AdNeo

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Annual Report 2026

AI powered learning and workforce capability company

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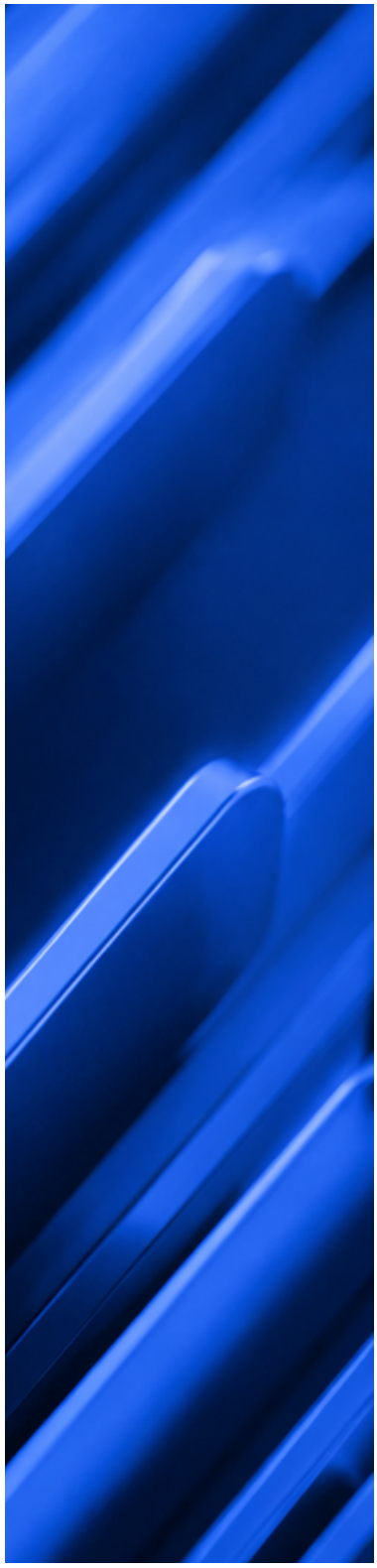
Chairman and CEO Update

Chairman Update

30 JUNE 2026



Dear Shareholders,

A year ago I wrote to you about a company in transition. Today I am pleased to write to you about a company transformed. FY26 was the year in which the strategy we set out — to reposition AdNeo Limited (ASX: AD1) as a focused education-to-workforce technology group — moved from plan to proof, and the results are now visible in the numbers.

Group operating revenue nearly doubled to $9.56 million (FY25: $4.86 million), the Group delivered positive operating cash flow of $0.43 million (FY25: $0.53 million outflow), underlying EBITDA turned positive, and the net loss decreased to $3.97 million (FY25: $5.25 million). Most importantly for the long-term health of the Company, the balance sheet has been repaired: net assets stood at $3.01 million at 30 June 2026, compared with a net deficiency of $2.24 million a year earlier.

The defining transaction of the year was the acquisition of Learnt Global in August 2025, which brought the Learnt learning platform, Catapult — a leading provider of accredited course content and compliance technology to registered training organisations — and the Vasto student management system into the Group. The acquisition was completed on an all-scrip basis, preserving cash, and contributed $4.6 million of revenue and $0.67 million of net profit before tax in its first partial year. It has repositioned AdNeo at the centre of Australia's vocational education and training sector and materially expanded our recurring SaaS revenue base.

Alongside the acquisition, we completed a comprehensive recapitalisation: a $5.65 million placement supported by new and existing institutional shareholders, the conversion of $1.5 million of Pure Asset Management debt to equity, the cancellation of all outstanding warrants, and $2.4 million of debt repayments during the year. Subsequent to year end, a further $1.5 million placement was completed in August 2026 to fund an additional cost-out program expected to deliver approximately $1.0 million of savings in FY27 and $1.8 million per annum thereafter.

The Board was also renewed during the year. We welcomed Ian Basser and Kevin Lynch as Independent Non-Executive Directors in August 2025, adding deep experience across technology, human capital services and education. I would like to thank Michael Norster, who retired from the Board in September 2025 after more than seven years of service, for his significant contribution to the Company. We also strengthened our governance function with the appointment of Sam Wright and Thomas May as Joint Company Secretaries in July 2026.

While our share price does not yet reflect the scale of the operational and financial turnaround delivered this year, we are confident that consistent execution — sustained positive cash flow, disciplined capital allocation, and acquisitions completed only where they meet clear strategic and financial criteria — will close that gap over time.

On behalf of the Board, I thank Angus and the entire AdNeo team for their outstanding execution this year, and I thank you, our shareholders, for your continued support. I look forward to discussing our progress and priorities with you at the upcoming AGM.

Best regards,

Nicholas Smedley
Non-Executive Chairman

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CEO Update

Dear Shareholders,

It is a privilege to address you at the close of what has been a genuinely transformational year for AdNeo. Twelve months ago, we set out a clear and simple test for FY26: prove that the strategy works. Deliver cash flow positivity, integrate Learnt Global, grow organically, and maintain discipline on acquisitions. I am pleased to report that we have delivered against each of these commitments.

Reflection on Strategy and Execution

Learnt Global integration
Completed in August 2025 and integrated ahead of plan, the Learnt Global group — comprising the Learnt learning management platform, Catapult and Vasto — contributed $4.6 million in revenue and $0.67 million in net profit before tax in its first ten and a half months of ownership, and was cash flow positive throughout. Catapult now serves a substantial base of registered training organisations across Australia, anchoring AdNeo's position in the vocational education and training sector.

Cash flow positivity achieved
The Group delivered back-to-back quarters of positive operating cash flow and a full-year net operating cash inflow of $0.43 million — the first in the Company's recent history — driven by cost discipline, synergy realisation from the Learnt acquisition, and improved revenue quality.

Cost-out and operational discipline
Cost rationalisation across the enlarged group was delivered without compromising revenue growth. A further cost reduction program, funded from the August 2026 placement, is expected to generate approximately $1.0 million of savings in FY27 and $1.8 million per annum thereafter.

Art of Mentoring
Continued to build its enterprise pipeline across Australia and the United States while materially improving scalability, with client onboarding time reduced from 14 weeks to 2 weeks.

ApplyDirect
Maintained strong engagement with government clients, with continued platform delivery for the NSW Government underpinning recurring revenue.

Oliver Grace
Now fully integrated, providing strategic marketing and brand capability across the Group and generating cross-sell opportunities within the portfolio.

Disciplined M&A pipeline
We continued to assess acquisition opportunities against strict strategic and financial criteria, with an emphasis on complementary SaaS and workforce capability businesses that are accretive to earnings and cash flow. We will only transact where valuation discipline is maintained.

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CEO Update

FY26 Financial Performance

FY26 was the year in which AdNeo's financial profile changed decisively. The Group delivered operating revenue of $9.56 million, an increase of 97% on FY25 ($4.86 million). This growth was driven primarily by the acquisition of Learnt Global, which established education and training services as our largest new revenue stream ($3.30 million), alongside growth in managed services and professional services. Total revenue, including a $1.58 million research and development tax incentive and a $1.10 million gain on debt restructuring, was $12.37 million.

The net loss after tax narrowed by 24% to $3.97 million (FY25: $5.25 million loss), notwithstanding a $1.11 million increase in non-cash share-based payment expense and a $1.88 million non-cash impairment charge. Underlying EBITDA decreased to -$70,021, an improvement of more than $1.86 million on the prior year's $1.93 million EBITDA loss.

Operating cash flow was a net inflow of $0.43 million (FY25: outflow of $0.53 million), with customer cash receipts of $9.98 million, up 89% on the prior year. Cash at bank at 30 June 2026 was $0.98 million (FY25: $0.38 million), further strengthened by the $1.5 million placement completed in August 2026. Net assets were restored to a positive $3.01 million, from a deficiency of $2.24 million at 30 June 2025, following the recapitalisation completed during the year.

Strategy Renewal for FY26

Our strategy for FY27 builds directly on the foundations laid this year and is anchored around four priorities:

Sustaining cash flow positivity
Each operating business is expected to deliver positive cash flow on a quarterly basis, underpinned by the cost-out program already in execution and continued operating leverage from the SaaS revenue base.

Driving organic growth
We are targeting double-digit organic growth through cross-sell across the Catapult client base, expansion of the Learnt platform, AI-enabled product development across the portfolio, and continued enterprise pipeline conversion at Art of Mentoring.

Disciplined inorganic growth
Acquisitions remain central to our strategy of consolidating the education-to-workforce technology sector, but only at valuations and structures that are accretive to shareholders and preserve balance sheet strength.

Building investor confidence and governance
With a repaired balance sheet, a renewed Board, and positive operating cash flow, we will continue to strengthen investor relationships through transparent reporting, consistent engagement and disciplined capital management.

Outlook

AdNeo enters FY27 in the strongest position in its history: a scaled and diversified revenue base approaching $10 million, positive operating cash flow, a positive net asset position, an enlarged technology footprint across the vocational education sector, and a disciplined pipeline of growth opportunities. Our focus now shifts from turnaround to compounding — growing recurring revenue, expanding margins, and converting our platform position into sustained shareholder value.

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CEO Update

Closing

On behalf of the leadership team, I thank our shareholders, clients and employees for their support and commitment throughout the year. The turnaround delivered in FY26 is the product of a great deal of hard work across the Group, and I am confident the best is ahead of us.

I look forward to sharing further progress with you in the year ahead.

Sincerely,

Angus Washington
Managing Director, Chief Executive Officer
AdNeo Limited

Forward-Looking Statements

This update contains forward-looking statements, including statements regarding the Group's future financial performance, cost reduction initiatives, growth targets, strategy and prospects for future financial years. Forward-looking statements can generally be identified by words such as "expect", "anticipate", "target", "intend", "believe", "estimate", "may", "will" and similar expressions.

These statements are based on the Group's current expectations, estimates and assumptions and on information available to the Directors as at the date of this report. They involve known and unknown risks, uncertainties and other factors, many of which are beyond the Group's control, that may cause actual results to differ materially from those expressed or implied. Forward-looking statements are not guarantees of future performance and should not be unduly relied upon. Except as required by law or the ASX Listing Rules, the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date of this report.

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Director's Report

Director's Report

The Directors present their report on the consolidated entity consisting of AdNeo Limited (the "Company") and the entities it controlled (together, the "Group" or "AdNeo") at the end of, or during the year ended 30 June 2026.

The following persons held office as Directors of the Company during the financial year and to the date of this report, unless otherwise stated:

Nicholas Smedley	Non-Executive Chairman
Appointed to the Board	6 March 2020
Experience	Mr Smedley is an experienced investment banker and M&A adviser, with 14 years' experience at UBS and KPMG. He has worked on M&A transactions in the UK, Hong Kong, China, and Australia with transactions ranging from the A$9 billion defence of WMC Resources through to the investment of $65 million into Catch.com.au. Mr Smedley currently oversees investments in the property, aged care, technology and medical technology space. Key areas of expertise include M&A, debt structuring, corporate governance and innovation. He holds a Bachelor of Commerce from Monash University.
Directorships held in other listed entities	Vitasora Health Limited (VHL), Findi Limited (FND)

Angus Washington	Managing Director & CEO
Appointed to the Board	26 February 2024
Experience	Mr Washington brings over 20 years' experience in leading technology businesses from initial founding and executive leadership, through to eventual acquisition across Asia Pacific. Mr Washington relocated back to Australia in 2020 from Asia, where he joined a SEEK invested business to assist with scale and growth. Prior, He founded two recruitment businesses in Hong Kong, Inspire Search & Selection acquired by Chandler Macleod Group (ASX) in 2011 where he was appointed Chief Operating Officer - Asia and Wellesley Associates by MBO in 2019. He holds a Bachelor of Commerce majoring in Finance from Bond University.
Directorships held in other listed entities	Nil

Ian Basser	Independent Non-Executive Director
Appointed to the Board	15 August 2025
Experience	Ian is a seasoned executive with 28+ years of global experience founding, growing and acquiring service companies. A former CEO and Managing Director of Chandler Macleod Group, he also founded the Mettle Group. His career includes key leadership roles at Harvey Nash and Michael Page International, where he was instrumental in global expansion.
Directorships held in other listed entities	Nil

Kevin Lynch	Independent Non-Executive Director
Appointed to the Board	15 August 2025
Experience	Kevin has 18+ years of experience building and scaling successful companies across technology, digital, and education. His expertise lies in disrupting traditional industries through strategic investments and advisory roles. Kevin played a pivotal role in the Australian education market, co-founding Open Colleges Group (sold to AEG in 2014) and helping establish Think Education Group (acquired by SEEK in 2010).
Directorships held in other listed entities	Nil

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Director's Report

Michael Norster	Non-Executive Director Chair of Audit Risk & Compliance Committee
Appointed to the Board	29 May 2018
Resigned from the Board	23 September 2025
Experience	Michael Norster has been and is the major driving force in forming a number of successful start-up, Australian businesses. Michael founded the Australian Energy group of companies in 1997 that traded under the name Powerdirect. He was the major shareholder in that group from ASX listing in 2001 until its completed sale to Ergon Energy in early 2006. He is the founder and Executive Chairman of the Green Generation group of private companies, which commenced in 2010. The group owns electricity retailer Blue NRG and renewable energy developer and risk manager GG Renewable Energy. In addition to ApplyDirect, Michael was also the seed investor in the information technology recruitment company Primex Solutions Pty Ltd. He has assisted in the formation and establishment of one of Australia's largest telecommunications carriers Axicorp Pty Ltd (which became Primus Telecommunications) and was a director and shareholder in Hotkey Internet Services Pty Ltd (all now a part of Vocus Communications). He received a graduate degree from Monash University.
Directorships held in other listed entities	Nil

Company Secretary

Ms Shelby Coleman and Ms Charly Duffy served as Joint Company Secretaries of AdNeo during the financial year ended 30 June 2026.

On 8 July 2026, Mr Sam Wright and Mr Thomas May have been appointed as Joint Company Secretaries of AdNeo.

Mr Wright is the founding director of Straight Lines Consultancy and has over 20 years' experience advising and serving on the boards of listed companies, specialising in corporate governance, capital markets transactions and the administration of publicly listed entities.

Mr May is an experienced corporate governance professional with a strong background in financial management, accounting and capital markets.

Mr Wright and Mr May replaced Ms Shelby Coleman and Ms Charly Duffy as Joint Company Secretaries effective 8 July 2026.

Principal Activities

During the reporting period, AdNeo's principal activities included:

- Providing and delivering software services and technology platforms to its customers in Australia and US for the management of employee performance, mentoring and workforce transformation
- Supplying the vocational and VET industry with education materials, technology and advisory services
- Provision of strategic and innovative services in relation to brand and product offering

The Group's principal activities expanded during the financial year following the acquisition of the Learnt Group.

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Director's Report

Operating and Financial review

The year ended 30 June 2026 saw a significant turnaround in AdNeo's operating structure and commercial performance following the completion of the acquisition of the Learnt Group (including Learnt Global Pty Ltd, Catapult Smallprint Pty Ltd and Vasto Software Pty Ltd) in August 2025 and Aspire Learning Resources in September 2025. This expanded AdNeo's product offering into the vocational education and learning industry.

For the period, AdNeo reported an EBITDA of -$70,021, an improvement of +96% compared to the prior year (2025: -$1,926,257). The Group reported Total Operating Revenue of $9,558,573 up 97% on PCP (2025: $4,857,445) off the back of the acquisition of the Learnt Group. On a comparative entity basis, existing group member revenue (AdNeo, Art of Mentoring, Oliver Grace) contributed $4,925,514 in operating revenue, up 1.4% on PCP (2025: $4,857,445). Joining entities contributed $4,633,059 during the year post acquisition.

Other income for the period included R&D tax incentive claims for AdNeo and the pre-joining period of the Learnt Group for $1,583,394. In addition, Art of Mentoring undertook a restructure of its historical debt which generated a positive one-off adjustment of $1,103,655. Total Revenue for the group was $12,367,132 (2025: $4,893,569), up 153%.

