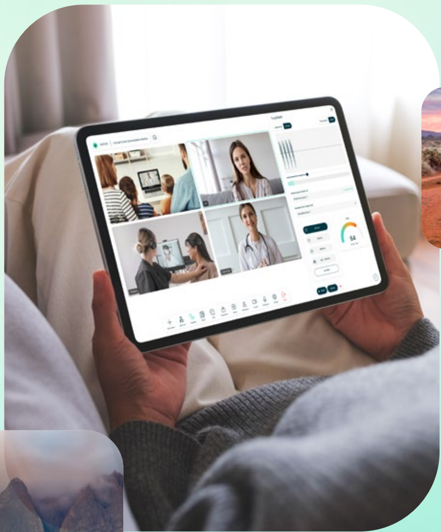
visionflex group

ANNUAL REPORT **2026**






VISIONFLEX GROUP LIMITED
ABN 25 138 897 533

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Visionflex Group empowers health practitioners globally with cutting edge technologies.

Visionflex proprietary software and hardware connect a range of third-party medical devices to empower practitioners to deliver world class virtual care.

Chair's Report

Dear Shareholders,

Last year, I opened the Chair Report by stating that being a Director of an ASX Listed Company at this end of the market is not for the faint hearted. Whilst that is still the case, this year I'd like to add that this task is made far less daunting when you work with such a capable, dedicated, and responsible team as I have the pleasure of working with at Visionflex. In particular, I'd like to thank Joshua Mundey, our CEO and Managing Director, Michael Kafrouni, our COO and Executive Director, James Aulsebrook, our CFO, and Maria Clemente our Company Secretary from Automic, for their continued discipline and commitment throughout another demanding year for small cap health tech companies on the ASX.

The Remuneration Report should be read in recognition of the work that this small and dedicated team have done this year and my desire to keep them. The Board is also reviewing the structure of our incentive plan so that equity rewards do not produce tax outcomes that are disconnected from the value actually realised.

I will leave Josh to explain most of the financial achievements for FY26 but suffice to say that FY26 was the year in which the teams' hard work and the work put into the strengthening of our balance sheet, began to convert into measurable financial results.

Visionflex generated positive operating cash flow for the first time across the 2nd half of FY26. This was off the back of some important new contracts which included a \$0.8 million statewide agreement with NSW Health and the launch of our unattended access capability with the RFDS. Our current ratio is above 1 for the first time in several years and net assets are close to breakeven which, although modest milestones in absolute terms, are important ones. For the first time in a half-year the business covered its operating costs from its own cash flows.

It is worth pausing to reflect on the journey that has brought Visionflex to this point. Since our merger with 1st Group in FY22, the Board and Management have worked through a demanding, multi-year rebuild, at a time when capital markets have been especially unforgiving of small cap companies still investing for growth.

That rebuild has been deliberate and, at times, difficult. We have progressively reduced Group debt in each of the past several years, reshaped the business toward recurring, subscription-based revenue, and made hard decisions on costs, including the workforce restructure that we completed in February 2026, to bring our cost base in line with a smaller, more focused organisation.

The Board is encouraged by the trajectory of the business and remains focused on converting the momentum of FY26 into a durably funded, cash generative business through FY27 and beyond.

The Board's focus for the year ahead remains disciplined capital allocation, prudent risk management, and ensuring product development continues to track customer needs across aged care, regional primary care, Indigenous health and the resources sector.

In my view, there's far too much multi-coloured tape involved in running businesses in Australia today. I believe businesses operating within free market economies should not engage in or be subjected to Politics or Activism. Company Directors are legally required to act in the best interests of their company and all its shareholders. To that end, you can be rest assured that this is what I focus on, and I hope that is reflected in the way we operate and in our steadily improving results.

On behalf of the Board and Management I'd like to thank you, our shareholders, for your continued support.
We don't take it for granted.

Yours sincerely,

Brook Adcock
Chair

Managing Director & CEO's Report

Dear Shareholders,

FY26 was the year in which Visionflex converted several years of disciplined restructuring into tangible financial results. The clearest measure of that progress is operating cash flow. In Q4 FY26, Visionflex recorded positive operating cash flow, generating $0.7 million of operating cash inflow for the quarter and a positive result across H2 FY26. This was the objective we set ourselves at the start of the year, and the team delivered it.

That outcome did not come from a single large contract. It came from a lower cost base, a higher quality revenue mix, disciplined cash collection and a simpler balance sheet, each of which took deliberate work across the year. My Managing Director and CEO report sets out what was achieved, the areas where further work remains, and the priorities that will guide us through FY27.

FINANCIAL PERFORMANCE

Reported revenue of $4.2 million was 10% below FY25 revenue of $4.7 million. The difference sits in hardware, where several customers placed orders late in the year and requested deferral of delivery into FY27. Those orders remain committed under executed contracts, with the associated revenue expected to be recognised on shipment in line with our revenue recognition policy. The deferral represents a timing difference in revenue recognition.

Beneath that headline, the composition of our revenue continued to improve. Software and support revenue grew 27% to $1.7 million and now represents 41% of total revenue, up from 29% a year ago. Gross margin expanded to 86% from 78%, a direct consequence of that mix shift, and full year customer cash receipts grew 8% to $4.9 million. These are the characteristics of the business we set out to build, a clinical virtual care platform with recurring subscription revenue at its core.

Annual recurring revenue closed the year at $1.95 million which was up 3% on the 30 June 2025 balance. ARR growth was more modest than we had targeted, reflecting a transition we identified during the year in which a number of aged care sites originally funded through Primary Health Network programmes have been moving to customer funded subscriptions. That transition takes time. Supporting our aged care customers through this transition, and retaining them, is the operational priority of the year ahead.

Our underlying EBITDA loss narrowed to $1.6 million from $2.5 million in FY25. The statutory loss after tax was $0.1 million, compared with $3.1 million in the prior year, and includes a $1.6 million non cash fair value gain arising from the conversion of convertible notes at a premium to the prevailing share price during the H1 FY26. The improvement in the underlying result reflects the lower cost base and stronger margin profile described above.

The operating cash outflow for the full year reduced to $1.3 million from $3.2 million, an improvement of $1.9 million, with operating costs down 18%. A workforce restructuring completed in February 2026 focused on back office and administrative functions, reduced our ongoing monthly operating costs by approximately 20%, and is now fully reflected in our run rate. Those changes were made while preserving capability in sales, product and delivery.

The balance sheet is substantially simpler than it was twelve months ago. During the year we converted $3.25 million of convertible notes into equity, completed a 50 for 1 share consolidation approved by shareholders at the 2025 Annual General Meeting and reduced Group borrowings from $2.5 million to $0.6 million. At 30 June 2026 the Company held $1.6 million in cash, with a further $1.05 million available under undrawn facilities, comprising $0.85 million under the convertible note facility provided by our cornerstone investor, Adcock Private Equity, and up to $0.2 million under a research and development funding facility established with Advanced R&D during Q4 FY26. The continued support of Adcock Private Equity, and of our Chairman Brook Adcock, has been central to the recapitalisation of the Company, and I acknowledge it with gratitude.

THE ENVIRONMENT WE OPERATE IN

The case for clinical-grade virtual care strengthened

considerably during FY26, and the policy settings in Australia moved in a direction that supports our strategy. The Aged Care Act 2024 commenced on 1 November 2025, the most significant reform of the sector in nearly three decades, bringing with it the new Support at Home programme for in home care and enforceable rights for older Australians. Residential providers now operate under a sector wide target of 215 care minutes per resident per day, including 44 registered nurse minutes, alongside a requirement for a registered nurse on site around the clock. These obligations apply to a sector experiencing sustained nursing workforce shortages, with the greatest pressure in regional and remote Australia, where a large part of our installed base is located.

Our work with Amplar Health on a joint submission to the Commonwealth, seeking recognition of virtual nursing minutes within the mandated care minutes framework, is directly relevant to this environment. Recognition of clinically supported virtual care within the care minutes framework would strengthen the economics of every aged care deployment and the case for customer funded subscriptions. That work is ongoing and its outcome is not assured, but it reflects the role we believe clinical virtual care can play in the reformed aged care system.

The 2026 Federal Budget committed $2.1 billion over five years to Strengthening Medicare, made Medicare Urgent Care Clinics a permanent national service, supported the national rollout of the 1800MEDICARE 24 hour telehealth service and allocated $745 million to modernise My Health Record, including sharing by default. Sector commentators have observed that measures of this kind have limited practical reach into communities without resident clinicians. Those communities are where our platform is designed to operate, and our unattended access capability, described below, is our most direct response to that gap.

Internationally, the direction of policy is similar. In the United States, Congress extended the Medicare telehealth flexibilities that had been at risk of lapsing through to 31 December 2027, providing reimbursement certainty for home based and remote care. We continue to approach the US market carefully given tariff and customs considerations for Australian manufactured hardware, while progressing the opportunities in front of us through partners such as OnMed and our West Coast channel. Our reseller relationship in Spain and Latin America also progressed, with our examination camera continuing to move through medical device registrations in several markets.

CUSTOMERS & PARTNERSHIPS

FY26 was a year of broadening enterprise and government engagement. In Q4 FY26, we secured a $0.8 million contract with NSW Health to supply clinical hardware for its statewide Remote Patient Monitoring Digital Uplift initiative, our first statewide engagement with a public health system. We also secured $0.3 million in new contracts with the Royal Flying Doctor Service SA/NT, comprising subscription upgrades across 12 existing facilities, expansion into a further eight locations, and development of our unattended access capability, for which RFDS SA/NT is the first customer. Discussions are underway on expansion into further RFDS jurisdictions.

In residential aged care, our partnership with Amplar Health, part of Medibank, continued to scale through the Commonwealth funded virtual nursing programme, with paid deployments growing from 10 to 30 facilities across the year. BlueCare Queensland renewed 26 facilities during the year at uplifted subscription pricing, which reflects both strong retention and the value customers place on the platform. We secured new contracts with Western NSW and Healthy North Coast Primary Health Networks, and with Origin Energy in the resources sector, extending a footprint that already includes BHP across 13 medical centres and a helicopter emergency medical service aircraft.

Our work in Aboriginal and Torres Strait Islander health remains among the most important things we do. During the year we secured six new virtual care deployments across Aboriginal Community Controlled Health Organisations, including a first of its kind remote mobile clinic with Urapuntja Health Service in the Northern Territory. At Urapuntja, delivered in partnership

Managing Director & CEO's Report *(cont.)*

with Aspen Medical as the contracted GP provider, local nurses lead examinations using our diagnostic peripherals while remote doctors assess and plan treatment, for a community whose members might otherwise travel up to eight hours to see a GP. Urapuntja has also completed its first Medicare Benefits Schedule 715 health assessment through the platform, connecting the clinical model to the funding model. Our partnership with Aspen Medical extended beyond Indigenous health during the year, including our role as a subcontractor in the delivery of health services to the Australian Defence Force.

PRODUCT & PLATFORM

In Q4 FY26, we launched our unattended access capability, which I regard as the most significant product development in the history of the Company. For the first time, a clinician can lead a complete consultation and operate clinical examination devices remotely with no operator required at the patient end. This opens deployment in settings that were previously not viable for diagnostic virtual care, including unstaffed clinics, remote resources operations and after hours aged care. RFDS SA/NT is the first customer, with network deployment beginning in Q1 FY27, and we are progressing interest from other remote and rural operators.

Earlier in the year we extended the platform into the growing in home care sector with a dedicated home care offering, which aligns with the Support at Home reforms, and we introduced Enablement Services and Training, a new commercial offering that structures customer onboarding and supports deeper utilisation across care teams. Utilisation is the leading indicator of renewal, and this offering is designed to support it. Alongside these launches, we approved a twelve month development roadmap across both the video consultation component and the clinical data component of the Visionflex platform, with a focus on interoperability, user experience and integration readiness for larger scale enterprise deployments.

PEOPLE & CULTURE

Technology alone does not build enduring companies. The restructuring we completed in February 2026 was necessary, and it affected colleagues who had contributed to the Company with commitment and care. I acknowledge that, and I thank them. We made the decision to align our cost base with our strategic priorities while protecting capability in sales, product and delivery, and our team has responded with real dedication.

Our values of collaboration, integrity, simplicity, innovation, accountability and transparency, and a relentless focus on the customer, continue to define how we work. They are evident in how a small team supported a statewide health system deployment, a Commonwealth virtual nursing programme and a remote mobile clinic in the same year.

PRIORITIES FOR FY27

We enter FY27 with a materially lower cost base, improved cash generation and a growing pipeline of enterprise opportunities. Our priorities are clear:

1. Support and retain our aged care customers as Primary Health Network funded subscriptions transition to customer funded arrangements;
2. Convert the enterprise pipeline built through FY26 into executed contracts, including further deployments across aged care, public health and resources, and deliver the hardware orders deferred from the fourth quarter;
3. Scale the unattended access capability beyond its first deployment with RFDS SA/NT into additional remote, rural and unstaffed settings;
4. Continue to grow recurring subscription revenue as a share of total revenue, supported by the pricing model work under way;
5. Maintain the cost discipline and operating cash generation achieved in the second half of FY26.

Managing Director & CEO's Report *(cont.)*

FUNDING & RISK

FY26 was the year our multi-year rebuild began to show through in the numbers, with the second half cash generative. We remain reliant on our funding facilities with Adcock Private Equity and Advanced R&D while a portion of our aged care subscriptions transitions from Primary Health Network funded to customer funded arrangements through FY27, a transition the Board and management are managing closely. As with any business serving enterprise and government customers, the timing of contract execution and hardware delivery will continue to influence the profile of revenue between periods.

CLOSING

Visionflex exists to bridge gaps in healthcare access, whether across remote communities, aged care facilities, mining and resources sites, defence settings or family homes. The reforms now reshaping Australian health and aged care, and the workforce pressures behind them, make that mission more relevant than it has ever been.

To our employees, thank you for your commitment and your ingenuity through a demanding year. To our customers, thank you for trusting Visionflex in the moments that matter most to the people in your care. To our partners at Amplar Health, Aspen Medical, the Royal Flying Doctor Service, NSW Health and across the Primary Health Network and Aboriginal Community Controlled Health sectors, thank you for building with us. And to you, our shareholders, thank you for backing our mission and for your continued support as we build a sustainable Company.

We are building a stronger, more disciplined organisation. Together, we are moving closer to sustainable growth and profitability, while making a real difference in healthcare delivery across Australia and beyond.

Sincerely,

Joshua Mundey
Managing Director & CEO - Visionflex Group Limited

Directors' Report

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'Group') consisting of Visionflex Group Limited (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2026.

DIRECTORS & COMPANY SECRETARY

The following persons were Directors and the Company Secretary of Visionflex Group Limited during the whole of the financial year and up to the date of this report, unless otherwise stated:

Brook Adcock Non-Executive Director and Chair

Joshua Mundey Managing Director and Chief Executive Officer

Michael Kafrouni Executive Director and Chief Operating Officer

Maria Clemente Company Secretary

INFORMATION ON DIRECTORS

Names, qualifications, experience & special responsibilities

Brook Adcock

NON-EXECUTIVE DIRECTOR & CHAIR

Qualifications: BSc, MAICD

Other current directorships: None

Former directorships (last 3 years): Income Asset Management Group Limited (ASX: IAM) (resigned 13 May 2024)

Special responsibilities: None

Interests in shares: 19,825,262 ordinary shares

Interests in options: None

Interest in performance rights: None

Brook is a leading Entrepreneur and Private Investor in Australia, as Executive Chairman of his own Private Equity House, Adcock Private Equity.

Adcock Private Equity has very strong positions in listed and unlisted companies across sectors such as Fintech, Healthtech and Legaltech where Brook invests and follows on regularly into companies that add value to all market participants.

Brook's investment mandate has a strong ethical tilt and he is a high conviction investor.

Brook was the owner of Pandora Jewellery, building it to the brand we see today. He has been actively involved in many other successful businesses, both directly at the executive or board level, and through investment of his own capital.

Joshua Mundey

MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER

Qualifications: None

Other current directorships: None

Former directorships (last 3 years): None

Special responsibilities: None

Interests in shares: 2,285,024 ordinary shares

Interests in options: 96,250 options

Interest in performance rights:
602,221 performance rights

Interest in service rights:
540,000 service rights

Joshua has over 15 years' experience in financial services and healthcare working in executive leadership roles at American Express, Investec Bank and most recently as the Co-Founder and Chief Growth Officer of healthcare lender Credabl.

With a strong background in sales & marketing strategy, product development and strategic partnerships, Joshua has an in-depth understanding of the Australian healthcare industry and the start-up landscape.

INFORMATION ON DIRECTORS *(cont.)*

Michael Kafrouni

EXECUTIVE DIRECTOR & CHIEF OPERATING OFFICER

Qualifications: Bachelor of Laws (L.L.B) - University of Melbourne, Australian Lawyer

Other current directorships: None

Former directorships (last 3 years): None

Special responsibilities: None

Interests in shares: 937,500 ordinary shares

Interests in options: 62,500 options

Interest in performance rights: 255,058 performance rights

Interest in service rights: 270,000 service rights

Michael is a qualified lawyer and has over 15 years' experience as a senior executive in multinational organisations in health, pharmaceutical, legal and accounting sectors including Althea Group Holdings Limited, CPA Australia Ltd and DLA Piper LLC.

Michael brings extensive multi-jurisdictional experience in commercial, operations, strategic partnerships and legal across start-ups and listed entities.

COMPANY SECRETARY

Maria Clemente has been the company secretary of Visionflex Group since 1 May 2024.

Maria is a corporate governance and compliance expert with 15 years of experience in corporate advisory. Prior to accepting appointments as an outsourced Company Secretary, Maria was a senior listings adviser at the ASX where she had extensive involvement in the oversight of listed entities in the information technology, telecommunications, consumer services and agriculture sectors, and demonstrated solid understanding of the listing rules and their application to capital raisings, mergers and acquisitions and other corporate transactions. Maria currently advises several ASX-listed entities and private companies and manages all levels of company secretarial compliance.

