Complii
FinTech Solutions Ltd

ANNUAL REPORT **FY26**

ABN 71 098 238 585

FY26 highlights

STRATEGIC AND COMMERCIAL

International Expansion

Complii formally executed a significant contract with a large financial institution to deliver its capital raising solution, resulting in the expansion into the institutional market space, and opening opportunities to pursue similar clients in both Australia and Internationally.

Convertible Note Raise

Successfully completed a $2 million convertible note raising with funds being used on targeted initiatives designed to meet the Company's objective of achieving a sustainable, cashflow-positive position.

Capital Raise

A record $22.48bn raised by clients using Complii's Capital Raising solution (in FY26 across 3,592 unique offerings)

FINANCIAL

Annual Recurring Revenue

↑5.2%

5.2% ARR growth year on year at Group level

Cash

$1m

$1.01m cash and cash equivalent plus $162k held on term deposit as security for office leases as at 30 June 2026

Research and Development

$1.2m

$1.2m R&D grant income received for FY25 activities and ~ $1.2m expected in H1 FY27 for FY26 activities.

Corporate directory

Complii FinTech Solutions Ltd (ASX: CF1) (**Complii**, **Group** or **the Company**) – a leading end-to-end compliance and risk management SaaS (**Software as a Service**) platform for equity capital markets participants– is pleased to provide its Annual Report for the year ended 30 June 2026 (FY26) .

ABN	71 098 238 585
Registered Office	Level 8, 8 Spring Street Sydney NSW 2000 +61 (02) 9235 0028 info@complii.com.au www.complii.com.au
Auditors	**Hall Chadwick WA Audit Pty Ltd** 283 Rokeby Road Subiaco WA 6008 +61 (08) 9426 0666
Share Registry	**Registry Direct** 120 Collins Street Melbourne VIC 3000 PO Box 572, Sandringham VIC 3191 1300 55 66 35 registry@registrydirect.com.au www.registrydirect.com.au
Solicitors to the Company	**Grillo Higgins** 114 William Street Melbourne VIC 3000
Securities Exchange	**Australian Securities Exchange** Level 40, Central Park, 152-158 St Georges Terrace Perth WA 6000 www.asx.com.au
ASX Code	**CF1**

Current Directors

Craig Mason

Executive Chairman

Alison Sarich

Managing Director

Greg Gaunt

Non-Executive Director

Nick Prosser

Non-Executive Director

Company Secretary

Karen Logan

Company Secretary

Corporate Governance

The Company has prepared a Corporate Governance Statement which sets out the corporate governance practices that were in operation throughout the financial year for the Company. In accordance with ASX Listing Rule 4.10.3, the Corporate Governance Statement will be available for review on the Company's website www.complii.com.au/forshareholders/corporate-governance and will be lodged with ASX at the same time that this Annual Report is lodged with ASX.

Contents

About Complii

Created in 2007, the Complii group is an ASX-listed provider of solutions for capital markets participants, from capital raising to risk and compliance operational management.

Complii has emerged from the growing demand for smart application of solutions to AFSL holders' specific operational needs for compliance, efficiency and capital raising flexibility.

Complii's rapid growth has been driven by large-scale aggregators' recognition of the competitive advantages inherent in an integrated, modular, user-friendly platform for individual broker service delivery.

Key milestones

Listed on the ASX: CF1 Complii FinTech Solutions Ltd	2020
Acquisition of PRIMARYMARKETS.com (a Complii Company)	2021
Acquisition of registry direct	2022
Acquisition of INTEGRITY ISO 27001 ISO Certification	2023
Divestment of registry direct	2024
Convertible note raising Complii FinTech Solutions Ltd	2026

Strategic progress

During FY26, Complii achieved several important strategic milestones that strengthen the Company's long-term growth platform and position it for future expansion.

A key achievement during the year was the execution of a significant contract with a major financial institution for the delivery of Complii's capital raising solution. This milestone expands the Company's presence within the institutional market and creates a pathway to pursue similar opportunities with large financial institutions across Australia and selected international markets.

The Company maintained a strong focus on improving Annual Recurring Revenue (ARR) while actively managing its cost base. During the year, Complii successfully completed a $2 million convertible note raising. Proceeds were applied to working capital requirements, targeted growth initiatives designed to accelerate revenue generation, and one-off restructuring costs associated with workforce optimisation initiatives. These actions are already contributing to improved operational efficiency and support the Company's objective of achieving a sustainable cashflow-positive position.

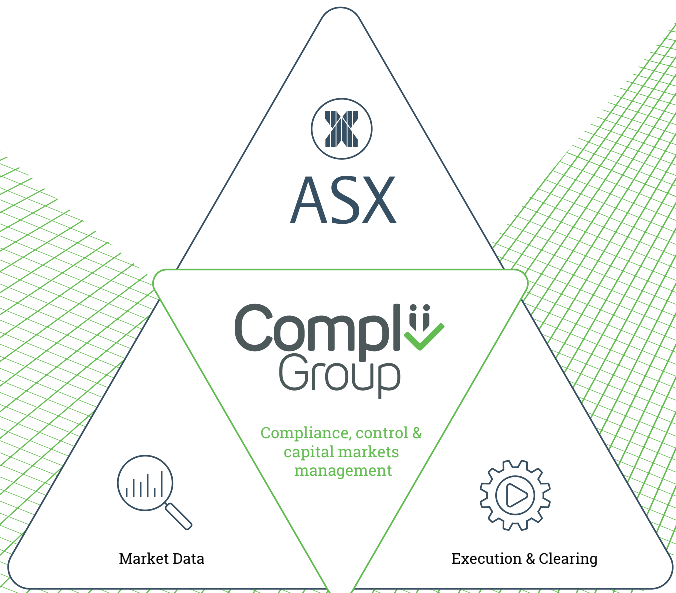
Complii continues to invest in its differentiated end-to-end technology ecosystem and the go-to-market capabilities required to support future growth. Looking ahead, the Company intends to continue investing in its core products and services to increase customer ARR, enhance customer lifetime value, and drive profitable organic growth. In parallel, the Group is developing new client-led products and solutions that are expected to support growth and open additional market opportunities in FY27 and beyond.

Over recent years, the Group has focused on building a financially disciplined business with improving unit economics and a clearly differentiated value proposition. As a result, Complii has established a loyal and engaged customer base, reflecting the value delivered through the Company's suite of products and services.

The Group has strengthened its operational capabilities and built a highly capable team that continues to improve execution across the business. With a solid operational foundation, a differentiated product offering, and growing market opportunities, Complii is well positioned to deliver on its strategic priorities and financial objectives in FY27 and the years ahead.

Complii: the "backbone" of Equity Capital Markets

- Significant depth of customers
- The future of the Capital markets is tech and compliance focused
- Addressing the fast-moving tech, compliance and efficiency requirements



Operating review

Group overview

Complii Group is Australia's first fully integrated corporate and adviser management platform, supporting the equity capital markets sector by helping AFSL holders and licensed users strengthen compliance, improve efficiency and gain competitive advantage.

The Company provides premium, end-to-end Software as a Service (SaaS) technology solutions for Australian Financial Services Licence (AFSL) entities, including dealers, brokers, financial advisers, planners, wealth advisers, listed and unlisted companies, and investors.

Operating in the highly regulated financial services sector, Complii Group supports customers with capital raising, risk and compliance, CPD management, compliance consulting, paraplanning, and trading in unlisted companies and funds.

Through ongoing research and development (R&D) and complementary acquisitions, Complii Group has built an integrated, modular SaaS platform for compliance, control and capital markets engagement.

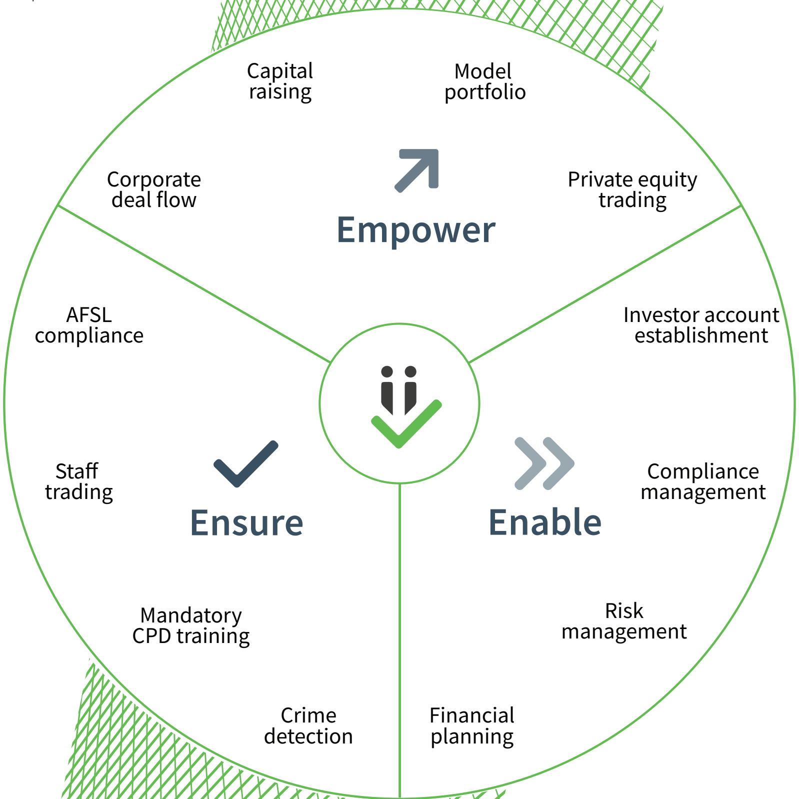
Complii Group modules and business units include capital raising management tools for pre-IPO rounds, IPO listings and post-listing placements, a trading platform for unlisted securities, CPD management, Compliance Consulting, Paraplanning, CRM with operational efficiencies plus Compliance controls and registers for AFSL holders and their registered users dealing for and in capital markets.

Complii Group Clients and users include AFSL holders working with listed and unlisted issuers, as well as retail, professional, sophisticated and institutional investors.

The Group offering: a modular, end-to-end platform

Covering the whole corporate lifecycle

- Unlisted trading facilities (pre-IPO)
- Capital raising (seed round + IPO listing) administration tools
- Compliance controls required for those dealing for and in capital markets
- Online learning and CPD management



Operating review

Growth

The Group delivered strong commercial progress during the period, expanding its customer base across the financial services sector and securing mandates from new, high-profile customers. This included formally executing a significant contract with a large financial institution to deliver its capital raising solution, underscoring the strength of the Group's technology, market relevance and ability to convert strategic opportunities into contracted revenue. Established product and service offerings continued to perform well, driving a solid increase in recurring revenue through new sales and additional module subscriptions across existing and new clients. During the year, the Group also implemented a number of cost-cutting initiatives, the benefits of which are expected to come into effect in the following financial year and support improved operating leverage. The Group remains well positioned to maintain this growth trajectory through new and enhanced modules, including core product upgrades across a number of business units.

Products and Research & Development (R&D)

Throughout Financial Year 2026, the Group continued its ongoing R&D investment in new products, enhancements and services. New modules have continued to be developed, with existing modules receiving comprehensive enhancements and product updates delivered throughout the year, aiming to further the customer expansion, enhance user experience and retention of customers.

To this end, resources were deployed to the formed Complii AI Team, created to explore, design and develop customer AI requests, create efficiencies within the system and also efficiency solutions within the development team.

The CRM rebuild also remained a central strategic initiative. Complii delivered the first stage of the new compliance-driven CRM to its first client, marking a major milestone in the rebuild of the core system and infrastructure. The new CRM is designed to improve performance and user experience while enabling configurable workflows for compliance obligations and operational processes.

The new CRM platform is intended to support a more scalable SaaS model, allowing users to subscribe to selected services rather than the full system and creating opportunities in adjacent compliance markets, including staff trading, AML checks and compliance registers.

Complii completed the registers component of Complii CRM, 'Complii Lite', which is a standalone module for AFSL holders requiring compliance register capability without adopting the full Complii platform.

Complii Lite provides a simplified pathway for firms seeking AFSL-level compliance support across complaints and internal dispute resolution reporting, breach, events, conflicts, gifts and entertainment, Chinese walls and training registers.