Total expenses during the period were $16,337,073, up 61% on PCP (2025: $10,143,791). Of the total expenses, $1,250,000 (7.7%) were due to the acquisition of the Learnt Group, one- off capital raise costs and associated the acquisition of the Learnt Group and the restructure of debt. These one-off expenses include a non-cash one-off cost of $1,197,407 associated with the issue of options to company directors and advisors, which were expensed during the period. The majority of the options were issued fully vested and therefore expensed in full on issue.

Following the completion of the Learnt Group acquisition on 15th Aug 2025, and the execution of post-merger integration activities, management delivered annualised cost savings of $2.5 million (as announced to the market on 8 October 2025) and subsequently identified a further $1.5 million in cost savings executed in the December quarter. The total cost synergies achieved during the period amounted to $4.0m, while revenues were increased with the announcement of new material contract wins post mergerpost-merger with Kangan Institute and Hisense.

As a result, the group recorded a loss before tax of ($3,969,941), an improvement of 24% on FY25 ($5,250,222). On an EBITDA basis, the Group recorded a $70,021 EBITDA loss, an improvement of 96% compared to a ($1,926,257) loss in FY25. This is reconciled as follows:

	2026 $	2025 $
Loss for the period	(3,969,941)	(5,250,222)
Interest	543,187	820,605
Depreciation and amortisation	2,585,265	2,403,360
Debt restructure	(1,103,655)	-
Impairment	1,875,123	100,000
EBITDA	**(69,164)**	**(1,926,257)**

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Director's Report

Corporate and Financial Update

On 15 August 2025, the Group completed the acquisition of Learnt Global Pty Ltd and its subsidiaries. The acquisition consideration included an all-scrip completion component and contingent earn-out shares linked to FY27 revenue and EBIT targets.

At the same time, AdNeo completed a $5.65 million capital raise, including $2m investment from Board and Management, and a $1.5m investment from Salter Brothers. The capital raise supported the Group's strategic initiatives (including acquisition-related activity), strengthened the business balance sheet and contributed to a substantial reduction in the Company's debt position. This included a reduction by $3.0 million of the Group's debt facility with Pure Asset Management through a combination of a $1.5million cash repayment and $1.5million debt-to-equity conversion at $0.07 per share, excluding transaction costs.

During the year, the Group's wholly-owned subsidiary Art of Mentoring Pty Ltd was placed into voluntary administration on 17 November 2025. The Group continued to operate the business throughout the administration period. Following the administration, the company's creditors resolved to enter into a Deed of Company Arrangement (DOCA), which was executed on 11 December 2025. Under the DOCA, the Group contributed $200,000 to a deed fund for the benefit of participating creditors, whose admitted claims against the company were compromised. The arrangement gave rise to a one-off gain on debt restructuring of $1,103,655, being the reduction in creditor claims that will not be settled from the deed fund (refer Note 5).

For the year, cash and cash equivalents as at 30 June 2026 were $983,032 (30 June 2025: $384,930). The Group achieved positive net cash flow from operating activities during the year of $432,103 (2025: $(529,086)) an improvement of $961,189.

Dividends

No dividends have been paid or declared by the Company since the beginning of the financial year. No dividends were paid for the previous financial year.

Significant Changes in State of Affairs

During the financial year, Art of Mentoring Pty Ltd, a wholly-owned subsidiary of the Company, was placed into voluntary administration on 17 November 2025 and subsequently entered into a Deed of Company Arrangement executed on 11 December 2025. The Group continued to operate the business and retained ownership of Art of Mentoring Pty Ltd throughout. Further information is set out in the Operating and Financial Review above and in Notes 1 and 5 to the financial statements.

Other than as noted above, and the acquisition of the Learnt Global group (refer Note 32), in the opinion of the Directors there were no significant changes in the state of affairs of entities in the Group during the financial year under review not otherwise disclosed in the Annual Report.

Matters Subsequent to Reporting Period

On 7 July 2026, the Group announced that its education content business, Aspire by Catapult, had been awarded a $187,546 contract with the Queensland Human Rights Commission.

On 8 July 2026, the company appointed Misters Sam Wright and Thomas May as Joint Company Secretaries, following the resignation of Ms Charly Duffy and Ms Shelby Coleman.

On 14 July 2026, the Group announced that Catapult Education had been appointed to a Standing Offer Arrangement with TAFE South Australia for the provision of educational content development services.

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Director's Report

Matters Subsequent to Reporting Period (Continued)

On 13 August 2026, the company announced that it had received commitments for a $1.5million Placement and debt conversion. The transaction comprised of:

- 60 million new shares were issued at $0.025 per share
- Approximately $1.243 million in cash commitments before costs, including $273,175 from AdNeo directors, subject to shareholder approval under ASX listing Rule 10.11.
- Pure Asset Management Pty Ltd agreed to convert $256,269 of existing debt into new shares at the same issue price. The Debt conversion shares were issued using the Company's existing placement capacity under ASX listing Rule 7.1.

Cash proceeds will support operational efficiency initiatives, investment in the Group's technology platforms and AI capabilities, potential acquisition opportunities, transaction costs and working capital.

The placement completed on 19 August 2026.

Likely Developments and Expected Results of Operations

The Group intends to continue to pursue its strategy of building a focused education-to-workforce technology group. The Directors' expectations for the likely developments in the operations of the Group, and the expected results of those operations in future financial years, are set out in the Chairman and CEO Update and in the Operating and Financial Review above, which are adopted into and form part of this report.

In summary, the Group's priorities for the year ending 30 June 2027 are to:

- Sustain positive operating cash flow across its operating businesses, supported by the cost reduction program already in execution;
- Drive organic growth through cross-sell across the Catapult client base, expansion of the Learnt platform, AI-enabled product development across the portfolio, and continued enterprise pipeline conversion at Art of Mentoring;
- Pursue disciplined acquisition opportunities that are accretive to shareholders and that preserve balance sheet strength; and
- Continue to strengthen investor relationships and governance through transparent reporting and disciplined capital management.

Further information about likely developments in the operations of the Group, and the expected results of those operations in future financial years, has not been included in this report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

Environmental Regulations

The Group is not affected by any significant environmental regulation in respect of its operations under Australian Commonwealth or state law.

Risk Management

The Group is subject to normal business risks, including but not limited to interest rate movements, labour conditions, government policies, securities market conditions, exchange rate fluctuations, and a range of other factors which are outside the control of the Board and management.

More specific material risks of the operating sector and the Group include, but are not limited to:

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Competition
The Group operates in a competitive industry which is subject to increasing competition from companies in Australia and throughout the world, through a combination of established organisations and new entrants to the market.

Failure to Protect Intellectual Property
The Group relies on proprietary software platforms, educational content and related intellectual property in conducting its operations. A failure to adequately protect, maintain or enforce the Group's intellectual property rights, or any material infringement by third parties, may adversely affect the Group's operations and financial performance.

Funding Risk
In recognition of the profitability outcomes in the financial years ended 30 June 2026 and 30 June 2025, the Company continues to focus on getting to an operational cashflow positive position with cost control whilst maintaining existing revenue sources and winning new business. The Group will maintain reviewing and investigating acquisitions which are profit and cash accretive and reviewing platforms that align to the future growth of the group.

Cyber Security, Computer Crime and Privacy Breaches
Increased cyber security threats and computer crime also pose a potential risk to the security of the Group's information technology systems, including those of contracted third-party service providers, as well as the confidentiality, integrity and availability of the data stored on those systems. Any breach in information technology security systems could result in the disclosure or misuse of confidential or proprietary information, including sensitive employer, employee or investor information maintained in the ordinary course of business. Any such event could cause damage to reputation, loss of valuable information or loss of revenue and could result in large expenditures to investigate or remediate, to recover data, to repair or replace networks or information systems, or to protect against similar future events.

Failure to Execute Strategic Initiatives/Operating Costs and Margins
The Group's strategy involves a significant expansion of its sales, marketing and business development teams. It will involve the Group in the recruitment of additional senior management personnel and the undertaking of an extensive multi-media brand recognition and awareness campaign. The ability of the Group to achieve growth of its business is dependent on the successful implementation of the Group's growth strategies, business plans and strategic initiatives. An inability to successfully implement these plans and initiatives, whether wholly or partially, could adversely affect the Group's operating and financial performance.

Regulatory Risk
The Group operates in sectors subject to regulatory and policy changes, including the vocational education and training (VET) sector. Changes to regulatory requirements, funding arrangements or industry settings may impact the Group's customers and demand for the Group's products and services.

Meetings of Directors
A number of formal meetings and circular resolutions were held during the year as tabled below:

	Directors' Meetings Eligible	Directors' Meetings Attended	Audit, Risk & Compliance Eligible	Audit, Risk & Compliance Attended	Remun. & Nomination Eligible	Remun. & Nomination Attended
Ian Basser	5	5	1	1	-	-
Nicholas Smedley	5	5	1	1	-	-
Michael Norster	1	1	-	-	-	-
Kevin Lynch	5	5	1	1	-	-
Angus Washington	5	5	1	1	-	-

For the date of appointment and resignation of each Director and Executive, please refer to the Directors Details Section of the Directors' Report.

Director's Report

Indemnification of Officers and Auditors

Insurance of officers and indemnities

The Group has indemnified the Directors and Executives of the Group 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 Group paid a premium in respect of a contract to ensure 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.

Insurance of auditors and indemnities

The Group has not, during or since the financial year, indemnified or agreed to indemnify the auditor of the Group or any related entity against a liability incurred by the auditors. During the financial year, the Group has not paid a premium in respect of a contract to insure the auditors of the Group 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.

Non-audit Services

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or the Group are important.

During the year ended 30 June 2026 the Company did not engage the external auditor to provide non-audit services.

Auditor's Independence Declaration

The auditor's independence declaration in accordance with section 307C of the Corporations Act 2001 for the year ended 30 June 2026 has been received and can be found on page 16 of the consolidated financial report.

Unissued ordinary shares under options of the Company as at the end of financial year are as follows:

Grant date	Expiry date	Exercise price	No. of options
05 May 2025	05 May 2027	$nil	2,400,000
15 Aug 2025	15 Aug 2027	$0.070	43,312,998
20 Aug 2025	20 Aug 2029	$0.070	68,850
20 Aug 2025	20 Aug 2027	$0.090	2,500,000
20 Aug 2025	20 Aug 2028	$0.090	5,000,000
20 Aug 2025	20 Aug 2028	$0.070	5,000,000
20 Aug 2025	20 Aug 2029	$0.070	20,000,000
20 Aug 2025	20 Aug 2029	$0.090	10,000,000
20 Aug 2025	20 Aug 2027	$0.070	7,500,000
20 Aug 2025	20 Aug 2027	$0.070	2,500,000
20 Aug 2025	20 Aug 2027	$0.070	814,815
Total			**99,096,663**

There were no listed options outstanding at the reporting date.

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Director's Report

Shares Issued on Exercise of Options

No ordinary shares were issued during the year ended 30 June 2026 on the exercise of options. No ordinary shares have been issued since the end of the financial year on the exercise of options.

Options Granted Since Year End

No options over ordinary shares have been granted since the end of the financial year.

Corporate Governance

In accordance with ASX listing Rule 4.10.3, the Company's 2026 Corporate Governance Statement can be found on its website at www.adneo.com.au.

Remuneration Report (Audited)

The Directors present the AdNeo 2026 remuneration report, outlining key aspects of our remuneration policy and framework, and remuneration awarded this year in accordance with the requirements of the Corporations Act 2001 and its Regulations. The report is structured as follows:

- Principles used to determine the nature and amount of remuneration;
- Details of remuneration;
- Service agreements;
- Share-based compensation;
- Relationship between the remuneration policy and Group performance; and
- Key Management Personnel disclosures.

Remuneration Policy

Remuneration in respect of Directors and executives of the Group is overseen by the full Board of Directors of AdNeo Group.

The Board of Directors of the Group will ensure that the Group has coherent remuneration policies and practices to attract, motivate and retain Executives and Directors who will create value for shareholders and who are appropriately skilled and diverse; observe those remuneration policies and practice; fairly and responsibly reward executives having regard to the Group and individual performance, the performance of the executives and the general external pay environment; and integrate human capital and organisational issues into its overall business strategy.

Remuneration will be reviewed on at least an annual basis with consideration given to individuals' performance and their contribution to the Group's success (against measurable key performance indicators), external market relativities, shareholders' interests and desired market positioning.

The Board will review the remuneration of executive and Non-Executive Directors and other executives having regard to any recommendations made by the Chief Executive Officer of the Group and other external advisers, including legal counsel.

Executive Remuneration

Executive remuneration consists of fixed remuneration, equity-based remuneration, and termination payments. Superannuation contributions are paid into the executive's nominated superannuation fund.

Non-Executive Director Remuneration

Non-Executive Director remuneration consists of fixed remuneration, equity-based remuneration and superannuation.

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Fixed Remuneration

Executive and Non-Executive Directors are offered a competitive level of base pay which comprises the fixed (unrisked) component of their pay and rewards, which should be reasonable and fair; take into account the Group's legal and industrial obligations and labour market conditions; be relative to the scale of the Group's business; reflect core performance requirements and expectations; and take into account incumbent skills and experience, and the time commitment and responsibilities of the role.

Equity-Based Remuneration

Equity based performance in regard to achieving annual based company targets with elements of cash & equity as part of the short-term based incentives. There are also long-term incentives (LTI) programs in place which are based on share price performance and performance hurdles for individual and company. These are assessed annually and form the basis of the remuneration committee mandate.

Termination Payments

All Directors and executives are not entitled to retirement benefits other than superannuation or those required under law.

Securities Trading Policy

The trading of Group's securities by employees and Directors is subject to, and conditional upon, the Policy for Trading in Company Securities, which is available on AdNeo's website at www.adneo.com.au.

Voting and Comments Made at the Company's Annual General Meeting

The Company did not receive any specific feedback at the AGM or throughout FY2026 on its remuneration practices. The Remuneration Report was adopted at the 2025 AGM held on 28 November 2025, with 99.28% of eligible votes received in favour.

Remuneration Policy Versus Company Financial Performance

Remuneration of Executives consists of an unrisked element (base pay) and share bonuses based on performance in relation to key strategic, financial and non-financial measures linked to drivers of performance in future reporting periods. Non-Executive Directors' remuneration is not affected by the Group performance.

Details of Remuneration

Key Management Personnel (KMP) of AdNeo are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any Director (whether Executive or otherwise) of the Group receiving the highest remuneration. Details of the remuneration of the KMP of the Group are set out in the following tables.

The following persons held office as Directors of the Company during the financial year and to the date of this report, unless otherwise stated.

- Mr Michael Norster (Non-Executive Director, resigned on 23 September 2025)
- Mr Nicholas Smedley (Interim Non-Executive Chairman)
- Mr Angus Washington (Managing Director & CEO)
- Mr Ian Basser (Non-Executive Director, appointed on 15 August 2025)
- Mr Kevin Lynch (Non-Executive Director, appointed on 15 August 2025)

There are no other Key Management Personnel other than those stated above.

Director's Report

Consequences of performance on shareholder wealth

In considering the Group's performance and benefits for shareholder wealth, the Board has regard to the following indices in respect of the current financial year and the previous four financial years:

Financial Year	Net Loss $	Share Price at Balance Sheet Date $	Loss per Share (cents)
2026	(3,969,941)	0.013	(1.13)
2025	(5,250,222)	0.050	(4.10)
2024	(1,312,523)	0.006	(1.50)
2023	(8,014,529)	0.005	(12.30)
2022	(2,666,229)	0.012	(4.20)

Performance Based Remuneration

The purpose of a performance bonus is to reward individual performance in line with Company objectives. Consequently, performance based remuneration is paid to an individual where the individual's performance clearly contributes to a successful outcome for the Company. This is regularly measured in respect of performance against key performance indicators (KPI's).