Maria is admitted as a lawyer in New South Wales and spent a decade in corporate restructure and turnaround as a senior manager, with specialist experience in conducting formal insolvency appointments, as well as in the areas of commercial disputes, succession, Corporations Act and partnership matters.

DIRECTORS INTERESTS IN SHARES, OPTIONS & PERFORMANCE RIGHTS OF THE GROUP

As at the date of this report, the interests of the Directors in shares, options, performance rights and service rights over the Group was as follows:

	ORDINARY SHARES	OPTIONS OVER ORDINARY SHARES	PERFORMANCE RIGHTS OVER ORDINARY SHARES	SERVICE RIGHTS OVER ORDINARY SHARES
Brook Adcock	19,825,262	-	-	-
Joshua Mundey	2,285,024	96,250	602,221	540,000
Michael Kafrouni	937,500	62,500	255,058	270,000
	23,047,786	158,750	857,279	810,000

DIVIDENDS & SHAREHOLDER RETURNS

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

PRINCIPAL ACTIVITIES

During the financial year the principal continuing activities of the Group consisted of the provision of healthcare, telehealth, and remote diagnostic solutions into both local and international markets.

REVIEW OF OPERATIONS – OPERATING FINANCIAL REVIEW

The Group's overall financial performance for FY26 was an after tax loss of $0.1 million. This compared to the $3.1 million after tax loss generated in the comparative FY25 period.

The Group reported consolidated revenue from continuing operations of $4.2 million for FY26, compared to $4.7 million in the prior corresponding period (FY25). While total revenue declined by 10%, the Group achieved strong growth in its recurring software and support (SaaS) revenue, which increased by 27% year-on-year to $1.7 million. This represented 41% of total revenue in FY26, up from 29% in FY25, reflecting the Group's strategic focus on growing its subscription-based revenue streams.

Hardware revenue recognised in FY26 totalled $2.3 million, a decrease of $0.5 million compared to FY25. This shift in revenue mix towards higher recurring SaaS income supports the Group's long-term strategy to build a more predictable and resilient revenue base, reducing reliance on large one-off hardware orders and improving the quality and visibility of future earnings.

The underlying normalised EBITDA loss for the year ended 30 June 2026 was $1.6 million (2025: $2.5 million loss) which has been determined as follows:

REVIEW OF OPERATIONS – OPERATING FINANCIAL REVIEW *(cont.)*

	CONSOLIDATED	
	30 JUNE 2026 $	30 JUNE 2025 $
Loss before income tax benefit from continuing operations	(596,219)	(3,731,804)
Add back: non cash expenses		
Depreciation and amortisation expense	55,831	71,157
Share based payments expense	318,403	638,429
Total non-cash expenses	374,234	709,586
Add back: Legacy Stock Inventory write down	-	251,835
Add back: Fair value gain on conversion of convertible notes	(1,625,006)	-
Add back: Restructuring costs	51,527	4,038
Add back: Other non operating costs	7,132	6,189
Add back: Finance costs	157,040	291,893
Normalised underlying EBITDA loss for the year	**(1,631,292)**	**(2,468,263)**

Normalised underlying EBITDA is a financial measure which is not prescribed by the Australian Accounting Standards (AAS) and represents profit/loss under AAS adjusted for specific items. The table above summarises key items between the statutory loss after tax and normalised underlying EBITDA.

Normalised underlying EBITDA has not been subject to any specific review procedures by our auditor however it has been extracted from the accompanying audited financial report.

FINANCIAL POSITION

The Group had a closing 30 June 2026 cash balance of $1.6 million, a decrease of $0.3 million since 30 June 2025 (cash balance: $1.9 million). The total receipts from customers for FY26 was $4.9 million, an 8% increase from the $4.5 million received in FY25. The Group's operating cash outflows for FY26 was $1.3 million, as compared to the $3.2 million outflow in FY25. Including unused finance facilities, the Group had access to $2.7 million of cash and funding as at 30 June 2026.

The Group was in a net liability position of $0.014 million as at 30 June 2026 (improved by $1.8 million from the net liability position of $1.8 million as at 30 June 2025), with assets held of $3.1 million (30 June 2025: $3.4 million) and liabilities owed of $3.1 million (30 June 2025: $5.2 million). Included in the liabilities owed balance is $0.15 million of converting notes and $1.5 million of contract liabilities which once performance obligations are met will be recognised as revenue.

The Group's working capital position at 30 June 2026 was $0.1 million ($0.4 million working capital deficit as at 30 June 2025), with current assets of $3.0 million (30 June 2025: $3.3 million) and current liabilities $2.9 million (30 June 2025: $3.7 million).

RISK MANAGEMENT

The Group recognises that effective risk management is fundamental to achieving its strategic objectives and protecting shareholder value. The Group maintains a structured risk management framework designed to identify, assess, monitor and manage risks arising from its operations and strategic activities.

The Board is responsible for overseeing the Group's risk management framework, determining the Group's risk appetite, and monitoring the effectiveness of internal controls and compliance processes. Responsibility for day to day identification, assessment and management of risks has been delegated to Executive Management, with oversight by the Board.

The Group has the following risk management controls embedded in the Group's management and reporting system:

- A comprehensive annual insurance program. This program is run by the Chief Financial Officer with the assistance of a leading qualified external broker;
- Annual Strategic and operational business plans; and
- Annual budgeting and forecasting, along with monthly forecasting and system evaluation, facilitate the monitoring of performance against expected targets and the assessment of trends.

During the financial year, the Executive Management Team and the Board continued to monitor the Group's material risks through regular reporting and review processes. The principal risks identified and monitored during the year are outlined below:

Commercialisation: The Group's future growth depends on the successful commercialisation and adoption of its products and services by customers, distributors and strategic partners.

Sufficiency of funding: The Group continues to require sufficient funding to support operations until sustainable positive operating cash flows are achieved. Failure to secure adequate funding when required could adversely affect the Group's operations and growth plans.

Product quality and performance: The Group's hardware or software may experience defects, failures or performance issues that could adversely affect customer satisfaction, regulatory compliance and the Group's reputation.

Material customer contracts: The Group has entered into various material contracts for its products. A breach, termination, or non-renewal of these material customer contracts or loss of business may have a material adverse effect on the Group's future financial position, brand and reputation and financial performance and therefore the value of its securities.

Cybersecurity: The Group relies on secure information systems, cloud infrastructure and telecommunications networks. Cybersecurity incidents, data breaches or service disruptions could adversely affect operations, customers and regulatory compliance.

Intellectual property and technology development: Certain elements of the Group's intellectual property are protected through patents, copyright, trademarks and confidential know how. There is a risk that these protections may prove insufficient or that third parties may challenge or infringe the Group's intellectual property.

Supply chain risk: Any significant interruption or negative change in the availability or economics of the Group's supply chain for key inputs could materially impact its business, its financial position, financial performance and/or prospects.

Foreign exchange: As the Group looks to grow in the future internationally, changes in exchange rates can impact the value of revenue, expenses, assets, liabilities when those components are denominated in foreign currencies through either transaction or translation risk.

Regulatory and compliance: The Group operates in a highly regulated environment as the regulatory sponsor, manufacturer and distributor of medical devices in Australia and selected international markets. The Group is required to maintain compliance with applicable regulatory requirements, including those of the Therapeutic Goods Administration (TGA), the United States Food and Drug Administration (FDA), and applicable international quality management standards such as ISO 13485 and the Medical Device Single Audit Program (MDSAP). Failure to maintain regulatory approvals, certifications or compliance with applicable laws, standards and quality requirements could adversely affect the Group's ability to manufacture, market and supply its products, resulting in financial, operational and reputational impacts.

Reliance on key personnel: The Group's ability to be productive, profitable and competitive and to implement planned growth initiatives depends on the continued employment and performance of a relatively small number of senior executives and other key members of management. The performance of the Group also depends on its ability to attract and retain skilled workers with relevant industry and technical experience.

Dependence on key suppliers: The Group currently has strategic business relationships with suppliers that it relies upon for key parts of its business activities. Some of these

RISK MANAGEMENT (cont.)

relationships are in countries which may be subject to geopolitical risks, such as China and Taiwan.

Strategic: Strategic risk arises from changes in market conditions, customer demand, technology, competitive dynamics or execution of the Group's strategic initiatives, which could affect future growth and shareholder value.

Competition: The Group competes with other domestic and international businesses in its industry. The Group is potentially much smaller and less well-resourced than some of these competitors. The Group may face more competition from new or existing market players who offer similar products and services to the Group's current or potential clients at a lower price or who are larger and better capitalised.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

(1) Conversion of Convertible Notes

In November 2025, following approval by shareholders at the Company's Annual General Meeting, the Company converted $3.25 million of convertible notes and accrued interest held with cornerstone shareholder investors, John Plummer and Adcock Private Equity into 812,503,033 (equivalent to 16,250,061 after the 50:1 share consolidation) ordinary shares at a 100% premium, in accordance with the contractual terms of the relevant debt facility agreements.

On conversion, the carrying value of the convertible notes and accrued interest extinguished exceeded the fair value of the equity instruments issued. In accordance with AASB 9 Financial Instruments, the difference has been recognised as a gain on extinguishment of financial liabilities in profit or loss for the period.

The fair value of the equity instruments issued was determined by reference to the Company's share price at the conversion date, adjusted for the specific conversion terms of the convertible notes.

The conversion terms, including the conversion price (represented a 100% premium to the prevailing market price), was applied consistently across both participating DFA holders. These DFA holders included both related and non-related parties.

One of the converting DFA holders was a director of the Company and is therefore a related party. The director's conversion occurred under the same contractual terms and conditions as those applicable to other DFA holder and was not renegotiated or varied as part of the conversion process. Accordingly, the director is considered to have acted in their capacity as a creditor rather than as an owner.

Based on the above, the conversion of the convertible notes has been accounted for as an extinguishment of financial liabilities, with the resulting gain recognised in profit or loss rather than directly in equity.

The following amounts were recognised in respect of the conversion of convertible notes during the period:

Carrying value of convertible notes and accrued interest extinguished	3,250,012
Fair value of equity instruments issued	1,625,006
Fair value gain on conversion of convertible notes	1,625,006

Further details of related party transactions are disclosed in Note 25.

(2) Share Consolidation

Subsequent to approval by shareholders at the Company's 2025 Annual General Meeting, the Company implemented a share consolidation on the basis of one (1) ordinary share for every fifty (50) ordinary shares held. Options and performance rights were consolidated on the same basis. The share consolidation was effective from 25 November 2025.

Collectively, the share consolidation and the conversion of the convertible notes significantly simplified the Company's capital structure, strengthened its balance sheet and enhanced the presentation of its capital structure. These initiatives position the Group on a stronger capital base to support its future growth strategy and improve comparability and transparency for shareholders and other stakeholders.

(3) Conversion of Performance Rights

During the year ended 30 June 2026, the following performance rights were converted to ordinary shares:

DATE	PERFORMANCE RIGHTS CONVERTED	PERFORMANCE RIGHTS CONVERTED (POST SHARE CONSOLIDATION)
29 September 2025	11,287,466	225,749
30 October 2025	134,662,534	2,693,251
3 February 2026 (1)	36,110	36,110
31 March 2026 (1)	44,444	44,444
26 June 2026 (1)	36,667	36,667
	146,067,221	3,036,221

(1) Performance rights were converted after the one (1) ordinary share for every fifty (50) ordinary shares share consolidation.

(4) Issuance of Performance Rights and Service Rights

In November 2025, 63,000,000 of performance rights (after 50:1 consolidation, equivalent to 1,260,000) and 40,500,000 of service rights (after 50:1 consolidation, equivalent to 810,000) were issued.

(5) Cancellation of Performance Rights

In September 2025, 1,000,000 performance rights were cancelled (after 50:1 consolidation, equivalent to 20,000). In March 2026, 280,000 performance rights were cancelled.

(6) Cancellation of Options

In January 2026, 10,290,002 options were cancelled.

(7) Workforce Restructuring

In February 2026, the Group undertook a workforce restructuring initiative focused on back office functions and administrative cost rationalisation. The restructure was implemented to better align the Group's cost base with its strategic priorities and operating requirements, resulting in an approximately 20% reduction in ongoing monthly operating costs.

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

Directors' Report *(cont.)*

MATTERS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

In July 2026, the Group repaid $75,000 of the Debt Facility Agreement funding provided by Adcock Private Equity. The repayment reflects the Group's ongoing management of its capital structure and is expected to reduce future interest costs.

No other matters or circumstances have arisen since 30 June 2026 that have significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Information on likely developments in the operations of the Group and the expected results of operations have been included in the Report from the Chair and the Report from the Managing Director and CEO.

SUSTAINABILITY & ESG

The Group is currently not subject to any significant environmental regulation under Australian Commonwealth or State law. This includes the mandatory climate-related financial disclosure requirements introduced under Chapter 2M of the Corporations Act 2001 and the accounting standards, which are being phased in for reporting entities across three groups based on revenue, gross asset and employee thresholds. The Group's size is currently well below the thresholds applicable to all three groups, including Group 3, and it is therefore not currently required to prepare a sustainability report.

The Group however is committed to integrating ESG principles into our operations, recognising their importance to long-term sustainability. While we have made some initial progress in implementing initiatives, it is still early in the process, and we are not yet in a position to quantify the full impact. We will continue to refine our approach and provide updates as we advance sustainability initiatives and practices.

MEETINGS OF DIRECTORS

The number of meetings of the Company's Board of Directors ('the Board') and of each Board committee held during the year ended 30 June 2026, and the number of meetings attended by each Director were:

	FULL BOARD		NOMINATION & REMUNERATION COMMITTEE		AUDIT & RISK COMMITTEE	
	ATTENDED	HELD	ATTENDED	HELD	ATTENDED	HELD
Brook Adcock	9	9	–	–	–	–
Joshua Mundey	9	9	–	–	–	–
Michael Kafrouni	9	9	–	–	–	–

Held: represents the number of meetings held during the time the Director held office or was a member of the relevant committee.

Following a Board restructure in February 2025, the Board considered that there were no efficiencies or other benefits to be gained by continuing to operate a separate Audit and Risk Committee and a separate Nomination and Remuneration Committee.

Accordingly, the full Board performs the duties and responsibilities of the Committee in accordance with the Audit and Risk Committee Charter (Charter), which include but are not limited to independently verifying and safeguarding the integrity of the Company's corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

SHARES UNDER OPTION

Unissued ordinary shares of Visionflex Group Limited under option at the date of this report are as follows:

GRANT DATE	EXPIRY DATE	EXERCISE PRICE	NUMBER UNDER OPTION
25/06/2021	30/11/2026	$1.10	10,400
22/05/2025	22/05/2027	$0.50	2,916,665
22/05/2025	08/10/2027	$0.50	200,000
			3,127,065

The number of options and related exercise prices presented in the table above have been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

No person entitled to exercise the options had or has any right by virtue of the option to participate in any share issue of the Company or of any other body corporate.

SHARES UNDER PERFORMANCE RIGHTS & SERVICE RIGHTS

Unissued ordinary shares of Visionflex Group Limited which can be converted from performance or service rights as at the date of this report are as follows:

GRANT DATE	VESTING DATE	NUMBER OF PERFORMANCE/ SERVICE RIGHTS	SHARE PRICE HURDLE ($)*	EXPIRY DATE	FAIR VALUE PER RIGHT AT GRANT DATE ($)*
1 December 2023	1 December 2023	131,276	0.45	16 December 2028	0.5000
1 December 2023	19 May 2024	287,857	0.70	21 December 2026	0.4750
1 December 2023	29 June 2024	340,078	0.70	16 December 2028	0.4900
1 December 2023	21 March 2025	222,855	1.75	21 December 2026	0.3650
1 December 2023	29 August 2025	410,927	1.75	16 December 2028	0.4350
4 September 2024	4 September 2025	56,000	N/A	4 September 2029	0.2000
4 September 2024	4 September 2025	130,000	N/A	4 September 2029	0.2000
19 November 2025	19 November 2026	1,060,000	N/A	24 November 2030	0.1000
19 November 2025**	19 November 2026	810,000	N/A	24 November 2030	0.1000
	Total	3,448,993			

* The number of performance rights and the number of Service rights presented has been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

** Service rights.

Neither performance rights nor service rights carry any dividend or voting rights.

Directors' Report *(cont.)*

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SHARES ISSUED ON THE EXERCISE OF OPTIONS

There were no ordinary shares of Visionflex Group Limited issued on the exercise of options during the year ended 30 June 2026 and up to the date of this report.

SHARES ISSUED ON THE EXERCISE OF PERFORMANCE RIGHTS OR SERVICE RIGHTS

In September 2025, 11,287,466 performance rights which vested were converted to ordinary shares (225,749 after 50:1 share consolidation). In October 2025, 134,662,534 performance rights which vested were converted to ordinary shares (2,693,251 after 50:1 share consolidation). In February 2026, 36,110 performance rights which vested were converted to ordinary shares. In March 2026, 44,444 performance rights which vested were converted to ordinary shares. In June 2026, 36,667 performance rights which vested were converted to ordinary shares.

The number of performance rights presented has been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

INDEMNITY & INSURANCE OF OFFICERS

The Company has indemnified the Directors and executives of the Company for costs incurred, in their capacity as a Director or executive, for which they may be held personally liable, except where there is a lack of good faith.

During the financial year, the Company paid a premium in respect of a contract to insure the Directors and executives of the Company against a liability to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

INDEMNITY & INSURANCE OF AUDITOR

The Company has not, during or since the end of the financial year, indemnified or agreed to indemnify the auditor of the Company or any related entity against a liability incurred by the auditor.

During the financial year, the Company has not paid a premium in respect of a contract to insure the auditor of the Company or any related entity.

PROCEEDINGS ON BEHALF OF THE COMPANY

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

CORPORATE GOVERNANCE STATEMENT

The directors and management are committed to high standards of corporate governance. The Corporate Governance Statement sets out our commitment to best practice corporate governance in compliance with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ("Recommendations"), to the extent appropriate for the size and nature of the Group's operations. The Corporate Governance Statement can be found on the Company's website:

https://www.vfx-group.com/investor-reports

VIEW THE STATEMENT →

NON-AUDIT SERVICES

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 23 to the financial statements.

