8) (9) (10)	14.1
Total operating expenses	Total operating expenses	119.1	(11.8)		107.3
Loss from operations	Loss from operations	(34.3)	11.5		(22.8)
Interest income, (expense) net		—	(6.3)	(2) (7)	(6.3)
Other income (expense) net		—	(5.2)	(2) (6) (8) (10)	(5.2)
Loss before income tax	Loss before income tax	(34.3)	—		(34.3)
Income tax benefit	Income tax benefit	3.6	—		3.6
Net loss	Net loss	(30.7)	—		(30.7)

- (1) Reclassification from Qoria's revenue from ordinary activities to Aura's revenue
(2) Reclassification from Qoria's other income to Aura's other income (expense), and to interest income (expense), net
(3) Reclassification from Qoria's direct costs, employee benefits costs, and share-based payments - employment related to Aura's cost of revenue
(4) Reclassification from Qoria's direct costs to Aura's cost of revenue, sales and marketing and research and development expenses

- (5) Reclassification from Qoria's employee benefits costs to Aura's research and development expenses, sales and marketing, general and administrative expenses, and cost of revenue
- (6) Reclassification from Qoria's administration expenses to Aura's general and administrative expenses, research and development, sales and marketing, and other income (expense), net
- (7) Reclassification from Qoria's finance costs to Aura's interest income (expense), net
- (8) Reclassification from Qoria's acquisition related expense to Aura's general and administrative expenses
- (9) Reclassification from Qoria's share based payments to Aura's general and administrative expenses, research and development, sales and marketing and cost of revenue
- (10) Reclassification from Qoria's unrealized gains/(losses) on foreign exchange to Aura's general and administrative expenses and other income (expense), net

Balance Sheet as of December 31, 2025
(in millions)

Aura Presentation	Qoria Presentation	Qoria (Historical AUD)	Qoria (Historical USD)	Reclassifications to Conform to Aura's Presentation	Qoria (Historical) Reclassified Amount
ASSETS	ASSETS				
Current Assets	Current Assets				
Cash and cash equivalents	Cash and cash equivalents	21.2	14.2	—	14.2
Accounts receivable, net	Accounts receivable, net	—	—	10.3 (1) (3)	10.3
	Trade and other receivables	19.7	13.2	(13.2) (1)	—
Prepaid expenses and other current assets	Prepaid expenses and other current assets	—	—	7.6 (1) (2)	7.6
	Prepayments	5.5	3.7	(3.7) (2)	—
Inventory	Inventory	0.9	0.6	—	0.6
	Contract assets – current	1.5	1	(1.0) (3)	—
Total current assets	Total current assets	48.8	32.7	—	32.7
Intangible assets, net	Intangible assets, net	—	—	46.0 (4)	46.0
Property and equipment, net	Property and equipment, net	—	—	5.9 (5)	5.9
Goodwill	Goodwill	—	—	125.9 (4)	125.9
	Intangible assets	256.7	171.9	(171.9) (4)	—
	Plant and equipment	8.8	5.9	(5.9) (5)	—
Right-of-use assets	Right-of-use assets	3.6	2.4	—	2.4
	Contract assets - non-current	0.4	0.3	(0.3) (6)	—
Investments accounted for using the equity method	Investments accounted for using the equity method	0.7	0.6	—	0.6
Other assets	Other assets	—	—	2.0 (6) (7) (8)	2.0
	Financial assets	0.4	0.3	(0.3) (7)	—
	Deferred tax asset	2.1	1.4	(1.4) (8)	—
Total assets	Total assets	321.5	215.5	—	215.5
LIABILITIES AND EQUITY	LIABILITIES AND EQUITY				
Current liabilities	Current liabilities				
	Lease liabilities, current	1.6	1.1	(1.1) (9)	—
Contract liabilities, current	Contract liabilities, current	69.6	46.6	—	46.6
	Trade and other payables	27.4	18.3	(18.3) (10)	—
	Provisions	5.0	3.4	(3.4) (11)	—
Accounts payable	Accounts payable	—	—	8.8 (10)	8.8
Operating lease liabilities, current	Operating lease liabilities, current	—	—	1.1 (9)	1.1