Development throughout FY26 also progressed on the next major stage (2) of the CRM which is the rebuild of the Capital Raising module, due for completion 2H FY27.

In addition to the CRM works, Complii continued to roll-out additional product features and enhancements, including:

- **The comprehensive uplift of compliance registers** for existing platform clients, aligning complaints, breach, 708 and events registers with regulatory changes.
- **Rebalancing workflow improvements** including client digital acceptance, brokerage support, bulk orders and bulk rebalancing capability, resulting in more client take up of the product.
- **Capital Raising enhancements**, including the delivery of key features in the institutional capital raising module aligning to and supporting significant contract signing with a large financial institution.

Complii remained focused on improving operational scalability, reducing support requirements and optimising infrastructure efficiency. Strategic priorities include completing the CRM rebuild, migrating customers to the enhanced platform, expanding institutional and offshore opportunities, broadening adoption of Complii Lite and supporting the objective of achieving a cash-positive Complii system position in FY27.

ThinkCaddie also commenced a development migration project to bring development in-house. This forms part of a broader strategy to streamline operations, improve delivery agility and reduce long-term development costs. Once complete, the transition will provide greater control over the product, enabling us to deliver enhancements more efficiently and better support future growth.

Operating review

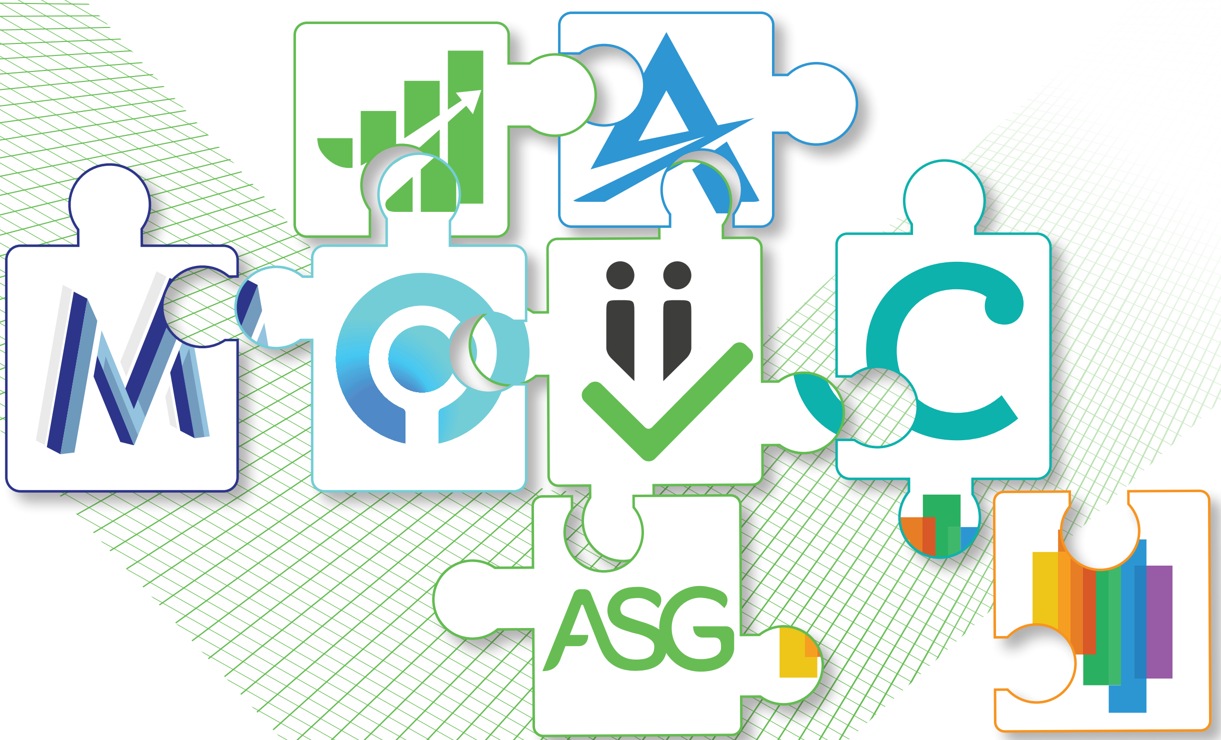
Sales & Marketing

Across the Group, the sales and marketing strategy is focused on building brand awareness, generating leads cost-effectively and deepening customer relationships through cross-selling the full Complii product suite.

Cross-sell activity continues to deliver ARR growth across our product suite, supporting the Group's acquisitions and growth strategy to date.

Through our ecosystem of solutions, we are expanding our total addressable market (TAM) and increasing the potential share of wallet with existing and prospective customers. Companies increasingly prefer end-to-end vendors over fragmented provider rosters because they are simpler to manage and more cost-effective, making the Complii offer both differentiated and sticky.

We continue to build on the Group's objective to become the backbone for equity capital markets, with a unique offering that supports cost-effective capital raising, compliance assurance, operating risk mitigation and customer servicing efficiency. By integrating solutions across our business units, Complii offers an end-to-end platform for managing corporate activity from company inception, pre-IPO trading and liquidity, through to new capital raising, compliance and efficiency tools across each stage of the journey for companies and brokers. Complii continues to focus its Group marketing and resources on realising this opportunity.



Operating review

Business units

Complii

FY26 was a year of continued strategic progress for Complii, supported by sustained platform utilisation, advancement of its institutional capital raising capability, delivery of key CRM rebuild milestones and investment in its scalable compliance technology.

The Complii business unit strengthened its product offering, expanded addressable market opportunities and progressed initiatives to improve operational efficiency and support future revenue growth.

Complii's proprietary Capital Raising System, Adviser Bid/Corporate Highway, saw the largest Corporate activity in its history, with approximately $22.48 billion in new capital raised across 3,592 unique offerings by AFSL broker firms for the full financial year.

Complii signed several new AFSL clients during the year, including formally executing a significant contract with a large financial institution to deliver its capital raising solution, which reflects continued demand for its compliance and capital markets technology solutions.

The significant contract signing represented Complii's first customer win in the institutional market segment and strengthened its position to pursue similar opportunities in Australia and offshore markets. This client and the several new AFSLs expanded the Company's client base and supported ongoing platform adoption across the financial services sector.

PrimaryMarkets

PrimaryMarkets continued to progress its strategy of strengthening the Platform, improving market engagement and expanding private market liquidity solutions.

Despite subdued market conditions, the business remained focused on enhancing deal flow, improving Platform efficiency and increasing engagement across its investor and issuer network.

Investor engagement improved through regular communications, market updates and feature content, supported by stronger open and viewing rates and positive investor feedback. Planned functionality enhancements, including an audible "Listen to" feature, are expected to further improve content accessibility and user engagement.

Operational enhancements included the implementation of two-factor authentication to strengthen account security and compliance, alongside ongoing workflow, website and digital marketing improvements to support user experience, visibility and lead generation.

Platform activity was supported by increased interest in Animoca Brands following market-facing announcements and shareholder communications, which generated stronger investor enquiries and a material increase in live bids and offers.

Trading activity remained steady across a range of securities, reinforcing PrimaryMarkets' role as a trusted venue for transparent price discovery and private market liquidity.

The business advanced strategic partnership and referral discussions with brokers, investment platforms, registry service providers, major private companies and other aligned financial service providers. These initiatives are intended to broaden distribution, increase Platform utilisation and strengthen PrimaryMarkets' position within Australia's private capital markets ecosystem.

Following the appointment of a new CEO, the business sharpened its focus on scaling core liquidity solutions, expanding market presence and converting its pipeline of opportunities into active trading venues.

PrimaryMarkets also continued to build brand awareness and investor education initiatives to support informed participation by buyers and sellers and demonstrate the value of structured liquidity solutions.

The Trading Hub pipeline strengthened, with multiple mandates secured and continued engagement from prospective issuers seeking secondary liquidity and shareholder management solutions.

PrimaryMarkets remains focused on expanding its liquidity solutions business, growing strategic partnerships, enhancing the Platform experience and supporting market education. These priorities position the business to benefit as market conditions and investor confidence improve.

Operating review

Business units

MIntegrity

FY26 was a year of transition and strategic focus for MIntegrity.

Following the resignation of Co-Founder and Co-CEO Andrew Tait, CEO Amanda Mark assumed sole leadership, acknowledging Andrew's significant contribution to the business over 12 years.

MIntegrity maintained a disciplined focus on expense control, operational efficiency and business development, while client activity strengthened through new projects and ongoing proposals across the financial services sector.

Demand was supported by heightened regulatory scrutiny and the AUSTRAC reform deadline, with MIntegrity delivering specialised AML/CTF compliance services, regulatory support and client readiness activities to AFSL holders and market participants.

The business also progressed AML training content with ThinkCaddie and, with Complii, launched a compliance subscription service using the Complii Lite platform, combining consulting expertise with scalable technology-enabled support.

MIntegrity continued shifting toward higher-value recurring revenue and specialised compliance services, supporting clients through implementation, program uplift and the practical embedding of evolving AML/CTF obligations.

Although corporate cost-cutting across financial services constrained consulting budgets and affected performance compared with prior periods, demand for regulatory and compliance support remained steady.

Looking ahead to FY27, MIntegrity is well positioned to leverage its specialist expertise, technology-enabled solutions and partnership with Complii, with a continued focus on recurring revenue, disciplined cost management and high-quality compliance services.

Caddie

ThinkCaddie continued to advance its platform, content offering and commercial strategy during FY26, with a focus on scalable content delivery, product expansion, client growth and operational efficiency.

The business successfully delivered its FY26 CPD content schedule and expanded its technical and compliance libraries, including mandatory content released ahead of the EOFY compliance period.

A structured, sprint-based production model improved delivery efficiency and responsiveness to regulatory change, while external content partnerships broadened coverage and supported increased use of video and podcast formats.

ThinkCaddie launched its AML training product in collaboration with MIntegrity, combining compliance expertise with platform capability. Early demand was positive, with the product positioned to support broader standalone AML training requirements as regulatory reforms progress.

Additional standalone product opportunities, including an ethics CPD pack, were progressed to support revenue diversification and expand ThinkCaddie's addressable market.

Commercial activity was supported by new client wins, client conversions and continued engagement with larger licensee groups, alongside strong feedback and content ratings from existing users.

The business commenced a development migration project to bring development capability in-house, with the objective of improving delivery agility, reducing long-term costs and increasing control over future platform enhancements.

ThinkCaddie remains focused on content production, growth of its CPD and AML offerings, completion of the development migration project and delivery of product enhancements aligned with customer feedback and strategic priorities.

Executive Chair and Managing Director's summary

FY26 was a year of strategic progress for the Group, with key initiatives established and executed to strengthen our operating platform, support revenue growth and improve Annual Recurring Revenue (ARR). Throughout the year, we maintained a disciplined focus on reducing overhead costs while protecting the quality of customer service, delivery standards and operational performance across the business.

The Group remains in a sound financial position, supported by $1.009m cash at bank, an estimated $1.2m R&D tax incentive expected to be received in Q2 FY27, and an additional $0.162m held on term deposit as security for office leases. We also achieved continued improvements in operating cash flow, alongside growth in Group revenue and cash receipts from customers.

Our integrated ecosystem continues to provide a strong platform for sustainable organic growth. During the year, we focused on deepening customer engagement, expanding product capability and strengthening partnerships, while increasing our share of the addressable market. The Group's cross-selling opportunities remain a meaningful driver of future growth, supported by the breadth of our product suite and the complementary nature of our solutions.

Operationally, Complii has further established itself as a significant participant in the capital markets RegTech sector, recognised for its leadership, customer service and innovation. Our integrated platform continues to differentiate the Group, positioning us as a trusted vendor for clients seeking scalable, connected and purpose-built compliance, capital raising and operational efficiency technology solutions.

The Complii Group has built a unique, differentiated and hard-to-imitate, end-to-end platform delivering a whole suite of solutions for equity capital markets participants. After strong investment in building our ecosystem, we are now switching gear to focus more on monetisation.