The Directors are satisfied that the provision of non-audit services during the financial year, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

The Directors are of the opinion that the services as disclosed in note 23 to the financial statements do not compromise the external auditor's independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed and approved to ensure that they do not impact the integrity and objectivity of the auditor; and
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 Code of Ethics for Professional Accountants issued by the Accounting Professional and Ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or decision-making capacity for the Company, acting as advocate for the Company or jointly sharing economic risks and rewards.

AUDITOR

PKF(NS) Audit & Assurance Limited Partnership continues in office in accordance with section 327 of the *Corporations Act 2001*.

AUDITOR'S INDEPENDENCE DECLARATION

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

OFFICERS OF THE COMPANY WHO ARE FORMER PARTNERS OF PKF(NS) AUDIT & ASSURANCE LIMITED PARTNERSHIP

There are no officers of the Company who are former partners of PKF(NS) Audit & Assurance Limited Partnership.

Directors' Report - Remuneration Report

REMUNERATION REPORT (AUDITED)

The directors present Visionflex Group Limited's (the "Group") remuneration report for the year ended 30 June 2026. The remuneration report is prepared in accordance with section 300A of the *Corporations Act 2001* and has been audited as required by section 308(3C) of the *Corporations Act 2001*.

The remuneration report outlines the key aspects of the Group's remuneration policy, framework and remuneration awarded for the Group's Key Management Personnel ('KMP').

KMP are defined as those persons having the authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors and the Executive Leadership Team being the Chief Executive Officer, Chief Financial Officer and Chief Operating Officer.

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

- Section 1: Directors and other KMP
- Section 2: Remuneration Governance Framework
- Section 3: Remuneration Structure
- Section 4: Remuneration of KMP
- Section 5: Relationship between remuneration and Visionflex Group Limited's performance
- Section 6: Voting and comments made at the Company's 2025 Annual General Meeting
- Section 7: Details of share-based compensation
- Section 8: Holdings of KMP
- Section 9: Transactions with Directors and KMP

Section 1

DIRECTORS & OTHER KMP

Non-Executive Directors

Brook Adcock
Non-Executive Director and Chair – Not Independent

Executive Leadership Team (Executives)

Joshua Mundey
Managing Director and Chief Executive Officer

Michael Kafrouni
Executive Director and Chief Operating Officer

James Aulsebrook
Chief Financial Officer

Section 2

REMUNERATION GOVERNANCE FRAMEWORK

Following the Board restructure in February 2025, it was considered that no efficiencies or other benefits would be gained by continuing to operate a separate Remuneration and Nomination Committee having regard to the size of the Board. Accordingly, the full Board performs the duties and responsibilities of the Committee in accordance with the Remuneration and Nomination Committee Charter (Charter), which include but are not limited to addressing board succession issues and ensuring that the board has the appropriate balance of skills, knowledge, experience, independence and diversity.

The Board was responsible for determining, reviewing, and recommending remuneration arrangements for the Group's Directors and Executive Leadership Team. The Committee plays a key role in ensuring that remuneration practices are aligned with the Group's strategic objectives and support long-term value creation for shareholders.

The Board recognises that the performance and success of the Group are directly influenced by the capability, experience, and effectiveness of its Directors and Executive Leadership Team. As such, the Group's remuneration philosophy is designed to attract, retain, and motivate high-calibre individuals who demonstrate strong leadership, uphold the Group's values, and consistently deliver high performance.

Remuneration structures are benchmarked against industry standards and are designed to provide a balance of fixed and variable components that reward both short-term achievements and sustained long-term performance.

Members of the Remuneration and Nomination Committee are appointed, removed and/or replaced by the Board.

A copy of the Nomination and Remuneration Committee's charter is included on the Company's website: https://www.vfx-group.com/investor-reports

The Board, annually reviews and evaluates the appropriateness of the remuneration for Directors and Executive Leadership Team, taking into account both the Group's performance and external market conditions.

The key objectives of the review process are:

1. To maximise stakeholder benefit by retaining a high-calibre Board and Executive Leadership Team;
2. To ensure alignment with the company's strategic priorities aimed at enhancing shareholder value;
3. To maintain a transparent and easily understood remuneration structure;
4. To ensure the remuneration framework is acceptable to all shareholders.

Use of remuneration consultants

In July 2025, the Board engaged Catalina Consultants, an outsourced HR firm, to undertake an independent review of the Group's executive remuneration and Chair director fee structure.

The purpose of the review was to provide market-based insights and recommendations on appropriate base salary and incentive arrangements, taking into account the size and complexity of the Group, as well as the experience and responsibilities of the Executive Leadership Team and the Chair.

Catalina Consultants were paid $4,850 for this engagement and provided an Independent Remuneration Report outlining benchmarked remuneration ranges.

The remuneration levels for the Executive Team in FY25, including base salaries and short-term incentive eligibility, were within the ranges recommended in the report.

That Independent Remuneration Report was used when the Board completed the FY27 remuneration review that was undertaken by the Board in July 2026 to ensure that remuneration decisions remain aligned with market practice and support the attraction and retention of high-performing leaders.

Section 3

REMUNERATION STRUCTURE

In accordance with best practice Corporate Governance, the structure of Non-executive directors and Executive Leadership Team remuneration is separate and distinct.

NON-EXECUTIVE DIRECTORS' REMUNERATION

Fees and payments to Non-Executive Directors reflect the demands and responsibilities of their roles. Non-Executive Directors' fees and payments are reviewed annually by the Remuneration and Nomination Committee. The Remuneration and Nomination Committee may, from time to time, receive advice from independent remuneration consultants to ensure Non-Executive Directors' fees and payments are appropriate and in line with the market. The Chair's fees are determined independently to the fees of other Non-Executive Directors based on comparative roles in the external market. Non-Executive Directors may receive shares and performance rights as part of their remuneration.

ASX listing rules require the aggregate Non-Executive Directors' remuneration be determined periodically by a general meeting. The aggregate Non-Executive Directors' remuneration has not changed since the initial company listing in June 2015, where the initial constitution outlined a maximum annual aggregate remuneration of $500,000 per annum, excluding salaries of Executive Directors.

The annual Non-Executive Directors' fees for the year ended 30 June 2026 were $70,000 plus statutory superannuation to the Chair and $50,000 for other Non-Executive Directors.

Non-Executive Directors are eligible to receive share-based payments in the form of share options and performance rights in recognition of increased shareholder value as considered appropriate by the Board. The key terms of the share-based payments are subject to shareholder approval in accordance with ASX listing rules.

In addition to their annual remuneration, the Directors may also be reimbursed for expenses properly incurred by them in connection with the affairs of the Group including travel and other expenses. Non-Executive Directors may be paid such additional or special remuneration as the Board decide is appropriate where a Director performs extra work or services which are not in the capacity as Director. Directors are not currently entitled to any additional remuneration for time spent in connection with acting as a member of any committee of the Board.

There are no retirement benefit schemes for Directors, other than statutory superannuation contributions where applicable.

EXECUTIVE REMUNERATION

The Group structures executive remuneration around a simple test: reward should follow performance, and performance should be measured against the outcomes that matter to shareholders. Remuneration for Key Management Personnel is set by the Board using a combination of fixed and at risk components, with the at risk portion only realised where the Group meets defined strategic and financial targets.

In designing and overseeing this framework, the Committee applies the following principles:

- **Market competitiveness** - Packages are set with reference to comparable roles in the market, sufficient to attract and retain executives capable of leading the Group through its next phase of growth, without exceeding what the size and complexity of the business justifies.
- **Performance linkage** - Variable reward is tied to clear, pre-determined targets rather than tenure or discretion, so that outcomes for executives track the outcomes delivered for the Group.
- **Shareholder alignment** - Reward is weighted toward sustained value creation, including economic profit, share price performance, and returns on capital, alongside progress against non-financial measures that support the Group's long term strategy.
- **Recognition of capability** - Executive experience and capability inform the design of total remuneration, but do not substitute for performance based reward.
- **Transparency** - The basis for any variable payment is disclosed in this report and capable of being assessed by shareholders against actual results achieved.

The Executive remuneration and reward framework has four components:

(i) base pay and non-monetary benefits;

(ii) short-term performance incentives;

(iii) long-term incentives; and

(iv) other remuneration such as long service leave.

The combination of these comprises the Executive's total remuneration.

(i) Base pay, superannuation and non-monetary benefits

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, is reviewed annually by the Remuneration and Nomination Committee or a full session of the independent Non–Executive Directors, based on individual and business unit performance, the overall performance of the Group and comparable market remuneration. The process consists of a review of relevant comparative remuneration in the market, internally and, where appropriate, external advice on policies and practices. The Remuneration and Nomination Committee has access to external, independent advice if required.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits (for example motor vehicle benefits) where it does not create any additional costs to the Group and provides additional value to the executive

(ii) Short term incentives

The short-term incentives ('STI') program is designed to align the financial performance of the Group to Executives responsible for meeting those targets. STI payments are granted to Executives based on specific annual targets and Key performance indicators ('KPIs') being achieved. The FY26 STI framework incorporated a combination of financial, revenue and qualitative performance measures. Base STI outcomes were determined with reference to the achievement of these measures, while additional stretch incentive opportunities were linked to the achievement of specified revenue targets.

The potential value of the short-term incentive schemes as a proportion of each Executive's base salary was as follows:

TABLE 1	FY26 STI POTENTIAL		FY27 STI POTENTIAL	
	TARGET LEVEL (1)	STRETCH LEVEL (2)	TARGET LEVEL (1)	STRETCH LEVEL (2)
Joshua Mundey	35%	10% - 40%	35%	10% - 40%
Michael Kafrouni	30%	10% - 40%	30%	10% - 40%
James Aulsebrook	25%	10% - 40%	25%	10% - 40%

(1) STI bonus potential as a proportion of the Executive's base contracted salary excluding superannuation and other benefits with achievement being determined by the Board.

(2) An additional STI bonus opportunity beyond the base target level calculated as a percentage of the Executive's base salary (excluding superannuation and other benefits), is available for achieving a stretch KPI revenue level that is set by the Board.

Refer to section 4 for details on the STI's earned by KMP during the year ended 30 June 2026.

(iii) Long term incentives ('LTI')

The objective of the LTI program is to reward KMPs in a manner which aligns this element of remuneration with the creation of shareholder value.

LTI grants to KMP are delivered in the form of share-based payments, which has historically comprised share options and performance rights. Share options were historically issued to KMP. Performance rights and service rights are issued to KMP based on long-term incentive measures as determined by the Board at the time of issue and have an exercise price of $nil.

The objective of granting share-based payments to KMP is to align remuneration with the creation of long term shareholder value. The level of LTI granted is dependent on the Company's recent share price performance, the seniority of the KMP and their responsibilities, the requirements of the ASX listing rules and the Company's incentive plan rules.

Given the importance of experienced KMP leadership to the Company's strategy and ongoing transformation, the LTI program has a significant retention objective. The Board considers the retention of key executives and their accumulated knowledge, experience and relationships to be critical to maintaining business continuity and delivering the Company's long term strategic objectives. Service based vesting conditions are therefore used to encourage KMPs to remain with the Company over the longer term, while aligning a component of their remuneration with the interests of shareholders.

Section 4

REMUNERATION OF KMP

TABLE 2	SHORT TERM		OTHER	POST EMPLOYMENT	LONG TERM		
KMP REMUNERATION FOR THE YEAR ENDED 30 JUNE 2026	CASH SALARY /DIRECTOR FEE	CASH BONUS (1)	LONG SERVICE LEAVE	SUPER-ANNUATION	RIGHTS	OPTIONS	TOTAL
2026	$	$		$		$	$
Executive Directors							
Joshua Mundey (1) (2)	372,115	-	-	44,654	143,970	-	560,739
Michael Kafrouni (1) (3)	278,077	-	-	33,369	61,020	-	372,466
Non-Executive Directors							
Brook Adcock	70,000	-	-	8,400	-	-	78,400
Other Key Management Personnel							
James Aulsebrook	268,077	54,000	-	38,649	21,142	-	381,868
	988,269	54,000	-	125,072	226,132	-	1,393,473

(1) The bonuses included in table 2 above are those which have been accrued in the financial results for the year ended 30 June 2026. Superannuation on the bonuses accrued has been included in table 2. Joshua Mundey and Michael Kafrouni voluntarily elected to waive their FY26 bonuses.

(2) Joshua Mundey chose not to be paid Director Fees for the period 1 July 2025 to 30 June 2026. Remuneration disclosed in Table 2 for Joshua Mundey is reflective of his role as Chief Executive Officer for the year ended 30 June 2026.

(3) Michael Kafrouni chose not to be paid Director Fees for the period 1 July 2025 to 30 June 2026. Remuneration disclosed in Table 2 for Michael Kafrouni is reflective of his role as Chief Operating Officer for the year ended 30 June 2026.

TABLE 3	SHORT TERM		OTHER	POST EMPLOYMENT	LONG TERM		
KMP REMUNERATION FOR THE YEAR ENDED 30 JUNE 2025	CASH SALARY /DIRECTOR FEE (4)	CASH BONUS (6)	LONG SERVICE LEAVE	SUPER-ANNUATION (6)	RIGHTS	OPTIONS	TOTAL
2025	$	$		$		$	$
Executive Directors							
Joshua Mundey (1)	360,000	126,000	-	56,523	371,904	-	914,427
Michael Kafrouni (2)	270,000	81,000	-	40,772	150,532	-	542,304
Non-Executive Directors							
Brook Adcock (3)	33,333	-	-	3,833	-	-	37,166
Christopher Whitehead (5)	46,667	-	-	5,367	15,095	-	67,129
Geoff Neate (4) (5)	33,251	-	-	-	15,095	-	48,346
John Nantes (4) (5)	33,333	-	-	-	15,095	-	48,428
Other Key Management Personnel							
James Aulsebrook	260,000	65,000	-	37,701	20,926	-	383,627
	1,036,584	272,000	-	144,196	588,647	-	2,041,427

(1) Managing Director from 1 March 2025 Joshua Mundey chose not to be paid Director Fees for the period 1 March 2025 to 30 June 2025. Remuneration disclosed in Table 3 for Joshua Mundey is reflective of his role as Chief Executive Officer for the year ended 30 June 2025.

(2) Executive Director from 1 March 2025. Michael Kafrouni chose not to be paid Director Fees for the period 1 March 2025 to 30 June 2025. Remuneration disclosed in Table 3 for Michael Kafrouni is reflective of his role as Chief Operating Officer for the year ended 30 June 2025.

(3) Brook Adcock received director fees as a Non-Executive Director for the period 1 July 2024 to 28 February 2025. Brook Adcock chose not to be paid for the period 1 March 2025 to 30 June 2025.

(4) Includes GST where applicable

(5) Concluded in role as a Director on 1 March 2025.

(6) The bonuses included in table 3 above are those which have been accrued in the financial results for the year ended 30 June 2025. Superannuation on the bonuses accrued has been included in table 3.

The proportion of remuneration linked to performance and the fixed proportion are as follows:

TABLE 4	FIXED REMUNERATION		AT RISK - STI		AT RISK - LTI	
	2026	2025	2026	2025	2026	2025
Non-Executive Directors						
Christopher Whitehead	-	78%	-	-	-	22%
Geoff Neate	-	69%	-	-	-	31%
John Nantes	-	69%	-	-	-	31%
Brook Adcock	100%	100%	-	-	-	-
Executive Directors						
Joshua Mundey (1)	74%	44%	-	15%	26%	41%
Michael Kafrouni (1)	84%	56%	-	16%	16%	28%
Other Key Management Personnel						
James Aulsebrook	79%	76%	15%	19%	6%	5%

(1) Joshua Mundey and Michael Kafrouni voluntarily elected to waive their FY26 bonuses.

Section 4 *(cont.)*

SERVICE AGREEMENTS

Non-Executive Directors'

Non-Executive Directors do not have fixed term contracts with the Company. On appointment to the Board, all Non-Executive Directors enter into a service agreement with the Company in the form of a letter of appointment. The letter summarises the Board policies and terms, including compensation. Non-Executive directors retire by whichever is the longer period: the third annual general meeting following their appointment, or the third anniversary date of appointment, but may then be eligible for re-election. In addition, the requirement that a minimum of 1/3 of the Directors retire each year means that Directors must retire every 2 years.

Executives

Remuneration and other terms of employment for the Executive Leadership Team are formalised in service agreements, in the form of a contract of employment.

Arrangements relating to remuneration of the Company's Executive Leadership Team currently in place are set out below:

TABLE 5	TITLE	TERM OF AGREEMENT	CURRENT BASE SALARY EXCLUDING SUPERANNUATION (1)	CONTRACTUAL TERMINATION BENEFIT/NOTICE PERIOD (2) (3)
Executive				
Joshua Mundey	Managing Director and Chief Executive Officer	Commenced 25 January 2023 on a rolling contract.	$385,000	3 months
Michael Kafrouni	Executive Director and Chief Operating Officer	Commenced 21 August 2023 on a rolling contract.	$290,000	3 months
James Aulsebrook	Chief Financial Officer	Commenced 15 January 2024 on a rolling contract.	$280,000	2 months

(1) Current base salaries excluding superannuation are quoted for the year commencing 1 August 2026 unless otherwise noted below. They are reviewed annually by the Board. The salaries recorded in Table 2 and 3 are for the years ending 30 June 2026 and 30 June 2025.

(2) In case of termination of employment (without cause), the Executive is entitled to pro-rata STI for the year.

(3) In case of termination of employment (with cause), an STI is not awarded.