Aura Presentation	Qoria Presentation	Qoria (Historical AUD)	Qoria (Historical USD)	Reclassifications to Conform to Aura's Presentation		Qoria (Historical) Reclassified Amount
Accrued payroll and employee benefits		—		6.1	(10) (11)	6.1
Accrued expenses and other current liabilities		—		6.8	(10)	6.8
Total current liabilities	Total current liabilities	103.6	69.4	—		69.4
	Borrowings	48.1	32.2	(32.2)	(12)	—
Contract liabilities, non-current	Contract liabilities, non-current	11.8	7.9	—		7.9
Deferred consideration	Deferred consideration	4.7	3.1	—		3.1
	Lease liabilities	2.5	1.7	(1.7)	(13)	—
	Provisions	0.7	0.5	(0.5)	(14)	—
Deferred tax liability	Deferred tax liability	7.7	5.2	—		5.2
Operating lease liabilities, non-current		—	—	1.7	(13)	1.7
Long-term debt		—	—	32.2	(12)	32.2
Other long-term liabilities		—	—	0.5	(14)	0.5
Total liabilities	Total liabilities	179.1	120.0	—		120.0
Issued capital	Issued capital	377.3	252.7	(252.7)	(15)	—
Common stock				252.7	(15)	252.7
Reserves	Reserves	87.0	58.3	(58.3)	(16)	—
Additional paid-in capital			—	58.3	(16)	58.3
	Accumulated losses	(321.9)	(215.6)	215.6	(17)	—
Accumulated deficit		—	—	(215.6)	(17)	(215.6)
Total stockholders' equity	Total stockholders' equity	142.4	95.4	—		95.4
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	321.5	215.4	—		215.4

- (1) Reclassification from Qoria's trade and other receivables to Aura's accounts receivable and prepaid expenses and other current assets
- (2) Reclassification from Qoria's prepayments to Aura's prepaid expenses and other current assets
- (3) Reclassification from Qoria's contract assets - current to Aura's accounts receivable, net
- (4) Reclassification from Qoria's intangible assets to Aura's intangible assets and goodwill. Reclassification to Aura's intangible assets, net consists of Qoria's intangible assets net of amortization historically included in Intangible assets. Reclassification to Aura's goodwill consists of Qoria's goodwill historically included in intangible assets
- (5) Reclassification from Qoria's plant and equipment to Aura's property and equipment, net
- (6) Reclassification from Qoria's contract assets - non-current to Aura's other assets
- (7) Reclassification from Qoria's financial assets - non-current to Aura's other assets
- (8) Reclassification from Qoria's deferred tax assets - non-current to Aura's other assets
- (9) Reclassification from Qoria's lease liabilities, current to Aura's operating lease liabilities, current

- (10) Reclassification from Qoria's trade and other payables to Aura's accounts payable, accrued expenses and other current liabilities and accrued payroll and employee benefits
- (11) Reclassification from Qoria's provisions to Aura's accrued payroll and employee benefits
- (12) Reclassification from Qoria's borrowings to Aura's long-term debt. Reclassification to Aura's long-term debt consists of Qoria's AshGrove facility, capitalized borrowing costs, and capitalized transactions costs, historically included in borrowings
- (13) Reclassification from Qoria's lease liabilities to Aura's operating lease liabilities, non-current
- (14) Reclassification from Qoria's provisions to Aura's other long term liabilities
- (15) Reclassification from Qoria's issued capital to Aura's common stock.
- (16) Reclassifications from Qoria's reserves to Aura's additional paid-in capital
- (17) Reclassifications from Qoria's accumulated losses to Aura's accumulated deficit

Note 4. IFRS to U.S. GAAP Adjustments and Accounting Policy Alignment

4A. Derecognition of software development assets / reversal of historical amortization expense

Qoria has derecognized software development assets amounting to \$25.8 million (net of amortization) previously capitalized under IFRS, as the underlying costs do not meet the capitalization criteria of ASC 350 for internal-use software. Under US GAAP, these expenditures are required to be expensed based on their nature and the application of the development-stage framework. As a result, employee benefit expenses have increased by \$17.1 million (which has been reclassified as \$9.4 million in General and Administrative, \$7.0 million in Research and Development, and \$0.7 million in Sales and Marketing), and amortization expense has decreased by \$10.0 million in the US GAAP pro forma financial information.