We have continued to build the capabilities, skills and resources required to increase the impact of our investments and deliver stronger outcomes for customers and shareholders. This includes developing and managing increasingly integrated and customised SaaS solutions for a diverse range of client types.

Customer relationships and service satisfaction remain central to our strategy. By continuing to understand users' operating requirements and address their key pain points, we are strengthening customer loyalty and creating further opportunities to extend the adoption of our solutions across the existing client base.

Our operational capabilities have been enhanced to support the next phase of growth, with a focus on new client acquisition, product extension and ongoing service improvements. These capabilities provide a strong foundation for the Group to scale efficiently while maintaining a high standard of delivery.

Looking ahead, the executive team remains focused on accelerating the Group's proven business model through targeted, cost-effective sales and marketing initiatives, continued product innovation and disciplined execution. We will continue to pursue organic growth through customer acquisition and cross-selling, while assessing international expansion opportunities where clear market synergies are present. Management will also continue to evaluate suitable acquisition opportunities that have the potential to support the Group's growth strategy and enhance long-term shareholder value.

Mr Craig Mason
Executive Chairman

Ms Alison Sarich
Managing Director

Directors' report

The Directors present their report, together with the financial statements, on the consolidated entity (referred to hereafter as the 'consolidated entity' or 'Group') consisting of Complii FinTech Solutions Ltd (referred to hereafter as the 'Company' or 'parent entity') and the entities it controlled at the end of, or during, the year ended 30 June 2026 (FY26).

Directors

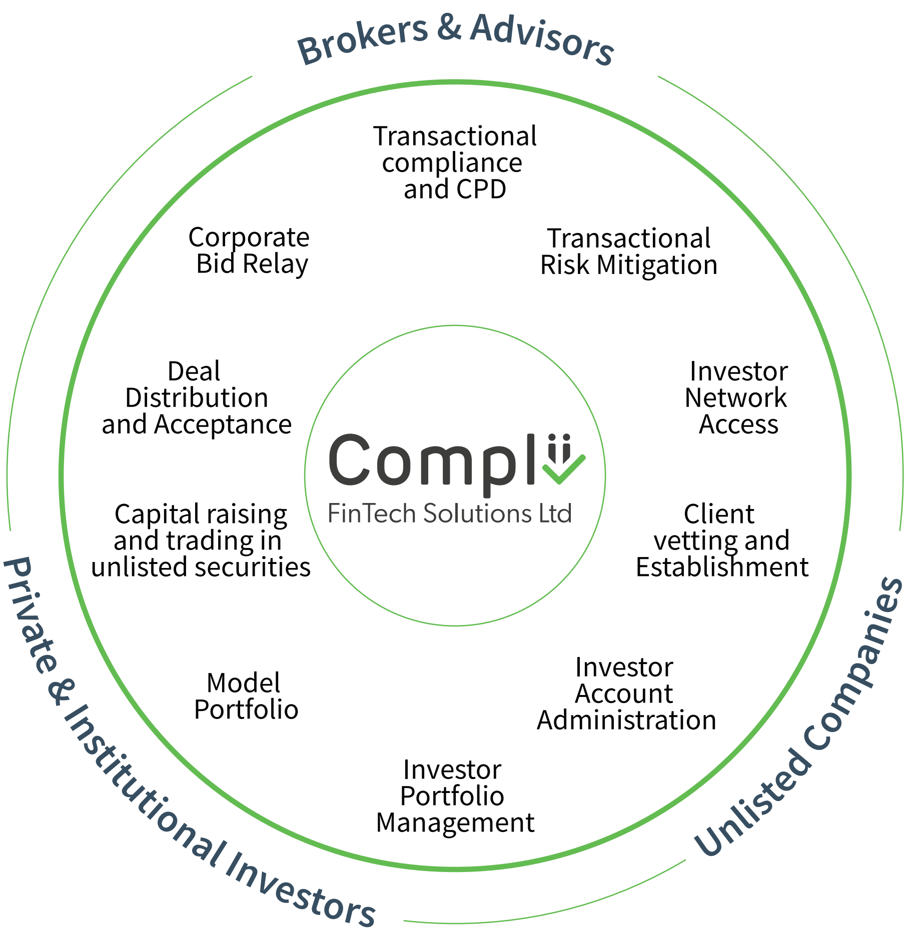
The following persons were Directors of Complii FinTech Solutions Ltd during the whole of the financial year and up to the date of this report, unless otherwise stated:

Craig Mason	Executive Chairman
Alison Sarich	Managing Director
Greg Gaunt	Non-Executive Director
Nick Prosser	Non-Executive Director

Principal activities

Complii FinTech Solutions Limited (Complii) is Australia's first fully integrated Corporate and Adviser Management Platform. It provides the operational foundation for equity capital markets, helping AFSL holders and their licensed users improve efficiency, strengthen oversight, and gain a competitive advantage.

Complii's product suite supports the full corporate lifecycle, with a focus on capital raising, corporate deal flow services, and risk and compliance management technology.



Directors' report

Business units

The Complii Group is comprised of the below six distinct business units, each operating under its own management reporting to Group management, and each responsible for its own P&L.

Each of Complii's business units has the overlay of Group activities such as common Directors, back-office, accounting, marketing, investor relations and cross-selling activities.

Complii FinTech	Catering to AFSL holders, providing risk and compliance solutions and corporate deal flow services, including:	Corporate Highway	An online network whereby all trading and investment opportunities will be able to be accessed and cross promoted to all of Complii's AFSL client firms.
		Adviser Bid	Complii's proprietary Capital Raising System - an online, seamless tool offering documentation, bidding, scale backs, subscription documentation, e-signature, manage flow of funds from subscribers to issuers supplemented with fulsome broker management and reporting tools. In FY26, $22.48bn new capital was raised by our clients using the Complii platform across 3,592 unique offerings.
		Retail Compliance	Investors can be profiled using electronic KYC and investor risk profiling, with compliance documentation being issued based on the clients profile, ensuring Complii Customer's clients base are compliant.
		Risk Management	A new, bank-grade module to identify, manage and control operational workflow risks across entire organisations.
		Account Fast	A module that AFSL client firms use via a distinctly branded client portal to onboard, establish and manage their global client base for AML/KYC/CTF regimes and client accounts.
		Other modules	Include complaints, financial crimes, online portfolio and staff trading.
boom	Enables AFSL client financial planners and wealth managers to manage their client information and undertake paraplanning activities online.		
Caddie	Provides mandatory training to enable AFSL client firms and their registered users plus their registered clients and individuals to satisfy and maintain their individual required professional accreditations.		
PrimaryMarkets.com a Complii Company	Provides new capital raising and online trading platform for securities in unlisted companies and funds, connecting unlisted companies and funds to a global investor network.		
MIntegrity	A specialised operational risk and compliance consultancy, including digital tools such as RegsWeb (Digital Regulatory Web Service that combines MIntegrity's regulatory domain expertise with access to our digital regulatory library) and MIWise (e-learning solution delivered through Caddie's portal).		
ASG Adviser Solutions Group	Provides corporate-authorised representative services and applicable AFSL supervisory functions to financial services firms and their advisors.		

Directors' report

Dividends

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

Review of operations - Group

As announced on 4 March 2026, the Group successfully completed a $2 million convertible note raising.

Funds are being used as working capital and for payments to resource efficiency savings, relating mainly to the following key projects:

Complii

- Complete enhancements of the capital raising system for Tier 1 clients.
- Complete the rebuild of the new Complii CRM and Convert all customers onto the new platform.
- Complete Complii AI initiatives across the system.

ThinkCaddie

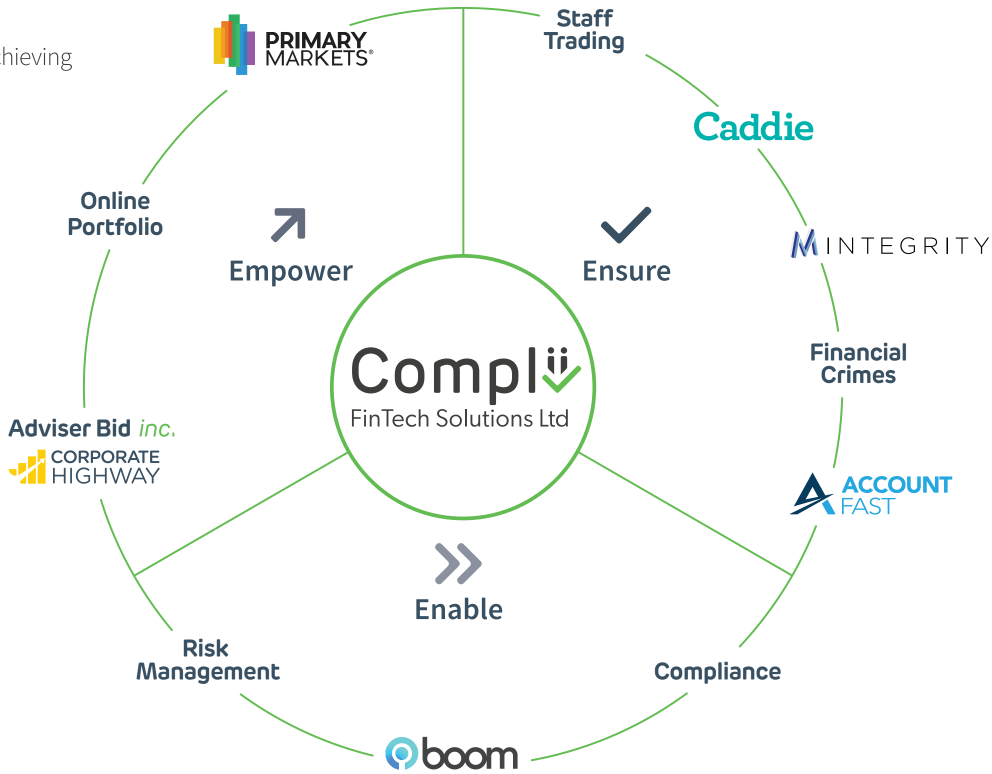
- In-source development to the group achieving net annual savings.
- System upgrade to facilitate industry partnership or Joint Venture growth partner.

MIntegrity

- Complete combined project with Complii on joint offering (Complii System/Complii Lite with compliance consulting built in) –subscription revenue across AML and Complii.
- Expand service offering to Australian Credit licensees, insurers and superfunds, building on existing funds management compliance.

Primary Markets

- Change Business unit management as well as roles and responsibilities.
- Expand trading hubs into digital assets.



These targeted initiatives are all designed to accelerate revenue growth, whilst also see a reduction in ongoing staff related expenses.

Directors' report

Financial Review

Operating results

The group successfully completed a convertible note raising of $2,000,000 and has Cash at Bank at 30 June 2026 of $1,008,557.

The group experienced net cash outflows from operating activities of $2,344,822 (2025: cash outflow $1,233,719).

The loss for the consolidated entity after income tax amounted to $4,261,867 (30 June 2025: $2,695,355).

Revenue and other income

Revenue and other income set out in the table below shows the results for the Group.

		30 June 2026 $	30 June 2025 $	Change $	Change %
Revenue	Licence Fees (recurring)	2,838,435	2,516,680	321,755	13%
	Service Fees (recurring and trading)	3,268,652	5,314,349	(2,045,697)	(38%)
	Other Revenue	317,010	303,780	13,230	4%
	Revenue from continuing operations	**6,424,097**	**8,134,809**	**(1,710,712)**	**(21%)**
Research and development grant		1,217,167	1,502,069	(284,902)	(19%)
Other income	Other income	150	1,169	(1,019)	(87%)
	Interest income	5,770	71,762	(65,992)	(92%)
	Total other income	**7,647,184**	**9,709,809**	**(2,062,625)**	**(21%)**

The key components of Revenue and other income:

- Licence fees were $0.32m up 13% on prior year. This relates to revenue for use of the Complii platform.
- Service fees were down 38% to $3.27m. The decrease is mainly driven by $1.46m revenue in FY25 in relation to the Registry Direct Services Agreement which was terminated on 27 June 2025 by way of mutual agreement.
- During the year the Group received a Research & Development grant for FY25 activities of $1.22m. The Group has submitted its Research & Development tax incentive application to AusIndustry. We anticipate receiving a R&D grant of ~$1.20m for FY26 activities in FY27.
- Other revenue increased 4% to $317k.
- Interest income decreased 92% to $6k. This is due to a decrease in interest income earned from cash held on Term Deposits.