Section 5

RELATIONSHIP BETWEEN REMUNERATION & VISIONFLEX GROUP'S PERFORMANCE

Performance in respect of the current year and the previous two years is detailed in table 6 below:

TABLE 6	2026 $	2025 $	2024 $	2023 $	2022 $
Total profit/(loss) for the year ($)	(57,805)	(3,093,317)	(1,834,117)	(3,655,657)	(6,888,574)
Share price at the end of the year ($)*	0.055	0.10	0.30	0.20	0.25
Increase/(decrease) in share price	(45%)	(66%)	50%	(20%)	N/A
Dividends paid	-	-	-	-	-

* The share price presented in table 6 has been retrospectively adjusted for each comparative period to reflect the 50-for-1 share consolidation completed during FY26.

Section 6

VOTING & COMMENTS MADE AT THE COMPANY'S 2025 ANNUAL GENERAL MEETING ('AGM')

At the 2025 AGM, 98.95% of the votes received supported the adoption of the remuneration report for the year ended 30 June 2025. The Company did not receive any specific feedback at the AGM regarding its remuneration practices.

Section 7

DETAILS OF SHARE-BASED COMPENSATION

The numbers of ordinary shares, options, performance rights and related exercise prices presented in the following tables have been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26. Comparative information has been restated on the same basis.

Issue of shares

There were no shares issued to Directors as part of compensation during the year ended 30 June 2026.

Issue of performance rights and service rights

On 19 November 2025, 260,000 performance rights were issued to KMP under the Omnibus Plan, with the performance rights having a vesting period of 12 months. On 19 November 2025, 810,000 service rights were issued to KMP after approval by Shareholders at the Company's AGM, with the service rights having a vesting period of 12 months. The performance rights and service rights issued to the KMP in FY26 is outlined in table 7:

Directors' Report - Remuneration Report *(cont.)*

Section 7 *(cont.)*

DETAILS OF SHARE-BASED COMPENSATION *(cont.)*

TABLE 7	VESTING DATE 19 NOVEMBER 2026	TOTAL
Joshua Mundey	540,000	540,000
Michael Kafrouni	270,000	270,000
James Aulsebrook	260,000	260,000
Total	1,070,000	1,070,000

The terms and conditions of each tranche of performance rights of the KMP in this financial year or future reporting years are as follows:

TABLE 8

GRANT DATE	VESTING DATE	NUMBER OF PERFORMANCE RIGHTS (*)	SHARE PRICE HURDLE ($)	EXPIRY DATE	FAIR VALUE PER RIGHT AT GRANT DATE ($)
1 December 2023	29 August 2025	410,927	1.75	16 December 2028	0.4350
22 August 2024	4 September 2025	1,587,095	N/A	4 September 2029	0.2000
24 October 2024	24 October 2025	1,177,905	N/A	24 October 2029	0.2500
19 November 2025	19 November 2026	260,000	N/A	24 November 2030	0.1000
19 November 2025	19 November 2026	810,000	N/A	24 November 2030	0.1000
	Total	4,245,927			

(*) The number of performance rights and the number of service rights presented has been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

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Both performance rights and service rights granted carry no dividend or voting rights. Vesting is subject to continuity of service unless otherwise determined by the Board.

Options

There were no options granted over ordinary shares of Directors and other KMP in this financial year.

Section 8

HOLDINGS OF KMP

Shareholding

The number of shares in the Company held during the financial year by each Director and other members of KMP of the Group, including their personally related parties, is set out below:

TABLE 9 30 JUNE 2026 (1)	BALANCE AT THE START OF THE YEAR (1)	RECEIVED AS PART OF REMUNERATION	ADDITIONS (1)	DISPOSALS/ OTHER	BALANCE AT THE END OF THE YEAR (1)
Ordinary shares					
Brook Adcock	17,028,632	-	2,796,630	-	19,825,262
Joshua Mundey	395,024	-	1,890,000	-	2,285,024
Michael Kafrouni	187,500	-	750,000	-	937,500
James Aulsebrook	78,125	-	125,000	-	203,125
Total	**17,689,281**	**-**	**5,561,630**	**-**	**23,250,911**

(1) The number of ordinary shares presented have been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

TABLE 10 30 JUNE 2025	BALANCE AT THE START OF THE YEAR (2)	RECEIVED AS PART OF REMUNERATION (2)	ADDITIONS (2)	DISPOSALS/ OTHER (1) (2)	BALANCE AT THE END OF THE YEAR (2)
Ordinary shares					
Brook Adcock	10,055,320	-	6,973,312	-	17,028,632
Joshua Mundey	-	106,274	288,750	-	395,024
Michael Kafrouni	-	-	187,500	-	187,500
Christopher Whitehead (1)	49,862	-	49,862	(99,724)	-
Geoff Neate (1)	98,976	-	198,976	(297,952)	-
John Nantes (1)	-	-	-	-	-
James Aulsebrook	-	-	78,125	-	78,125
Total	**10,204,158**	**106,274**	**7,776,525**	**(397,676)**	**17,689,281**

(1) Other includes no longer being designated as a Director/KMP, not necessarily a disposal of holding.

(2) The number of ordinary shares presented have been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

Section 8 *(cont.)*

HOLDINGS OF KMP

All equity transactions with the Directors and KMP have been entered into under terms and conditions no more favourable than those the company would have adopted if dealing at arm's length.

Performance Rights and Service Rights holding

The number of performance rights in the Company held during the financial year by each Director and other members of KMP of the Group, including their personally related parties, is set out below:

TABLE 11 30 JUNE 2026	BALANCE AT THE START OF THE YEAR (2)	RECEIVED AS PART OF REMUNERATION (2)	NET CHANGE OTHER (1)(2)	BALANCE AT THE END OF THE YEAR (2)
Performance Rights/Service Rights				
Brook Adcock	-	-	-	-
Joshua Mundey	2,492,222	540,000	(1,890,001)	1,142,221
Michael Kafrouni	1,005,058	270,000	(750,000)	525,058
James Aulsebrook	125,000	260,000	(125,000)	260,000
Total	**3,622,280**	**1,070,000**	**(2,765,001)**	**1,927,279**

(1) Net Change Other includes representing no longer being designated as a Director/KMP. It does not necessarily represent performance rights that have expired or have been forfeited.

(2) The number of performance rights and service rights presented has been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

TABLE 12 30 JUNE 2025	BALANCE AT THE START OF THE YEAR (2)	RECEIVED AS PART OF REMUNERATION (2)	NET CHANGE OTHER (1)(2)	BALANCE AT THE END OF THE YEAR (2)
Performance Rights				
Brook Adcock	-	-	-	-
Joshua Mundey	708,496	1,890,000	(106,274)	2,492,222
Michael Kafrouni	255,058	750,000	-	1,005,058
Christopher Whitehead (1)	213,572	-	(213,572)	-
Geoff Neate (1)	148,571	-	(148,571)	-
John Nantes (1)	148,571	-	(148,571)	-
James Aulsebrook	-	125,000	-	125,000
Total	**1,474,268**	**2,765,000**	**(616,988)**	**3,622,280**

(1) Net Change Other includes representing no longer being designated as a Director/KMP. It does not necessarily represent performance rights that have expired or have been forfeited.

(2) The number of performance rights presented have been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

Option holding

The number of options over ordinary shares in the Company held during the financial year by each Director and other members of KMP of the Group, including their personally related parties, is set out below:

TABLE 13 30 JUNE 2026	BALANCE AT THE START OF THE YEAR (2)	RECEIVED AS PART OF REMUNERATION (2)	NET CHANGE OTHER (1)(2)	BALANCE AT THE END OF THE YEAR (2)
Options over ordinary shares				
Brook Adcock	2,324,437	-	(2,324,437)	-
Joshua Mundey	96,250	-	-	96,250
Michael Kafrouni	62,500	-	-	62,500
James Aulsebrook	26,042	-	-	26,042
Total	**2,509,229**	-	**(2,324,437)**	**184,792**

(1) Net Change Other may represent no longer being designated as a Director/KMP. It does not necessarily represent options that have expired or have been forfeited.

(2) The number of options presented have been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

TABLE 14 30 JUNE 2025	BALANCE AT THE START OF THE YEAR (2)	RECEIVED AS PART OF REMUNERATION (2)	NET CHANGE OTHER (1)(2)	BALANCE AT THE END OF THE YEAR (2)
Options over ordinary shares				
Brook Adcock	-	-	2,324,437	2,324,437
Joshua Mundey	-	-	96,250	96,250
Michael Kafrouni	-	-	62,500	62,500
James Aulsebrook	-	-	26,042	26,042
Total	**-**	-	**2,509,229**	**2,509,229**

(1) Net Change Other may represent no longer being designated as a Director/KMP. It does not necessarily represent options that have expired or have been forfeited.

(2) The number of options presented have been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

Section 9

TRANSACTIONS WITH DIRECTORS & KMP

During the year ended 30 June 2026, the Group received $150,000 of funding via its convertible note facility from Adcock Private Equity Pty Ltd, a Director related entity of Non-Executive Director and Chair, Brook Adcock. As at 30 June 2026, the outstanding balance on the convertible note payable was $150,000 (2025: $500,000).

In November 2025, following approval by shareholders at the Company’s Annual General Meeting, the Company converted $500,000 of convertible notes and accrued interest ($59,326), held with Adcock Private Equity into ordinary shares at a 100% premium, in accordance with the contractual terms of the relevant debt facility agreements. Of the accrued interest applied, $25,424 related to the current financial year, while $33,902 represented interest accrued as at 30 June 2025.

During the year ended 30 June 2026, the interest expense on the convertible note provided by Adcock Private Equity Pty Ltd was $36,286 (2025: $63,485).

During the year ended 30 June 2026, interest paid on the convertible note provided by Adcock Private Equity Pty Ltd was $5,035 (2025: $45,245).

As at 30 June 2026, interest accrued and still to be paid on the convertible note provided by Adcock Private Equity Pty Ltd was $5,827 (2025: $33,902).

End of Remuneration Report.

This report is made in accordance with a resolution of Directors, pursuant to section 298(2)(a) of the Corporations Act 2001.

On behalf of the Directors

Brook Adcock
Chair

28 August 2026
Sydney

PKF(NS) Audit & Assurance Limited Partnership
ABN 91 850 861 839
755 Hunter Street, Newcastle West NSW 2302
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Auditor's Independence Declaration under Section 307C of the Corporations Act 2001 to the Directors of Visionflex Group Limited

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2026, there have been:

(i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and

(ii) no contraventions of any applicable code of professional conduct in relation to the audit.

PKF

KYM REILLY
PARTNER

28 AUGUST 2026
SYDNEY, NSW


TrueSteth
Stethoscope 3
Headphones 1
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Statement of profit or loss and other comprehensive income

FOR THE YEAR ENDED 30 JUNE 2026	NOTE	CONSOLIDATED 2026 $	CONSOLIDATED 2025 $
Revenue from continuing operations	4	4,184,558	4,653,057
Fair value gain on conversion of convertible note	18	1,625,006	-
Expenses			
Changes in inventories		(306,676)	(392,539)
Raw materials and consumables used		(278,114)	(876,649)
Advertising and marketing expenses		(96,980)	(226,589)
Professional and consulting fees		(342,476)	(427,005)
Operations and administration expenses		(784,665)	(830,316)
Employee benefits expense		(4,384,001)	(5,268,713)
Depreciation and amortisation expense	5	(55,831)	(71,157)
Finance costs	5	(157,040)	(291,893)
Loss before income tax expense from continuing operations		**(596,219)**	**(3,731,804)**
Income tax benefit	6	538,414	526,186
Loss after income tax benefit from continuing operations		(57,805)	(3,205,618)
Profit/(Loss) after income tax benefit from discontinued operations		-	112,301
Loss after income tax benefit for the year attributable to the owners of Visionflex Group Limited		**(57,805)**	**(3,093,317)**
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation		3,033	(1,097)
Other comprehensive income for the year, net of tax		3,033	(1,097)
Total comprehensive income for the year attributable to the owners of Visionflex Group Limited		**(54,772)**	**(3,094,414)**
Total comprehensive income for the year is attributable to:			
Continuing operations		(54,772)	(3,206,715)
Discontinued operations		-	112,301
		(54,772)	**(3,094,414)**

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

Statement of profit or loss and other comprehensive income *(cont.)*

FOR THE YEAR ENDED 30 JUNE 2026	NOTE	2026 CENTS	2025 (1) CENTS
Loss per share for loss from continuing operations attributable to the owners of Visionflex Group Limited (1)			
Basic earnings per share	29	(0.07)	(5.18)
Diluted earnings per share	29	(0.07)	(5.18)
Earnings per share for loss from discontinued operations attributable to the owners of Visionflex Group Limited (1)			
Basic earnings per share	29	0.00	0.18
Diluted earnings per share	29	0.00	0.18
Loss per share for loss attributable to the owners of Visionflex Group Limited (1)			
Basic earnings per share	29	(0.07)	(5.00)
Diluted earnings per share	29	(0.07)	(5.00)

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

(1) The loss per share presented in the table above has been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

Statement of financial position

AS AT 30 JUNE 2026

	NOTE	CONSOLIDATED 2026 $	CONSOLIDATED 2025 $
ASSETS			
Current assets			
Cash and cash equivalents	7	1,622,485	1,889,579
Trade and other receivables	8	450,477	366,287
Contract assets	9	6,310	10,836
Inventories	10	233,069	262,618
Income tax receivable	6	565,442	596,262
Prepayments	11	113,313	131,247
Total current assets		2,991,096	3,256,829
Non-current assets			
Property, plant and equipment	12	89,088	132,584
Intangibles	13	12,442	4,674
Total non-current assets		101,530	137,258
Total assets		**3,092,626**	**3,394,087**
LIABILITIES			
Current liabilities			
Trade and other payables	14	856,360	1,410,168
Contract liabilities	15	1,427,331	1,126,425
Borrowings	16	427,989	974,144
Employee benefits	17	151,094	171,442
Total current liabilities		2,862,774	3,682,179
Non-current liabilities			
Contract liabilities	15	66,633	19,966
Borrowings	16	150,000	1,500,000
Employee benefits	17	27,904	15,307
Total non-current liabilities		244,537	1,535,273
Total liabilities		**3,107,311**	**5,217,452**
Net liabilities		**(14,685)**	**(1,823,365)**
Equity			
Issued capital	18	51,217,565	48,977,210
Reserves	19	3,483,755	3,859,408
Accumulated losses		(54,716,005)	(54,659,983)
Total deficiency in equity		**(14,685)**	**(1,823,365)**

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

Statement of changes in equity

FOR THE YEAR ENDED 30 JUNE 2026

CONSOLIDATED	ISSUED CAPITAL $	RESERVES $	ACCUMULATED LOSSES $	TOTAL DEFICIENCY IN EQUITY $
Balance at 1 July 2024	40,104,015	3,355,605	(51,566,502)	(8,106,882)
Loss after income tax benefit for the year	-	-	(3,093,317)	(3,093,317)
Other comprehensive income for the year, net of tax	-	(933)	(164)	(1,097)
Total comprehensive income for the year	-	(933)	(3,093,481)	(3,094,414)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 18)	8,739,502	-	-	8,739,502
Conversion of performance rights	133,693	(133,693)	-	-
Share-based payments (note 19 and 29)	-	638,429	-	638,429
Balance at 30 June 2025	48,977,210	3,859,408	(54,659,983)	(1,823,365)

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

CONSOLIDATED	ISSUED CAPITAL $	RESERVES $	ACCUMULATED LOSSES $	TOTAL DEFICIENCY IN EQUITY $
Balance at 1 July 2025	48,977,210	3,859,408	(54,659,983)	(1,823,365)
Loss after income tax benefit for the year	-	-	(57,805)	(57,805)
Other comprehensive income for the year, net of tax	-	1,250	1,783	3,033
Total comprehensive income for the year	-	1,250	(56,022)	(54,772)
Transactions with owners in their capacity as owners:				
Contributions of equity, net of transaction costs (note 18)	1,545,049	-	-	1,545,049
Conversion of performance rights	695,306	(695,306)	-	-
Share-based payments (note 19 and 29)	-	318,403	-	318,403
Balance at 30 June 2026	51,217,565	3,483,755	(54,716,005)	(14,685)

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

Statement of cash flows

FOR THE YEAR ENDED 30 JUNE 2026

	NOTE	CONSOLIDATED 2026 $	2025 $
Cash flows from operating activities			
Receipts from customers (inclusive of GST)		4,893,609	4,543,139
Payments to suppliers and employees (inclusive of GST)		(6,709,964)	(7,719,988)
Interest received		-	185
Interest and other finance costs paid		(12,171)	(466,845)
Research and development tax credit received		569,234	479,858
Net cash used in operating activities	27	(1,259,292)	(3,163,651)
Cash flows from investing activities			
Payments for property, plant and equipment		(5,772)	(28,426)
Payments for intangibles		(9,791)	(1,086)
Net cash used in investing activities		(15,563)	(29,512)
Cash flows from financing activities			
(Payments)/proceeds from issue of shares		(87,841)	2,421,806
Proceeds from convertible notes facility		690,000	1,500,000
Net proceeds from short term finance facility		13,845	-
Proceeds from R&D facility		400,000	-
Net cash from financing activities		1,016,004	3,921,806
Effect of movement in exchange rates on cash held		(8,243)	-
Net (decrease)/increase in cash and cash equivalents		(267,094)	728,643
Cash and cash equivalents at the beginning of the financial year		1,889,579	1,160,936
Cash and cash equivalents at the end of the financial year	7	1,622,485	1,889,579

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

Notes to the financial statements

30 JUNE 2026

Note 1

GENERAL INFORMATION

The financial statements cover Visionflex Group Limited as a Group consisting of Visionflex Group Limited and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Visionflex Group Limited's functional and presentation currency.

Visionflex Group Limited is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business are:

Registered office
C/o Automic Group
Level 5, 126 Phillip Street
Sydney, NSW 2000

Principal place of business
Unit 1/8 Prosperity Parade
Warriewood, NSW 2102

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

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 28 August 2026. The Directors have the power to amend and reissue the financial statements.

STATEMENT OF COMPLIANCE

The financial report was authorised for issue on 28 August 2026.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the financial report, comprising the financial statements and notes thereto, complies with International Financial Reporting Standards (IFRS).