The Company uses a variety of short-term and long-term KPI's to determine achievement, depending on the role of the executive or director being assessed and the particular KPI being targeted. These include:

- successful contract negotiations;
- company share price consistently reaching a targeted rate on the ASX or applicable market over a period of time; and
- completion of set milestones.

Details of Remuneration for the Year Ended 30 June 2026

The remuneration for each Director and each of the other Key Management Personnel of the consolidated entity during the year was as follows:

2026	Cash salary and fees $	Superannuation contribution $	Long service leave $	Equity-settled shares $	Equity-settled options $	Total $
Michael Norster*	25,000	6,833	-	30,000	72,081	133,914
Nicholas Smedley	120,000	-	-	102,000	330,397	552,397
Angus Washington	364,000	-	-	230,000	330,397	924,397
Ian Basser**	52,619	6,314	-	-	23,277	82,210
Kevin Lynch***	50,000	-	-	-	23,277	73,277
Total	**611,619**	**13,147**	**-**	**362,000**	**779,429**	**1,766,195**

* Resigned on 23 September 2025
** Appointed on 15 August 2025
*** Appointed on 15 August 2025 |

Note: The remuneration details above for the financial year ended 30 June 2026 were 34.6% not related to performance.

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Director's Report

2026	Cash salary and fees $	Superannuation contribution $	Long service leave $	Equity-settled shares $	Equity-settled options $	Total $
Michael Norster	93,333	10,733	-	-	-	104,066
Nicholas Smedley	120,000	-	-	-	-	120,000
Angus Washington	282,415	-	-	-	-	282,415
Todd Perkinson*	136,292	14,375	-	-	-	150,667
Total	**632,040**	**25,108**	**-**	**-**	**-**	**657,148**

* Resigned on 31 December 2024.

Note: The remuneration details above for the financial year ended 30 June 2025 were 100% not related to performance.

Share-based Compensation

Issue of Shares

During the year ended 30 June 2026, ordinary shares were issued to the Directors and other Key Management Personnel as part of their remuneration.

Issue of options over ordinary shares

The number of options over ordinary shares granted to and vested by Directors and other Key Management Personnel as part of compensation during the year ended 30 June 2026 is set out below:

Name	No. of options granted during the year	No. of options granted during the prior year	No. of options vested during the year	No. of options vested during the prior year
Nicholas Smedley	15,000,000	-	15,000,000	-
Angus Washington	15,000,000	-	15,000,000	-
Michael Norster	5,000,000	-	5,000,000	-
Kevin Lynch	2,500,000	-	2,500,000	-
Ian Basser	2,500,000	-	2,500,000	-

Options granted carry no dividend or voting rights.

Further details of options granted to Key Management Personnel during the year are set out below.

Name	Grant Date	Exercise Price	Expiry Date	No. of Options	Fair Value $
Nicholas Smedley	20 Aug 2025	$0.07	20 Aug 2029	10,000,000	228,647
Nicholas Smedley	20 Aug 2025	$0.09	20 Aug 2029	5,000,000	101,750
Angus Washington	20 Aug 2025	$0.07	20 Aug 2029	10,000,000	228,647
Angus Washington	20 Aug 2025	$0.09	20 Aug 2029	5,000,000	101,750
Michael Norster	20 Aug 2025	$0.07	20 Aug 2027	5,000,000	72,081
Kevin Lynch	20 Aug 2025	$0.07	20 Aug 2029	1,250,000	12,316
Kevin Lynch	20 Aug 2025	$0.09	20 Aug 2029	1,250,000	10,961
Ian Basser	20 Aug 2025	$0.07	20 Aug 2029	1,250,000	12,316
Ian Basser	20 Aug 2025	$0.09	20 Aug 2029	1,250,000	10,961

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Director's Report

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A. Shareholdings

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

30 June 2026

Directors	Balance at Start of Year	Granted as Compensation	Purchases	Disposals/ Other	Balance at End of Year
Michael Norster*	25,935,408	-	1,777,779	-	27,713,187
Nicholas Smedley	22,163,712	2,266,667	31,066,666	-	55,497,045
Angus Washington	1,550,552	5,111,111	1,111,111	-	7,772,774
Total	**49,649,672**	**7,377,778**	**33,955,556**	**-**	**90,983,006**

30 June 2025

Directors	Balance at Start of Year	Consolidation/Split of shares (10:1)	Granted as Compensation	Purchases	Balance at End of Year
Michael Norster	209,354,069	20,935,408	5,000,000	-	25,935,408
Nicholas Smedley	156,037,116	15,603,712	6,560,000	-	22,163,712
Angus Washington	-	-	1,550,552	-	1,550,552
Total	**365,391,185**	**36,539,120**	**13,110,552**	**-**	**49,649,672**

A. Options and Rights

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

30 June 2026

Directors	Balance at Start of Year	Placement Options	Granted as Compensation	Exercised	Expired, Forfeited & Other	Balance at End of Year
Nicholas Smedley	-	11,111,111	15,000,000	-	-	26,111,111
Angus Washington	-	2,074,074	15,000,000	-	-	17,074,074
Michael Norster*	-	592,592	5,000,000	-	-	5,592,592
Kevin Lynch**	-	-	2,500,000	-	-	2,500,000
Ian Basser***	-	-	2,500,000	-	-	2,500,000
Total	**-**	**13,777,777**	**40,000,000**	**-**	**-**	**53,777,777**

* Resigned on 23 September 2025 ** Appointed on 15 August 2025 *** Appointed on 15 August 2025

30 June 2025

Directors	Balance at Start of Year	Consolidation / Split of Options (10:1)	Granted as Compensation	Exercised	Expired, Forfeited & Other	Balance at End of Year
Nicholas Smedley	65,000,000	6,500,000	5,000,000	-	(11,500,000)	-
Michael Norster	65,000,000	6,500,000	5,000,000	-	(11,500,000)	-
Angus Washington	-	-	5,000,000	-	(5,000,000)	-

During the reporting period ended 30 June 2026, AdNeo Limited had 1 executive who met the definition of key management personnel as summarised below.

Director's Report

CEO	$	Description
Contract duration	Ongoing contract	
Notice by the individual/company	6 months	
Fixed Remuneration	$325,000 + super, or equivalent grossed-up figure payable to nominee company	
Short Term Incentive	On target of 50% of the base salary (as per Employment contract)	Annual Short Term Incentive (ASTI) of up to 50% of the base salary subject to delivered KPI's set by the board on an annual basis. KPIs: 1. The company meets board agreed budget 2. New customer growth 3. Customer retention 4. IR relations 5. Acquisition pipeline plus one targeted acquisition per year
Long term incentives (share options)	LTI equity options package as agreed with the Chairman	Subject to approval at the next AGM/EGM

This is the end of the Audited Remuneration Report.

This director's report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.

Nicholas Smedley
Non-Executive Chairman

Dated this 29th day of September 2026
Melbourne, Australia

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Auditor's Independence Declaration

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To the Board of Directors,

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit director for the audit of the financial statements of Adneo Limited and its controlled entities for the year ended 30 June 2026, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours Faithfully

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

CHRIS NICOLOFF FCA
Director

Dated this 29th day of September 2026
Perth, Western Australia

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Financial Statements

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AdNeo Limited

ACN 123 129 162

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 30 June 2026

	Note	2026 $	2025 $
Revenue			
Operating revenue	5	**9,558,573**	4,857,445
Other income	5	**2,774,228**	35,143
Interest income		**34,331**	981
Total income		**12,367,132**	4,893,569
Expenses			
Employee benefits expense	6	**(6,775,861)**	(3,537,791)
Software development and other IT expense		**(1,262,416)**	(922,043)
Consulting and professional service expense		**(2,661,133)**	(1,650,377)
Advertising and marketing expense		**(240,925)**	(234,794)
Occupancy, utilities and office expense		**(285,440)**	(126,515)
Depreciation and amortisation expense	6	**(2,585,265)**	(2,403,360)
Travel expense		**(49,394)**	(9,881)
Asset impairment	13	**(1,875,123)**	(100,000)
Finance expenses	6	**(543,187)**	(820,605)
Other expense		**(58,329)**	(338,425)
Total expenses		**(16,337,073)**	(10,143,791)
Loss before income tax expense		**(3,969,941)**	(5,250,222)
Income tax benefit	8	**-**	-
Loss after income tax for the year		**(3,969,941)**	(5,250,222)
Other comprehensive income, net of tax			
Items that will be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		**55,869**	47,598
Total comprehensive loss for the year		**(3,914,072)**	(5,202,624)
Total comprehensive income/(loss) for the period attributable to members			
Members of the parent entity		**(3,914,072)**	(5,202,624)
Non-controlling interest		**-**	-
		(3,914,072)	(5,202,624)
Loss per share attributable to the ordinary equity holders of the group			
Basic loss per share (cents)	7	**(1.13)**	(4.10)
Diluted loss per share (cents)	7	**(1.13)**	(4.10)

The accompanying notes form part of these financial statements.

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AdNeo Limited

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Consolidated Statement of Financial Position

As at 30 June 2026

	Note	2026 $	2025 $
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	9	**983,032**	384,930
Trade and other receivables	10	**1,443,586**	376,093
Inventories		**29,605**	-
TOTAL CURRENT ASSETS		**2,456,223**	761,023
NON-CURRENT ASSETS			
Property, plant and equipment	11	**210,987**	74,321
Right-of-use assets	12	**172,437**	26,226
Intangible assets	13	**10,010,117**	5,956,157
Other assets	14	**20,387**	150,000
TOTAL NON-CURRENT ASSETS		**10,413,928**	6,206,704
TOTAL ASSETS		**12,870,151**	6,967,727
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	15	**3,001,287**	2,640,366
Borrowings	16	**3,033,076**	3,757,297
Current tax liabilities		**878,998**	931,352
Lease liabilities		**121,554**	21,605
Employee benefits	17	**865,775**	194,055
Contract liabilities	18	**1,542,197**	975,591
Other liabilities	19	**-**	477,000
TOTAL CURRENT LIABILITIES		**9,442,887**	8,997,266
NON-CURRENT LIABILITIES			
Borrowings	16	**77,453**	86,484
Lease liabilities		**184,922**	4,957
Employee benefits	17	**136,645**	30,401
Non-current tax liabilities		**-**	93,422
Make good provision		**14,370**	-
TOTAL NON-CURRENT LIABILITIES		**413,390**	215,264
TOTAL LIABILITIES		**9,856,277**	9,212,530
NET ASSETS/(LIABILITIES)		**3,013,874**	(2,244,803)
EQUITY			
Issued capital	20	**45,989,191**	36,829,686
Reserves	21	**2,419,158**	1,734,749
Accumulated losses		**(45,394,475)**	(40,809,238)
TOTAL EQUITY		**3,013,874**	(2,244,803)

The accompanying notes form part of these financial statements.

AdNeo Limited

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Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2026

2026

	Share Capital	Options Reserve	Share Issue Reserve	Foreign Translation Currency Reserve	Accumulated Losses	Total
	$	$	$	$	$	$
Balance at 1 July 2025	**36,829,686**	**1,749,255**	**-**	**(14,506)**	**(40,809,238)**	**(2,244,803)**
Adjustment on change in accounting estimate – AASB 15	**-**	**-**	**-**	**-**	**(615,296)**	**(615,296)**
Balance at 1 July 2025 restated	**36,829,686**	**1,749,255**	**-**	**(14,506)**	**(41,424,534)**	**(2,860,099)**
Loss for the year	**-**	**-**	**-**	**-**	**(3,969,941)**	**(3,969,941)**
Other comprehensive income for the year, net of tax	**-**	**-**	**-**	**55,869**	**-**	**55,869**
	-	**-**	**-**	**-**	**-**	**-**
Total comprehensive income for the year	**-**	**-**	**-**	**55,869**	**(3,969,941)**	**(3,914,072)**
	36,829,686	**1,749,255**	**-**	**41,363**	**(45,394,475)**	**(6,774,171)**
Transactions with Equity holders in their capacity as Equity holders						
Shares issued	**10,952,559**	**-**	**-**	**-**	**-**	**10,952,559**
Options granted	**-**	**929,795**	**-**	**-**	**-**	**929,795**
Capital raising costs	**(2,173,620)**	**-**	**-**	**-**	**-**	**(2,173,620)**
Share-based payment expense	**380,566**	**816,841**	**-**	**-**	**-**	**1,197,407**
Business acquisition	**-**	**-**	**-**	**-**	**-**	**-**
Cancellation of warrants	**-**	**(1,666,667)**	**-**	**-**	**-**	**(1,666,667)**
Escrow shares - Learnt acquisition	**-**	**-**	**548,571**	**-**	**-**	**548,571**
Balance at 30 June 2026	**45,989,191**	**1,829,224**	**548,571**	**41,363**	**(45,394,475)**	**3,013,874**

The accompanying notes form part of these financial statements.

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AdNeo Limited

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Consolidated Statement of Changes in Equity

For the Year Ended 30 June 2026

2025

	Share Capital	Options Reserve	Foreign Translation Currency Reserve	Accumulated Losses	Total
	$	$	$	$	$
Balance at 1 July 2024	34,092,386	3,392,624	(62,104)	(37,245,911)	176,995
Prior year adjustments - R&D	-	-	-	(39,062)	(39,062)
Balance at 1 July 2024 restated	34,092,386	3,392,624	(62,104)	(37,284,973)	137,933
Loss for the year	-	-	-	(5,250,222)	(5,250,222)
Other comprehensive income for the year, net of tax	-	-	47,598	-	47,598
	34,092,386	3,392,624	(14,506)	(42,535,195)	(5,064,691)
Transactions with Equity holders in their capacity as Equity holders					
Shares issued	2,983,500	-	-	-	2,983,500
Options granted	-	101,400	-	(18,812)	82,588
Capital raising costs	(246,200)	-	-	-	(246,200)
Share-based payment expense	-	53,636	-	(53,636)	-
Options expired/forfeited	-	(1,798,405)	-	1,798,405	-
Balance at 30 June 2025	36,829,686	1,749,255	(14,506)	(40,809,238)	(2,244,803)

The accompanying notes form part of these financial statements.

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Consolidated Statement of Cash Flows

For the Year Ended 30 June 2026

	Note	2026 $	2025 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		**9,976,429**	5,276,323
Payments to suppliers and employees (inclusive of GST)		**(10,764,424)**	(6,345,209)
Government grants and R&D claims		**1,487,143**	799,606
Interest received		**3,774**	1,886
Interest and other costs of finance paid		**(270,819)**	(261,692)
Net cash inflow/(outflow) from operating activities	26	**432,103**	(529,086)
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for property, plant and equipment		**(1,907)**	(1,363)
Payments for software development		**(1,850,420)**	(547,014)
Acquisition of OG (net of cash acquired)		**-**	(295,952)
Payment of deferred acquisition consideration		**(275,000)**	-
Rental Bond paid		**(20,387)**	-
Rental Bond refund received		**33,273**	-
Loan advanced to Catapult Smallprint		**(150,000)**	-
Cash and cash equivalents acquired with Learnt Group		**296,123**	-
Net cash inflow/(outflow) from investing activities		**(1,968,318)**	(844,329)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issues of shares and other equity securities		**4,598,950**	1,745,000
Loan and borrowings		**-**	(50,000)
Capital raising costs		**(523,595)**	(77,728)
Transaction costs relating to loans and borrowings		**-**	(22,984)
Proceeds from borrowings		**648,200**	-
Repayments of borrowings		**(2,416,789)**	-
Repayment of lease liabilities		**(171,870)**	-
Net cash inflow/(outflow) from financing activities		**2,134,896**	1,594,288
Net increase/(decrease) in cash and cash equivalents held		**598,681**	220,873
Cash and cash equivalents at beginning of year		**384,930**	164,057
Effects of exchange rate changes on cash and cash equivalents		**(579)**	-
Cash and cash equivalents at end of financial year	9	**983,032**	384,930

The accompanying notes form part of these financial statements.