Complii revenue decreased by $1.11m on prior year.

PrimaryMarkets transactional revenue decreased $265k on prior year. Market volatility and regulatory developments, particularly in the blockchain and crypto sectors, played a larger role this year, influencing investor behaviour and trading patterns.

ThinkCaddie revenue decreased $2k on the prior year. Caddie maintained its AFSL business accounts and new self-licensed accounts in FY26.

MIntegrity revenue decreased $238k on the prior year. This result reflects a year of transition and strategic focus successfully delivering large-scale, multi-quarter projects and highlights the recurring and reliable nature of its revenue streams.

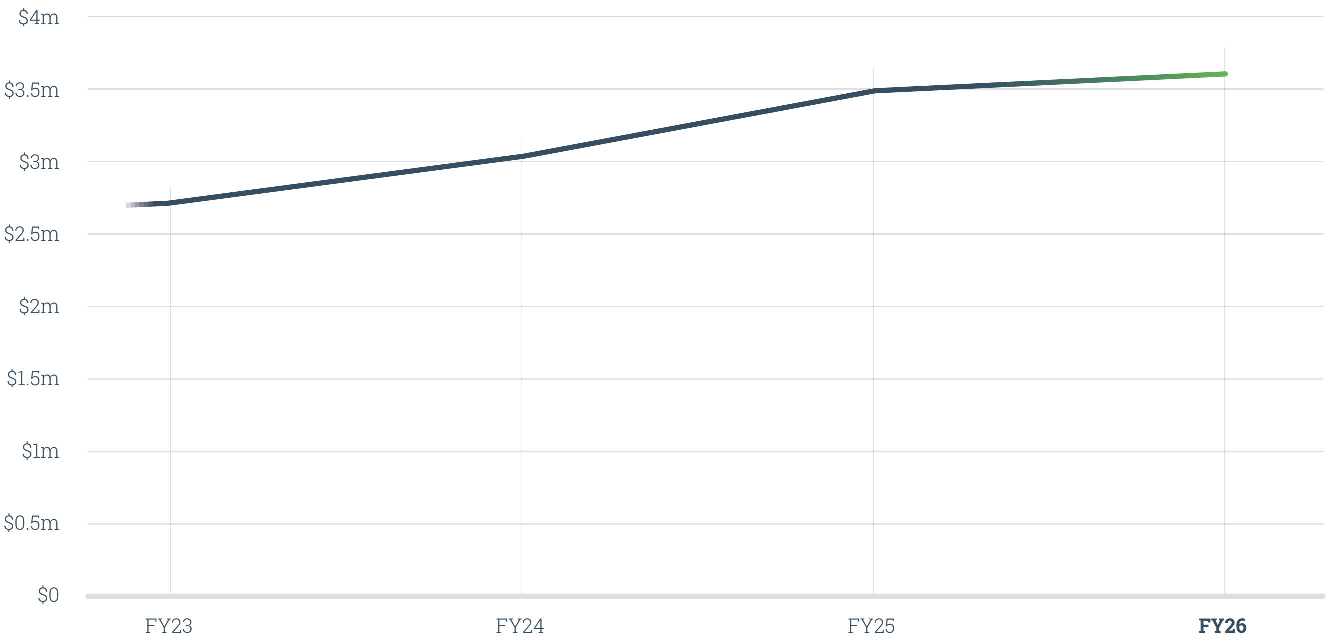
Directors' report

As a SaaS business, ARR is a key metric and a key focus through sales and marketing efforts as well as integration of the businesses acquired and cross-selling to the expanded customer base.

Annual Recurring Revenue (ARR)

Complii Group ↑5% on FY25

Complii FinTech	Primary Markets.com	Caddie	ASG Adviser Solutions Group
↑13% on FY25	↑4% on FY25	↓1% on FY25	↓44% on FY25



Directors' report

Total expenses

During the year ended 30 June 2026 the Group incurred $11.9m (2025: $12.3m) in expenses, this is a $0.4m or 3% decrease in costs on the prior year.

	30 Jun 2026 $	30 Jun 2025 $	Change $	Change %	Comments
Consulting fees	663,857	760,755	(96,898)	**(13%)**	Consultancy fees decreased by 13%. We continue to focus on the internalisation of project management and project governance functions reducing our reliance on external consultants.
Corporate secretarial fees	70,410	72,690	(2,280)	**(3%)**	Corporate secretarial fees decreased 3% to $70k driven by increased efficiency.
Employee benefits expense	6,641,199	7,054,349	(413,150)	**(6%)**	Employee benefit expenses decreased 6% to $6,642k due to a reduction in permanent headcount.
Legal expenses	183,211	57,492	125,719	**219%**	Legal expenses increased 219% to $183k.
Depreciation and amortisation expense	902,740	1,052,614	(149,874)	**(14%)**	Depreciation and amortisation expense decreased 14% to $903k.
Adjustment to contingent consideration	-	(75,000)	75,000	**(100%)**	
Write-off of assets	-	7,027	(7,027)	**(100%)**	
Licensing fees	900,966	943,988	(43,022)	**(5%)**	Licensing Fees are in line with prior year.
Security costs	90,676	73,625	17,051	**23%**	Security costs have increased 23% to $91k.These ongoing costs are expenditure for our continued audit commitment to security and compliance.
Other expenses	1,169,793	1,196,655	(26,862)	**(2%)**	Other expenses decreased 2% to $1,170k mainly due to reduced marketing spend, cost-cutting measures and broader operational efficiencies.
Finance costs	97,713	17,193	80,520	**468%**	Finance costs increased 468% to $98k mainly due to associated with the convertible notes
Occupancy	-	(22,733)	22,733	**(100%)**	
Professional fees	103,778	89,544	14,234	**16%**	Professional fees increased 16% or $14.2k to $104k.
Share based payments expense	683,238	623,088	60,150	**10%**	Share based payments expense increased 10% to $683k. Share based payments are recognised for performance rights issued to staff, KMP and Directors.
Other employment expenses	364,797	398,973	(34,176)	**(9%)**	Other Employment costs decreased 9% to $365k. During the year we internalised software development contractors, this saving was offset by 12 months of MIntegrity contractors versus 10 months in the prior year.
Travel and Entertainment	36,672	51,896	(15,224)	**(29%)**	Travel and Entertainment decreased 29% to $37k.
	11,909,051	**12,302,156**			

The Complii Group continues to focus on client acquisition, cross-selling opportunities, cost reduction, and broader operational efficiency. The overall decrease in expenses reflects strategic efforts to optimise costs while maintaining investment in compliance, technology and growth initiatives. Moving forward, we expect continued benefits from internalisation initiatives, process efficiencies, and revenue synergies across our expanding client base, positioning the Group for sustainable long-term growth.

Directors' report

Significant changes in the state of affairs

There were no significant changes in the state of affairs of the consolidated entity during the financial year.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Likely developments, prospects and business strategies

Likely developments, future prospects and business strategies of the operations of the Group and the expected results of those operations have not been included in this report as the Directors believe that the inclusion of such information would be likely to result in unreasonable prejudice to the Group.

Environmental, social and governance

Our environmental commitment

Complii is committed to being a responsible and sustainable business.

Although the consolidated entity is not subject to any significant environmental regulation under Australian Commonwealth State of Territory law, the Company is seeking to undertake in the future, an analysis of Company objectives that can reduce its environmental footprint.

Corporate Governance

Complii's Board of Directors is responsible for the corporate governance of Complii FinTech Solution Ltd. The Board guides and monitors the business affairs of the Group on behalf of stakeholders and its activities are governed by the Constitution.

Our Corporate Governance Statement is founded on the ASX Corporate Governance Council's principles and recommendations. The statement is periodically reviewed and, if necessary, revised to reflect the challenging nature of the industry.

The responsibilities of the Board of Directors and those functions reserved to the Board, together with the responsibilities of the Managing Director are set out in our board Charter. To assist with governance Complii has established relevant policies and procedures.

For copies of policies, procedures and charters, please visit the Complii website and navigate to For Shareholders > Corporate Governance.

Material business risks

There are various internal and external risks that may have a material impact on the Group's future financial performance and economic sustainability. The Group makes every effort to identify material risks and to manage these effectively.

From a sustainability perspective, the Company's ability to provide resilient operations requires disciplined long-term risk management and a commitment to operating as a responsible corporate citizen.

The Company's disciplined approach to long-term risk management is a critical component in the resilience of our day-to-day operations, as it reduces the impact and likelihood of negative outcomes. While we are unable to guarantee there will never be negative outcomes, the Company is committed to continually improving its risk management practices and embedding a risk management culture as we strive to minimise their occurrence.

Long-term resilience also comes from the adoption of responsible business practices. While technology and society continues to evolve, doing the right thing remains a constant in business.

The expected results from those operations in future financial years have not been included because they depend on factors such as general economic conditions, the risks outlined below and the success of the Company's strategies, some of which are outside the control of the Group.

The material business risks affecting the Company are set out below. In addition to these risks, the Company may also face a range of other risks from time to time in conducting its business activities.

Customer retention and revenue growth

The Company's growth strategy is largely dependent on maintaining and increasing the number of customers that use the Complii and PrimaryMarkets platforms or MIntegrity consulting services, and each of the various service modules along with the acquisition of synergised products. The Company's ability to retain customers may fluctuate as a result of a number of factors including their satisfaction with the Platforms, customer support services, prices, competitor prices, broker consolidation and new feature releases. If customers do not renew their existing licences or renew on less favourable terms (i.e. with a reduced number of service modules), the Company's revenue may decline or grow less quickly than anticipated, which may impact its operations. Complii is mitigating this risk as much as possible, by increasing customer relationship meetings, striving for exceptional client service, maintaining competitive pricing whilst providing a unique configurable experience to each customer. Complii has also an

Directors' report

expanded its sales and marketing effort to increase market share and revenue growth.

Competition

The industry in which the Company is involved is subject to domestic and global competition.

Whilst similar offerings to the Complii Platform may exist internationally, Complii is not aware of any direct competitors operating in Australia who provide the full range of modules offered by the Complii Platform. Complii is aware of competitors who provide services in respect of some of the modules offered i.e. the ThinkCaddie and Capital Raising service modules. The Company is also aware of direct competitors who provide services similar to that of the PrimaryMarkets, MIntegrity, Shroogle and ASG businesses.

The Company faces the potential loss of its competitive or market position as a result of potential product innovation by existing competitors or new entrants to the market, which the Company may not anticipate or respond to with sufficient speed to maintain its market position.

Other competitive risks faced by the Company include price competition, competitor marketing campaigns, and mergers or acquisitions by competitors and possible new entrants to the Company's industry. The risks may have a negative impact on the Company's growth and financial performance.

To lessen these risks Complii continues to innovate its product offering, listen to its customers and develop enhancements to its platforms that will benefit the customer base. Complii also continues to either develop or acquire business units that increase its offering to its existing and new potential customer base, making it a broader solution within the one eco system, which is increasing its value proposition to customers.

Changes in technology

The Company operates in an industry in which technology is evolving rapidly with the frequent introduction of new technologies, products and innovations. Customers behaviours, preferences and trends are also consistently changing upon the onset of new methods of communication and digital platforms. The Company must continue to evolve and adapt its products and service offerings to maintain its competitive position. There is a risk that the Company will not be able to introduce new and superior products and services at the rate seen by other competitors in the market generally.

The Company ensures that it continues to evolve and adapt its products and service offerings on an ongoing basis to offer new functions and to comply with new regulatory obligations. The Company understands the success of any enhancement or new feature depends on several factors, including the Company's understanding of market demand, timely execution, successful introduction, and market acceptance, and based on this understanding will mitigate risk of not being forefront on technology and regulatory changes.

Cyber and security risks

The Company stores data in its own systems and networks and also with a variety of third-party service providers. Breaches of security including hacking, denial of service attacks, malicious software use, internal intellectual property theft, data theft or other external or internal security threats could put the integrity and privacy of customers' data and business systems used by the Company at risk which could impact technology operations and ultimately customer satisfaction with the Company's products and services, leading to lost customers and revenue.