CHANGES IN ACCOUNTING STANDARDS AND REGULATORY REQUIREMENTS

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period:

- AASB 2026-1 Amendments to Australian Accounting Standards, Disclosures about Uncertainties in the Financial Statements. This amendment adds new illustrative examples to AASB 136 Impairment of Assets and AASB 137 Provisions, Contingent Liabilities and Contingent Assets, illustrating how to disclose uncertainty in recoverable amount estimates and provisions. The Group has considered this guidance in preparing its disclosures relating to going concern.

The Group has also assessed AASB 2023-5 Amendments to Australian Accounting Standards, Lack of Exchangeability and determined it is not applicable, as the Group does not transact in currencies that are not readily exchangeable.

The adoption of these Accounting Standards and Interpretations did not have any significant impact on the financial performance or position of the Group.

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

BASIS OF PREPARATION

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

HISTORICAL COST CONVENTION

The financial statements have been prepared under the historical cost convention, except for derivative financial instruments at fair value.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's material accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

ROUNDING

All financial figures are rounded to the nearest whole number unless otherwise stated.

PARENT ENTITY INFORMATION

In accordance with the *Corporations Act 2001*, these financial statements present the results of the Group only. Supplementary information about the parent entity is disclosed in note 27.

Note 2

CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES & ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

(i) Going concern

For the financial year, the Group made a loss after tax of $57,805 (2025 loss: $3,093,317), had net operating cash outflow of $1,259,292 (2025: $3,163,651), had a positive working capital position of $128,322 (2025: negative working capital position of $425,350) and a net negative asset position of $14,685 (2025: $1,823,365). These conditions give rise to a material uncertainty which may cast doubt over the Group's ability to continue as a going concern.

The Directors make note of the improved financial position and operating financial results, with the Group generating a $43,117 net operating cash inflow for the 6 months ending 30 June 2026, after a workforce restructuring reduced ongoing monthly operating cost base by approximately 20% in February 2026.

The Directors have reviewed the Group's profit and loss statement for year ended 30 June 2026, and the 14-month cash flow forecast for the period 1 July 2026 to 31 August 2027 which was determined from the Board approved FY27 Budget and two stress test scenarios being a steady state forecast and a downside receipts forecast.

Note 2 *(cont.)*

AASB 101 Presentation of Financial Statements requires Directors to determine the Group's ability to continue as a going concern for the purposes of preparing the consolidated financial statements. As such these profit and loss forecasts have been prepared to assist the Directors determine the Group's ability to continue as a going concern as follows.

FORECAST METHODOLOGY

Three financial scenarios were prepared for the primary purpose of assessing the Group's ability to continue as a going concern in the preparation of the consolidated financial statements. The scenarios modelled were as follows:

1. A Budget that assumes a strong level of revenue growth, together with a corresponding increase in operating costs to support business expansion;
2. A steady state forecast that assumes no revenue growth, with cash receipts consistent with the level achieved in the financial year ended 30 June 2026, while there is a modest increase in operating and administrative costs;
3. A downside receipts forecast that assumes a 25% reduction in cash receipts compared to the financial year ended 30 June 2026 while expenses across the business are further reduced.

Under the scenarios, revenue has been assessed based on the business and type of revenue as well as a comparison to the prior year result:

- Hardware sales have been assessed based on the existing pipeline of potential orders with assumptions made in respect of the proportion of hardware v recurring revenue included in the initial sale. In addition follow on purchases (upsells or expansion revenue) by existing customers have been forecast;
- Licensing and Support sales have been assessed for both new customers as well as renewal income as customer initial purchase anniversary dates are reached with assumptions made in respect of client retention rates and changes in price on the SaaS licenses and support.

Cost of sales for the Visionflex business has been estimated based on recent gross margins achieved.

Operating costs were forecast in accordance with each scenario as follows:

1. The Budget: operating costs have been modelled to increase in line with the forecast growth in sales activity, primarily across marketing, development and customer success functions;
2. The steady state forecast: assumes no revenue growth, with the cost base of operations similar to that from Q4FY26;
3. The downside receipts forecast: assumes a further reduction in operating costs, reflecting further workforce reductions, predominantly within the sales and marketing function.

The cashflows have been modelled based on the relationship to operating profit, based on the history of receipts compared to revenue and the history of payments compared to outflows in recent years plus an assessment of the timing of receipts and payments for components related to hardware sales.

ASSESSMENT

Based on an assessment of the financial scenarios prepared by management, the Directors have concluded that the Group will be able to pay its debts as and when they fall due.

The Directors assessed the downside receipts forecast and consider that the further cost and role reductions assumed in this scenario are achievable and within management's control.

During the year ended 30 June 2026, the Group materially strengthened its balance sheet. As at 30 June 2026, the Group had $577,989 of borrowings (30 June 2025: $2,474,144) and had net liabilities of $14,685 (30 June 2025: net liabilities of $1,823,365), representing a significant improvement compared to the prior comparative period. The Directors consider this strengthened financial position to provide increased balance sheet resilience and improved capacity to manage forecast cash flows and operating requirements over the going concern assessment period.

The Directors are confident in the Group's ability to achieve the forecasts or cover any shortfall to them and have, therefore, concluded that it is appropriate to adopt, and have adopted, the going concern basis in preparing the consolidated financial statements. The Directors are of the view that the Group will be able to pay its debts as and when they become due from net cash from operating activities and from existing funds on hand.

In the Directors' opinion, based on the results of the forecasts prepared, the ability of the Group to continue as a going concern under both the steady state forecast and downside receipts forecast does rely upon the credit facility with Adcock Private Equity. As at 28 August 2026, the available funds to draw down under the facility is $925,000. The note holder has in writing confirmed that the undrawn portion of their facility will be available for a minimum period of 12 months from 28 August 2026.

However, in the event that the Group is unable to achieve the outcomes in relation to the aforementioned, such circumstances would indicate that material uncertainty exists that may cast significant doubt as to whether the Group will continue as a going concern and, therefore, whether it will realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the consolidated financial statements.

The consolidated financial statements do not include adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that might be necessary should the Group not be able to continue as a going concern.

(ii) Share-based payment transactions

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value has been determined by using either the Monte Carlo or the Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity.

(iii) Provision for impairment of inventories

The provision for impairment of inventories assessment requires a degree of estimation and judgement. The level of the provision is assessed by taking into account the recent sales experience, the ageing of inventories and other factors that affect inventory obsolescence.

(iv) Income tax

The Group's income tax position primarily reflects refundable Research and Development (R&D) tax offsets, rather than ordinary taxable profits. The Group is subject to income tax legislation in the jurisdictions in which it operates, and claims refundable R&D tax offsets in accordance with applicable laws and regulations.

The recognition of R&D tax incentives involves significant judgement, including the assessment of eligible expenditure and the interpretation of complex legislative requirements. The Group recognises R&D tax incentives in the period in which the related eligible expenditure is incurred, when there is reasonable assurance that the amounts will be received.

Uncertainty exists in relation to the final outcome of R&D claims until such claims are assessed by the relevant taxation authorities. Where the final outcome differs from the amounts recognised, such differences are accounted for in the period in which the determination is made.

(v) Business combinations

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

Note 3

OPERATING SEGMENTS

Operating segments are presented using the 'management approach', where the information presented is on the same basis as the internal reports provided to the Chief Operating Decision Makers ('CODM'). The CODM is responsible for the allocation of resources to operating segments and assessing their performance.

IDENTIFICATION OF REPORTABLE OPERATING SEGMENTS

The Group was organised into two reportable operating segments:

- Visionflex
- Corporate head office

All operating segments are located in Australia. These operating segments are based on the internal reports that are reviewed and used by the Board of Directors and Executive Management Team (who are identified as the Chief Operating Decision Makers ('CODM')) in assessing performance and in determining the allocation of resources. There is no aggregation of operating segments.

The CODM reviews Adjusted EBITDA (earnings before interest, tax, depreciation, amortisation adjusted for the effects of significant items of income and expenditure which may have an impact on the quality of earnings such as the gain on the disposal of discontinued operation and impairments where the impairment is the result of an isolated event). The accounting policies adopted for internal reporting to the CODM are consistent with those adopted in the financial statements.

Note 3 *(cont.)*

The information reported to the CODM is on a monthly basis and discussed as part of each Board meeting.

TYPES OF PRODUCTS & SERVICES

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

- Visionflex - Virtual healthcare solutions and peripheral medical devices that integrate into proprietary developed software for remote diagnostics and patient care.

OPERATING SEGMENT INFORMATION

2026	VISIONFLEX $	CORPORATE HEAD OFFICE $	TOTAL $
Revenue	4,184,558	-	4,184,558
Cost of goods sold	(568,477)	-	(568,477)
Gross profit	**3,616,081**	**-**	**3,616,081**
Staff costs	(2,691,331)	(1,322,740)	(4,014,071)
Other operating costs	(636,900)	(596,402)	(1,233,302)
Adjusted EBITDA	**287,850**	**(1,919,142)**	**(1,631,292)**
Depreciation and amortisation	(51,785)	(4,046)	(55,831)
Fair value gain on conversion of convertible note consideration	-	1,625,006	1,625,006
Restructuring costs	(51,527)	-	(51,527)
Share based payments expense	-	(318,403)	(318,403)
Other non operating costs	1,100	(8,232)	(7,132)
Finance costs	(17,045)	(139,995)	(157,040)
Profit/(Loss) before income tax benefit	**168,593**	**(764,812)**	**(596,219)**
Income tax benefit	538,414	-	538,414
Profit/(Loss) after income tax benefit	**707,007**	**(764,812)**	**(57,805)**
Segment assets	2,990,319	102,307	3,092,626
Segment liabilities	2,461,884	645,427	3,107,311

2025	VISIONFLEX $	LEGACY 1ST GROUP BUSINESSES $	CORPORATE HEAD OFFICE $	TOTAL $
Revenue	4,653,057	-	-	4,653,057
Cost of goods sold	(1,017,353)	-	-	(1,017,353)
Gross profit	**3,635,704**	**-**	**-**	**3,635,704**
Staff costs	(3,100,231)	(9,102)	(1,538,795)	(4,648,128)
Other operating costs	(773,198)	22,710	(695,781)	(1,446,269)
Adjusted EBITDA	**(237,725)**	**13,608**	**(2,234,576)**	**(2,458,693)**
Depreciation and amortisation	(68,939)	-	(2,218)	(71,157)
Net fair value gain on contingent consideration	-	98,693	-	98,693
Share based payments expense	-	-	(638,429)	(638,429)
Legacy Stock Inventory write down	(251,835)	-	-	(251,835)
Interest revenue	-	-	-	-
Other non operating costs	(8,213)	-	2,024	(6,189)
Finance costs	(4,303)	-	(287,590)	(291,893)
Profit/(Loss) before income tax benefit	**(571,015)**	**112,301**	**(3,160,789)**	**(3,619,503)**
Income tax benefit	526,186	-	-	526,186
Profit/(Loss) after income tax benefit	**(44,829)**	**112,301**	**(3,160,789)**	**(3,093,317)**
Segment assets	3,220,076	-	174,011	3,394,087
Segment liabilities	1,741,962	-	3,475,490	5,217,452

Note 3 *(cont.)*

OPERATING SEGMENTS

INTERSEGMENT TRANSACTIONS

There were no intersegment transactions during the financial years ended 30 June 2026 and 30 June 2025.

INTERSEGMENT RECEIVABLES, PAYABLES & LOANS

Intersegment loans are initially recognised at the consideration received. Intersegment loans receivable and loans payable that earn or incur non-market interest are not adjusted to fair value based on market interest rates. Intersegment loans are eliminated on consolidation.

MAJOR CUSTOMERS

During the year ended 30 June 2026 contracts secured with Amplar Home Health Pty Ltd contributed more than 10% to the Group's external revenue. During the year ended 30 June 2025, no single customer contributed 10% or more to the Group's external revenue.

Note 4

REVENUE

	CONSOLIDATED	
FROM CONTINUING OPERATIONS	2026 $	2025 $
Revenue from contracts with customers		
Medical hardware revenue	2,304,455	2,766,000
Services revenue	108,960	67,725
Software and support revenue	1,724,071	1,356,998
	4,137,486	4,190,723
Other revenue		
Other revenue	47,072	462,334
Revenue from continuing operations	**4,184,558**	**4,653,057**

DISAGGREGATION OF REVENUE

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

	CONSOLIDATED 2026 $	2025 $
Timing of revenue recognition		
Goods transferred at a point in time	2,304,455	2,896,059
Services transferred over time	1,880,103	1,756,998
	4,184,558	**4,653,057**

The majority of revenue from contracts with customers is generated in Australia. Revenue from customers located outside Australia totalled $252,107 during the year, representing 6% of the Group's total revenue.

ACCOUNTING POLICY

The Group recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Specific revenue recognition policies

- **Medical hardware revenue**
  Revenue from the sale of medical hardware is recognised when the completed hardware has been dispatched to the customer. This recognition is based on the transfer of control, where the customer assumes ownership and the associated risks and rewards, signifying the completion of the performance obligation.

- **Software and support revenue**
  Software and support fees are recognised as revenue in alignment with the delivery of services. These services are generally provided on a straight-line basis over the contractual term, as detailed in the agreement signed with the customer.

- **Other revenue**
  Other revenue is recognised either upon receipt of payment or when the right to receive payment has been firmly established. This determination is made in accordance with the relevant contractual terms, ensuring that all performance obligations have been fulfilled and that the revenue can be reliably measured. In cases where payment is received in advance or a right to future payment is secured, revenue recognition occurs once all conditions for entitlement are satisfied, adhering to the applicable financial reporting standards.

Note 5

EXPENSES

Loss before income tax from continuing operations includes the following specific expenses:

	CONSOLIDATED	
	2026 $	2025 $
Inventories recognised as an expense		
Inventories expensed	584,790	1,269,188
Depreciation		
Plant and equipment	41,866	24,906
Computer equipment	9,192	6,467
Make good asset	–	27,346
Leasehold improvements	550	10,028
Total depreciation	51,608	68,747
Amortisation		
Patents and trademarks	3,969	2,072
Software	254	338
Total amortisation	4,223	2,410
Total depreciation and amortisation	55,831	71,157
Finance costs		
Interest and finance charges paid/payable on borrowings	157,040	291,893
Leases		
Short-term lease payments	144,480	138,780
Superannuation expense		
Defined contribution superannuation expense	355,969	356,122
Share-based payments expense		
Share-based payments expense	318,403	638,429

ACCOUNTING POLICY

Inventories: are expensed as cost of goods sold when the related goods are recognised as revenue. The cost of inventory includes all costs of purchase, costs of conversion, and other costs incurred in bringing the inventory to its present location and condition and is measured on a weighted average cost method.

Leases: Lease payments on short-term leases with terms of 12 months or less and leases of low-value assets are expensed to profit or loss as incurred.

Finance costs: Finance costs are expensed in the period in which they are incurred.

Superannuation expense: Contributions to superannuation plans are expensed in the period in which they are incurred.

Share-based payments: Equity-settled share-based compensation benefits are provided to employees and suppliers. Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services.

The costs of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Monte Carlo method or the Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The costs of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore any awards subject to market conditions are considered to vest irrespective of whether or not that market condition has been met, provided all other conditions are satisfied.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, they are treated as if they have vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

Note 6

INCOME TAX

	CONSOLIDATED 2026 $	2025 $
Income tax benefit		
Current tax	(565,442)	(596,262)
Adjustment recognised for prior periods	27,028	70,076
Aggregate income tax benefit	(538,414)	(526,186)
Income tax benefit is attributable to:		
Loss from continuing operations	(538,414)	(526,186)
Loss from discontinued operations	-	-
Aggregate income tax benefit	(538,414)	(526,186)
Numerical reconciliation of income tax benefit and tax at the statutory rate		
Loss before income tax benefit from continuing operations	(596,219)	(3,731,804)
Loss before income tax expense from discontinued operations	-	112,301
	(596,219)	(3,619,503)
Tax at the statutory tax rate of 25%	(149,055)	(904,876)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income:		
Entertainment expenses	1,198	1,891
Share-based payments	79,601	159,607
Capital gain on sale of MH1	-	(49,346)
Capital gain on conversion of convertible notes	(406,252)	-
Research and development expenditure	324,967	342,679
Research and development tax offset	(565,442)	(596,262)
Sundry items	3,949	7,071
Subtotal	**(711,034)**	**(1,039,236)**
Current year tax losses not recognised	79,972	466,919
Current year temporary differences not recognised	65,620	(23,945)
Adjustment recognised for prior periods	27,028	70,076
Income tax benefit	(538,414)	(526,186)

	CONSOLIDATED	
	2026 $	2025 $
Deferred tax assets not recognised		
Deferred tax assets not recognised comprises temporary differences attributable to:		
Unused tax losses	10,369,594	10,208,642
Allowance for expected credit losses	17,615	9,245
Provision for impairment of inventories	5,618	74,900
Plant and equipment	-	22,189
Contract liabilities	373,491	291,589
Employee benefits	44,749	46,687
Accrued expenses	91,222	240,733
Other	62,831	115,667
Total deferred tax assets not recognised	10,965,120	11,009,652

The above potential tax benefit for deductible temporary differences has not been recognised in the statement of financial position as the recovery of this benefit is uncertain.

Unused tax losses can only be utilised in the future if the continuity of ownership test is passed, or failing that, the same business test is passed.

	CONSOLIDATED	
	2026 $	2025 $
Deferred tax liabilities not recognised		
Deferred tax liabilities not recognised comprises temporary differences attributable to:		
Prepayments	27,551	32,812
Other	14,377	-
Total deferred liabilities not recognised	41,928	32,812

The above potential tax liability from taxable temporary differences has not been recognised in the statement of financial position as the differences are more than offset by the deductible temporary differences outlined above.

	CONSOLIDATED	
	2026 $	2025 $
Income tax refund due		
Income tax refund due	565,442	596,262

Income tax refund due represents the research and development tax credit.