4B. Straight lined expense for awards with graded vesting features

Qoria's share-based payment awards include service and performance-based vesting conditions. Under US GAAP, entities may elect to recognize compensation expense for awards with graded vesting on either a straight-line or accelerated basis, however, this election applies only to awards with service-only conditions. Accordingly, Qoria has elected to apply the straight-line method for the eligible awards, which differs from the accelerated vesting approach applied under IFRS, to align with Aura's accounting policies. This adjustment of \$0.5 million therefore reflects the straight-line recognition of share-based payment expense for those eligible awards, with a corresponding impact on accumulated deficit. The total expense of approximately \$0.6 million has been allocated as follows: \$0.1 million to Cost of Revenue, \$0.1 million to General and Administrative, \$0.2 million Research and Development, and \$0.2 million to Sales and Marketing.

Note 5. Acquisition and Transaction Adjustments

The following adjustments have been made to the unaudited pro forma financial information to reflect certain preliminary purchase price accounting and other pro forma adjustments. Further review may identify additional adjustments that could have a material impact on the unaudited pro forma financial information of the combined group.

5A. Amortization of Intangible Assets

Reflects the preliminary estimated fair value amounts attributed to the identifiable intangible assets acquired in the Acquisition, as shown in the table below (in millions, except estimated useful lives):

Identifiable intangible assets (millions)	Estimated Fair Value as of December 31, 2025	Estimated Useful life (In years)	Classification within Combined Group Pro Forma Historical Income Statement	Amortization Expense for the year ended December 31, 2025
Customer contract & relationship	73.3	6-11	Depreciation and amortization	7.6
Less: historical balances as of and for the year ended December 31, 2025	(7.6)			(4.8)
Pro forma increase/(decrease)	65.7			2.8
Technology	55.9	5	Depreciation and amortization	10.8
Less: historical balances as of and for the year ended December 31, 2025	(9.2)			(4.7)
Pro forma increase/(decrease)	46.7			6.1
Brand	7.4	10	Depreciation and amortization	0.7
Less: historical balances as of and for the year ended December 31, 2025	(3.4)			(0.3)
Pro forma increase/(decrease)	4.0			0.4
Total	116.4			9.3

The impact to the unaudited pro forma condensed combined statement of operations represents the straight-line amortization of the preliminary fair values of identifiable intangible assets acquired, based on their estimated useful lives.

5B. Buyer's Transaction Cost

Aura incurred direct, incremental estimated transaction costs of \$15.0 million related to the Acquisition, consisting of advisory, legal, accounting and other professional fees. The adjustment reflects a \$15.0 million increase in accrued expenses and other current liabilities, with a corresponding increase in General & Administrative expense. The transaction costs related to the Acquisition are nonrecurring and will not have a continuing impact on Aura's statements of operations.

5C. Income Tax Impact of Adjustments

This adjustment reflects the net increase of \$1.2 million in pro forma income tax benefit, representing the estimated tax effects of the pro forma adjustments calculated using the blended statutory U.S. federal and state tax rate and the statutory tax rates of the respective foreign jurisdictions in which Qoria operates. The statutory tax rates range from 25% to 30% and are in effect for the periods presented in the unaudited proforma condensed combined statement of operations.

5D. Additional remuneration related to CEO and CFO

This adjustment reflects increase in general and administrative expense of US\$4.7 million for the year ended December 31, 2025, resulting from an increase in annual compensation for two key executives from their previous compensation as compared to the new compensation arrangements executed in connection with the business combination.