The impact of loss or leakage of customer or business data could include costs for potential service disruptions, litigation and brand damage which may potentially have a material adverse impact on the Company's reputation as well as its profitability. Furthermore, any such historical and public security breaches could impact the Company's ability to acquire future customers and revenue. In addition, substantial costs may be incurred in order to prevent the occurrence of future security breaches.

Whilst the Company has established risk management systems to prevent cyber-attacks and any potential data security breaches, including firewalls, encryption of customer data (storage and transmission) and a privacy policy, there are inherent limitations on such systems, including the possibility that certain risks have not been identified. There can be no guarantee that the measures taken by the Company will be sufficient to detect or prevent data security breaches. However, the Company continues to lessen this risk by working with gold standard Cyber security experts to implement and maintain appropriate Information Security Management Systems (ISMS), aligns itself, its operations, practices, policies and procedures to the industry standards and ensures that appropriate penetration testing and auditing is carried out continuously and ISO certification is maintained.

Reliance on third party IT suppliers

The Company relies on certain contracts with third party suppliers, to maintain and support its IT infrastructure and software, which underpin its core business activities. In particular, the Company relies on Microsoft Azure and Amazon Web Services (AWS) to maintain continuous operation of its technology platforms, servers and hosting services and the cloud-based environment in which it provides its products. The Company's reliance on such third parties to provide key services decreases its control over the delivery of these services and the quality and reliability of the

Directors' report

services provided. There is a risk that these third-party systems may be adversely affected by various factors such as damage, faulty or aging equipment, power surges or failures, computer viruses, or misuse by staff or contractors. Other factors such as hacking, denial of service attacks, or natural disasters may also adversely affect these systems and cause those services to become unavailable. Any delay, disruption or deterioration in the level of services by a third-party provider could impair the Company's ability to provide services to its customers at all or to the service levels the Company and its clients expect. This could lead to a loss of revenue while the Company is unable to provide its services, as well as adversely affecting its reputation.

The company has appropriate data loss prevention policies and procedures as well as data failover procedures in place to ensure that this risk is minimised as much as possible.

Loss of key personnel or skilled workers

The Group's ability to be productive, profitable and competitive and to implement planned growth initiatives depends on the continued employment and performance of senior executives and management. The Group's performance also depends on its ability to attract and retain skilled workers with the relevant industry and technical experience. The loss of a number of key personnel or the inability to attract additional personnel may have an adverse impact on the Group's financial and operating performance. The Company continues to employ, cross train and empower staff to grow and learn to be the next leaders within the firm and industry. The Company also adopts a culture designed to keep staff engaged, happy and ultimately retain its staff.

Regulatory risk

The Company's Platforms and service modules are the subject of continuous development and need to be updated on an ongoing basis in order to ensure that the products and services comply with the current financial laws and regulations. There are no guarantees that the Company will be able to undertake such development successfully. Failure to successfully undertake such research and development, anticipate technical problems, or estimate research and development costs or timeframes accurately will adversely affect the Company's results and viability.

In addition, the introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern The Company's operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial performance of the Company and its Shares. In addition, there is a commercial risk that legal action may be taken against the Company in relation to commercial matters.

The Company has a number of service agreements to work closely with firms which provide Compliance professional services, allowing it to maintain an understanding and keep up to date with any regulatory changes coming up. The Company also works with Compliance professionals working within our customers firms, which help mitigate risk and ensure the Company is on the front foot of any technology changes required for any upcoming regulatory changes.

Directors' report

Information on Directors

Mr Craig Mason

Executive Chairman

Qualifications	MSAA
Experience and expertise	Craig has over 35 years' experience in the finance industry in various capacities and has been involved in many major changes which have taken place and shaped the industry over this time. He has worked with ASX, ASIC and APRA in the areas of custody, third party trade execution and clearing associated services. Craig has been Executive Chairman of the Group for 5.5 years.
Other current directorships	Nil
Former directorships (last 3 years)	Nil
Special responsibilities	Nil
Interests in shares	52,950,000 Ordinary Shares
Interests in options	Nil
Interests in rights	25,000,000 Performance Rights
Interests in convertible notes	15,000,000 Convertible Notes

Ms Alison Sarich

Managing Director

Qualifications	AICD
Experience and expertise	Alison has over 20 years' experience in the finance industry, including custody, corporate actions and client relationship management, having held positions based in Australia and the United Kingdom.
Other current directorships	Nil
Former directorships (last 3 years)	Nil
Special responsibilities	Nil
Interests in shares	23,038,432 Ordinary Shares
Interests in options	Nil
Interests in rights	14,500,000 Performance Rights
Interests in convertible notes	5,000,000 Convertible Notes

Directors' report

Information on Directors continued

Mr Greg Gaunt

Non-Executive Director

Qualifications	B.Juris and LL.B
Experience and expertise	Greg is a former Executive Chairman of the law firms Lavan and HHG Legal Group and possesses longstanding experience in the management of law firms,where he attained broad business experience across many different sectors.
Other current directorships	Nil
Former directorships (last 3 years)	Nil
Special responsibilities	Member of Nomination and Remuneration Committee
Interests in shares	1,500,000 Ordinary Shares
Interests in options	Nil
Interests in rights	Nil
Interests in convertible notes	Nil

Mr Nick Prosser

Non-Executive Director

Qualifications	Dip Sec and Risk, AICD
Experience and expertise	Nick is an experienced fintech specialist with over 20 years' experience in the internet, communications and telecommunications industry. He has a Diploma in Security (Risk Management) from the Canberra Institute of Technology and is a member of the Australian Institute of Company Directors.
Other current directorships	Advance Health Intelligence (ASX: AHI) since 18 April 2018 and appointed interim Non-Executive Chairman of the Advanced Human Imaging Board effective from 15 February 2022.
Former directorships (last 3 years)	Nil
Special responsibilities	Member of Nomination and Remuneration Committee
Interests in shares	15,484,274 Ordinary Shares
Interests in options	Nil
Interests in rights	Nil
Interests in convertible notes	Nil

Directors' report

Information on Company Secretary

Ms Karen Logan

Company Secretary

Karen Logan has held the position of Company Secretary (BComm, Grad Dip AppCorpGov, FCG, FGIA, GAICD) since the beginning of the reporting period, to the date of this report. Ms Logan was appointed 10 December 2020.

'Other current directorships' quoted above are current directorships for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

'Former directorships (last 3 years)' quoted above are directorships held in the last 3 years for listed entities only and excludes directorships of all other types of entities, unless otherwise stated.

Meetings of Directors

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

	Full Board		Nomination and Remuneration Committee		Audit and Risk Committee*	
	Attended	**Held**	**Attended**	**Held**	**Attended**	**Held**
Craig Mason	10	10	-	-	-	-
Alison Sarich	10	10	-	-	-	-
Greg Gaunt	10	10	1	1	-	-
Nick Prosser	10	10	1	1	-	-

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

* Due to the size of the organisation the functions of this committee are performed by the entire Board.

Directors' report

Remuneration report (audited)

The remuneration report details the key management personnel (KMP) remuneration arrangements for the consolidated entity, in accordance with the requirements of the Corporations Act 2001 and its Regulations.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including all Directors. In this report "Executive KMP" refers to members of the Executive team that are KMP and includes **Mr Ian Kessell** (Chief Operating Officer, resigned 15 May 2026), **Mr James Green** (Chairman – PrimaryMarkets, resigned 16 February 2026), **Ms Karla Mallon** (Chief Financial Officer), **Ms Amanda Mark** (CEO MIntegrity) and **Andrew Tait** (Co-CEO MIntegrity, resigned 3 October 2025).

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

- Principles used to determine the nature and amount of remuneration
- Details of remuneration
- Service agreements
- Share-based compensation
- Additional information
- Additional disclosures relating to key management personnel

Principles used to determine the nature and amount of remuneration

The objective of the consolidated entity's Executive KMP reward framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns Executive KMP reward with the achievement of strategic objectives and the creation of value for shareholders, and it is considered to conform to the market best practice for the delivery of reward. The Board of Directors ('the Board') ensures that Executive KMP reward satisfies the following key criteria for good reward governance practices:

- Competitiveness and reasonableness
- Acceptability to shareholders
- Performance linkage / alignment of Executive compensation
- Transparency
- Capital management

The Nomination and Remuneration Committee is responsible for determining and reviewing remuneration arrangements for its Directors and KMP. The performance of the consolidated entity depends on the quality of its Directors and Executives. The remuneration philosophy is to attract, motivate and retain high performance and high-quality personnel.

The reward framework is designed to align Executive KMP reward to shareholders' interests. The Board have considered that it should seek to enhance shareholders' interests by:

- Having economic profit as a core component of plan design
- Focusing on sustained growth in shareholder wealth, consisting of dividends and growth in share price, and delivering constant or increasing return on assets as well as focusing the Executive on key non-financial drivers of value
- Attracting and retaining high calibre Executives

Additionally, the reward framework should seek to enhance Executives' interests by:

- Rewarding capability and experience
- Reflecting competitive reward for contribution to growth in shareholder wealth
- Providing a clear structure for earning rewards

In accordance with best practice corporate governance, the structure of Non-Executive Director and Executive Director remuneration is separate.

Non-Executive Directors remuneration

Fees and payments to Non-Executive Directors reflect the demands and responsibilities of their role. Non-Executive Directors' fees and payments are reviewed annually by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may, from time to time, receive advice from independent remuneration consultants to ensure Non-Executive Directors' fees and payments are appropriate and in line with the market. The chairman's fees are determined independently to the fees of other Non-Executive Directors based on comparative roles in the external market. The chairman is not present at any discussions relating to the determination of his own remuneration. Non-Executive Directors do not receive share options or other incentives.

ASX listing rules require the aggregate Non-Executive Directors' remuneration be determined periodically by a general meeting. As approved by shareholders at the annual general meeting held on 30 November 2016, the aggregate remuneration of Non-Executive Directors has been set at an amount not to exceed $300,000 per annum.

Executive KMP remuneration

The consolidated entity aims to reward Executive KMP based on their position and responsibility, with a level and mix of remuneration which has both fixed and variable components.

The Executive remuneration and reward framework has four components:

- Base pay and non-monetary benefits
- Short-term performance incentives
- Share-based payments
- Other remuneration such as superannuation and long service leave

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

Fixed remuneration, consisting of base salary, superannuation and non-monetary benefits, are reviewed annually by the Nomination and Remuneration Committee based on individual and business unit performance, the overall performance of the consolidated entity and comparable market remunerations.

Executives may receive their fixed remuneration in the form of cash or other fringe benefits where it does not create any additional costs to the consolidated entity and provides additional value to the Executive KMP.

The short-term incentives ('STI') program is designed to align the targets of the business units with the performance hurdles of Executive KMP. STI is an annual "at risk" opportunity awarded to Executive KMP based on specific annual targets and key performance indicators ('KPI's') being achieved. Performance conditions are clearly defined and measurable and designed to support the financial and strategic direction of the business and in turn translate to shareholder return. STI is currently awarded to Executive KMP in 100% cash.

The long-term incentives ('LTI') include share-based payments. Options and Performance Rights are awarded to Executive KMP over a period of three years based on long-term incentive measures. These include increase in shareholders value relative to the entire market and the increase compared to the consolidated entity's direct competitors.

Details of remuneration

Amounts of remuneration

Details of the remuneration of key management personnel of the consolidated entity are set out in the following tables.