Notes to the Financial Statements

For the Year Ended 30 June 2026

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1 General information and basis of preparation

Corporate information

The financial statements cover AdNeo Limited (the “Company”) and its controlled entities (together referred to as, we, us, our, AdNeo, Group) for the year ended 30 June 2026. The Company is a ‘for profit’ company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange (ASX).

The Group’s principal activities are providing and delivering of software services and technology platforms to its customers, and other related supporting and consulting services.

Significant changes in the current reporting period

During the financial year, the Group acquired the Learnt Global group. Refer to Note 32 for further details.

On 17 November 2025, a wholly-owned subsidiary, Art of Mentoring Pty Ltd, was placed into voluntary administration under Part 5.3A of the Corporations Act 2001. The Group continued to operate the business of the company throughout the administration period, which concluded on 11 December 2025 when the company’s creditors resolved to enter into a Deed of Company Arrangement (DOCA). Under the DOCA, the admitted claims of participating creditors were compromised, giving rise to a gain of $1,103,655 recognised in profit or loss. Refer to Note 5.

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*. The Group is a 'for-profit' entity for the purpose of preparing the financial statements.

Where necessary, comparative figures have been adjusted to comply with the changes in presentation in the current period.

(i) Compliance with IFRS

The financial statements of AdNeo comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(ii) Historical cost convention

These financial statements have been prepared under the historical cost basis, except for the revaluation of certain financial instruments to fair value.

(iii) Functional and presentation currency

Items included in the financial statements of each Group entity are measured using the currency of the primary economic environment in which that entity operates (the functional currency). The consolidated financial statements are presented in Australian dollars, which is the parent entity's functional and presentation currency. The financial statements of foreign operations are translated into Australian dollars and exchange differences arising on translation are recognised in the foreign currency translation reserve.

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1 General information and basis of preparation (continued)

Basis of Preparation (continued)

(iv) Principles of consolidation

These consolidated financial statements include the assets and liabilities of the Company and its controlled entities as at the end of the financial year.

An entity is a controlled entity where we are exposed, or have rights, to variable returns from our involvement with the entity and have the ability to affect those returns through our power to direct the activities of the entity. We consolidate the results of our controlled entity from the date on which we gain control until the date we cease control.

The acquisition method of accounting is used to account for business combinations by the Group. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. The financial statements of the controlled entity are prepared for the same reporting period as the Company, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies.

Going Concern Basis

During the year the Group incurred a loss of $3,969,941 and generated net cash inflows from operating activities of $432,103 (2025: net cash outflows of $529,086). The financial position of the Group at 30 June 2026 shows an excess of current liabilities over current assets of $6,986,664. Included in these liabilities are borrowings with Pure Asset Management (Note 16). Net assets of the Group were $3,013,874 (2025: net liabilities of $2,244,803). There is a material uncertainty as to the Group's ability to continue as a going concern, including its ability to pay its debt as and when they fall due.

The Directors believe that there are reasonable grounds to believe that the Group will be able to continue as a going concern, after consideration of the following factors:

- Operational performance improved materially during the year. The Group’s loss reduced to $3,969,941 (2025: $5,250,222), EBITDA excluding gains on debt restructuring improved to $70,021 loss (2025: $1,926,257 loss) and operating cash flows moved from net outflows of $529,086 to a net inflow of $432,103. These improvements reflect management’s cost reduction initiatives and the realisation of synergies following the acquisition of the Learnt Global group in August 2025.

- Strengthening of the balance sheet. The balance sheet has materially improved over the period from a net asset deficiency of $2,244,803 in FY2025 to a net asset surplus of $3,013,874 as a result of improved financial performance and capital raising activities.

- Subsequent to year end, on 13 August 2026 the Group announced a $1.5 million placement, comprising $1.24 million of cash (before costs) and the conversion of $256k of existing debt owed to Pure Asset Management into equity. Approximately $460k of the funds raised will be applied to enact further cost reduction initiatives which are expected to generate savings of approximately $1.01 million in the year ending 30 June 2027 and $1.82 million per annum thereafter.

- Following the acquisition of the Learnt Global group, the Group continues to implement cost rationalisation measures and efficiency gains across the enlarged group, which management expects to deliver ongoing reductions in operating costs.

- The Group has prepared a budget and cash flow forecast for the next 12 months from the date of this report which indicate that the Group will maintain a positive cash balance throughout the forecast period and do not require further capital raising.

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1 General information and basis of preparation (continued)

Going Concern Basis (continued)

- The Directors believe there are reasonable grounds to expect that the Group has the capacity to raise further capital should it be required, having regard to the Group's track record of accessing capital markets when required to advance its portfolio.

The Directors consider there is a reasonable basis that the above can be achieved. Accordingly, the financial statements have been prepared on a going concern basis, which assumes that the Group will realise its assets and extinguish its liabilities in the ordinary course of business. The financial report does not include any adjustments relating to the amounts or classification of recorded assets or liabilities that might be necessary if the Group does not continue as a going concern.

2 New and amended standards and interpretations

(a) New and amended standards adopted by the group

The Consolidated entity has adopted all of the new, revised or amending Accounting standards and Interpretation issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

(b) New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2026 reporting periods and have not been early adopted by the Group.

Except for AASB 18 Presentation and Disclosure in Financial Statements, the Directors do not expect any other new standards, amendments or interpretations to have a material impact on the Group's financial statements.

The Group is currently assessing the impact of AASB 18, which is effective for annual reporting periods beginning on or after 1 January 2027. At the date of this report, the impact of adopting AASB 18 has not yet been fully determined.

3 Material accounting policies

(a) Revenue from contracts with customers

Revenue arises mainly from managed services, IT development and consulting and digital marketing.

To determine when to recognise revenue, the Group follows a 5-step process:

1. Identify the contract with a customer;
2. Identify the performance obligations;
3. Determine the transaction price;
4. Allocating the transaction price to the performance obligations; and
5. Recognise the revenue when/as performance obligation(s) are satisfied.

The Group enters into transactions involving a range of the Group's products and services, for example for the delivery of managed services, IT consulting, software development etc. In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices.

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3 Material accounting policies (continued)

(a) Revenue from contracts with customers (continued)

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as contract liability in the statement of financial position. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable in its statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

(i) Revenue from rendering of services

Revenue from rendering of services include SaaS and managed services and digital marketing.

SaaS and managed services relate to access to, and use of, software including associated hosting and maintenance. This service is considered a single performance obligation as the customer simultaneous receives and consumes the benefit as the services are rendered. Managed services also include business process outsourcing, which relates to provision of various front and back of house services as detailed in the customer contract. Revenue from subscription services is recognised over the invoiced time as the customer simultaneously receives and consumes the benefits provided by the entity's performance over the service period.

(ii) Pay as You Go Income

As part of the Catapult product offering, customers have the option to pay for software services that they consume on an arrears, Pay as you Go basis. This will generally be for:

- Online enrolments of students to the platform, invoiced after a student is enrolled
- Additional usage of the catapult LMS above subscribed tiered limits

These amounts are not deferred and are recognised at the time of invoicing as they relate to services already consumed.

(iii) Revenue from fees

Revenue from fees include IT development and consulting.

IT development activities relate to services involving initial development and implementation of software, subsequent functionality enhancements and new integrations. Consulting is IT professional services offered as a complement to the broader range of services provided by the Group. Revenue for IT development and consulting is recognised at a point in time when services are rendered and invoiced on a time and materials basis or for larger IT projects, when the fulfillment of each performance obligation (milestone) as defined in the commercial contract is satisfied.

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3 Material accounting policies (continued)

(b) Government grants

For financial reporting purposes, the R&D tax offset can be analogised as a government grant or an income tax item. General practice is that refundable R&D credits are accounted for as government grants.

The Directors have considered AASB 112 Income Taxes ("AASB 112") and AASB 120 Accounting for Government Grants and Disclosure of Government Assistance ("AASB 120"). Given the above the directors have determined to recognise the R&D amount in accordance with AASB 120.

Government grants are recognised as income where there is a reasonable certainty that the grant will be received and the Group will comply with all attached conditions.

(c) Income tax

Current tax is calculated using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets are recognised only to the extent that their recovery is probable.

Current and deferred tax are recognised in profit or loss unless recognised directly in equity or other comprehensive income.

Tax consolidated group

Under Australian taxation law, the Company and its wholly owned Australian subsidiaries have formed a tax consolidated group and are treated as a single entity for income tax purposes. The Company is the head entity of the tax consolidated group and, in addition to its own transactions, recognises the current tax liabilities and deferred tax assets arising from unused tax losses and tax credits for all members of the tax consolidated group.

Entities within the tax consolidated group have entered into a tax sharing agreement and a tax funding agreement with the head entity. The tax sharing agreement specifies methods of allocating any tax liability in the event the head entity defaults on its Group payment obligations and the treatment where a member exits the tax consolidated Group.

Under the tax funding agreement, the head entity and each of the members have agreed to pay/receive a current tax payable to/receivable from the head entity based on the current tax liability or current tax asset recorded in the financial statements of the members. The Company will also compensate the members for any deferred tax assets relating to unused tax losses and tax credits.

There are no amounts receivable from or payable to Group entities under the tax funding agreement at the reporting date.

(d) Trade receivables

Impairment

For trade receivables, the Group applies the simplified approach permitted by AASB 9 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of trade and other receivables. In using this practical expedient, the Group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a provision matrix.

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3 Material accounting policies (continued)

(e) Inventories

Inventories are measured at the lower of cost and net realisable value.

(f) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument and are initially measured at fair value. Subsequent measurement depends on the classification of the financial instrument.

(g) Plant and equipment

Each class of plant and equipment is carried at cost less accumulated depreciation and any accumulated impairment losses.

The depreciable amount of all fixed assets is recognised on a straight-line basis over the asset's estimated useful life to the Group commencing from the time the asset is held ready for use. The useful life for each class of depreciable assets is:

- Office furniture and equipment 3-20 years
- Computer equipment: 2-5 years
- Motor vehicles: 3-8 years
- Leasehold improvements: lesser of the lease term and useful life

(h) Intangible assets

(i) Licences and customer contracts

Separately acquired licences are shown at historical cost. Licences and customer contracts acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

(ii) Software

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Development costs are capitalised only when the recognition criteria of AASB 138 are met. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use, over their useful life.

(iii) Customer Relationships

Customer relationships acquired in a business combination are recognised at fair value at the acquisition date and are subsequently carried at cost less accumulated amortisation and impairment losses.

(iv) Amortisation methods and periods

Refer to Note 13 for details about amortisation methods used by the Group for intangible assets.

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3 Material accounting policies (continued)

(i) Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication that a non-financial asset may be impaired. The recoverable amount is the higher of fair value less costs of disposal and value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

(j) Trade and other payables

The amounts are unsecured and are usually paid within 30 days of recognition.

(k) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost using the effective interest method. Borrowing costs are recognised in profit or loss as incurred.

(l) Share-based payments

Share-based compensation benefits are provided to employees via the Employee Share Option Plan and an employee share scheme collectively known as employee equity incentive plan ("EEIP"). In addition to this, other share-based payments are undertaken for certain goods and services provided to the Group.

The fair value of Options granted under the EEIP is recognised as an employee benefits expense with a corresponding increase in equity (other share-based payments are recognised in the statement of profit or loss or directly in equity depending upon goods or services received).

The total amount to be expensed is determined by reference to the fair value of the Options granted, which included any market performance conditions and the impact of any non-vesting conditions but excludes the impact of any service and non-market performance vesting conditions. Non-market vesting conditions are included in assumptions about the number of Options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the Group revises its estimates of the number of Options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

The EEIP is designed to provide long-term incentives for staff to deliver long-term shareholder returns. Under the EEIP, participants may be granted Shares, Options and/ or performance rights. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the EEIP or to receive any guaranteed benefits.

(m) Operating segment

The Group operates in one segment, being the provision and delivery of software services and technology platforms to its customers, and other related supporting and consulting services. The segment details are therefore fully reflected in the body of the financial report.

(n) Business combinations

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at fair value, being the fair value of the assets transferred, liabilities incurred and equity instruments issued by the Group at the acquisition date. Identifiable assets acquired and liabilities assumed are recognised at their acquisition-date fair values.

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3 Material accounting policies (continued)

(n) Business combinations (continued)

Goodwill represents the excess of the consideration transferred over the fair value of the identifiable net assets acquired. Acquisition-related costs are recognised in profit or loss as incurred.

(o) Leases

At the commencement date of a lease, the Group recognises a right-of-use asset and a corresponding lease liability.

Right-of-use assets are measured at cost less accumulated depreciation and impairment losses. Lease liabilities are initially measured at the present value of future lease payments and subsequently measured using the effective interest method. Lease payments are apportioned between finance charges and reductions of the lease liability.

(p) Employee benefits

Liabilities for wages and salaries, annual leave and long service leave are recognised in respect of employee services provided up to the reporting date.

Employee benefits expected to be settled within twelve months are measured at the amounts expected to be paid when the liabilities are settled. Employee benefits not expected to be settled within twelve months are measured at the present value of the estimated future cash outflows.

(q) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the reporting date.

(r) Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below.

(i) Deferred tax assets

The Group has not recognised deferred tax assets relating to carried forward tax losses or timing differences. These amounts have not been recognised given the recognition requirements of AASB 112 Income Taxes and the fact the Group has not previously generated taxable income.

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3 Material accounting policies (continued)

(r) Critical accounting estimates and assumptions (continued)

(ii) Intangible assets

Licenses and customer contracts acquired in a business combination are recognised at fair value on acquisition date. In the process of determining this value, management has exercised judgment and estimation on the useful life of the assets.

(iii) Share based payments

The determination of the fair value of options granted requires the utilisation of numerous variables. The fair value at grant date was determined using the Black-Scholes option pricing model.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

(iv) Impairment of goodwill

Goodwill is not amortised and is tested annually for impairment, or more frequently where indicators of impairment exist.

In assessing impairment, management estimates the recoverable amount of each asset or cash generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

(v) Research and Development

Capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to the hypothesis of the project.

(vi) Going Concern

Significant judgement is applied in assessing the Group's ability to continue as a going concern, including assumptions relating to forecast cash flows, future trading performance and available funding sources.

(vii) Business combination

Judgement is applied in determining the fair value of consideration transferred and the identifiable assets and liabilities acquired in a business combination.

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3 Material accounting policies (continued)

(r) Critical accounting estimates and assumptions (continued)

(viii) Revenue recognition — pattern of transfer of services

Judgement is applied in determining the fair value of consideration transferred and the identifiable assets and liabilities acquired in a business combination.

For contracts under which revenue is recognised over time, the Group estimates the pattern in which the customer consumes the benefits of the Group's performance in order to measure progress towards complete satisfaction of the performance obligation. This estimate involves judgement as to the profile of effort and delivery over the contract term. During the year, the Group revised this estimate from a front-loaded pattern to a straight-line pattern over the contract term, following changes to its service delivery workflows. The revision is a change in accounting estimate and has been accounted for as set out in Note 4.

4 Change in Accounting Estimate

Change in Revenue Recognition — Pattern of Transfer of Services (AASB 15)

From 1 July 2025, the Group revised its revenue recognition estimates in relation to customer contracts under AASB 15 *Revenue from Contracts with Customers*.

Previously, revenue from contracts was recognised on a weighted basis, with 80% of the contract revenue recognised over the first 4 months of the contract term, and the remaining 20% over the final 8 months. This approach was based on management's assessment of the pattern of delivery of services at that time.

Following a detailed review and changes to the way that services are delivered to customer organisations, the Group has determined that recognising revenue on a straight-line basis over the 12-month contract term more faithfully represents the transfer of services to the customer in accordance with the principles of AASB 15. As a result, the Group has updated its estimates to recognise revenue from 12-month contracts over the term of the service period.

The change has been applied from 1 July 2025 in accordance with AASB 108 *Accounting Policies, Changes in Accounting Estimates and Errors*. The change in estimate has necessitated an update to the opening deferred revenue balance to align revenue recognition of services invoiced in the 2025 and earlier financial year to those invoiced after 1 July 2025.