Note 6 *(cont.)*

INCOME TAX

ACCOUNTING POLICY

The income tax expense or benefit for the period is the tax payable or refundable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Visionflex Group Limited (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime with effect from 29 May 2015. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

Research and development tax credit

The Group has adopted the income approach to accounting for research and development tax offsets pursuant to AASB 120 'Accounting for Government Grant and Disclosure of Government Assistance' whereby the tax credit is recognised in profit or loss on a systematic basis over the periods in which the Group recognises the eligible expenses. Where the related costs are capitalised as an asset, the Group recognises the tax credit in profit or loss on a systematic basis matching the useful life of the asset.

Note 7

CURRENT ASSETS - CASH & CASH EQUIVALENTS

	CONSOLIDATED	
	2026 $	2025 $
Cash at bank	1,622,485	1,889,579

ACCOUNTING POLICY

Cash and cash equivalents refer to highly liquid assets that are readily available for use. This includes physical cash held on hand, as well as deposits that are held at call with financial institutions, meaning they can be withdrawn without prior notice or penalty. Cash and cash equivalents are recognised on the balance sheet at their nominal value.

Note 8

CURRENT ASSETS - TRADE & OTHER RECEIVABLES

	CONSOLIDATED 2026 $	2025 $
Trade receivables	486,267	391,924
Less: Allowance for expected credit losses	(70,461)	(36,982)
	415,806	354,942
Other receivables	34,671	11,345
	450,477	366,287

Allowance for expected credit losses

The Group has recognised a loss of $198 (2025: $46,678 loss) in profit or loss in respect of the expected credit losses for the year ended 30 June 2026.

The ageing of the receivables and allowance for expected credit losses provided for above are as follows:

	EXPECTED CREDIT LOSS RATE		CARRYING AMOUNT		ALLOWANCE FOR EXPECTED CREDIT LOSSES	
CONSOLIDATED	2026 %	2025 %	2026 $	2025 $	2026 $	2025 $
Not overdue	-	-	294,471	130,016	-	-
0 to 3 months overdue	-	-	121,335	224,477	-	-
3 to 6 months overdue	100%	50%	439	449	439	-
Over 6 months overdue	100%	100%	70,022	36,982	70,022	36,982
			486,267	391,924	70,461	36,982

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

	CONSOLIDATED 2026 $	2025 $
Opening balance	36,982	55
Additional provisions recognised	49,702	46,624
Receivables previously provided for which were collected during the year	(10,534)	-
Receivables written off during the year as uncollectable	(5,689)	(9,697)
Closing balance	70,461	36,982

ACCOUNTING POLICY

Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Note 9

CURRENT ASSETS - CONTRACT ASSETS

	CONSOLIDATED	
	2026 $	2025 $
Contract assets	6,310	10,836

Reconciliation

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

	2026 $	2025 $
Opening balance	10,836	10,836
Additions	55,374	130,032
Transfer to trade receivables	(59,900)	(130,032)
Closing balance	6,310	10,836

Note 10

CURRENT ASSETS - INVENTORIES

	CONSOLIDATED	
	2026 $	2025 $
Raw materials and finished goods	255,542	562,218
Less: Provision for impairment	(22,473)	(299,600)
	233,069	262,618

ACCOUNTING POLICY

Raw materials and finished goods are stated at the lower of cost and net realisable value on a weighted average cost basis. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Note 11

CURRENT ASSETS - PREPAYMENTS

	CONSOLIDATED 2026 $	CONSOLIDATED 2025 $
Prepayments	113,313	131,247

Note 12

NON-CURRENT ASSETS - PROPERTY, PLANT & EQUIPMENT

	CONSOLIDATED 2026 $	CONSOLIDATED 2025 $
Plant and equipment - at cost	147,104	144,512
Less: Accumulated depreciation	(76,952)	(35,086)
	70,152	109,426
Computer equipment - at cost	55,969	50,449
Less: Accumulated depreciation	(37,079)	(27,887)
	18,890	22,562
Make good asset - at cost	32,815	32,815
Less: Accumulated depreciation	(32,815)	(32,815)
	-	-
Leasehold improvements - at cost	10,775	10,775
Less: Accumulated depreciation	(10,729)	(10,179)
	46	596
	89,088	132,584

Reconciliations

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

CONSOLIDATED	PLANT AND EQUIPMENT $	COMPUTER EQUIPMENT $	MAKE GOOD ASSET $	LEASEHOLD IMPROVEMENTS $	TOTAL
Balance at 30 June 2024	3,479	12,752	27,346	7,737	51,314
Additions	130,853	16,277	-	2,887	150,017
Disposals	-	-	-	-	-
Depreciation expense	(24,906)	(6,467)	(27,346)	(10,028)	(68,747)
Balance at 30 June 2025	109,426	22,562	-	596	132,584
Additions	14,839	5,520	-	-	20,359
Disposals	(12,247)	-	-	-	(12,247)
Depreciation expense	(41,866)	(9,192)	-	(550)	(51,608)
Balance at 30 June 2026	70,152	18,890	-	46	89,088

Note 13

NON-CURRENT ASSETS - INTANGIBLES

	CONSOLIDATED 2026 $	CONSOLIDATED 2025 $
Patents and trademarks - at cost	29,916	17,925
Less: Accumulated amortisation	(18,235)	(14,266)
	11,681	3,659
Software - at cost	13,004	13,004
Less: Accumulated amortisation	(12,243)	(11,989)
	761	1,015
Technology platform - at cost	19,800	19,800
Less: Accumulated amortisation	(19,800)	(19,800)
	-	-
	12,442	4,674

Reconciliations

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

CONSOLIDATED	PATENTS AND TRADEMARKS $	SOFTWARE $	TECHNOLOGY PLATFORM $	TOTAL $
Balance at 30 June 2024	4,695	1,353	-	6,048
Additions	1,036	-	-	1,036
Disposals	-	-	-	-
Amortisation expense	(2,072)	(338)	-	(2,410)
Balance at 30 June 2025	3,659	1,015	-	4,674
Additions	11,991	-	-	11,991
Disposals	-	-	-	-
Amortisation expense	(3,969)	(254)	-	(4,223)
Balance at 30 June 2026	11,681	761	-	12,442

Note 14

CURRENT LIABILITIES - TRADE & OTHER PAYABLES

	CONSOLIDATED	
	2026 $	2025 $
Trade payables	160,142	227,922
Accrued expenses	369,722	872,009
Amounts owing to the ATO	164,792	168,856
Other payables	161,704	141,381
	856,360	1,410,168

Refer to note 21 for further information on financial instruments.

ACCOUNTING POLICY

Trade payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. They are classified as unsecured obligations, meaning no collateral has been provided against them. Typically, payment for these liabilities is made within 30 days of their recognition, in line with the Group's standard payment terms and contractual agreements with suppliers.

Accrued expenses and other payables

Accrued expenses and other liabilities are recognised when the Group has a present obligation arising from past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. These liabilities are measured at their fair value and adjusted regularly to reflect the passage of time or any other changes. The amounts are subject to periodic adjustments to account for the passage of time, changes in market conditions, or other relevant factors, ensuring that the liabilities remain accurately reported on the financial statements.

Note 15

CURRENT & NON-CURRENT LIABILITIES - CONTRACT LIABILITIES

	CONSOLIDATED	
	2026 $	2025 $
Current liability	1,427,331	1,126,425
Non-current liability	66,633	19,966
	1,493,964	1,146,391

Reconciliation

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

	2026 $	2025 $
Opening balance	1,146,391	1,554,612
Payments received in advance	1,473,998	1,002,751
Transfer to revenue - included in the opening balance	(1,126,425)	(1,410,972)
Closing balance	1,493,964	1,146,391

ACCOUNTING POLICY

Contract liabilities represent unearned revenue for which the Group has an existing contract but has not yet fulfilled the related performance obligations. This revenue is recognised in accordance with the Group's revenue recognition policy. Contract liabilities are classified as current liabilities unless the associated performance obligation is expected to be satisfied beyond 12 months.

Revenue from unsatisfied performance obligations disclosed as contract liabilities is expected to be recognised within three months for hardware sales, while revenue from software subscriptions will be recognised progressively over the contractual term which for the majority of customer contracts is 12 months and under.

Note 16

CURRENT & NON-CURRENT LIABILITIES - BORROWINGS

	CONSOLIDATED 2026 $	2025 $
Current liability - short term finance	27,989	14,144
Current liability - convertible notes payable	-	960,000
Current liability – Advanced R&D loan facility	400,000	-
	427,989	974,144
Non-current liability - convertible notes payable	150,000	1,500,000
	577,989	2,474,144

Refer to note 21 for further information on financial instruments.

Key terms of the Adcock Private Equity Convertible note facility:

The credit standby arrangement relates to a convertible note facility issued to Adcock Private Equity. As at 30 June 2026, $0.85 million was available to draw down under this facility.

The key terms of the facility are:

- The convertible note is repayable 24 months from the date of each drawdown;
- Line fee of 1% per annum;
- Interest rate of the Reserve Bank of Australia cash rate (4.35%) as at 30 June 2026 plus 7.50% per annum, therefore 11.85% per annum as at 30 June 2026, payable quarterly in arrears unless otherwise agreed in writing between the Company and each investor;
- The facility agreement includes a provision to renegotiate interest rate further downwards, subject to the Group delivering three consecutive cash flow positive quarters;
- Usual covenants for a facility of this nature and scope including unsecured obligation, no debt subordination without consent, anti-dilution provisions;
- The Facility can be repaid in part or full or reduced at any time at the election of the Group;
- The facilities constitute unsecured debt obligations of the Company;
- Provisions allowing for conversion into shares of a portion of the existing debt.

Key terms of the Advanced R&D Loan Facility

In April 2026, the Company established a $0.6 million R&D funding facility with Finance Innovations Management Pty Ltd (trading as Advanced R&D), secured against the Company's expected FY2026 R&D Tax Incentive. As at 30 June 2026, $0.4 million had been drawn under the facility based on estimated eligible R&D expenditure for the 9 months ending 31 March 2026.

A further $0.2 million remains available for drawdown, subject to eligible R&D expenditure being incurred and the terms of the facility. The facility will be repaid from the proceeds of the Company's R&D Tax Incentive upon receipt from the Australian Taxation Office. Following repayment, the facility may be redrawn against the Company's FY2027 R&D Tax Incentive, subject to the terms of the facility.

The key terms of the R&D loan facility are:

- Facility Limit: $0.6 million;
- Initial Advance of $0.4 million;
- Application and Drawdown fee of 1%;
- Interest rate of 16.5% per annum;
- Minimum interest period of 3 months;
- Maturity date of 31 December 2028.

Note 16 *(cont.)*

CURRENT & NON-CURRENT LIABILITIES - BORROWINGS

FINANCING ARRANGEMENTS

	CONSOLIDATED	
	2026 $	2025 $
Total facilities		
Convertible notes payable	1,000,000	4,000,000
R&D loan payable	600,000	-
	1,600,000	4,000,000
Used at the reporting date		
Convertible notes payable	150,000	2,460,000
R&D loan payable	400,000	-
	550,000	2,460,000
Unused at the reporting date		
Convertible notes payable	850,000	1,540,000
R&D loan payable	200,000	-
	1,050,000	1,540,000

Refer to note 21 for further information on financial instruments.

ACCOUNTING POLICY

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

The component of the convertible notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of the convertible notes the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond and this amount is carried as a non-current liability on the amortised cost basis until extinguished on conversion or redemption. The increase in the liability due to the passage of time is recognised as a finance cost. The remainder of the proceeds are allocated to the conversion option that is recognised as a financial liability as the quantum of shares to be issued on conversion cannot be determined until conversion. The carrying amount of the conversion option is remeasured in subsequent years. The corresponding interest on convertible notes is expensed to profit or loss.

Note 17

CURRENT & NON-CURRENT LIABILITIES - EMPLOYEE BENEFITS

	CONSOLIDATED	
	2026 $	2025 $
Current liability – annual leave provision	151,094	171,442
	151,094	171,442
Non-current liability - long service leave provision	27,904	15,307
	178,998	186,749

ACCOUNTING POLICY

Short-term employee benefits: Liabilities for annual leave and long service leave which are expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Long-term employee benefits: The liability for long service leave benefits not expected to be settled within 12 months of the reporting date are measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on high quality corporate bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Note 18

EQUITY - ISSUED CAPITAL

	CONSOLIDATED			
	2026 SHARES	2025 SHARES (1)	2026 $	2025 $
Ordinary shares - fully paid	86,643,492	67,357,209	51,217,565	48,977,210

(1) Subsequent to approval by shareholders at the Company's 2025 Annual General Meeting, the Company implemented a share consolidation on the basis of one (1) ordinary share for every fifty (50) ordinary shares held. The prior year comparative figure of 3,367,860,469 has been adjusted for the share consolidation.

Movements in ordinary share capital

DETAILS	DATE	SHARES	ISSUE PRICE	$
Balance	30 June 2024	1,416,991,197		40,104,015
Issue of shares	2 July 2024	83,008,800	$0.005	415,044
Issue of shares	25 July 2024	1,416,991,197	$0.005	7,084,956
Issue of shares	30 July 2024	833,333	$0.010	8,333
Issue of shares	21 November 2024	437,500,000	$0.004	1,750,000
Issue of shares	23 December 2024	12,535,942	$0.010	125,359
Transaction costs arising on share issues	30 June 2025	-		(510,497)
Balance	30 June 2025	3,367,860,469		48,977,210
Issue of shares (1)	29 September 2025	11,287,466	$0.004	45,150
Issue of shares (2)	30 October 2025	134,662,534	$0.0044	597,545
Issue of shares (3)	19 November 2025	812,503,033	$0.002	1,625,006
Consolidation of shares (4)	25 November 2025	(4,239,787,231)		-
Issue of shares (5)	3 February 2026	36,110	$0.500	18,055
Issue of shares (6)	31 March 2026	44,444	$0.500	22,222
Issue of shares (7)	26 June 2026	36,667	$0.336	12,334
Transaction costs arising on share issues		-		(79,957)
Balance	30 June 2026	86,643,492		51,217,565

(1) On 29 September 2025, 11,287,466 of performance rights which vested were converted to ordinary shares.

(2) On 30 October 2025, 134,662,534 of performance rights which vested were converted to ordinary shares.

(3) On 19 November 2025, following approval by shareholders at the Company's Annual General Meeting, the Company converted $3.25 million of convertible notes and accrued interest held with cornerstone shareholder investors, John Plummer and Adcock Private Equity into 812,503,033 (equivalent to 16,250,061 after the 50:1 share consolidation) ordinary shares at a 100% premium, in accordance with the contractual terms of the relevant debt facility agreements.

(4) Subsequent to approval by shareholders at the Company's 2025 Annual General Meeting, the Company implemented a share consolidation on the basis of one (1) ordinary share for every fifty (50) ordinary shares held.

(5) On 3 February 2026, 36,110 of performance rights which vested were converted to ordinary shares.

(6) On 31 March 2026, 44,444 of performance rights which vested were converted to ordinary shares.

(7) On 26 June 2026, 36,667 of performance rights which vested were converted to ordinary shares.

ACCOUNTING POLICY

Ordinary shares are classified as equity. Ordinary shares entitle the holder to participate in any dividends declared and any proceeds attributable to shareholders should the Company be wound up in proportions that consider both the number of shares held and the extent to which those shares are paid up. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

CAPITAL RISK MANAGEMENT

The Group's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders and to maintain an optimum capital structure to reduce the cost of capital.

Capital is regarded as total equity, as recognised in the statement of financial position, plus net debt. Net debt is calculated as total borrowings less cash and cash equivalents.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group would look to raise capital when an opportunity to invest in a business or company was seen as value adding relative to the current Company's share price at the time of the investment. The Group is not actively pursuing additional investments in the short term as it continues to integrate and grow its existing businesses in order to maximise synergies.

The capital risk management policy remains unchanged from the 30 June 2025 Annual Report.

Note 19

EQUITY - RESERVES

	CONSOLIDATED 2026 $	2025 $
Foreign currency reserve	(370)	(1,619)
Share-based payments reserve	2,509,696	2,886,598
Acquisition reserve	974,429	974,429
	3,483,755	3,859,408

Foreign currency reserve

The reserve is used to recognise exchange differences arising from the translation of the financial statements of foreign operations to Australian dollars. It is also used to recognise gains and losses on hedges of the net investments in foreign operations.

Share-based payments reserve

The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration, and other parties as part of their compensation for services.

Acquisition reserve

The reserve is used to recognise equity benefits provided to the vendors on acquisition of subsidiaries made during the financial year ended 30 June 2015. This includes fair value of shares and options which is expected to be converted into issued capital in the future.

Movements in reserves

Movements in each class of reserve during the current and previous financial year are set out below:

CONSOLIDATED	FOREIGN CURRENCY $	SHARE-BASED PAYMENT $	ACQUISITION RESERVE $	TOTAL $
Balance at 30 June 2024	(686)	2,381,862	974,429	3,355,605
Foreign currency translation	(933)	-	-	(933)
Conversion of performance rights	-	(133,693)	-	(133,693)
Share-based payments expense	-	638,429	-	638,429
Balance at 30 June 2025	(1,619)	2,886,598	974,429	3,859,408
Foreign currency translation	1,249	-	-	1,249
Conversion of performance rights	-	(695,305)	-	(695,305)
Share-based payments expense	-	318,403	-	318,403
Balance at 30 June 2026	(370)	2,509,696	974,429	3,483,755

Note 20

EQUITY - DIVIDENDS

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

ACCOUNTING POLICY

Dividends are recognised when declared during the financial year and no longer at the discretion of the Company.

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the financial year but not distributed at the reporting date.

Note 21

FINANCIAL INSTRUMENTS

FINANCIAL RISK MANAGEMENT OBJECTIVES

The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of interest rate and ageing analysis for credit risk.

Refer to the Directors Report for further information about the risk management strategies undertaken by the Group.

MARKET RISK

Foreign currency risk

The Group is not exposed to any significant foreign currency risk with the majority of sales (94% for the year ended 30 June 2026), being made to Australian customers.