The key management personnel of the consolidated entity consisted of the following Directors and key management personnel of Complii FinTech Solutions Ltd:

- Craig Mason
  Executive Chairman
- Alison Sarich
  Managing Director
- Steuart Roe
  Executive Director (Resigned 4 October 2024)
- Greg Gaunt
  Non-Executive Director
- Nick Prosser
  Non-Executive Director
- Ian Kessell
  Chief Operating Officer (Resigned 15 May 2026)
- James Green
  Chairman - PrimaryMarkets (Resigned 16 February 2026)
- Karla Mallon
  Chief Financial Officer
- Amanda Mark
  CEO MIntegrity
- Andrew Tait
  Co-CEO MIntegrity (Resigned 3 October 2025)

30 June 2026		Short-term benefits			Post-employment benefits	Long-term benefits		Share-based payments	
		Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Termin-ation benefit	Equity-settled	Total
		$	$	$	$	$	$	$	$
Non-Executive Directors	Greg Gaunt	45,000	-	-	5,400	-	-	-	50,400
	Nick Prosser*	-	-	-	5,400	-	-	45,000	50,400
Executive Directors	Craig Mason*	390,000	-	-	-	-	-	170,639	560,639
	Alison Sarich	300,000	-	-	36,000	-	-	91,454	427,454
Other Key Management Personnel	Ian Kessell**	243,356	-	-	26,795	24,470	49,038	26,147	369,806
	James Green***	173,187	-	-	20,400	43,595	180,625	11,475	429,282
	Karla Mallon	166,075	-	-	18,450	-	-	26,147	210,672
	Amanda Mark	228,442	-	-	27,413	-	-	11,477	267,332
	Andrew Tait****	65,562	-	-	6,690	-		-	72,252
		1,611,622	-	-	146,548	68,065	229,663	382,339	2,438,237

* Included in the director's remuneration are amounts payable in respect of accrued salary package
** Resigned 15 May 2026
*** Resigned 16 February 2026
**** Resigned 3 October 2025

30 June 2025		Short-term benefits			Post-employment benefits	Long-term benefits		Share-based payments	
		Cash salary and fees	Cash bonus	Non-monetary	Super-annuation	Long service leave	Termin-ation benefit	Equity-settled	Total
		$	$	$	$	$	$	$	$
Non-Executive Directors	Greg Gaunt	41,250	-	-	4,744	-	-	-	45,994
	Nick Prosser*	-	-	-	4,744	-	-	41,250	45,994
Executive Directors	Craig Mason*	370,000	-	-	-	-	-	258,744	628,744
	Alison Sarich	287,500	-	-	33,063	-	-	120,645	441,208
	Steuart Roe**	60,042	-	-	6,905	-	-	-	66,947
Other Key Management Personnel	Ian Kessell	247,500	-	-	28,463	-	-	48,602	324,565
	James Green	255,000	-	-	29,325	-	-	57,465	341,790
	Karla Mallon	203,333	-	-	23,383	-	-	51,984	278,700
	Amanda Mark	250,000	-	-	28,750	-	-	(21,400)	257,350
	Andrew Tait	250,000	-	-	28,750	-	-	(21,400)	257,350
		1,964,625	-	-	188,127	-	-	535,890	2,688,642

* Included in the director's remuneration are amounts payable in respect of accrued salary package
** Resigned 4 October 2024

Directors' report

Remuneration report (audited)

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

		Fixed remuneration		At risk - STI		At risk - LTI	
		30 June 2026	30 June 2025	30 June 2026	30 June 2025	30 June 2026	30 June 2025
Non-Executive Directors	Greg Gaunt	100%	100%	-	-	-	-
	Nick Prosser	11%	10%	-	-	89%	90%
Executive Directors	Craig Mason	70%	59%	-	-	30%	41%
	Alison Sarich	79%	73%	-	-	21%	27%
	Steuart Roe *	-	100%	-	-	-	-
Other Key Management Personnel	Ian Kessell ****	93%	85%	-	-	7%	15%
	James Green *****	97%	83%	-	-	3%	17%
	Karla Mallon	88%	81%	-	-	12%	19%
	Amanda Mark **	96%	108%	-	-	4%	(8%)
	Andrew Tait ***	100%	108%	-	-	-	(8%)

* Resigned 4 October 2024
** Appointed 4 September 2023
*** Appointed 4 September 2023 and resigned 3 October 2025
**** Resigned 15 May 2026
***** Resigned 16 February 2026

Other transactions with key management personnel and their related parties

There were no other transactions with key management personnel and their related parties apart from those disclosed above. All transactions were made on normal commercial terms and conditions and at market rates.

Service agreements

Remuneration and other terms of employment for Executive KMP are formalised in service agreements. Details of these agreements are as follows:

Mr Craig Mason Executive Chairman	Agreement commenced	10 December 2020
	Term of agreement	The agreement has no fixed term and may be terminated with a six months' notice by either party, other than for cause.
	Details	i A fee of $390,000 effective from 1 January 2025 (exclusive of GST) . ii Entitlement to 18,500,000 Performance Rights issued on 10 December 2020. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Directors' report

Remuneration report (audited)

Ms Alison Sarich Managing Director	Agreement commenced	10 December 2020
	Term of agreement	**Termination by Company** The Company must either give Ms Sarich three months' written notice and, at the end of that notice period, make a payment to Ms Sarich equal to her salary over a three-month period; or otherwise may terminate Ms Sarich's employment with immediate effect by paying her the equivalent of her salary over a six month period. **Termination by Ms Sarich** Ms Sarich may terminate her employment if the Company commits a serious breach of the agreement and does not remedy that breach within 28 days of receipt of written notice from Ms Sarich to do so; or, otherwise, by providing three months written notice to the Company.
	Details	i A base salary of $300,000 effective from 1 January 2025 (exclusive of superannuation). ii 6,750,000 Performance Rights issued on 10 December 2020. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions)
Mr Ian Kessell Chief Operation Officer	Agreement commenced	1 August 2020 (Resigned 15 May 2026)
	Term of agreement	**Termination** Each party must give four weeks written notice to terminate the agreement, other than for cause.
	Details	i A salary of $255,000 (exclusive of superannuation). ii 4,000,000 Performance Rights issued on 31 March 2021 iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).
Mr James Green Chairman – PrimaryMarkets	Agreement commenced	3 November 2021 (Resigned 16 February 2026)
	Term of agreement	**Termination by Company** The Company must either give Mr Green six months' written notice and, at the end of that notice period, make a payment to Mr Green's equal to his salary over a six month period; or, otherwise may terminate Mr Green's employment with immediate effect by paying him the equivalent of his salary over a nine month period. **Termination by Mr Green** Mr Green may terminate his employment if the Company commits a serious breach of the agreement and does not remedy that breach within 21 days of receipt of written notice from Mr Green to do so; or, otherwise, by providing three months written notice to the Company.
	Details	i A salary of $255,000 (exclusive of directors' fees and superannuation). ii 1,800,000 Performance Rights issued on 3 November 2021. iii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Directors' report

Remuneration report (audited)

Ms Karla Mallon Chief Financial Officer	Agreement commenced	5 September 2022
	Term of agreement	Termination Each party must give four weeks written notice to terminate the agreement, other than for cause.
	Details	i A salary of $205,000 (exclusive of superannuation). ii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).
Ms Amanda Mark CEO MIntegrity	Agreement commenced	4 September 2023
	Term of agreement	Termination by Company The Company must either give Ms Mark three months' written notice and, at the end of that notice period, make a payment to Ms Mark equal to her salary over a three month period; or, otherwise may terminate Ms Mark's employment with immediate effect by paying her the equivalent of her salary over a three month period. Termination by Ms Mark Ms Mark may terminate her employment if the Company commits a serious breach of the agreement and does not remedy that breach within 28 days of receipt of written notice from Ms Mark to do so; or, otherwise, by providing three months written notice to the Company.
	Details	i A salary of $200,000 (exclusive of superannuation). ii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).
Mr Andrew Tait Co-CEO MIntegrity	Agreement commenced	4 September 2023 (Resigned 3 October 2025)
	Term of agreement	Termination by Company The Company must either give Mr Tait three months' written notice and, at the end of that notice period, make a payment to Mr Tait equal to his salary over a three month period; or, otherwise may terminate Mr Tait's employment with immediate effect by paying him the equivalent of his salary over a three month period. Termination by Mr Tait Mr Tait may terminate his employment if the Company commits a serious breach of the agreement and does not remedy that breach within 21 days of receipt of written notice from Mr Tait to do so; or, otherwise, by providing three months written notice to the Company.
	Details	i A salary of $200,000 (exclusive of superannuation). ii The agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and Confidentiality provisions).

Key management personnel have no entitlement to termination payments in the event of removal for misconduct.

The Constitution of the Company provides that the remuneration of Non-Executive Directors will not be more than the aggregate fixed sum determined by a general meeting of Shareholders or, until so, by the Directors. The aggregate remuneration of Non-Executive Directors as approved by shareholders at the annual general meeting held on 30 November 2016 has been set at an amount not to exceed $300,000 per annum.

The Company has entered into a Non-Executive Director letter agreement with Mr Greg Gaunt effective from 26 February 2019. From 1 April 2025, the Company has agreed to pay Mr Gaunt a director fee of $45,000 excluding superannuation per year.

The Company has entered into a Non-Executive Director letter agreement with Mr Nick Prosser effective from 1 July 2021. From 1 April 2025, the Company has agreed to pay Mr Prosser a director fee of $45,000 excluding superannuation per year.

Share-based compensation

Issue of shares

During the year ended 30 June 2026 ordinary shares issued to Directors and Executive KMP as part of compensation are as follows:

- 1,837,760 full paid ordinary shares were issued to Non-Executive Director Nick Prosser under the Director Fee Plan in lieu of Director's fees owed to Mr Prosser for the year ended 30 June 2025
- 4,500,000 full paid ordinary shares were issued to Executive Director Alison Sarich on the exercise of Performance Rights (Class T and W)
- 9,000,000 full paid ordinary shares were issued to Executive Director Craig Mason on the exercise of Performance Rights (Class T and W)
- 2,250,000 full paid ordinary shares were issued to KMP Ian Kessell on the exercise of Performance Rights (Class T and W)
- 2,400,000 full paid ordinary shares were issued to KMP James Green on the exercise of Performance Rights (Class T and W)

During the year ended 30 June 2025 ordinary shares issued to Directors and Executive KMP as part of compensation are as follows

- 2,000,000 full paid ordinary shares were issued to Executive Director Steuart Roe on the exercise of Performance Rights (Class O)
- 1,669,951 full paid ordinary shares were issued to Non-Executive Director Nick Prosser under the Director Fee Plan in lieu of Director's fees owed to Mr Prosser for the year ended 30 June 2024
- 500,000 full paid ordinary shares were issued to KMP Karla Mallon on the exercise of Performance Rights (Tranche 2)

Options

There were no options over ordinary shares issued to Directors and other Executive KMP as part of compensation that were outstanding as at 30 June 2026.

There were no options over ordinary shares granted to or vested by Directors and Executive KMP as part of compensation during the year ended 30 June 2026.