5E. Aura and Qoria Stockholders' Equity

The adjustment reflects the elimination of \$95.4 million of Qoria's shareholders' equity, including common stock of \$252.7 million, accumulated losses of \$215.6 million, and reserves of \$58.3 million, which represents the historical book value of Qoria's net assets.

The adjustment reflects an increase of \$647.4 million and decrease of \$58.3 million to Common stock and Additional paid-in capital, respectively, to reflect the issuance of 85.5 million Aura CDIs and other dilutive securities of Aura common stock. In addition, retained earnings (accumulated deficit) have been adjusted by \$207.7 million to eliminate Qoria's historical equity balances, adjusted for IFRS to U.S. GAAP differences and transaction accounting adjustments as of December 31, 2025.

The table below reflects elimination of Aura's shareholders' equity after adjustments for purchase price accounting and other pro forma adjustments as of December 31, 2025

	Aura (Historical)	Qoria (Historical) Adjusted (Note 3)	IFRS to U.S. GAAP and Accounting Policy Adjustments (Note 4)	Transaction Accounting Adjustments (Note 5)	Financing Adjustments (Note 6)	Pro Forma Combined
Stockholders' equity						
Common stock	—	252.7	—	647.4 (1)	100.0 (5)	1,000.1
Preferred stock	485.7	—	—	(485.7) (2)	—	—
Additional paid-in capital	120.0	58.3	—	(58.3) (3)	—	120.0
Accumulated deficit	(513.8)	(215.6)	(7.1)	226.5 (4)	(10.3) (6)	(520.3)
Total stockholders' equity	91.9	95.4	(7.1)	329.9	89.7	599.8

(1) Represents the issuance of Aura common stock to Qoria shareholders of \$388.8 million, additional securities to be issued for deferred consideration rights (\$15.8 million) and warrants (\$1.8 million), replacement equity awards attributable to the pre-combination service period (\$1.6 million for options and \$6.4 million for performance rights), the conversion of Aura's preferred stock into common stock (\$485.7 million), and the removal of Qoria's historical common stock (\$252.7 million)

(2) Represents the conversion of Aura's preferred stock into common stock, resulting in an increase in common stock of \$485.7 million and a corresponding decrease in preferred stock of (\$485.7) million

- (3) Represents removal of Qoria's historical shareholders' equity – Reserves of \$58.3 million
- (4) Represents Removal of Qoria's historical shareholders' equity – Accumulated losses of \$222.7 million, Aura's transaction cost of \$15.0 million and the cumulative impact of transaction accounting adjustments
- (5) Represents an increase in common stock of \$100.0 million arising from equity funding
- (6) Represents the early amortization of unamortized transaction costs relating to the AshGrove facility of \$3.8 million and an early repayment fee of \$6.5 million

Additionally, the preferred stock dividends are eliminated as the related preferred stock is assumed to have converted into common stock as part of the Transaction.

5F. Consideration Transferred

The total preliminary estimated consideration transferred is approximately \$414.4 million, determined as of April 23, 2026. This amount includes 85,468,798 shares of Aura CDIs and other dilutive securities.

The following table sets forth a preliminary allocation of the estimated consideration transferred to the identifiable tangible and intangible assets acquired and liabilities assumed of Qoria based on Qoria's December 31, 2025 balance sheet, with the excess recorded as goodwill.

Total tangible assets acquired	43.5
Total liabilities assumed	132.9
Total intangible assets acquired	136.6
Net assets acquired (a)	47.2
Estimated consideration transferred (b)	414.4
Estimated goodwill (b)-(a)	367.2

The preliminary purchase price allocation is based on management's preliminary estimates and assumptions, including limited valuation procedures and available information as of the date of preparation of the unaudited pro forma financial information, to allocate the consideration transferred to the identifiable assets acquired and liabilities assumed, including intangible assets. Definitive valuations and allocation of purchase price will be performed using the services of external valuation specialists following the Implementation. Likewise, definitive tax impacts and balances will be determined using the services of external taxation specialists after the Implementation.