The cumulative impact of the change resulted in an increase in opening deferred revenue of $615,296 and a decrease in opening retained earnings of $615,296.

Effect on deferred revenue and accumulated losses

The revised estimate defers a greater proportion of contract revenue to later in the contract term than the previous criteria. As a result, the deferred revenue (contract liability) balance carried forward in respect of contracts in progress increased. The cumulative effect of applying the revised estimate to contracts in progress at the beginning of the current period was an increase in contract liabilities, and a corresponding increase in accumulated losses, of $615,296, recognised at 1 July 2025.

This adjustment relates predominantly to reporting periods prior to 30 June 2025. As the effect on each individual prior reporting period is not material, comparative information for the year ended 30 June 2025 has not been restated. The change affects the timing of revenue recognition within contract terms and not the total revenue recognised over the life of a contract.

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4 Change in Accounting Estimate (continued)

	2026 $
Contract liabilities — impact of change in estimate	
Balance at 1 July 2025, as previously reported	975,591
Increase arising from change in estimate	615,296
Adjusted balance at 1 July 2025	**1,590,887**
Accumulated losses — impact of change in estimate	
Balance at 1 July 2025, as previously reported	(40,809,238)
Increase in accumulated losses arising from change in estimate	(615,296)
Adjusted balance at 1 July 2025	**(41,424,534)**

The adjusted opening accumulated losses of $41,424,534 are reflected in the Consolidated Statement of Changes in Equity, where the cumulative effect of the change in estimate of $615,296 is presented as an adjustment to opening accumulated losses at 1 July 2025.

Consistent with the Group's accounting for income taxes (Note 3(c) and Note 8), no deferred tax has been recognised in respect of the temporary difference arising from this adjustment, as the Group has not recognised deferred tax assets.

Refer to Note 3(r)(viii) for the related critical accounting estimate, being the estimate of the pattern of transfer of services used in recognising revenue over time.

5 Revenue and Other Income

Revenue from contracts with customers

(a) Disaggregation of revenue from contracts with customers:

	2026 $	2025 $
Rendering of services disaggregation:		
Managed services (including SaaS and business process outsourcing)	**3,387,263**	2,557,829
IT Development and Consulting	**525,720**	181,813
Managed services (USA)	**737,307**	892,206
IT Development and Consulting (USA)	**1,537**	23,217
Professional services	**1,602,704**	1,202,380
Education and training services	**3,304,042**	-
	9,558,573	4,857,445
Timing of revenue recognition		
- At a point in time	**5,032,283**	2,168,268
- Over time	**4,526,290**	2,689,177
	9,558,573	4,857,445

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5 Revenue and Other Income (continued)

Revenue from contracts with customers (continued)

(b) Information about major customers:

The Group's major customers during the year were as follows:

	2026 %	2025 %
Blue NRG*	**-**	2
DLB*	**-**	4
NSW Premier's Department*	**5**	9

*Less than 10%

Other income

	2026 $	2025 $
Research and development tax incentive	**1,583,394**	31,747
Gain on debt restructuring	**1,103,655**	-
Other income	**87,179**	3,396
	2,774,228	35,143

Gain on debt restructuring

On 17 November 2025, a wholly-owned subsidiary of the Group, Art of Mentoring Pty Ltd (ACN 620 225 372), was placed into voluntary administration under Part 5.3A of the Corporations Act 2001. The creditors of Art of Mentoring Pty Ltd subsequently resolved to enter into a Deed of Company Arrangement ("DOCA"), which was executed on 11 December 2025. Under the DOCA, the Group (as proponent) contributed $200,000 to a deed fund for the benefit of participating creditors. The Group continued to operate the business of Art of Mentoring Pty Ltd throughout the administration and retained ownership of the company.

Under the terms of the DOCA, and by operation of section 444D of the *Corporations Act 2001*, the admitted claims of participating unsecured creditors were compromised. Those creditors are entitled to a distribution from the deed fund only and are barred from pursuing their claims against the company. Balances owing to other Group entities and continuing employee entitlements were excluded from the arrangement and were not compromised.

The admitted claims subject to the DOCA, the amount payable to participating creditors from the deed fund, and the resulting gain were as follows:

	$
Carrying amount of admitted claims subject to the DOCA	1,286,748
Amount payable to participating creditors from the deed fund	(183,093)
Gain recognised in other income	**1,103,655**

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5 Revenue and Other Income (continued)

Other income (continued)

The compromised claims of participating creditors may be pursued only against the deed fund. Accordingly, the Group reduced the carrying amount of these liabilities to the $183,093 expected to be distributed and recognised the balance of $1,103,655 (being the portion of the admitted claims that will not be settled) as a gain within other income. The distribution of $183,093 to participating creditors from the deed fund is a fixed amount and is not dependent on the quantum of individual creditor claims.

At 30 June 2026 the administrator had not finalised creditor claims or effected the distribution. The $183,093 payable continues to be recognised within the Group's trade and other payables and current tax liabilities.

6 Expenses

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

	2026 $	2025 $
Employee benefit expense		
Share-based payment	**1,197,408**	82,588
Salaries and wages	**4,654,614**	2,307,519
Defined contribution superannuation expense	**588,363**	255,949
Other employee related expenses	**335,476**	891,735
	6,775,861	3,537,791
Depreciation and amortisation expense		
Depreciation of right-of-use assets	**192,038**	14,124
Depreciation of other property, plant and equipment	**164,421**	45,012
Amortisation of intangible assets	**2,228,806**	2,344,224
	2,585,265	2,403,360
Finance expense		
Interest expense on lease liability	**14,852**	-
Other interest expenses	**528,335**	820,605
	543,187	820,605

The total cash outflow for leases during the year ended 30 June 2026 was $171,870.

Other expenses

The decrease in other expense from $338,425 in FY2025 to $58,329 in FY2026 is primarily attributable to changes in the classification of expenditure following the acquisition of the Learnt Group and a reduction in non-recurring costs compared to the prior year.

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7 Loss per Share

	2026 Cents	2025 Cents
Basic loss per share	**(1.13)**	(4.10)
Diluted loss per share	**(1.13)**	(4.10)
Loss attributable to the ordinary equity holders of the Group used in calculating basic and diluted earnings per share	**(3,969,941)**	(5,250,222)
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted earnings per share	**351,452,168**	128,130,766

Options on issue were excluded from diluted loss per share as they were anti-dilutive.

8 Income Tax Benefit

(a) Income tax benefit

	2026 $	2025 $
Current tax	**-**	-
Adjustments for prior period(s)	**-**	-
Deferred tax expense/(credit)	**-**	-
	-	-

(b) Numerical reconciliation of income tax expense to prima facie tax payable

	2026 $	2025 $
Loss from continuing operations before income tax expense	**(3,969,941)**	(5,250,222)
Tax at the Australian tax rate of 25.0% (2025: 25.0%)	**25.00 %**	25.00 %
	(992,485)	(1,312,556)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Non-assessable R&D rebate	**-**	(194,901)
Non-allowable expenses	**46,242**	116,760
Tax losses and other timing differences for which no DTA is recognised	**946,243**	1,390,697
Income tax benefit	**-**	-

(c) Unrecognised deferred tax assets and liabilities

Deferred taxes arising from temporary differences and unused tax losses calculated at a tax rate of 25% (2025: 25%) disclosed in the table below have not been recognised given the recognition requirements of AASB 112 and the fact the Group has not previously generated taxable income.

	2026 $	2025 $
Deferred tax assets not recognised at the reporting date		
Unused tax losses and other timing differences	**33,565,642**	31,270,525
Potential tax benefit at 25% (2025: 25%)	**8,391,410**	7,817,631

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9 Cash and Cash Equivalents

	2026	2025
	$	$
Cash at bank	**983,032**	384,930
	983,032	384,930

10 Trade and Other Receivables

	2026	2025
	$	$
CURRENT		
Trade receivables	**1,022,163**	257,211
Provision for impairment	**(85,068)**	(5,095)
Prepayments	**157,386**	94,673
Other receivables	**349,105**	29,304
	1,443,586	376,093

All amounts are short term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

Allowance for expected credit losses

The allowance for expected credit losses increased to $85,068 (2025: $5,095), primarily reflecting receivables recognised through the Learnt Group acquisition. Refer to Note 29(e) for further details of the Group's credit risk exposures.

11 Property, plant and equipment

	Office furniture and equipment	Leasehold improvements	Total
	$	$	$
As at 30 June 2024			
Cost	179,210	-	179,210
Accumulated depreciation	(162,869)	-	(162,869)
Net book value	16,341	-	16,341
Movements:			
Opening net book value	16,341	-	16,341
Assets acquired from acquisition	101,629	-	101,629
Additions	1,363	-	1,363
Disposals	(10,815)	-	(10,815)
Depreciation charge	(34,197)	-	(34,197)
Closing net book value	74,321	-	74,321

Notes to the Financial Statements

For the Year Ended 30 June 2026

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11 Property, plant and equipment (continued)

	Office furniture and equipment	Leasehold improvements	Total
	$	$	$
As at 30 June 2025			
Cost	169,758	-	169,758
Accumulated depreciation	(95,437)	-	(95,437)
Net book value	74,321	-	74,321
Movements:			
Opening net book value	74,321	-	74,321
Additions on acquisition of new entity	188,794	43,707	232,501
Additions	68,586	-	68,586
Depreciation charge	(136,096)	(28,325)	(164,421)
Closing net book value	195,605	15,382	210,987
As at 30 June 2026			
Cost	427,137	43,707	470,844
Accumulated depreciation	(231,532)	(28,325)	(259,857)
Net book value	195,605	15,382	210,987

12 Right-of-use asset

	2026	2025
	$	$
Cost	**378,599**	40,350
Accumulated depreciation	**(206,162)**	(14,124)
	172,437	26,226

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12 Right-of-use asset (continued)

Following were the reconciliation of carrying amounts of the right-of-use asset at the beginning and end of the reporting period.

	2026	2025
	$	$
Movements:		
Opening net book value	**26,226**	-
Additions on acquisition of new entity	**338,249**	-
Additions	**-**	40,350
Depreciation charge	**(192,038)**	(14,124)
Net book value	**172,437**	26,226

13 Intangible Assets

	Goodwill	Software and licenses	Customer contracts	Brand	Customer Relationships	Total
	$	$	$	$	$	$
As at 30 June 2024						
Cost	3,953,191	8,864,053	548,588	-	-	13,365,832
Accumulated amortisation/impairment	(1,695,139)	(4,550,328)	(344,189)	-	-	(6,589,656)
Net book value	2,258,052	4,313,725	204,399	-	-	6,776,176
Movements:						
Opening net book value	2,258,052	4,313,725	204,399	-	-	6,776,176
Acquisitions via business combinations	582,086	7,105	-	-	-	589,191
Additions	-	547,014	-	443,000	45,000	1,035,014
Amortisation	-	(2,255,481)	(88,743)	-	-	(2,344,224)
Impairment	(100,000)	-	-	-	-	(100,000)
Closing net book value	2,740,138	2,612,363	115,656	443,000	45,000	5,956,157

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13 Intangible Assets (continued)

	Goodwill	Software and licenses	Customer contracts	Brand	Customer Relationships	Total
	$	$	$	$	$	$
As at 30 June 2025						
Cost	4,535,277	9,418,172	548,588	443,000	45,000	14,990,037
Accumulated amortisation/impairment	(1,795,139)	(6,805,809)	(432,932)	-	-	(9,033,880)
Net book value	2,740,138	2,612,363	115,656	443,000	45,000	5,956,157
Movements:						
Opening net book value	2,740,138	2,612,363	115,656	443,000	45,000	5,956,157
Additions	-	1,823,132	-	-	-	1,823,132
Additions - Learnt acquisition	1,735,123	2,854,634	-	-	1,695,000	6,284,757
Additions - Aspire business assets	-	50,000	-	-	-	50,000
Amortisation	-	(2,096,143)	(88,743)	(39,870)	(4,050)	(2,228,806)
Impairment charge	(1,875,123)	-	-	-	-	(1,875,123)
Closing net book value	2,600,138	5,243,986	26,913	403,130	1,735,950	10,010,117
As at 30 June 2026						
Cost	6,270,399	14,145,940	548,588	443,000	1,740,000	23,147,927
Accumulated amortisation/impairment	(3,670,261)	(8,901,954)	(521,675)	(39,870)	(4,050)	(13,137,810)
Net book value	2,600,138	5,243,986	26,913	403,130	1,735,950	10,010,117

(a) *Amortisation methods and useful lives*

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

- Software and licences: 3-10 years
- Brand: 3-10 years
- Customer contracts: 3-6 years
- Customer relationships: 3-10 years

The customer contracts were acquired as part of a business combination in the prior year. They were recognised at their fair value at the date of acquisition and are subsequently amortised on a straight-line based on the timing of projected cash flows of the contracts over their estimated useful lives.

(b) *Aspire business assets*

The Group acquired certain intellectual property and course content assets of Aspire Training and Consulting Limited (Administrators appointed). The acquisition was assessed under AASB 3 *Business Combinations* and determined to be an asset acquisition rather than a business combination.

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13 Intangible Assets (continued)

(c) *Impairment test for goodwill*

The Group tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of a cash-generating unit (CGU) is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets covering a five-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The following key assumptions are used:

AoM:

- The discount rate applied to the AoM CGU is 25.74% per annum, comprising a CAPM-derived base of 10.25% and a company-specific risk premium of 15.49% reflecting the heightened risk associated with the voluntary administration and subsequent Deed of Company Arrangement (DOCA) undertaken during the year.
- Revenue growth rate of 1% per annum from FY28 to FY31 based on a conservative assessment of achievable performance.
- Overheads are assumed to grow at 5% per annum from FY28 to FY31.
- Terminal value is calculated based on a growth rate of 1% per annum.

Upon applying the value-in-use calculations and sensitivity tests across the AoM CGU, it was determined that the recoverable amount exceeds the carrying amount of goodwill by $147k, and accordingly no impairment expense has been recognised as at 30 June 2026. Sensitivity analysis indicates that headroom of $147k is maintained under the base case assumptions.

OG:

- Discount rate of 18.11% per annum has been applied, reflecting the risks specific to this CGU.
- Revenue growth rate of 5% per annum from FY28 to FY31, based on a conservative assessment of achievable performance.
- An annual growth rate of 1% has been estimated in the calculation of terminal value.

Upon applying the value-in-use calculations and sensitivity tests across the OG CGU it was determined that the carrying amount of goodwill exceed its recoverable amount giving rise to a $140k impairment expense as at 30 June 2026.

Learnt Group

- A post-tax discount rate of 21% per annum has been applied, reflecting the risks specific to the Learnt Group CGU.
- The recoverable amount of the Learnt Group CGU was determined using fair value less costs of disposal.
- Fair value less costs of disposal was determined on a market participant basis and anchored to the arm's-length acquisition of the Learnt Group on 15 August 2025.

The goodwill increased upon receipt of the finalised purchase price allocation study conducted by an independent valuer through the recognition of assumed liabilities, including lease liabilities and employee benefits, that were not reflected in the provisional accounting, reducing the identifiable net assets acquired. Further, provisional accounting recognised higher book values for intangible assets that were later valued by the independent valuer. The recoverable amount of the Learnt Group at 30 June 2026 was assessed using a discount rate that reflects the risks specific to the cash-generating unit, which is higher than the implicit rate used in determining in the purchase consideration. As a result, the recoverable amount was calculated to be below the carrying amount, and the goodwill has been impaired in full.

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14 Other Assets

	2026	2025
	$	$
NON-CURRENT		
Loan - Catapult Smallprint	-	150,000
Rental bond	**20,387**	-
	20,387	150,000

15 Trade and Other Payables

	2026	2025
	$	$
CURRENT		
Trade payables	**1,631,248**	1,278,181
Accrued expenses	**217,033**	533,509
Other payables	**1,153,006**	828,676
	3,001,287	2,640,366

Information on the liquidity risk management is presented in Note 29(g).