Price risk

The Group is not exposed to any significant price risk.

Interest rate risk

The Group's main interest rate risk arises from long-term borrowings. Borrowings obtained at variable rates expose the Group to interest rate risk. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk.

As at the reporting date, the Group had the following variable rate borrowings outstanding and assets held:

	CONSOLIDATED	
	2026 $	2025 $
Borrowings - Convertible notes payable	150,000	2,460,000
Borrowings – Advanced R&D payable	400,000	-
Borrowings - Short term finance	27,989	14,144
Cash at bank	(1,622,485)	(1,889,579)
Net exposure to cash flow interest rate risk	(1,044,496)	584,565

Note 21 *(cont.)*

FINANCIAL INSTRUMENTS

The interest rate which applies to the convertible notes payable, is the Reserve Bank of Australia cash rate plus 7.5% per annum, therefore currently 11.85% per annum, payable quarterly in arrears. While the interest rate which applies to the advanced R&D loan payable is 16.5% per annum.

An analysis by remaining contractual maturities is shown in the 'liquidity and interest rate risk management' section below.

An official increase in interest rates of 50 (2025: 50) basis points for the full financial year on the convertible notes payable and Advanced R&D Payable Facility, would have an adverse effect on profit before tax of $5,628 (2025: $7,107) per annum. An official decrease in interest rates of 50 (2025: 50) basis points for the full financial year on the convertible notes payable, would have had a favourable effect on profit before tax of $5,628 (2025: $7,107) per annum.

CREDIT RISK

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has a strict code of credit, including obtaining agency credit information, confirming references and setting appropriate credit limits. The Group obtains guarantees where appropriate to mitigate credit risk. The maximum exposure to credit risk at the reporting date to recognised financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements. The Group does not hold any collateral.

The Group has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the Group based on recent sales experience, historical collection rates and forward-looking information that is available.

As at 30 June 2026 and 30 June 2025 the Group does not have a concentration of credit risk exposure.

Generally, trade receivables are written off when there is no reasonable expectation of recovery. Indicators of this include the failure of a debtor to engage in a repayment plan, no active enforcement activity and a failure to make contractual payments for a period greater than 1 year.

LIQUIDITY RISK

Liquidity risk management requires the Group to maintain sufficient liquid assets (mainly cash and cash equivalents) and available borrowing facilities to be able to pay debts as and when they become due and payable.

The Group manages liquidity risk by maintaining adequate cash reserves and available borrowing facilities by continuously monitoring actual and forecast cash flows and matching the maturity profiles of financial assets and liabilities.

Financing arrangements

Unused borrowing facilities at the reporting date:

	CONSOLIDATED	
	2026 $	2025 $
Advanced R&D payable	200,000	-
Convertible notes payable	850,000	1,540,000
	1,050,000	1,540,000

Remaining contractual maturities

The following tables detail the Group's remaining contractual maturity for its financial instrument liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the financial liabilities are required to be paid. The tables include both interest and principal cash flows disclosed as remaining contractual maturities and therefore these totals may differ from their carrying amount in the statement of financial position.

CONSOLIDATED - 2026	WEIGHTED AVERAGE INTEREST RATE %	1 YEAR OR LESS $	BETWEEN 1 AND 2 YEARS $	BETWEEN 2 AND 5 YEARS $	OVER 5 YEARS $	REMAINING CONTRACTUAL MATURITIES $
NON-DERIVATIVES						
Non-interest bearing						
Trade payables	-	160,142	-	-	-	160,142
Accrued expenses	-	369,723	-	-	-	369,723
Amounts owing to the ATO	-	164,792	-	-	-	164,792
Other payables	-	161,704	-	-	-	161,704
Interest-bearing - variable						
Convertible notes payable	11.85%	-	150,000	-	-	150,000
Interest-bearing - fixed rate						
Short term finance	16.17%	27,989	-	-	-	27,989
Loan Facility	16.50%	400,000	-	-	-	400,000
Total non-derivatives		**1,284,350**	**150,000**	**-**	**-**	**1,434,350**

CONSOLIDATED - 2025	WEIGHTED AVERAGE INTEREST RATE %	1 YEAR OR LESS $	BETWEEN 1 AND 2 YEARS $	BETWEEN 2 AND 5 YEARS $	OVER 5 YEARS $	REMAINING CONTRACTUAL MATURITIES $
NON-DERIVATIVES						
Non-interest bearing						
Trade payables	-	227,922	-	-	-	227,922
Accrued expenses	-	872,009	-	-	-	872,009
Amounts owing to the ATO	-	168,856	-	-	-	168,856
Other payables	-	141,381	-	-	-	141,381
Interest-bearing - variable						
Convertible notes payable	11.73%	960,000	1,500,000	-	-	2,460,000
Interest-bearing - fixed rate						
Short term finance	6.25%	14,144	-	-	-	14,144
Total non-derivatives		**2,384,312**	**1,500,000**	**-**	**-**	**3,884,312**

The cash flows in the maturity analysis above are not expected to occur significantly earlier than contractually disclosed above.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Unless otherwise stated, the carrying amounts of financial instruments reflect their fair value.

Note 22

KEY MANAGEMENT PERSONNEL DISCLOSURES

Compensation

The aggregate compensation made to Directors and other members of key management personnel of the Group is set out below:

	CONSOLIDATED	
	2026 $	2025 $
Short-term employee benefits	1,042,269	1,308,584
Post-employment benefits	125,072	144,196
Share-based payments	226,132	588,647
	1,393,473	2,041,427

Note 23

REMUNERATION OF AUDITORS

During the financial year the following fees were paid or payable for services provided by PKF(NS) Audit & Assurance Limited Partnership, the auditor of the Company, and unrelated firms:

	CONSOLIDATED	
	2026 $	2025 $
Audit services - PKF(NS) Audit & Assurance Limited Partnership		
Audit or review of the financial statements	122,000	127,800
Other services - PKF(NS) Audit & Assurance Limited Partnership		
Tax services	-	3,513
	122,000	131,313

Note 24

CONTINGENT LIABILITIES

There were no contingent liabilities which would have a material effect on the Group's financial statements as at 30 June 2026 (30 June 2025: nil).

Note 25

RELATED PARTY TRANSACTIONS

Parent entity

Visionflex Group Limited is the parent entity.

Subsidiaries

Interests in subsidiaries are set out in the Consolidated Entity Disclosure Statement.

Key management personnel

Disclosures relating to key management personnel are set out in note 22 and the remuneration report included in the Directors' report.

Transactions with related parties

The following transactions occurred with related parties:

	CONSOLIDATED	
	2026 $	2025 $
Expenses:		
Interest paid to key management personnel and their related parties during the year	5,035	45,245
Included in the opening other payables balance to key management personnel and their related parties	(33,902)	(134,155)
Converted to Equity as part of July 2024 capital raise	-	118,238
Converted to Equity as part of November 2025 credit note conversion	59,326	-
Interest payable to key management personnel and their related parties from the year	5,827	33,902
	36,286	63,230

Receivable from and payable to related parties

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	CONSOLIDATED	
	2026 $	2025 $
Current payables:		
Other payables to key management personnel*	5,827	33,902

*Represents interest payable to key management personnel and their related parties.

Notes to the financial statements *(cont.)*

30 JUNE 2026

RELATED PARTY TRANSACTIONS *(cont.)*

Loans to/from related parties

The following balances are outstanding at the reporting date in relation to loans with related parties:

	CONSOLIDATED	
	2026 $	2025 $
Non-current borrowings:		
Convertible note payable from key management personnel	150,000	500,000

Terms and conditions

All transactions were made on normal commercial terms and conditions and at market rates.

Note 26

PARENT ENTITY INFORMATION

Set out below is the supplementary information about the parent entity.

Statement of profit or loss and other comprehensive income

	PARENT	
	2026 $	2025 $
Loss after income tax	(756,034)	(3,040,536)
Total comprehensive income	**(756,034)**	**(3,040,536)**

Statement of financial position

	PARENT	
	2026 $	2025 $(*)
Total current assets	102,880	161,642
Total assets	3,012,782	3,072,856
Total current liabilities	2,855,169	2,681,642
Total liabilities	3,029,459	4,196,949
Equity		
Issued capital (*)	51,217,565	48,977,210
Share-based payments reserve	2,509,969	2,886,598
Acquisition reserve	974,429	974,429
Foreign currency reserve (*)	(634)	(358)
Accumulated losses	(54,718,006)	(53,961,972)
Total deficiency in equity	**(16,677)**	**(1,124,093)**

(*) Prior year comparative figures have been adjusted to correct an error in the issued capital and foreign currency reserve balance.

PARENT ENTITY INFORMATION

Guarantees entered into by the parent entity in relation to the debts of its subsidiaries

The parent entity had no guarantees in relation to the debts of its subsidiaries as at 30 June 2026 and 30 June 2025.

Contingent liabilities

The parent entity had no contingent liabilities as at 30 June 2026 and 30 June 2025.

Capital commitments - Property, plant and equipment

The parent entity had no capital commitments for property, plant and equipment as at 30 June 2026 and 30 June 2025.

Significant accounting policies

The accounting policies of the parent entity are consistent with those of the Group, except for the following:

- Investments in subsidiaries are accounted for at cost, less any impairment, in the parent entity.
- Dividends received from subsidiaries are recognised as other income by the parent entity and its receipt may be an indicator of an impairment of the investment.

Note 27

CASH FLOW INFORMATION

Reconciliation of loss after income tax to net cash used in operating activities	CONSOLIDATED 2026 $	2025 $
Loss after income tax benefit for the year	(57,805)	(3,093,317)
Adjustments for:		
Net gain on disposal of business	-	(98,693)
Fair value conversion of convertible note	(1,625,006)	-
Depreciation and amortisation	55,831	71,157
Share-based payments	318,403	638,429
Conversion of interest to equity	250,012	-
Foreign exchange differences	(4,672)	(1,097)
Other non-cash transactions	19,293	2,719
Change in operating assets and liabilities:		
(Increase)/decrease in trade and other receivables	(84,190)	3,604
Decrease in contract assets	4,526	-
Decrease/(increase) in inventories	29,549	385,121
(Increase)/decrease in income tax receivable	30,820	(46,328)
(Increase)/decrease in prepayments	17,934	(46,038)
Increase/(decrease) in trade and other payables	(553,808)	(564,123)
Increase/(decrease) in contract liabilities	347,573	(408,221)
Increase/(decrease) in employee benefits	(7,752)	(6,864)
Net cash used in operating activities	**(1,259,292)**	**(3,163,651)**

Movements in other payables of $115,261 (2025: $419,253) relating to investing and financing activities have been reclassified to the respective sections of the statement of cash flows.

Changes in liabilities arising from financing activities

CONSOLIDATED	SHORT TERM FINANCE $	CONVERTIBLE NOTES PAYABLE $	LOAN FACILITY $	TOTAL $
Balance at 30 June 2024	4,218	6,825,000	-	6,829,218
Net cash from/(used in) financing activities	(132,435)	1,500,000	-	1,367,565
Converted to equity (not a cashflow)	-	(5,865,000)	-	(5,865,000)
Settlement of expenses by means of finance facility	142,361	-	-	142,361
Balance at 30 June 2025	14,144	2,460,000	-	2,474,144
Net cash from/(used in) financing activities	(98,111)	690,000	400,000	991,889
Converted to equity (not a cash flow)	-	(3,000,000)	-	(3,000,000)
Settlement of expenses by means of finance facility	111,956	-	-	111,956
Balance at 30 June 2026	**27,989**	**150,000**	**400,000**	**577,989**

Note 28

SHARE-BASED PAYMENTS

The Group established in November 2023, after approval at the Company Annual General Meeting on 26 October 2023, the 1ST Group Omnibus Incentive Plan ('Omnibus Plan') to align long term incentives for directors and employees with the delivery of sustainable value to shareholders. Eligible participants include full or part-time employees, Directors and contractors, including any related body corporate.

Participants are granted performance rights which vest over time, subject to meeting specific criteria. The performance rights are issued for no consideration and carry no entitlements to voting rights or dividends of the Company. The number of performance rights that may be issued by the Group under the Plan when aggregated with the number of options or shares issued during the previous three years under all other employee equity plans established by the Group (including as a result of exercise of options or shares granted during the previous five years) must not exceed 10% of the total number of shares on issue.

Note 28 *(cont.)*

SHARE-BASED PAYMENTS

Set out below are summaries of performance rights and service rights granted under the plan as at 30 June 2026:

2026

GRANT DATE	EXPIRY DATE	SHARE PRICE HURDLE (1)	BALANCE AT THE START OF THE YEAR (1)	GRANTED (1)	EXERCISED (1)	EXPIRED/ FORFEITED/ OTHER (1)	BALANCE AT THE END OF THE YEAR (1)
1/12/2023	16/12/2028	$0.45	228,497	-	(97,221)	-	131,276
1/12/2023	21/12/2026	$0.70	287,857	-	-	-	287,857
1/12/2023	16/12/2028	$0.70	340,078	-	-	-	340,078
1/12/2023	21/12/2026	$1.75	222,855	-	-	-	222,855
1/12/2023	16/12/2028	$1.75	410,927	-	-	-	410,927
4/9/2024	4/9/2029	N/A	1,587,095	-	(1,587,095)	-	-
4/9/2024	4/9/2029	N/A	230,000	-	(174,000)	-	56,000
4/9/2024	4/9/2029	N/A	230,000	-	-	(100,000)	130,000
24/10/2024	24/10/2029	N/A	1,177,905	-	(1,177,905)	-	-
19/11/2025	24/11/2030	N/A	-	1,260,000	-	(200,000)	1,060,000
19/11/2025 (2)	24/11/2030	N/A	-	810,000	-	-	810,000
			4,715,214	**2,070,000**	**(3,036,221)**	**(300,000)**	**3,448,993**
Weighted average share price hurdle (1)			$0.35	N/A	$0.45	N/A	$0.48

2025

GRANT DATE	EXPIRY DATE	SHARE PRICE HURDLE (1)	BALANCE AT THE START OF THE YEAR (1)	GRANTED (1)	EXERCISED (1)	EXPIRED/ FORFEITED/ OTHER (1)	BALANCE AT THE END OF THE YEAR (1)
1/12/2023	16/12/2028	$0.45	495,883	-	(267,386)	-	228,497
1/12/2023	21/12/2026	$0.70	287,857	-	-	-	287,857
1/12/2023	16/12/2028	$0.70	340,078	-	-	-	340,078
1/12/2023	21/12/2026	$1.75	222,855	-	-	-	222,855
1/12/2023	16/12/2028	$1.75	410,927	-	-	-	410,927
4/9/2024	4/9/2029	N/A	-	1,587,095	-	-	1,587,095
4/9/2024	4/9/2029	N/A	-	250,000	-	(20,000)	230,000
4/9/2024	4/9/2029	N/A	-	250,000	-	(20,000)	230,000
24/10/2024	24/10/2029	N/A	-	1,177,905	-	-	1,177,905
			1,757,600	**3,265,000**	**(267,386)**	**(40,000)**	**4,715,214**
Weighted average share price hurdle			$0.94	N/A	$0.45	N/A	$0.35

(1) The number of options and related exercise prices presented in the tables above have been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

(2) Service rights issued to Directors of the Company.

Set out below are the performance rights exercisable at the end of the financial year:

GRANT DATE	VESTING DATE	NUMBER OF PERFORMANCE RIGHTS (1)	SHARE PRICE HURDLE $ (1)	EXPIRY DATE	FAIR VALUE PER RIGHT AT GRANT DATE $ (1)
1/12/2023	1/12/2023	131,276	$0.45	19/12/2028	0.500
1/12/2023	19/5/2024	287,857	$0.70	21/12/2026	0.4750
1/12/2023	29/6/2024	340,078	$0.70	16/12/2028	0.4900
1/12/2023	21/5/2025	222,855	$1.75	21/12/2026	0.3650
1/12/2023	29/8/2025	410,927	$1.75	16/12/2028	0.4350
4/9/2024	4/9/2025	56,000	N/A	4/9/2029	0.2000
4/9/2024	4/9/2025	130,000	N/A	4/9/2029	0.2000
19/11/2025	19/11/2026	1,060,000	N/A	24/11/2030	0.1000
19/11/2025 (2)	19/11/2026	810,000	N/A	24/11/2030	0.1000
	Total	**3,448,993**			

(1) The number of options and related exercise prices presented in the table above has been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

(2) Service rights issued to Directors of the Company.

The weighted average share price during the financial year was $0.48 (2025: 0.35), with the share price adjusted to reflect the 50-for-1 share consolidation completed during FY26.

Note 28 *(cont.)*

SHARE-BASED PAYMENTS

The Group established the 1ST Group Share Option Plan ('Plan') on 29 November 2013 to align long term incentives for senior management and employees with the delivery of sustainable value to shareholders. Eligible participants include full or part-time employees, Directors and contractors, including any related body corporate. Participants are granted options which vest over time, subject to meeting specific criteria. The options are issued for no consideration and carry no entitlements to voting rights or dividends of the Company. The number of options that may be issued by the Group under the Plan when aggregated with the number of options or shares issued during the previous five years under all other employee equity plans established by the Group (including as a result of exercise of options or shares granted during the previous five years) must not exceed 5% of the total number of shares on issue. Options are forfeited automatically after the participant ceases to be employed by the Group , unless the Board determines otherwise (this is usually only in the case of redundancy, death or disablement).

In addition to the Plan, the Board at its discretion has issued share options to Non-Executive Directors, executive management and advisors. Set out below are summaries of options granted under the plan and those issued at the discretion of the Board.