The final allocation of the consideration transferred will be completed after Aura finalizes its detailed valuations during the measurement period, which will not exceed one year from the acquisition date. As a result, the final allocation may differ materially from the preliminary amounts presented herein, and such differences could result in changes to the amounts allocated to goodwill and could have a material impact on future depreciation and amortization expense in the combined company's statements of operations.

5G. Deferred Tax

Deferred income taxes have been recognized based on the fair value adjustments of intangible assets. Prior to the Transaction, certain jurisdictions are in unrecognized deferred tax asset (DTA) positions. As a result of the deferred tax liabilities recognized through acquisition accounting, these jurisdictions are expected to be in net deferred tax liability positions, and the pre-Transaction unrecognized DTAs have been offset, based on management's best estimate of availability of those unrecognized DTAs in each of the jurisdictions, against the deferred tax liabilities to ensure appropriate jurisdiction-level net presentation. The increase in deferred tax liabilities (DTL) of US\$16.0 million reflects the preliminary estimate of DTAs and DTLs.

5H. Deferred consideration, non-current

The deferred consideration totaling \$3.1 million was settled by issuing Qoria ordinary shares, which were subsequently exchanged into Aura CDIs pursuant to the Transaction.

Note 6. Financing Adjustments

6A. Private Investment in Public Entity (“PIPE”)

In connection with the Transaction, the combined company is expected to raise \$100.0 million in private investment in public entity (“PIPE”) funds, resulting in a \$100.0 million increase to cash and cash equivalents and a corresponding increase to common stock.

6B. Banc of California

To fund the acquisition of Qoria, on _____, 2026, Aura entered into an amended debt agreement with Banc of California increasing the available borrowing capacity under the credit facility from \$50.0 million to \$100.0 million. As part of this amended credit facility, \$28.4 million is expected to be drawn down to fund working capital requirements.

6C. Qoria Debt Repayment

Qoria's outstanding existing borrowing under its AshGrove Facility Agreement is assumed to be extinguished upon consummation of the Scheme, including principal of \$32.0 million, capitalized interest of \$4.0 million, accrued interest of \$0.6 million and unamortized transaction costs of \$3.8 million. There is also an early repayment fee of \$6.5 million resulting in a total decrease in cash and cash equivalents of \$43.1 million.

In connection with the extinguished debt, an adjustment for \$4.8 million of historical interest expense is reflected in the unaudited pro forma statement of operations.

Also, in connection with the Transaction, Aura loaned A\$10 million (\$7.2 million) to Qoria in 2026, which will be eliminated as part of purchase accounting.

Note 7. Loss Per Share

Basic pro forma loss per share is calculated using net loss attributable to the combined company divided by the weighted-average shares outstanding during the period, including shares issued as consideration transferred for the Acquisition. Diluted pro forma loss per share is calculated using net loss attributable to Aura divided by the weighted-average number of shares outstanding during the period, including shares issued as consideration transferred for the Acquisition, adjusted to give effect to potentially dilutive securities. The table below presents the computation of pro forma basic and diluted loss per share for Aura):

	For the Year Ended December 31, 2025
Loss per Share	
Numerator:	
Net loss (in millions).....	(210.6)
Denominator:	
Weighted average shares-basic and diluted.....	228,634,531
Loss per share:	
Basic and Diluted.....	<u>(0.92)</u>

Options and other potentially dilutive ordinary shares outstanding during the period have not been taken into account in the calculation of the weighted-average number of ordinary shares as they are considered anti-dilutive.

The computation of weighted-average shares in the pro forma loss per share calculation includes the following: (1) 29.5 million historical Aura common shares, (2) 97.0 million Aura preferred stock converted to common shares, (3) 20.1 million shares issued as part of the PIPE funds, (4) 78.2 million Aura shares issued in exchange for 1,361.9 million Qoria shares, (5) 0.7 million Aura shares issued in exchange for 11.7 million Qoria deferred consideration rights, (6) 2.5 million shares for the exercise of other dilutive securities, and (7) 0.6 million shares for vested performance rights.