16 Borrowings

	2026	2025
	$	$
CURRENT		
Convertible notes	**3,004,456**	3,757,297
Third-party loan	**28,620**	-
	3,033,076	3,757,297
NON-CURRENT		
Loan - KIA and Honda	**77,453**	86,484
	77,453	86,484

The Group's principal borrowing arrangement is a convertible note facility with PURE Asset Management Pty Ltd. At 30 June 2026, the outstanding balance of the facility was $3,004,456 (2025: $3,757,297). The facility bears interest at 9.95% per annum, is secured against the assets of the Group and matures on 28 August 2027.

In April 2025, the facility was restructured, including a $1.5 million debt-to-equity conversion and an extension of the repayment date. All existing warrants held by PURE were cancelled.

The facility contains covenant provisions, including a minimum cash balance requirement. As the Group did not satisfy the minimum cash balance covenant at 30 June 2026, the facility has been classified as a current liability.

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17 Employee Benefits

	2026 $	2025 $
CURRENT		
Provision for annual leave	**461,751**	194,055
Provision for long service leave	**404,024**	-
	865,775	194,055
NON-CURRENT		
Provision for long service leave	**136,645**	30,401
	136,645	30,401

Amounts not expected to be settled within the next 12 months

The current provision for annual leave includes all unconditional entitlements where employees have completed the required period of service and also those where employees are entitled to pro-rata payments in certain circumstances. The entire balance is presented as current, since the Group does not have an unconditional right to defer settlement. However, based on past experience, the Group does not expect all employees to take the full amount of accrued annual leave or require payment within the next 12 months. The amount of annual leave balance that is not expected to be taken or paid within the next 12 months is $327,844 (2025: $137,779).

18 Contract Liabilities

	2026 $	2025 $
CURRENT		
Unearned development revenue received in advance	**1,478,883**	786,598
Unearned subscription revenue received in advance	**63,314**	188,993
	1,542,197	975,591

Unearned development revenue billed in advance is expected to be realised within the next 12 months.

19 Other Liabilities

	2026 $	2025 $
CURRENT		
Deferred Consideration - OG Cash Deferred Amount (discounted)	**-**	250,000
Deferred Consideration - OG Deferred Share Value (discounted)	**-**	227,000
	-	477,000

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20 Share Capital

(a) Ordinary shares

	2026 No.	2026 $	2025 No.	2025 $
Ordinary shares - fully paid	**380,537,830**	**45,989,191**	146,406,946	36,829,686

Ordinary shares participate in dividends and the proceeds on winding up of the Group in proportion to the number of shares held. At shareholder meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands. The ordinary shares have no par value.

(b) Movements in ordinary share capital

	Number of shares	$
As at 30 June 2025		
Opening balance	898,648,377	34,092,386
Issue of new ordinary shares - 13 Aug placement	198,700,000	993,500
Pre-consolidation of shares	1,097,348,377	35,085,886
Consolidation/Split of shares (14 Nov 2024)	109,734,838	35,085,886
Issue of new ordinary shares - 04 Dec placement	9,000,000	450,000
Issue of new ordinary shares - 04 Dec placement	22,800,000	1,140,000
Issue of new ordinary shares - 31 Dec placement (Acquisition of OG)	4,872,108	400,000
Capital raising cost	-	(246,200)
Closing balance	146,406,946	36,829,686
As at 30 June 2026		
Opening balance	146,406,946	36,829,686
Shares issued in partial consideration to acquire the entire issued capital of Learnt Global and its subsidiaries	71,071,429	3,411,429
Issue of new ordinary shares pursuant to the placement and options issue (i)	125,555,555	5,650,000
Shares issued on conversion of loan amount	21,428,571	1,500,000
Advisor shares issued for capital raising fees	4,500,000	202,500
Deferred consideration shares pursuant to the acquisition of Oliver Grace	5,061,726	250,049
Shares issued to certain employees of the Company for entitlements payable	2,173,008	108,650
Shares issued to certain employees of the Company for entitlements payable	1,896,151	100,497
Shares issued to a consultant of the Company in partial consideration for services	2,444,444	110,000
Capital raising cost	-	(2,173,620)
Closing balance	380,537,830	45,989,191

(i) 4.6m cash receipt

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20 Share Capital (continued)

(b) Movements in ordinary share capital (continued)

During the year-ended 30 June 2026 the Company issued the following securities:

Date	Details	No. of Shares	Issue Price $	Amount $
2026				
15 Aug 2025	Shares issued in partial consideration to acquire the entire issued capital of Learnt Global and its subsidiaries	71,071,429	0.0480	3,411,429
15 Aug 2025	Issue of new ordinary shares pursuant to the Placement and Options Issue	125,555,555	0.0450	5,650,000
15 Aug 2025	Shares issued on conversion of loan amount	21,428,571	0.0700	1,500,000
20 Aug 2025	Advisor shares issued for capital raising fees	4,500,000	0.0450	202,500
20 Aug 2025	Deferred consideration shares pursuant to the acquisition of Oliver Grace	5,061,726	0.0494	250,049
20 Aug 2025	Shares issued to certain employees of the Company for entitlements payable	2,173,008	0.0500	108,650
20 Aug 2025	Shares issued to certain employees of the Company for entitlements payable	1,896,151	0.0530	100,497
20 Aug 2025	Shares issued to a consultant of the Company in partial consideration for services	2,444,444	0.0450	110,000
20 Aug 2025	Capital raising cost			(2,173,620)
		234,130,884		9,159,505
2025				
31 Dec 2024	Issue of new ordinary shares under Placement (Acquisition of OG)	4,872,108	0.0821	400,000
04 Dec 2024	Issue of new ordinary shares under Placement	22,800,000	0.0500	1,140,000
04 Dec 2024	Issue of new ordinary shares under Placement	9,000,000	0.0500	450,000
14 Nov 2024	Movement due to Consolidation of Shares	(987,613,539)		
13 Aug 2024	Issue of new ordinary shares under Placement	198,700,000	0.0050	993,500
		(752,241,431)		2,983,500

21 Reserves

(a) Options reserve

	2026 No.	2026 $	2025 No.	2025 $
Options				
Options over ordinary shares	99,096,663	1,829,224	10,733,333	1,749,255

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21 Reserves (continued)

(b) FX Reserve

	2026 $	2025 $
FX Reserve		
Balance at beginning of the year	(14,506)	(62,104)
Foreign currency translation reserve	55,869	47,598
Balance at end of the year	**41,363**	(14,506)

The options reserve is used to recognise:
• the fair value of options issued to employees but not exercised.
• the fair value of options issued for goods and services received but not exercised.

The weighted average remaining contractual life of the options outstanding at the end of the financial year was 2.0 years.

(c) Share Issue Reserve

	2026 $	2025 $
Share Issue Reserve		
Balance at beginning of the year	-	-
Escrow shares - Learnt acquisition	548,571	-
Balance at end of the year	**548,571**	-
Total reserves	**2,419,158**	**1,734,749**

The Share Issue Reserve represents 11,428,571 ordinary shares issued as part consideration for the acquisition of Learnt Global Pty Ltd that remain subject to escrow arrangements at 30 June 2026. The shares have been recognised at their fair value of $548,571. Additional Information regarding these restricted securities is disclosed in the Additional Information for Listed Public Companies section in accordance with ASX Listing Rule 4.10.7.

(d) Movements in options reserve

	Number of options	$
As at 30 June 2025		
Opening balance	213,333,333	3,392,624
Pre-consolidation of shares	213,333,333	3,392,624
Consolidation/Split of options (14 Nov 2024)	21,333,333	3,392,624
Issue of new options over ordinary shares	12,500,000	10,020
Options cancelled/lapse of conditional right to securities	(12,500,000)	(10,020)
Issue of new options over ordinary shares	12,500,000	8,792
Options cancelled/lapse of conditional right to securities	(12,500,000)	(8,792)
Share based payments expense	-	53,637
Issue of new options over ordinary shares	2,400,000	82,588
Options forfeited/expired/cancelled	(13,000,000)	(1,779,594)
Closing balance	**10,733,333**	**1,749,255**

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21 Reserves (continued)

(d) Movements in options reserve (continued)

	Number of options	$
As at 30 June 2026		
Opening balance	10,733,333	1,749,255
Issue of new options over ordinary shares	96,696,663	929,795
Options cancelled (Cancellation of warrants)	(8,333,333)	(1,666,668)
Share based payments from options granted in current period	-	779,429
Share based payments from options granted in prior period	-	37,413
Closing balance	**99,096,663**	**1,829,224**

Date	Details	No. of options	Amount $
2026			
15 Aug 2025	Options issued	43,312,998	702,859
20 Aug 2025	Options issued	814,815	11,747
20 Aug 2025	Options issued	68,850	1,574
20 Aug 2025	Options issued	2,500,000	36,041
20 Aug 2025	Options issued	5,000,000	95,706
20 Aug 2025	Options issued	5,000,000	81,868
20 Aug 2025	Options issued	20,000,000	457,293
20 Aug 2025	Options issued	10,000,000	203,500
20 Aug 2025	Options issued	7,500,000	95,359
20 Aug 2025	Options issued	2,500,000	23,277
20 Aug 2025	Options cancelled (Warrants)	(8,333,333)	(1,666,667)
05 May 2025	Options issued from prior period	-	37,412
		88,363,330	79,969
2025			
12 May 2025	Options cancelled/lapse of conditional right to securities	(13,000,000)	(1,779,594)
12 May 2025	Options cancelled/lapse of conditional right to securities	(12,500,000)	(10,020)
12 May 2025	Options cancelled/lapse of conditional right to securities	(12,500,000)	(8,792)
05 May 2025	Options issued	2,400,000	82,588
31 Dec 2024	Share-based payments expense	-	53,636
04 Dec 2024	Options issued	12,500,000	10,020
04 Dec 2024	Options issued	12,500,000	8,792
		(10,600,000)	(1,643,370)

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21 Reserves (continued)

(e) Outstanding options

Grant date	Expiry date	Exercise price	No. of options	Consolidation	No. of options
05 May 2025	05 May 2027	$nil	2,400,000	-	2,400,000
15 Aug 2025	15 Aug 2027	$0.070	43,312,998	-	43,312,998
20 Aug 2025	20 Aug 2029	$0.070	68,850	-	68,850
20 Aug 2025	20 Aug 2027	$0.090	2,500,000	-	2,500,000
20 Aug 2025	20 Aug 2028	$0.090	5,000,000	-	5,000,000
20 Aug 2025	20 Aug 2028	$0.070	5,000,000	-	5,000,000
20 Aug 2025	20 Aug 2029	$0.070	20,000,000	-	20,000,000
20 Aug 2025	20 Aug 2029	$0.090	10,000,000	-	10,000,000
20 Aug 2025	20 Aug 2027	$0.070	7,500,000	-	7,500,000
20 Aug 2025	20 Aug 2027	$0.070	2,500,000	-	2,500,000
20 Aug 2025	20 Aug 2027	$0.070	814,815	-	814,815
			99,096,663		99,096,663

22 Share-based Payments

The Company's Employee and Executive Incentive Plan ("EEIP") is designed to provide long-term incentives for eligible employees to deliver long-term shareholder returns. Under the EEIP, participants are granted options over ordinary shares. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

(a) Movement in share options during the year

The following reconciles the share options outstanding at the beginning and end of the year:

	2026	2026	2025	2025
	2026 No. of options	Average exercise price $	2025 No. of options	Average exercise price $
Outstanding at the beginning of the year	10,733,333	0.16	213,333,333	0.16
Consolidation/Split of options (14 Nov 2024)	-	-	21,333,333	0.16
Granted	96,696,663	0.08	27,400,000	0.21
Forfeited/expired/cancelled	(8,333,333)	-	(38,000,000)	0.16
Outstanding at year-end	99,096,663	0.07	10,733,333	0.16

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22 Share-based Payments (continued)

(b) Fair value of options granted

The assessed fair value of options granted at grant date was determined using the Black-Scholes option pricing model that takes into account the exercise price, life of the options, share price at grant date, the expected share price volatility of the underlying share, the expected dividend yield, the risk-free rate for the life of the options, as following:

Grant date	Expiry date	Exercise price $	No. of options granted	Share price at grant date $	Dividend yield	Expected volatility	Risk-free interest rate	Fair value at grant date
20 Aug 2025	20 Aug 2029	0.07	10,000,000	0.045	Nil	0.785	0.0425	228,647
20 Aug 2025	20 Aug 2029	0.07	10,000,000	0.045	Nil	0.785	0.0425	228,647
20 Aug 2025	20 Aug 2029	0.09	5,000,000	0.045	Nil	0.785	0.0425	101,750
20 Aug 2025	20 Aug 2029	0.09	5,000,000	0.045	Nil	0.785	0.0425	101,750
20 Aug 2025	20 Aug 2027	0.07	5,000,000	0.045	Nil	0.785	0.0425	72,081
20 Aug 2025	20 Aug 2029	0.07	1,250,000	0.045	Nil	0.785	0.0425	12,316
20 Aug 2025	20 Aug 2029	0.07	1,250,000	0.045	Nil	0.785	0.0425	12,316
20 Aug 2025	20 Aug 2029	0.09	1,250,000	0.045	Nil	0.785	0.0425	10,961
20 Aug 2025	20 Aug 2029	0.09	1,250,000	0.045	Nil	0.785	0.0425	10,961
20 Aug 2025	20 Aug 2029	0.07	68,850	0.045	Nil	0.785	0.0425	1,574
20 Aug 2025	20 Aug 2027	0.07	2,500,000	0.045	Nil	0.785	0.0425	36,041
20 Aug 2025	20 Aug 2028	0.07	5,000,000	0.045	Nil	0.785	0.0425	95,706
20 Aug 2025	20 Aug 2028	0.09	5,000,000	0.045	Nil	0.785	0.0425	81,868
15 Aug 2025	15 Aug 2027	0.07	29,535,221	0.048	Nil	0.785	0.0425	479,281
15 Aug 2025	15 Aug 2027	0.07	11,111,111	0.048	Nil	0.785	0.0425	180,305
15 Aug 2025	15 Aug 2027	0.07	592,592	0.048	Nil	0.785	0.0425	9,616
15 Aug 2025	15 Aug 2027	0.07	2,074,074	0.048	Nil	0.785	0.0425	33,657
20 Aug 2025	20 Aug 2027	0.07	814,815	0.045	Nil	0.785	0.0425	11,747
			96,696,663					1,709,224

(c) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were as follows:

	2026 $	2025 $
Expense from options granted in current year	**779,429**	82,588
Expense from options granted in prior year	**37,413**	-
Equity-settled shares issued to employees and consultants	**380,566**	-
	1,197,408	82,588

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23 Investments in controlled entities

The Group's principal subsidiaries at 30 June 2026 are set out below. Unless otherwise stated, it has share capital consisting solely of ordinary shares that is held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

	Principal place of business / Country of Incorporation	Percentage Owned (%) 2026	Percentage Owned (%) 2025
Parent Entity			
AdNeo Limited	Australia	**-**	-
Controlled entities			
Art of Mentoring Holdings Pty Ltd	Australia	**100**	100
Art of Mentoring Pty Ltd	Australia	**100**	100
Art of Mentoring Inc.	USA	**100**	100
Oliver Grace Pty Ltd	Australia	**100**	100
Utility Software Services Pty Ltd	Australia	**100**	100
Learnt Global Pty Ltd	Australia	**100**	-
Catapult Smallprint Pty Ltd	Australia	**100**	-
Vasto Software Pty Ltd	Australia	**100**	-

Learnt Global Pty Ltd, Catapult Smallprint Pty Ltd and Vasto Software Pty Ltd were acquired on 15 August 2025. Refer to note 32 for further details.