Performance rights

Performance rights over ordinary shares issued to Directors and Executive KMP as part of compensation that were outstanding as at 30 June 2026 are as follows:

	Issued in the year ended 30 June 2026
Alison Sarich	12,000,000 performance rights in December 2025 (3,000,000 Class Y, 3,000,000 Class Z, 3,000,000 Class AA, 3,000,000 Class AB)
Craig Mason	20,000,000 performance rights in December 2025 (5,000,000 Class Y, 5,000,000 Class Z, 5,000,000 Class AA, 5,000,000 Class AB)
Amanda Mark	3,000,000 performance rights in December 2025 (750,000 Class AC, 750,000 Class AD, 750,000 Class AE, 750,000 Class AF)
Ian Kessell	3,000,000 performance rights in December 2025 (750,000 Class Y, 750,000 Class Z, 750,000 Class AA, 750,000 Class AB)
James Green	1,500,000 performance rights in December 2025 (750,000 Class Y, 750,000 Class AA)
Karla Mallon	3,000,000 performance rights in December 2025 (750,000 Class Y, 750,000 Class Z, 750,000 Class AA, 750,000 Class AB)

	Issued in the year ended 30 June 2025
Craig Mason	5,000,000 performance rights in November 2024 (5,000,000 Class X)
Alison Sarich	2,500,000 performance rights in November 2024 (2,500,000 Class X)
Ian Kessell	1,500,000 performance rights in November 2024 (1,500,000 Class X)
Karla Mallon	3,000,000 performance rights in November 2024 (1,500,000 Class W, 1,500,000 Class X)

	Issued in the year ended 30 June 2024
Karla Mallon	500,000 performance rights in November 2023 (500,000 Class T)

Directors' report

Remuneration report (audited)

Additional information

The earnings of the consolidated entity for the five years to 30 June 2026 are summarised below:

	2026 $	2025 $	2024 $	2023 $	2022 $
Sales revenue	6,424,097	8,711,051	8,081,265	7,934,160	8,642,969
Profit/(loss) after income tax	(4,261,867)	(2,695,355)	(10,215,666)	(5,448,706)	114,937

The factors that are considered to affect total shareholders return ('TSR') are summarised below:

	2026	2025	2024	2023	2022
Share price at financial year end ($)	0.02	0.02	0.02	0.04	0.08
Basic earnings per share (cents per share)	(0.72)	(0.47)	(1.80)	(1.05)	0.03
Diluted earnings per share (cents per share)	(0.72)	(0.47)	(1.80)	(1.05)	0.02

Additional disclosures relating to key management personnel

Shareholding

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

Ordinary shares	Balance at the start of the year	Received as part of remuneration	Received on exercise of options or rights during the year	Other changes during the year	Balance at the end of the year
Craig Mason	43,500,000	-	9,000,000	450,000	52,950,000
Alison Sarich	18,538,432	-	4,500,000	-	23,038,432
Greg Gaunt	1,500,000	-	-	-	1,500,000
Nick Prosser	13,646,514	1,837,760	-	-	15,484,274
Ian Kessell	1,373,334	-	2,250,000	-	3,623,334
James Green	13,728,210	-	2,400,000	-	16,128,210
Karla Mallon	1,036,311	-	-	-	1,036,311
Amanda Mark	-	-	-	6,500,000	6,500,000
Andrew Tait	-	-	-	-	-
	93,322,801	1,837,760	18,150,000	6,950,000	120,260,561

Directors' report

Remuneration report (audited)

Option holding

There are no options over ordinary shares in the Company outstanding as at 30 June 2026.

Performance rights

The number of performance rights over ordinary shares in the company held during the financial year by each Director and Executive KMP of the consolidated entity, including their personally related parties, is set out below:

Performance rights over ordinary shares	Balance at the start of the year	Granted as remuneration	Exercised	Expired/ forfeited/other	Balance at the end of the year
Craig Mason	34,000,000	20,000,000	(9,000,000)	(20,000,000)	25,000,000
Alison Sarich	15,000,000	12,000,000	(4,500,000)	(8,000,000)	14,500,000
Greg Gaunt	-	-	-	-	-
Nick Prosser	-	-	-	-	-
Ian Kessell	5,250,000	3,000,000	(2,250,000)	(1,500,000)	4,500,000
James Green	4,900,000	3,000,000	(2,400,000)	(4,000,000)	1,500,000
Karla Mallon	4,500,000	3,000,000	-	(1,000,000)	6,500,000
Amanda Mark	1,500,000	3,000,000	-	(1,500,000)	3,000,000
Andrew Tait	1,500,000	-	-	(1,500,000)	-
	66,650,000	44,000,000	(18,150,000)	(37,500,000)	55,000,000

This concludes the remuneration report, which has been audited.

Directors' report

Shares under option

No options were on issue, granted, exercised or expired during the year or up to the date of this report.

30,966,439 options expired during the financial year 30 June 2025.

Shares under performance rights

Unissued ordinary shares of Complii FinTech Solutions Ltd under performance rights at the date of this report are as follows:

Class	Grant date	Expiry date	Exercise price	Number under rights
Class T	28 November 2023	27 November 2028	$0.00	500,000
Class W	20 November 2024	19 November 2029	$0.00	1,500,000
Class X	20 November 2024	19 November 2029	$0.00	10,500,000
Class Y	10 December 2025	24 December 2030	$0.00	5,250,000
Class Y	17 December 2025	24 December 2030	$0.00	5,000,000
Class Z	10 December 2025	24 December 2030	$0.00	4,500,000
Class Z	17 December 2025	24 December 2030	$0.00	5,000,000
Class AA	10 December 2025	24 December 2030	$0.00	5,250,000
Class AA	17 December 2025	24 December 2030	$0.00	5,000,000
Class AB	10 December 2025	24 December 2030	$0.00	4,500,000
Class AB	17 December 2025	24 December 2030	$0.00	5,000,000
Class AC	10 December 2025	24 December 2030	$0.00	750,000
Class AD	10 December 2025	24 December 2030	$0.00	750,000
Class AE	10 December 2025	24 December 2030	$0.00	750,000
Class AF	10 December 2025	24 December 2030	$0.00	750,000
Employee Performance Rights	16 December 2025	17 December 2027	$0.00	1,809,913
				56,809,913

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

Directors' report

Shares issued on the exercise of performance rights

30,036,801 ordinary shares of Complii FinTech Solutions Ltd were issued during the year on the exercise of performance rights granted.

Indemnity and insurance of officers

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

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

Indemnity and insurance of auditor

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

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

Proceedings on behalf of the Company

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

Non-audit services

Details of the amounts paid or payable to the auditor for non-audit services provided during the financial year by the auditor are outlined in note 30 to the financial statements.

Officers of the Company who are former partners of Hall Chadwick WA Audit Pty Ltd

There are no officers of the Company who are former partners of Hall Chadwick WA Audit Pty Ltd.

Auditor's independence declaration

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

Auditor

Hall Chadwick WA Audit Pty Ltd continues in office in accordance with section 327 of the Corporations Act 2001.

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

On behalf of the Directors

Mr Craig Mason
Executive Chairman

25 August 2026

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 Complii FinTech Solutions Ltd and the entities it controlled 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

Mark Delaurentis

MARK DELAURENTIS CA
Director

Dated this 25th day of August 2026
Perth, Western Australia

FINANCIAL REPORT

Financial report

General information

The financial statements cover Complii FinTech Solutions Ltd as a consolidated entity consisting of Complii FinTech Solutions Ltd and the entities it controlled at the end of, or during, the year. The financial statements are presented in Australian dollars, which is Complii FinTech Solutions Ltd's functional and presentation currency.

Complii FinTech Solutions Ltd is a listed public company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Level 8, 8 Spring Street
Sydney NSW 2000

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

The financial statements were authorised for issue, in accordance with a resolution of Directors, on 25 August 2026. The Directors have the power to amend and reissue the financial statements.

Corporate Governance Statement

The Corporate Governance Statement is available of the Company's website at www.complii.com.au

Financial report

Consolidated statement of profit or loss and other comprehensive income

for the year ended 30 June 2026

			Note	Consolidated 30 June 2026 $	30 June 2025 $
Revenue and other income	Revenue from continuing operations		4	6,424,097	8,134,809
	Research and development grant			1,217,167	1,502,069
	Other income		5	5,920	72,931
Expenses	Consulting fees			(663,857)	(760,755)
	Corporate secretarial fees			(70,410)	(72,690)
	Employee benefits expense		6	(6,641,199)	(7,054,349)
	Legal expenses			(183,211)	(57,492)
	Depreciation and amortisation expense		6	(902,740)	(1,052,614)
	Adjustment to contingent consideration			-	75,000
	Write-off of assets			-	(7,027)
	Licensing fees			(900,966)	(943,988)
	Security costs			(90,676)	(73,625)
	Other expenses		6	(1,169,793)	(1,196,655)
	Finance costs		6	(97,713)	(17,193)
	Occupancy			-	22,733
	Professional fees			(103,778)	(89,544)
	Share based payments expense		6	(683,238)	(623,088)
	Other employment expenses			(364,797)	(398,973)
	Travel and entertainment			(36,672)	(51,896)
Loss before income tax expense from continuing operations				(4,261,867)	(2,592,347)
Income tax expense			7	-	-
Loss after income tax expense from continuing operations				(4,261,867)	(2,592,347)
Loss after income tax expense from discontinued operations			8	-	(103,008)
Loss after income tax expense for the year attributable to the owners of Complii FinTech Solutions Ltd			25	(4,261,867)	(2,695,355)
Other comprehensive loss	Items that will not be reclassified subsequently to profit or loss	Loss on equity instruments at fair value through other comprehensive income, net of tax		51,948	(10,418)
		Other comprehensive loss for the year, net of tax		51,948	(10,418)
	Total comprehensive loss for the year attributable to the owners of Complii FinTech Solutions Ltd			(4,209,919)	(2,705,773)
Total comprehensive loss for the year is attributable to:	Continuing operations			(4,209,919)	(2,602,765)
	Discontinued operations			-	(103,008)
				(4,209,919)	(2,705,773)

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

Financial report

Consolidated statement of profit or loss and other comprehensive income

for the year ended 30 June 2026

		Note	Consolidated 30 June 2026 cents	Consolidated 30 June 2025 cents
Earnings per share for loss from continuing operations attributable to the owners of Complii FinTech Solutions Ltd	Basic earnings per share	36	(0.72)	(0.45)
	Diluted earnings per share	36	(0.72)	(0.45)
Earnings per share for loss from discontinued operations attributable to the owners of Complii FinTech Solutions Ltd	Basic earnings per share	36	-	(0.02)
	Diluted earnings per share	36	-	(0.02)
Earnings per share for loss attributable to the owners of Complii FinTech Solutions Ltd	Basic earnings per share	36	(0.72)	(0.47)
	Diluted earnings per share	36	(0.72)	(0.47)

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

Financial report

Consolidated statement of financial position

As at 30 June 2026

				Consolidated	
			Note	30 June 2026 $	30 June 2025 $
Assets	Current assets	Cash and cash equivalents	9	1,008,557	2,050,569
		Trade and other receivables	10	354,760	395,762
		Other assets	11	285,946	239,660
		Total current assets		**1,649,263**	**2,685,991**
	Non-current assets	Financial assets	12	309,336	89,704
		Property, plant and equipment	13	23,553	12,652
		Right-of-use assets	14	149,988	282,837
		Intangible assets	15	3,547,779	4,267,229
		Deposits	16	162,536	162,566
		Total non-current assets		**4,193,192**	**4,814,988**
	Total assets			**5,842,455**	**7,500,979**
Liabilities	Current liabilities	Trade and other payables	17	1,277,550	1,219,383
		Lease liabilities	18	153,482	151,099
		Provisions	19	715,321	755,306
		Financial liabilities	20	196,187	166,219
		Total current liabilities		**2,342,540**	**2,292,007**
	Non-current liabilities	Convertible notes	21	1,772,401	-
		Lease liabilities	22	5,089	134,189
		Provisions	23	80,758	63,639
		Total non-current liabilities		**1,858,249**	**197,828**
	Total liabilities			**4,200,789**	**2,489,835**
Net assets				**1,641,666**	**5,011,144**
Equity	Issued capital		24	31,997,679	31,334,171
	Reserves		25	3,433,291	3,204,410
	Accumulated losses		26	(33,789,304)	(29,527,437)
	Total equity			**1,641,666**	**5,011,144**

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

Financial report

Consolidated statement of changes in equity

for the year ended 30 June 2026

Consolidated		Issued capital $	Convertible Note Reserve $	Share Based Payments Reserve $	Financial Assets at FVOCI Reserve $	Accumu-lated Losses $	Total equity $
Balance at 1 July 2025		31,334,171	-	3,351,087	(146,677)	(29,527,437)	5,011,144
Loss after income tax expense for the year		-	-	-	-	(4,261,867)	(4,261,867)
Other comprehensive loss for the year, net of tax		-	-	-	51,948	-	51,948
Total comprehensive loss for the year		**-**	**-**	**-**	**51,948**	**(4,261,867)**	**(4,209,919)**
Transactions with owners in their capacity as owners	Share-based payments (note 37)	-	-	683,238	-	-	683,238
	Equity component of convertible notes		115,953	-	-	-	115,953
	Shares issued during the year in lieu of director fees	41,250	-	-	-	-	41,250
	Performance rights exercised during the year (note 24)	622,258	-	(622,258)	-	-	-
Balance at 30 June 2026		**31,997,679**	**115,953**	**3,412,067**	**(94,729)**	**(33,789,304)**	**1,641,666**