Set out below are summaries of options granted under the plan as at the end of each financial year:

2026

GRANT DATE	EXPIRY DATE	EXERCISE PRICE	BALANCE AT THE START OF THE YEAR	GRANTED	EXERCISED	EXPIRED/ FORFEITED/ OTHER	BALANCE AT THE END OF THE YEAR
25/06/2021	30/11/2026	$1.10	10,400	-	-	-	10,400
2/07/2024	2/01/2026	$0.35	553,392	-	-	(553,392)	-
25/07/2024	25/01/2026	$0.35	9,586,608	-	-	(9,586,608)	-
22/05/2025	25/01/2026	$0.35	150,000	-	-	(150,000)	-
22/05/2025	22/05/2027	$0.50	2,916,667	-	-	(2)	2,916,665
22/05/2025	8/10/2027	$0.50	200,000	-	-	-	200,000
			13,417,067	**-**	**-**	**(10,290,002)**	**3,127,065**
Weighted average share price hurdle			$0.385	N/A	N/A	$3.50	$0.502

2025

GRANT DATE	EXPIRY DATE	EXERCISE PRICE	BALANCE AT THE START OF THE YEAR	GRANTED	EXERCISED	EXPIRED/ FORFEITED/ OTHER	BALANCE AT THE END OF THE YEAR
14/04/2015	14/04/2025	$17.50	1,000	-	-	(1,000)	-
25/06/2021	30/11/2026	$1.10	25,400	-	-	(15,000)	10,400
02/07/2024	02/01/2026	$0.35	-	553,392	-	-	553,392
25/07/2024	25/07/2026	$0.35	-	9,586,608	-	-	9,586,608
22/05/2025	25/01/2026	$0.35	-	150,000	-	-	150,000
22/05/2025	22/05/2027	$0.50	-	2,916,667	-	-	2,916,667
22/05/2025	08/10/2027	$0.50	-	200,000	-	-	200,000
			26,400	**13,406,667**	**-**	**(16,000)**	**13,417,067**
Weighted average share price hurdle			$1.721	$0.385	N/A	$2.125	$0.385

Set out below are the options exercisable at the end of the financial year:

GRANT DATE	EXPIRY DATE	EXERCISE PRICE	2026 NUMBER	2025 NUMBER
25/06/2021	30/11/2026	$1.10	10,400	10,400
02/07/2024	02/01/2026	$0.35	-	553,392
25/07/2024	25/07/2026	$0.35	-	9,586,608
22/05/2025	25/01/2026	$0.35	-	150,000
22/05/2025	22/05/2027	$0.50	2,916,665	2,916,667
22/05/2025	08/10/2027	$0.50	200,000	200,000
			3,127,065	13,417,067

The weighted average share price during the financial year was $0.073 (2025: $0.150).

The weighted average remaining contractual life of options outstanding at the end of the financial year was 0.91 years (2025: 0.88 years).

Note 29

EARNINGS PER SHARE

	CONSOLIDATED	
	2026 $	2025 $
Loss per share for loss from continuing operations		
Loss after income tax attributable to the owners of Visionflex Group Limited	(57,805)	(3,205,618)

	CENTS	CENTS (1)
Basic earnings per share	(0.07)	(5.18)
Diluted earnings per share	(0.07)	(5.18)

	CONSOLIDATED	
	2026 $	2025 $
Profit per share for loss from discontinued operations		
Profit after income tax attributable to the owners of Visionflex Group Limited	-	112,301

	CENTS	CENTS(1)
Basic earnings per share	0.00	0.18
Diluted earnings per share	0.00	0.18

(1) The weighted average number of ordinary shares presented in the table above has been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

Note 29 *(cont.)*

EARNINGS PER SHARE

	CONSOLIDATED	
	2026 $	2025 $
Loss per share for loss		
Loss after income tax attributable to the owners of Visionflex Group Limited	(57,805)	(3,093,317)

	CENTS	CENTS (1)
Basic earnings per share	(0.07)	(5.00)
Diluted earnings per share	(0.07)	(5.00)

Options have been excluded from the diluted earnings per share calculation as their inclusion would be anti-dilutive.

The Basic earnings per share and diluted earnings per share presented in the tables above have been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

	2026 NUMBER	2025 NUMBER (1)
Weighted average number of ordinary shares		
Weighted average number of ordinary shares used in calculating basic earnings per share	79,296,345	61,832,709
Weighted average number of ordinary shares used in calculating diluted earnings per share	79,296,345	61,832,709

(1) The weighted average number of ordinary shares presented in the table above has been retrospectively adjusted to reflect the 50-for-1 share consolidation completed during FY26.

ACCOUNTING POLICY

Basic loss per share

Basic loss per share is calculated by dividing the loss attributable to the owners of Visionflex Group Limited, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted loss per share

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

Note 30

EVENTS AFTER THE REPORTING PERIOD

In July 2026, the Group repaid $75,000 of the Debt Facility Agreement funding provided by Adcock Private Equity. The repayment reflects the Group's ongoing management of its capital structure and is expected to reduce future interest costs.

No other matters or circumstances have arisen since 30 June 2026 that has significantly affected, or may significantly affect the Group's operations, the results of those operations, or the Group's state of affairs in future financial years.

Consolidated Entity Disclosure Statement

AS AT 30 JUNE 2026

NAME	ENTITY TYPE	COUNTRY OF INCORPORATION	% SHARE CAPITAL HELD JUNE 2026	% SHARE CAPITAL HELD JUNE 2025	TAX RESIDENCY
Visionflex Group Limited	Body Corporate	Australia	100.00%	100.00%	Australia
Visionflex Pty Ltd	Body Corporate	Australia	100.00%	100.00%	Australia
Visionflex, Inc.	Body Corporate	United States	100.00%	100.00%	United States
Visionflex New Zealand	Body Corporate	New Zealand	100.00%	100.00%	New Zealand

Directors' declaration

30 JUNE 2026

In the Directors' opinion:

- the attached financial statements and notes comply with the *Corporations Act 2001*, the Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements;
- the attached financial statements and notes comply with International Financial Reporting Standards as issued by the International Accounting Standards Board as described in note 1 to the financial statements;
- the attached financial statements and notes give a true and fair view of the Group's financial position as at 30 June 2026 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
- the information disclosed in the attached consolidated entity disclosure statement is true and correct.

The Directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of Directors made pursuant to section 295(5)(a) of the *Corporations Act 2001*.

On behalf of the Directors

Brook Adcock
Chair

28 August 2026
Sydney

PKF(NS) Audit & Assurance Limited Partnership
ABN 91 850 861 839
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Level 8, 1 O'Connell Street, Sydney NSW 2000

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Sydney T: +61 2 8346 6000 F: +61 2 8346 6099
info@pkf.com.au
www.pkf.com.au

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VISIONFLEX GROUP LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the accompanying financial report of Visionflex Group Limited (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 30 June 2026, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising material accounting policy information and other explanatory information, the consolidated entity disclosure statement, and the directors' declaration of the Group and the consolidated entity comprising the Company and the entities it controlled at the year end or from time to time during the financial year.

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

i) Giving a true and fair view of the consolidated entity's financial position as at 30 June 2026 and of its performance for the year ended on that date; and

ii) Complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report.

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

Independence

We are independent of the consolidated entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

PKF

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the Financial Report, which describes that the Group has reported a loss for the financial year ended 30 June 2026 of $57,805, had a net operating cash outflow of $1,259,292, had a positive working capital position of $128,322, and a negative net asset position of $14,685. Due to these events and conditions, the matters described in Note 2 indicate a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

1. Revenue Recognition

Why significant	How our audit addressed the key audit matter
The Group's revenue from continuing operations is a significant balance, comprising medical hardware sales, services revenue, software and support revenue. The timing of revenue recognition requires estimates and judgements related to the Group's satisfaction of performance obligations. Additionally, under Australian Auditing Standards there is a presumed risk of fraud in revenue recognition. Accordingly, revenue recognition is a key audit matter due to its significance, complexity and presumed risk of fraud.	Our work included, but was not limited to, the following procedures: • Evaluating revenue recognition processes to ensure they are consistently applied and in conformance with the Group's accounting policies; • Performing trend analytics over the Group's revenue streams; • Assessing whether revenue recognition was appropriate by obtaining standard customer invoices, agreements, proof of delivery, and contracts including key terms and conditions; • Performing test of details with particular focus around period end cut off, for a sample of material revenue streams; and • Assessing the appropriateness of the related disclosures and accounting policy in Note 4.

PKF

Other Information

Other information is financial and non-financial information in the annual report of the Group which is provided in addition to the Financial Report and the Auditor's Report. The directors are responsible for Other Information in the annual report.

The Other Information we obtained prior to the date of this Auditor's Report was the director's report. The remaining Other Information is expected to be made available to us after the date of the Auditor's Report.

Our opinion on the Financial Report does not cover the Other Information and, accordingly, the auditor does not and will not express an audit opinion or any form of assurance conclusion thereon, with the exception of the Remuneration Report.

In connection with our audit of the Financial Report, our responsibility is to read the Other Information. In doing so, we consider whether the Other Information is materially inconsistent with the Financial Report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We are required to report if we conclude that there is a material misstatement of this Other Information in the Financial Report and based on the work we have performed on the Other Information that we obtained prior the date of this Auditor's Report we have nothing to report.

Directors' Responsibilities for the Financial Report

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

a) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*; and
b) the consolidated entity disclosure statement that is true and correct in accordance with the Corporations Act 2001,
c) and for such internal control as the directors determine is necessary to enable the preparation of:
    i) the financial report (other than the consolidated entity disclosure statement) that gives a true and fair view and is free from material misstatement, whether due to fraud or error; and
    ii) the consolidated entity disclosure statement that is true and correct and is free of misstatement, whether due to fraud or error.

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

Auditor's Responsibilities for the Audit of the Financial Report

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

PKF

Auditor’s Responsibilities for the Audit of the Financial Report

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the consolidated entity’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and other related disclosures made by the directors.

- Conclude on the appropriateness of the directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the consolidated entity’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the consolidated entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the consolidated entity to express an opinion on the group financial report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on the Remuneration Report

Opinion

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2026.

In our opinion, the Remuneration Report of Visionflex Group Limited for the year ended 30 June 2026, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

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

PKF

KYM REILLY
PARTNER

28 AUGUST 2026
SYDNEY, NSW

Shareholder information

The shareholder information set out below was applicable as at 11 August 2026.

(1) DISTRIBUTION OF EQUITABLE SECURITIES

Analysis of number of equitable security holders by size of holding:

	ORDINARY SHARES		OPTIONS OVER ORDINARY SHARES		PERFORMANCE AND SERVICE RIGHTS OVER ORDINARY SHARES	
	NUMBER OF HOLDERS	% OF TOTAL SHARES ISSUED	NUMBER OF HOLDERS	% OF TOTAL SHARES ISSUED	NUMBER OF HOLDERS	% OF TOTAL SHARES ISSUED
1 to 1,000	456	0.22	1	0.00	-	-
1,001 to 5,000	298	0.87	4	0.50	-	-
5,001 to 10,000	81	0.70	7	1.81	-	-
10,001 to 100,000	146	6.31	49	57.82	4	4.67
100,001 and over	59	91.90	7	39.87	12	95.33
	1,040	100.00	68	100.00	16	100.00
Holding less than a marketable parcel	820	1.63	-	-	-	-

Shareholder information *(cont.)*

(2) EQUITY SECURITY HOLDERS

Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	ORDINARY SHARES	
	NUMBER HELD	% OF TOTAL SHARES ISSUED
John Plummer	36,045,861	41.60%
Adcock Private Equity Pty Ltd (Adcock Private Equity A/C)	10,435,707	12.04%
Adcock Group Super Pty Ltd (Adcock Group S/F A/C)	9,389,555	10.84%
Mr Michael John Harman & Mrs Elke Christine Harman	3,469,661	4.00%
Towns Corporation Pty Ltd (PAE Family A/C)	3,100,000	3.58%
Seven Hills Lane Nominees P/L (Granny Smale Enterprises A/C)	2,285,024	2.64%
Vamos Trading Pty Ltd	1,222,149	1.41%
Mr Paul Alexander Ehrlich & Mrs Lauren Stacey Ehrlich (PAE & LSE Super Fund A/C)	1,170,872	1.35%
David Oakley	960,000	1.11%
Mr Peter David Koller	876,435	1.01%
Maikel Kafrouni & Fiona Costanzo (Kafrouni Family A/C)	750,000	0.87%
Facoory	700,000	0.81%
BNP Paribas Nominees Pty Ltd (Hub24 Custodial Serv Ltd)	524,812	0.61%
Mr Ian Craig Bowman	500,000	0.58%
Berne No 132 Nominees Pty Ltd (791994 A/C)	496,442	0.57%
Citicorp Nominees Pty Limited	420,452	0.49%
Peter Shandley	397,504	0.46%
Pythagoras Super Pty Ltd (Pythagoras Super Fund A/C)	350,000	0.40%
Gaymar Superannuation Pty Ltd (Gaymar Superannuation A/C)	300,000	0.35%
Mr Jonathan David Wine	300,000	0.35%
	73,694,474	**85.07%**

Unquoted equity securities

	NUMBER ON ISSUE	NUMBER OF HOLDERS
Options over ordinary shares	3,127,065	68
Performance rights over ordinary shares	3,448,993	16

The following persons hold 10% or more of unquoted equity securities

NAME	NUMBER HELD	% OF TOTAL SHARES ISSUED
(i) Options over ordinary shares		
Kyriaco Barber Pty Ltd	333,333	10.66%
(ii) Performance rights and service rights over ordinary shares		
Seven Hills Lane Nominees P/L (Granny Smale Enterprises A/C)	1,142,221	33.12%
Maikel Kafrouni & Fiona Costanzo (Kafrouni Family A/C)	525,058	15.22%

(3) SUBSTANTIAL HOLDERS

(i) The names of the substantial shareholders listed in the Group's register as at 30 June 2026 are outlined below, based on the shareholders last lodged Substantial Shareholder notice:

	ORDINARY SHARES	
	NUMBER HELD (1)	% OF TOTAL SHARES ISSUED
John Plummer	36,045,861	41.60%
Adcock Private Equity Pty Ltd (Adcock Private Equity A/C) & Adcock Group Super Pty Ltd (Adcock Group S/F A/C)	19,825,262	22.91%

(1) The number of ordinary shares held in the table above has been adjusted to reflect the 50-for-1 share consolidation completed after the last Substantial Shareholder was lodged.

(ii) The names of the substantial shareholders listed in the Group's register as at 11 August 2026 are outlined below, based on the shareholders last lodged Substantial Shareholder notice unless otherwise outlined in the table below:

	ORDINARY SHARES	
	NUMBER HELD (1)	% OF TOTAL SHARES ISSUED
John Plummer	36,045,861	41.60%
Adcock Private Equity Pty Ltd (Adcock Private Equity A/C) & Adcock Group Super Pty Ltd (Adcock Group S/F A/C)	19,825,262	22.91%

(1) The number of ordinary shares held in the table above has been adjusted to reflect the 50-for-1 share consolidation completed after the last Substantial Shareholder was lodged.

Shareholder information *(cont.)*

(4) VOTING RIGHTS

The voting rights attached to ordinary shares are set out below:

Ordinary shares

On a show of hands every member present at a meeting in person or by proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities which have voting rights.

(5) STOCK EXCHANGE LISTING– ORDINARY SHARES (AS OF 30 JUNE 2026)

Quotation has been granted for all the ordinary shares of the Company on the Australian Securities Exchange.

(6) RESTRICTED SECURITIES

As at 30 June 2026 there were 36,667 restricted ordinary shares of the Company recorded in the Company's share register. As at 28 August 2026 there are no restricted security classes recorded in the Company's share register.

(7) LISTING RULE 3.13.1 AND 14.3

The Company advises that the Annual General Meeting (AGM) of the Company is scheduled for Thursday 19 November 2026 at 2:00pm (AEDT).

Further to Listing Rule 3.13.1, Listing Rule 14.3, nominations for election of directors at the AGM must be received not less than 30 Business Days before the meeting, being no later than Thursday, 8 October 2026.

(8) COMPANY SECRETARY

The name of the company secretary is Maria Clemente.

(9) REGISTERED OFFICE

c/o Automic Group
Level 5, 126 Phillip Street
Sydney, NSW 2000

Tel: 1300 288 664

(10) REGISTER OF SECURITIES

The registers of securities are held at the following address:

Automic Registry Services
Level 5, 126 Phillip Street
Sydney, NSW 2000

Corporate directory

AS AT 30 JUNE 2026

DIRECTORS

Brook Adcock – Non-Executive Director and Chair

Joshua Mundey – Managing Director and CEO

Michael Kafrouni – Executive Director and COO

COMPANY SECRETARY

Maria Clemente

NOTICE OF ANNUAL GENERAL MEETING

The details of the annual general meeting of Visionflex Group Limited are:

2:00pm on Thursday 19 November 2026 at:

Automic Group,
Level 5, 126 Phillip Street,
Sydney, NSW 2000

REGISTERED OFFICE

c/o Automic Group
Level 5, 126 Phillip Street
Sydney, NSW 2000

Tel: 1300 288 664

PRINCIPAL PLACE OF BUSINESS

Unit 1/8 Prosperity Parade
Warriewood, NSW 2102

Tel: +61 2 8914 4000

SHARE REGISTER

Automic Registry Services
Level 5, 126 Phillip Street
Sydney, NSW 2000

AUDITOR

PKF(NS) Audit & Assurance Limited Partnership
Level 8, 1 O'Connell Street
Sydney, NSW 2000

SOLICITORS

Lander & Rogers
Level 15, 477 Collins Street
Melbourne VIC 3000

STOCK EXCHANGE LISTING

Visionflex Group Limited shares are listed on the Australian Securities Exchange (ASX code: VFX)

WEBSITE

https://www.vfx-group.com/
and https://www.visionflex.com/

CORPORATE GOVERNANCE STATEMENT

The directors and management are committed to high standards of corporate governance. The Corporate Governance Statement sets out our commitment to best practice corporate governance in compliance with the ASX Corporate Governance Principles and Recommendations (Fourth Edition) ("Recommendations"), to the extent appropriate for the size and nature of the Group's operations.

The Corporate Governance Statement is to be lodged with ASIC on 28 August 2026 and has been approved by the Board of Directors. The Corporate Governance Statement can be found at https://www.vfx-group.com/investor-reports.

visionflex group