24 Key Management Personnel Remuneration

Below are the key management personnel compensation included within employee benefit expense for the year:

	2026 $	2025 $
Short-term employee benefits	**601,619**	632,040
Post-employment benefits	**13,147**	25,108
Share-based payments	**1,141,429**	-
Other long-term employee benefits	**-**	-
Termination benefits	**-**	-
	1,756,195	657,148

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25 Related Party Transactions

The Group's related parties comprise of subsidiaries and key management personnel.

During the financial year, Learnt Group was acquired by AdNeo Ltd on 15 August 2025. Following the acquisition, Mr Kevin Lynch who was previously the Chairman of Learnt Group was appointed as a Director of AdNeo effective 15 August 2025. Following such appointment, Mr Kevin Lynch is considered a member of the key management personnel of AdNeo Ltd and, where applicable, a related party of the Company in accordance with the applicable related party requirements.

Disclosures relating to key management personnel are set out in the remuneration report. Transactions between the parent company and its subsidiaries are eliminated on consolidation and are not disclosed in this note.

Other transactions with related parties

The Group had the following transactions with Blue NRG, of which Michael Norster is a Director. Additional services were received from More Investment and Capital Heights, of which Nicholas Smedley is a Director. Payment for sub-lease and on-charge for sub-lease relate to Vitasora Health Ltd and Findi Ltd, of which Nicholas Smedley is a Director.

	2026	2025
	$	$
Revenue from contract with customer (Blue NRG)	**-**	188,897
Receivables for services rendered (Blue NRG)	**-**	983
Payables for M&A and corporate advisory services (More Investment & Capital Heights)	**359,450**	171,600
Directors loans	**(100,000)**	100,000
Payment for sub-lease	**25,331**	19,759
On-charge for sub-lease	**25,000**	-

26 Cash Flow Information

	2026	2025
	$	$
Net loss for the year	**(3,969,941)**	(5,250,222)
Non-cash flows in profit:		
- depreciation and amortisation	**2,585,265**	2,403,360
- impairment	**1,875,123**	100,000
- share-based payments expense	**779,429**	82,588
- interest expense	**543,187**	597,585
- Other non-cash item changes	**(115,429)**	(164,904)
Changes in assets and liabilities:		
- (increase)/decrease in trade and other receivables	**(1,067,492)**	828,758
- (increase)/decrease in other current assets	**(29,604)**	-
- increase/(decrease) in trade and other payables	**360,919**	760,518
- increase/(decrease) in other current liabilities	**(477,000)**	477,000
- increase/(decrease) in tax liabilities	**(52,354)**	(363,769)
Cashflows from operations	**432,103**	(529,086)

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27 Parent entity

(a) Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts:

	2026 $	2025 $
Statement of Financial Position		
Assets		
Current assets	**234,427**	339,104
Non-current assets	**4,164,010**	1,323,352
Total Assets	**4,398,437**	1,662,456
Liabilities		
Current liabilities	**(1,364,395)**	(3,886,607)
Non-current liabilities	**(20,172)**	(20,658)
Total Liabilities	**(1,384,567)**	(3,907,265)
Equity		
Share capital	**45,989,191**	36,843,186
Options reserve	**1,829,224**	3,465,072
Share issue reserve	**548,571**	-
Accumulated losses	**(45,353,116)**	(42,553,066)
Total Equity	**3,013,870**	(2,244,808)
Statement of Profit or Loss and Other Comprehensive Income		
Loss for the year	**(2,259,346)**	(378,351)
Total comprehensive loss	**(2,259,346)**	(378,351)

The net assets of the parent entity exceed those of the consolidated group, primarily due to the elimination of the parent's investment in its subsidiaries during the consolidation process. In accordance with AASB 10 Consolidated Financial Statements, when preparing consolidated financial statements, the carrying amount of the parent entity's investment in subsidiaries is eliminated against the parent's proportionate share of the net assets of those subsidiaries.

This accounting treatment reflects the economic substance of the group as a single entity, removing intra group balances and investments to avoid double counting. As a result, the consolidated net asset position is lower than that of the parent entity on a standalone basis.

(b) Determining the parent entity financial information

The financial information for the parent entity has been prepared on the same basis as the consolidated financial statements, except as set out below.

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27 Parent entity (continued)

(b) Determining the parent entity financial information (continued)

(i) Investments in subsidiaries

Investments in subsidiaries are accounted for at cost in the financial statements of AdNeo Limited.

(ii) Tax consolidation legislation

Under Australian taxation law, the Company and its wholly owned Australian subsidiaries have formed a tax consolidated group and are treated as a single entity for income tax purposes. The Company is the head entity of the tax consolidated group and, in addition to its own transactions, recognises the current tax liabilities and deferred tax assets arising from unused tax losses and tax credits for all members of the tax consolidated group.

Entities within the tax consolidated group have entered into a tax sharing agreement and a tax funding agreement with the head entity. The tax sharing agreement specifies methods of allocating any tax liability in the event the head entity defaults on its Group payment obligations and the treatment where a member exits the tax consolidated Group.

Under the tax funding agreement, the head entity and each of the members have agreed to pay/receive a current tax payable to/receivable from the head entity based on the current tax liability or current tax asset recorded in the financial statements of the members. The Company will also compensate the members for any deferred tax assets relating to unused tax losses and tax credits.

There are no amounts receivable from or payable to Group entities under the tax funding agreement at the reporting date.

(iii) Commitments and contingencies of the parent entity

The parent entity has provided guarantees in respect of borrowing arrangement with PURE Asset Management Pty Ltd. Details of the Group's borrowings are disclosed in Note 16. Other than these guarantees, the parent entity did not have any contingent liabilities or commitments as at 30 June 2026 (2025: $nil).

28 Segment Reporting

The Group operates in one segment, being the provision and delivery of software services and technology platforms to its customers, and other related supporting and consulting services. The Chief Operating Decision Maker reviews the Group's operations and financial performance on a consolidated basis.

Entity-wide geographical information is presented below. The information is presented by the geographical location of the Group's operations.

	Australia	USA	Total
	$	$	$
30 June 2026			
Revenue			
Operating revenue	8,819,728	738,845	9,558,573
Other income	2,770,034	4,194	2,774,228
Interest income	34,329	2	34,331
Total Revenue	**11,624,091**	**743,041**	**12,367,132**

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28 Segment Reporting (continued)

	Australia	USA	Total
	$	$	$
Less: Expenses	(15,670,819)	(666,254)	(16,337,073)
Profit/(loss) for the period	**(4,046,728)**	**76,787**	**(3,969,941)**
Depreciation and amortisation expense	2,585,265	-	2,585,265
Interest expense	528,612	14,575	543,187
Impairment expense	1,875,123	-	1,875,123
Debt restructure	(1,103,655)	-	(1,103,655)
EBITDA	**(161,383)**	**91,362**	**(70,021)**
Assets	12,822,443	47,708	12,870,151
Total Assets	**12,822,443**	**47,708**	**12,870,151**
Liabilities	9,356,661	499,616	9,856,277
Total Liabilities	**9,356,661**	**499,616**	**9,856,277**

29 Financial Risk Management

The Group‘s activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most important types of financial risk to which the Group is exposed to are market risk, credit risk and liquidity risk. The exposure to each of these risks, as well as the Group's policies and processes for managing these risks, are described below.

(a) Market risk

The Group’s strategy on the management of investment risk is driven by the Group’s investment objective. The Group’s market risk is managed by the Chief Executive Officer and overseen by the Board.

(b) Currency risk

The Group is exposed to currency risk arising from financial assets and liabilities of its subsidiary operating in the US. The parent entity is not exposed to material currency risk as it does not hold any foreign currency cash reserves and all material transactions are denominated in Australian dollars.

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29 Financial Risk Management (continued)

(b) Currency risk (continued)

The carrying amount of the foreign currency denominated monetary assets and liabilities at the reporting date is as follows, all amounts in the table below are displayed in $AUD at year-end spot rates:

	2026	2025
	$	$
USD		
Cash and trade and other receivables	**47,708**	70,017
Trade and other payables	**(110,912)**	(54,493)

Sensitivity of profit or loss to movements in currency interest rates for instruments with cash flow risk:

	2026	2025
	$	$
AUD/USD exchange rate movement of ±10%	**± 6,320**	± 1,552

(c) Interest rate risk

The Group is exposed to interest rate risk via the cash and cash equivalents and borrowings that it holds. Interest rate risk is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates. To reduce risk exposure, the Group ensures that cash and cash equivalents are placed in high credit quality financial institutions. The objective of managing interest rate risk is to minimise the Group's exposure to fluctuations in interest rate that might impact its interest revenue and cash flow.

The Group's exposure to interest rate risk and the weighted average interest rates on the Group's financial assets and financial liabilities are as follows:

	Fixed interest	Floating interest rate	Non-interest bearing	Total
	$	$	$	$
2026				
Financial assets				
Cash at bank	-	983,032	-	983,032
Trade and other receivables	-	-	1,286,200	1,286,200
Other non-current assets	20,387	-	-	20,387
Financial liabilities				
Borrowings	(3,110,529)	-	-	(3,110,529)
Trade and other payables	-	-	(3,001,287)	(3,001,287)
Lease liabilities	(306,476)	-	-	(306,476)
Net position	(3,396,618)	983,032	(1,715,087)	(4,128,673)

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29 Financial Risk Management (continued)

(c) Interest rate risk (continued)

	Fixed interest	Floating interest rate	Non-interest bearing	Total
	$	$	$	$
2025				
Financial assets				
Cash at bank	-	384,930	-	384,930
Trade and other receivables	-	-	376,093	376,093
Other non-current assets	150,000	-	-	150,000
Financial liabilities				
Borrowings	(3,843,781)	-	-	(3,843,781)
Trade and other payables	-	-	(2,640,366)	(2,640,366)
Lease liabilities	(26,562)	-	-	(26,562)
Net position	(3,720,343)	384,930	(2,264,273)	(5,599,686)

Sensitivity of profit or loss to movements in market interest rates for instruments with cash flow risk:

	2026	2025
	$	$
Market interest rates charged by ± 50 basis points	**± 4,915**	± 1,925

(d) Price risk

The Group is not exposed to price risk arising from any financial assets or financial liabilities.

(e) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to credit risk from financial assets including cash and cash equivalents held at banks, trade and other receivables.

	2026	2025
	$	$
Cash at bank	**983,032**	384,930
Receivables	**1,286,199**	376,093
Maximum exposure to credit risk	**2,269,231**	761,023

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29 Financial Risk Management (continued)

(e) Credit risk (continued)

	Current	< 30 Days	30 Days	60 Days	90 Days & Older	Total
	$	$	$	$	$	$
Trade receivable aging						
AdNeo	41,691	47,095	-	-	-	88,786
AoM	1,782	42,085	-	-	-	43,867
AoM US	-	-	-	-	13,864	13,864
OG	133,956	37,994	46,820	2,486	17,644	238,900
Vasto	19,130	(1,025)	2,382	1,257	8,563	30,307
Catapult	329,133	101,790	4,074	7,748	39,177	481,922
Learnt	21,197	35,670	49,665	4,290	13,695	124,517
Allowance for expected credit losses	-	-	-	-	(85,068)	(85,068)
	546,889	263,609	102,941	15,781	7,875	937,095

(f) Credit risk management

The credit risk in respect of cash at banks and deposits is managed by only having accounts with major reputable financial institutions.

The Group continuously monitors the credit quality of customers based on regular review of the debtors. Where available, external credit ratings and/or reports on customers are obtained and used. The Group's policy is to deal only with credit worthy counterparties. The credit terms range between 14 and 30 days. The credit terms for customers as negotiated with customers are subject to an approval process which forms part of the overall contract approval when signing up new customers. The ongoing credit risk is managed through regular review of ageing analysis, together with ongoing correspondences with customers.

Trade receivables consist of customers located in Australia and the United States. The Group's trade receivables are predominantly from the education and training sector.

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29 Financial Risk Management (continued)

(g) Liquidity risk

The Group monitors its exposure to liquidity risk by ensuring that there is sufficient cash on hand to meet the contractual obligations of financial liabilities as they fall due. Management monitors cash flows.

The maturity of financial liabilities at reporting date are shown below, based on the contractual terms of each liability in place at reporting date. The amounts disclosed are based on undiscounted cash flows.

	Less than 12 months	1-5 years	Total contractual cash flows	Carrying amount of liabilities
	$	$	$	$
2026				
Financial liabilities				
Borrowings	3,033,076	77,452	3,409,472	3,110,528
Trade and other payables	3,001,287	-	3,001,287	3,001,287
Lease liabilities	121,554	184,922	349,229	306,476
	6,155,917	262,374	6,759,988	6,418,291
2025				
Financial liabilities				
Borrowings	3,757,297	86,484	3,843,781	3,843,781
Trade and other payables	2,640,366	-	2,640,366	2,640,366
Lease liabilities	21,605	4,957	26,562	26,562
	6,419,268	91,441	6,510,709	6,510,709

(h) Fair value of financial instruments

Unless otherwise stated, the carrying amounts of financial instruments approximate their fair values.

The Group does not have any financial instruments measured at fair value on a recurring basis at 30 June 2026 (2025: nil).

30 Remuneration of auditors

This table below shows the total fees to the Group's external auditors, Hall Chadwick WA Audit Pty Ltd, split between audit and non-audit services.

	2026	2025
	$	$
Remuneration of Company's auditor, Hall Chadwick WA Audit Pty Ltd, for:		
- audit of financial statements	**83,000**	65,000
- non audit services	**-**	-
Total	**83,000**	65,000

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31 Contingencies

In the opinion of the Directors, the Group did not have any contingencies at 30 June 2026 (30 June 2025:nil).

The Group's contingent consideration arrangement relating to the acquisition of Learnt Group is disclosed in Note 32.

32 Business combination

On 15 August 2025, AdNeo acquired 100% of the issued shares of Learnt Global Pty Ltd ("Learnt") and its subsidiary entities. Learnt's product offerings include an online learning platform that assists businesses in training and improving employee performance and productivity, an extensive library of content and course material, student management systems, learning management systems and course management library. The acquisition is segregated into three divisions:

- Learnt: An enterprise Learning management system;
- Catapult: A leading industry provider of accredited course content to registered training organisations; and
- Vasto: A student management system which is provided as a service to registered training organisations.

The acquisition aligns with AdNeo's strategic growth objectives in the education, workforce technology sectors by adding to AdNeo's existing mentoring and education-based offerings.

Financial effect of the acquisition

The results of Learnt have been included in the consolidated financial statements from the acquisition date. For the year ended 30 June 2026, the acquired entities contributed $4.6 million in revenue and $0.67 million in net profit before tax to the consolidated results of the Group.

Consideration transferred

Consideration for the transaction comprised an all-scrip offer of 82,500,000 shares issued at completion, and contingent earn-out based consideration of up to 113,437,500 shares, payable if Learnt Global achieves specified revenue and EBIT targets for FY2027.

The completion consideration comprised of 82,500,000 AdNeo ordinary shares. Of these, 71,071,429 shares were issued and recognised in Share Capital on completion of the acquisition, while 11,428,571 shares remain subject to escrow arrangements. The escrow shares have been recognised in the Share Issue Reserve at their fair value of $548,571.

At the half-year ended 31 December 2025, provisional consideration was recognised comprising completion shares deemed at $0.07 per share ($5,775,000) and earn-out shares discounted at the time value of money ($6,421,278), giving total provisional consideration transferred of $12,196,278.

Following completion of a valuation, the completion shares are measured at their fair value at the acquisition date, being the quoted market price of AdNeo shares on 15 August 2025 of $0.048 per share, giving a fair value of $3,960,000. The earn-out shares are subject to Learnt achieving minimum revenue of $8.0 million and EBIT of $1.15 million for FY2027. During the period, Learnt generated revenue of $4.6 million, making the contingent consideration value as nil.

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32 Business combination (continued)

The total fair value of consideration transferred was $3,960,000, comprising:

	2026 $
Purchase consideration:	
Completion Shares	3,960,000
Contingent consideration - Earn-out shares (discounted)	-
Total purchase consideration	3,960,000

Assets acquired and liabilities assumed

The fair value of the identifiable assets and liabilities at the acquisition date were as follows:

	2026 $
Current assets	
Cash and cash equivalents	296,123
Trade and other receivables	486,860
Total current assets	782,983
Non-current assets	
Intangible assets	4,549,634
Property, plant and equipment	232,500
Right-of-use assets	338,250
Other non-current assets	23,941
Total non-current assets	5,144,325
Total assets	5,927,308
Current liabilities	
Trade and other payables	1,568,209
Lease liabilities	383,622
Employee benefits	1,750,600
Total current liabilities	3,702,431
Total liabilities	3,702,431
Net identifiable assets acquired	2,224,877
Goodwill	1,735,123
Total purchase consideration	3,960,000

The fair values assigned to the identifiable assets acquired and liabilities assumed have been finalised and the purchase price allocation is no longer provisional.

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33 Events occurring after the reporting date

On 7 July 2026, the Group announced that its education content business, Aspire by Catapult, had been awarded a $187,546 contract with the Queensland Human Rights Commission.

On 8 July 2026, the company appointed Misters Sam Wright and Thomas May as Joint Company Secretaries, following the resignation of Ms Charly Duffy and Ms Shelby Coleman.

On 14 July 2026, the Group announced that Catapult Education had been appointed to a Standing Offer Arrangement with TAFE South Australia for the provision of educational content development services.

On 13 August 2026, the company announced that it had received commitments for a $1.5million Placement and debt conversion. The transaction comprised of:

- 60 million new shares were issued at $0.025 per share
- Approximately $1.243 million in cash commitments before costs, including $273,175 from AdNeo directors, subject to shareholder approval under ASX listing Rule 10.11.
- Pure Asset Management Pty Ltd agreed to convert $256,269 of existing debt into new shares at the same issue price. The Debt conversion shares were issued using the Company's existing placement capacity under ASX listing Rule 7.1.

Cash proceeds will support operational efficiency initiatives, investment in the Group's technology platforms and AI capabilities, potential acquisition opportunities, transaction costs and working capital.

The placement completed on 19 August 2026.

AdNeo Limited
ACN 123 129 162

Consolidated Entity Disclosure Statement

As at 30 June 2026

Entity Name	Entity Type	Place formed or incorporated	Ownership Interest %	Tax Residency
AdNeo Limited	Body corporate	Australia	-	Australia*
Art of Mentoring Holdings Pty Ltd	Body corporate	Australia	100%	Australia*
Art of Mentoring Pty Ltd	Body corporate	Australia	100%	Australia*
Art of Mentoring Inc	Body corporate	USA	100%	USA
Oliver Grace Pty Ltd	Body corporate	Australia	100%	Australia*
Utility Software Services Pty Ltd	Body corporate	Australia	100%	Australia*
Learnt Global Pty Ltd	Body corporate	Australia	100%	Australia*
Catapult Smallprint Pty Ltd	Body corporate	Australia	100%	Australia*
Vasto Software Pty Ltd	Body corporate	Australia	100%	Australia*

* AdNeo Limited (the head entity) and its wholly owned Australian subsidiaries have formed an Income Tax Consolidated Group under tax consolidation regime.

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AdNeo Limited

ACN 123 129 162

Directors' Declaration

The directors of the Company declare that:

The consolidated financial statements and notes, as set out on pages 25 to 68, and the remuneration disclosures that are contained within the Remuneration Report within the Directors' report, set out on pages 8 to 21, are in accordance with the *Corporations Act 2001* and:

a. In the directors' opinion there are reasonable grounds to believe the company will be able to pay its debts as and when they become due and payable;
b. In the directors' opinion the financial statements and notes also comply with the International Financial Reporting Standards as disclosed in Note 1;
c. In the directors' opinion the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity; and
d. The directors have been given the declaration required by s295A of the *Corporations Act 2001.*
e. The information disclosed in the attached consolidated entity disclosure statement is true and correct.

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

On behalf of the Directors

Nicholas Smedley

Non-Executive Chairman

Dated this .....29th..... day of .....September..... 2026

Melbourne, Australia

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ADNEO LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Adneo Limited ("the Company") and its subsidiaries ("the Consolidated Entity"), 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, and notes to the financial statements, including material accounting policy information, the consolidated entity disclosure statement and the director's declaration.

In our opinion:

a. the accompanying financial report of the Consolidated Entity 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 financial performance for the year then ended; 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 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report which indicates that the Company incurred a net loss of $3,969,941 during the year ended 30 June 2026. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in this respect of this matter.

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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.

Key Audit Matter	How our audit addressed the Key Audit Matter
Carrying value of goodwill As disclosed in note 13 of the financial report, at 30 June 2026, the carrying value of goodwill totalled $2,600,138 (30 June 2025: $2,740,138). An annual impairment test for goodwill and other indefinite life intangibles is required under AASB 136 *Impairment of Assets*. Management's impairment assessment has been performed using a discounted cash flow model (Impairment Model) to estimate the value-in-use of each Cash-Generating Unit (CGU) to which these intangible assets have been allocated. The evaluation of the recoverable amount requires the Consolidated entity to exercise significant judgement in determining key assumptions, which include: • 5-year cash flow forecast; • growth rate and terminal growth factor; • discount rate. During the period the Consolidated entity recognised an impairment charge of $1,875,123 in relation to goodwill We considered the valuation of goodwill to be a key audit matter due to the significance to the consolidated statement of financial position and the significant judgements involved in estimating discounted future cash flows.	Our procedures included, but were not limited to, assessing and challenging: • the appropriateness of Management's determination of distinct CGUs to which goodwill is allocated. • the reasonableness of the forecast approved by the Directors, comparing to current actual results and considering trends, strategies and outlooks. • the testing of inputs used in the Impairment Model, including the approved forecast. • the determination of the discount rate applied in the Impairment Model, comparing to available industry data. • the short to medium-term growth rates applied in the forecast cash flow, considering historical results and available industry data. • Management's sensitivity analysis around the key drivers of the cash flow projections. • our sensitivity testing to understand the impact of changing key assumptions with respect to each distinct CGUs recoverable amount. • the reasonableness of terminal growth rate assumption in use. • the appropriateness of the disclosures as set out in note 13.
Capitalised Software Development Costs As disclosed in Note 13 of the financial report, at 30 June 2026 the Consolidated entity had capitalised software and licenses of $5,243,986 (30 June 2025: $2,612,363). These assets make up 50% of the Consolidated entity's total non-current assets. The Consolidated entity capitalises costs incurred in	Our procedures included, but were not limited to, the following: • assessing the nature of projects and activities against the requirements of AASB 138 *Intangible Assets* to determine if they were consistent with accounting standards. • for capitalised costs relating to contractors and vendors, tested amounts capitalised to third party documentation on a sample basis.

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Key Audit Matter	How our audit addressed the Key Audit Matter
the development of its internally generated software. These costs are then amortised over the estimated useful life of the software. Internally developed software includes staff, contractor, and vendor costs. The Consolidated entity's process for calculating the value of staff costs capitalised involves judgement as it includes estimating time staff spend developing software and determining the value attributable to that time. The Consolidated entity is also required to assess the carrying value of these intangible assets in line with AASB 136 *Impairment of Assets* whenever there is an indication that they may be impaired. Capitalised software development costs is a key audit matter due to the material carrying value of the intangible assets and the level of judgement applied in estimating time spent in relation to developing software.	• for capitalised costs relating to staff time: assessed the procedures used to determine the percentage of staff time spent on software projects and, for a sample of employees, the resulting percentages. • tested gross remuneration used in capitalisation calculations based on underlying employee records. • Compared costs capitalised in the year to those capitalised in the previous year to determine if changes aligned with our knowledge of project developments. • considered whether any indicators of impairment existed that may require the assets to be impaired. • assessed the reasonableness of amortisation periods in relation to the expected useful life of the assets. • reviewed the adequacy of disclosures in the financial report.
Business Combinations As disclosed in Note 32 of the financial statements during the year, the Consolidated entity acquired Learnt Global Pty Ltd and its subsidiaries. The acquisition constituted a business combination in accordance with *AASB 3 Business Combinations*. Accounting for business combinations constituted a key audit matter due to the size and scope of the acquisitions, and the complexities inherent in such transactions.	Our audit procedures included, but were not limited to: • Reviewing the acquisition agreements to understand the key terms and conditions of the transactions; • Assessing the fair value of the consideration transferred with reference to the terms of the acquisition agreements; • Verifying the acquisition date assets and liabilities acquired to underlying supporting documentation; • Assessing the basis for the provisional purchase price allocation, including key inputs and assumptions; and • Assessing the appropriateness of the disclosures included in Note 32 of the financial report.
Revenue Recognition (note 5) During the year the Consolidated entity generated revenues from operating activities of $9,558,573	Our audit procedures included, but were not limited to: • Documenting the processes and assessing the internal controls relating to revenue processing

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Key Audit Matter	How our audit addressed the Key Audit Matter
(2025: $4,857,445). We focused on this area as recognition of revenue under AASB 15 *Revenue from Contracts with Customers* requires significant judgement by management in identifying performance obligations, allocation of the transaction price and satisfaction of performance obligations over time or at a point in time. We consider this to be a key audit matter due to the judgement and estimates involved in determining when the performance obligations are met, and revenue is recognised.	and recognition; • Reviewing the revenue recognition policy for compliance with AASB 15; • Reviewing a sample of revenue to supporting contracts to ensure revenue was recognized in line with the revenue recognition policy; • Tracing the revenue received to the bank statements during the year and subsequent to year end; • Assessing the appropriateness of the disclosures included in note 5 to the financial report.
Share Based Payments During the year the Company issued options. Share-based payments are considered to be a key audit matter due to the significance of the transactions to the Company's financial position and performance, and the level of judgement required in evaluating management's application of the requirements of AASB 2 Share-based Payment ("AASB 2").	Our procedures included but were not limited to: • Analysed contractual arrangements to identify key terms and conditions of the share-based payments and relevant vesting conditions in accordance with AASB 2; • Evaluated management's valuation methods and assessed the assumptions and inputs used; • Assessed the amount recognised during the period against relevant vesting conditions; and • Examination of the disclosures made in the financial report.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 30 June 2026, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon, with the exception of the remuneration report and our related assurance opinion.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, 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.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error, and 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 has 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 an 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 the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional skepticism 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 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.

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- 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 financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity 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, related safeguards.

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 on the Remuneration Report

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 Company, 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 s 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.

Hall Chadwick

HALL CHADWICK WA AUDIT PTY LTD

CHRIS NICOLOFF FCA
Director

Dated this 29th day of September 2026
Perth, Western Australia

Additional Information for Listed Public Companies
30 June 2026

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SHAREHOLDERS INFORMATION as at 15 September 2026

A. Distribution of equity securities

Analysis numbers of ordinary shareholders by size of holding:

Holding	*Securities*	*%*	*No. of holders*	*%*
100,001 and over	406,678,255	97.91	170	22.85
10,001 to 100,000	7,626,145	1.84	204	27.42
5,001 to 10,000	521,966	0.13	69	9.27
1,001 to 5,000	450,123	0.11	177	23.79
1 to 1,000	61,517	0.01	124	16.67
	415,338,006	***100.00***	***744***	***100.00***
Unmarketable Parcels	2,555,564	0.62	465	62.5

B. Equity security holders

Twenty largest quoted equity security holders

The Group's 20 largest equity securities holders of quoted equity securities are listed below:

Security holder	*Ordinary shares held*	*% of total shares issued*
YARRIC HOLDINGS PTY LTD	56,622,758	13.63%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	50,684,567	12.20%
BOND STREET CUSTODIANS LIMITED	36,800,000	8.86%
JP MORGAN NOMINEES AUSTRALIA	34,897,321	8.40%
POTENTATE INVESTMENTS PTY LTD	26,170,551	6.30%
DEMPSEY CAPITAL PTY LTD	19,069,985	4.60%
MR IVOR WILLIAM VAN DER SLUYS	11,012,408	2.65%
AEQUUS PTY LIMITED	9,049,991	2.18%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	8,201,744	1.97%
JACK YETIV	8,000,000	1.93%
AB WASHINGTON HOLDINGS PTY LTD	6,551,111	1.58%
DIXSON TRUST PTY LIMITED	6,081,108	1.46%
BECHM HOLDINGS PTY LTD	5,917,534	1.42%
DMX CAPITAL PARTNERS LIMITED	5,333,333	1.28%
KLI PTY LTD	5,100,000	1.23%
BNP PARIBAS NOMINEES PTY LTD	3,998,397	0.96%
CLOSSIE PTY LTD	3,811,294	0.92%
RITTENHOUSE SQUARE INVESTMENTS PTY LTD	3,341,055	0.80%
JAMES LEONARD TEMPLETON	3,149,537	0.76%
VAULT 60 PTY LTD	3,076,332	0.74%

Additional Information for Listed Public Companies
30 June 2026

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Substantial holders

The Group's substantial equity securities holders of quoted equity securities are listed below:

Security holder	*Number held*	*Percentage of issued shares (%)*
YARRIC HOLDINGS PTY LTD	56,622,758	13.63%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	50,684,567	12.20%
BOND STREET CUSTODIANS LIMITED	36,800,000	8.86%
JP MORGAN NOMINEES AUSTRALIA	34,897,321	8.40%
POTENTATE INVESTMENTS PTY LTD	26,170,551	6.30%

Unlisted options - 99,096,663 held by 60 holders

Restricted Securities

In accordance with ASX Listing Rule 4.10.7, as at 15 September 2026 the Company had 11,428,571 ordinary shares subject to voluntary escrow in connection with the acquisition of Learnt Global Pty Ltd. These securities are included in total issued capital but are not quoted securities.

C. Shareholder enquiries

Shareholders with enquiries about their shareholdings should contact the share registry:

MUFG Corporate Markets (AU) Limited

Liberty Place, Level 41, 161 Castlereagh Street Sydney NSW 2000

Telephone: +61 2 8280 7001

D. Change of address, change of name, consolidation of shareholdings

Shareholders should contact the share registry to obtain details of the procedure required for any of these changes.

E. Annual Report

Shareholders do not automatically receive a hardcopy of the Group's Annual Report unless they notify the share registry in writing. An electronic copy of the Annual Report can be viewed on the website www.adneo.com.au.

F. Tax file numbers

It is important that Australian resident shareholders, including children, have their tax file number or exemption details noted by the share registry.

G. CHESS (Clearing House Electronic Subregister System)

Shareholders wishing to move to uncertificated holdings under the Australian Securities Exchange CHESS system should contact their stockbroker.

H. Uncertificated share register

Shareholding statements are issued at the end of each month that there is a transaction that alters the balance of an individual/Group's holding.

Additional Information for Listed Public Companies
30 June 2026

CORPORATE DIRECTORY

Directors
Mr NicholasSmedley - Non-Executive Chairman (Appointed 6 March 2020)
Mr Angus Washington - Managing Director & CEO (Appointed 26 February 2024) Mr Ian Basser - Independent Non-Executive Director (Appointed 15 August 2025) Mr Kevin Lynch - Independent Non-Executive Director (Appointed 15 August 2025)

Company Secretaries
MrSamWrightandMrThomas May

Registered office and principal place of business
Level 4, Office 7
90 William Street
Melbourne 3000
03 8199 0455

Share and debenture register
MUFG CorporateMarkets (AU)Limited
Liberty Place, Level 41,161 Castlereagh Street Sydney NSW 2000
+61 2 8280 7001

Auditor
Hall Chadwick WA Audit Pty Ltd
283 Rokeby Rd
Subiaco WA 6008

Solicitors
Gadens Lawyers
Level 13, Collins Arch
447 Collins Street
Melbourne VIC 3000

Websites
www.adneo.com.au
www.artofmentoring.net
www.olivergrace.com.au
www.catapultlearning.com.au
www.applydirect.com.au
www.learntbusiness.com.au

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