Consolidated		Issued capital $	Share Based Payments Reserve $	Financial Assets at FVOCI Reserve $	Accumu-lated Losses $	Total equity $
Balance at 1 July 2024		31,135,762	2,976,024	(136,259)	(26,832,082)	7,143,445
Loss after income tax expense for the year		-	-	-	(2,695,355)	(2,695,355)
Other comprehensive loss for the year, net of tax		-	-	(10,418)	-	(10,418)
Total comprehensive loss for the year		**-**	**-**	**(10,418)**	**(2,695,355)**	**(2,705,773)**
Transactions with owners in their capacity as owners	Share-based payments (note 37)	-	623,088	-	-	623,088
	Shares issued during the year in lieu of director fees	40,000	-	-	-	40,000
	Shares cancelled during minimum holding buy-back	(89,616)	-	-	-	(89,616)
	Performance rights exercised during the year (note 24)	248,025	(248,025)	-	-	-
Balance at 30 June 2025		**31,334,171**	**3,351,087**	**(146,677)**	**(29,527,437)**	**5,011,144**

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

Financial report

Consolidated statement of cash flows

for the year ended 30 June 2026

		Note	Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
Cash flows from operating activities	Receipts from customers (inclusive of GST)		7,270,023	9,558,939
	Payments to suppliers and employees (inclusive of GST)		(10,824,093)	(12,354,139)
	Research and development tax incentive		1,222,740	1,507,642
	Interest received		2,913	63,473
	Interest and other finance costs paid		(16,405)	(9,634)
	Net cash used in operating activities		**(2,344,822)**	**(1,233,719)**
Cash flows from investing activities	Payments for property, plant and equipment		(29,120)	(2,376)
	Payments for investments		(160,001)	-
	Payments for term deposits		-	(157,510)
	Proceeds from disposal of business		-	2,008,576
	Proceeds from release of term deposits		-	173,301
	Registry Direct closing cash balance on divestment		-	(132,600)
	Net cash from/(used in) investing activities		**(189,121)**	**1,889,391**
Cash flows from financing activities	Payments for share buy-backs		-	(76,341)
	Proceeds from borrowings		2,000,000	-
	Repayment of borrowings		(208,478)	(238,374)
	Payment of borrowing costs		(135,909)	-
	Repayment of lease liabilities		(163,681)	(231,059)
	Net cash from/(used in) financing activities		**1,491,932**	**(545,774)**
Net increase/(decrease) in cash and cash equivalents			(1,042,012)	109,898
Cash and cash equivalents at the beginning of the financial year			2,050,569	1,950,356
Effects of exchange rate changes on cash and cash equivalents			-	(9,685)
Cash and cash equivalents at the end of the financial year		9	**1,008,557**	**2,050,569**

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

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 1 Material accounting policy information

The accounting policies that are material to the consolidated entity are set out below. The accounting policies adopted are consistent with those of the previous financial year, unless otherwise stated.

New or amended Accounting Standards and Interpretations adopted

There has been no impact to the financial statements arising from new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

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

Going concern

The financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activities and the settlement of liabilities and the realisation of assets in the ordinary course of business.

For the year ended 30 June 2026 the Group incurred a loss before income tax from continuing operations of $4,261,867 (2025: loss before income tax from continuing operations of $2,592,347) and net cash outflows from operating activities of $2,344,822 (2025: outflows of $1,233,719). As at 30 June 2026 the Group had cash and cash equivalents of $1,008,557 (2025: $2,050,569) and a net current liability position of $693,277 (2025: net current asset position of $393,984).

The Directors have prepared a cash flow forecast covering a period of at least 12 months from the date of signing this financial report. Having regard to that forecast, the Directors consider that the Group's ability to continue as a going concern is dependent on:

a) receipt of the Group's research and development tax incentive refund in respect of the year ended 30 June 2026, estimated at approximately $1.20 million and expected to be received in the first half of the 2027 financial year. The Group has a consistent history of lodging and receiving these refunds, having received $1,227,740 during the year ended 30 June 2026 in respect of the 2025 claim;

b) the Group securing, in the second half of the 2027 financial year, an advance facility of approximately $650,000 against the Group's expected research and development tax incentive claim for the year ending 30 June 2027. This facility had not been entered into at the date of this report;

c) the achievement of forecast customer receipts, including contracted and recurring revenue; and

d) the Directors' ability to manage the level and timing of discretionary operating expenditure, including implementing further cost reductions and deferrals should they be required.

The Directors note that the priority of the Board and management remains revenue growth and cost management. The Group's focus during financial year 30 June 2026 was on cost reduction, operational efficiency, integration of the businesses and cross-selling opportunities, the benefits of which are expected to be more evident in financial year ended 30 June 2027. The Directors further note that the Group's convertible notes of $1,772,401 are not repayable within 12 months of the date of this report and are confident they will be able to raise additional funds from the market, if required.

The Directors are satisfied that the going concern basis of preparation remains appropriate. Should the Group not achieve the matters set out above, there is significant uncertainty as to whether the Group will be able to continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities at the amounts stated in the financial report and in the normal course of business.

The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts, or to the amounts or classification of liabilities, that might be necessary should the Group not continue as a going concern.

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 ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, investment properties, certain classes of property, plant and equipment and derivative financial instruments.

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 1 continued

Critical accounting estimates

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

Parent entity information

In accordance with the Corporations Act 2001, these financial statements present the results of the consolidated entity only. Supplementary information about the parent entity is disclosed in note 33.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Complii FinTech Solutions Ltd ('Company' or 'parent entity') as at 30 June 2026 and the results of all subsidiaries for the year then ended. Complii FinTech Solutions Ltd and its subsidiaries together are referred to in these financial statements as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

Operating segments

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

Revenue recognition

The consolidated entity recognises revenue as follows:

Revenue from contracts with customers

The core principle of AASB 15 is that revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Company expects to receive in exchange for those goods or services. Revenue is recognised by applying a five-step process outlined in AASB 15 which is as follows:

- Step 1 Identify the contract with a customer;
- Step 2 Identify the performance obligations in the contract and determine at what point they are satisfied;
- Step 3 Determine the transaction price;
- Step 4 Allocate the transaction price to the performance obligations;
- Step 5 Recognise revenue as the performance obligations are satisfied.

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

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 1 continued

in a manner that depicts the transfer to the customer of the goods or services promised.

Revenue is recognised when or as a performance obligation in the contract with customer is satisfied, i.e. when the control of the goods or services underlying the particular performance obligation is transferred to the customer. A performance obligation is a promise to transfer a distinct goods or service (or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer) to the customer that is explicitly stated in the contract and implied in the Group's customary business practices.

The Company provides software to support the Financial services industry under agreed fee based contracts and the provision of Digital Registry services. Revenue is recognised based on the actual service provided to the end of the reporting period. Revenue is recognised in the amount to which services have been rendered at a point in time. Customers are invoiced monthly, and consideration is payable when invoiced.

If the contract with customer contains more than one performance obligation, the amount of consideration is allocated to each performance obligation based on the relative stand-alone selling prices of the goods or services promised in the contract. Revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

The control of the promised goods or services may be transferred over time or at a point in time. The control over the goods or services is transferred over time and revenue is recognised over time if:

i the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

ii Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or the Group's performance does not create an asset with an alternative use, and the Group has an enforceable right to payment for performance completed to date.

Revenue for performance obligation that is not satisfied over time is recognised at the point in time at which the customer obtains control of the promised goods or services.

Government Grants

Government grants are recognised when there is reasonable assurance that the Company will comply with the conditions attaching to the grant and that the grant will be received. Government grants are recognised in profit or loss on a systematic basis over the periods in which the entity recognises as expenses the related costs for which grants are intended to compensate. If the grant relates to expenses or losses already incurred by the entity, or to provide immediate financial support to the entity with no future related costs, the income is recognised in the period in which it becomes receivable.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Income tax

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

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or
- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Note 1 continued

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

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

Complii FinTech Solutions Ltd (the 'head entity') and its wholly-owned Australian subsidiaries have formed an income tax consolidated group under the tax consolidation regime. The head entity and each subsidiary in the tax consolidated group continue to account for their own current and deferred tax amounts. The tax consolidated group has applied the 'separate taxpayer within group' approach in determining the appropriate amount of taxes to allocate to members of the tax consolidated group.

Discontinued operations

A discontinued operation is a component of the consolidated entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately on the face of the statement of profit or loss and other comprehensive income.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the consolidated entity's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no right at the end of the reporting period to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

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

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

Investments and other financial assets

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless an accounting mismatch is being avoided.

Financial assets are derecognised when the rights to receive cash flows have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership. When there is no reasonable expectation of recovering part or all of a financial asset, its carrying value is written off.

Note 1 continued

Financial assets at amortised cost

A financial asset is measured at amortised cost only if both of the following conditions are met:

i it is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

ii the contractual terms of the financial asset represent contractual cash flows that are solely payments of principal and interest.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

Impairment of financial assets

The consolidated entity recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the consolidated entity's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets mandatorily measured at fair value through other comprehensive income, the loss allowance is recognised in other comprehensive income with a corresponding expense through profit or loss. In all other cases, the loss allowance reduces the asset's carrying value with a corresponding expense through profit or loss.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a straight-line basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Leasehold improvements	2.5 years
Plant and equipment	2 – 3 years

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Right-of-use assets

A right-of-use asset is recognised at the commencement date of a lease. The right-of-use asset is measured at cost, which comprises the initial amount of the lease liability, adjusted for, as applicable, any lease payments made at or before the commencement date net of any lease incentives received, any initial direct costs incurred, and, except where included in the cost of inventories, an estimate of costs expected to be incurred for dismantling and removing the underlying asset, and restoring the site or asset.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the consolidated entity expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The consolidated entity has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 1 continued

Intangible assets

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of the acquisition. Intangible assets acquired separately are initially recognised at cost. Indefinite life intangible assets are not amortised and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortisation and any impairment. The gains or losses recognised in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Goodwill

Goodwill arises on the acquisition of a business. Goodwill is not amortised. Instead, goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment losses on goodwill are taken to profit or loss and are not subsequently reversed.

Research and development

Research costs are expensed in the period in which they are incurred. Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to use or sell the asset; the consolidated entity has sufficient resources and intent to complete the development; and its costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit.

Patents and trademarks

Significant costs associated with patents and trademarks are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Customer contracts

Customer contracts acquired in a business combination are amortised on a straight-line basis over the period of their expected benefit, being their finite life of 5 years.

Preliminary expenses

Costs in relation to preliminary expenses are capitalised as an asset and amortised on a straight-line basis over the period of their expected benefit.

Platform & Software Development

Software development costs are capitalised when incurred. They have a finite life and are carried at cost less any accumulated amortisation and impairment. Software development costs are amortised over 4 years and are assessed for impairment when an impairment trigger event occurs.

Customer relationships

Customer relationships for customers of PrimaryMarkets at date of acquisition are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 10 years.

Licence Establishment

Significant costs associated with AFSL Licence are deferred and amortised on a straight-line basis over the period of their expected benefit, being their finite life of 4 years.

Impairment of non-financial assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Note 1 continued

Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group are recognised at the proceeds received, net of direct issue costs.

The repurchase of equity instruments issued by the group is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of equity instruments issued by the group.

The component parts of convertible loan notes issued by the group are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of equity instruments issued by the group is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recognised as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case the balance recognised in equity will be transferred to issued shares. Where the conversion option remains unexercised at the maturity date of the convertible loan note, the balance recognised in equity will be transferred to retained earnings. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible loan notes using the effective interest method.

Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the consolidated entity's incremental borrowing rate. Lease payments comprise of fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, amounts expected to be paid under residual value guarantees, exercise price of a purchase option when the exercise of the option is reasonably certain to occur, and any anticipated termination penalties. The variable lease payments that do not depend on an index or a rate are expensed in the period in which they are incurred.

Lease liabilities are measured at amortised cost using the effective interest method. The carrying amounts are remeasured if there is a change in the following: future lease payments arising from a change in an index or a rate used; residual guarantee; lease term; certainty of a purchase option and termination penalties. When a lease liability is remeasured, an adjustment is made to the corresponding right-of use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 1 continued

Employee benefits

Short-term employee benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

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

Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

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

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

The cost of cash-settled transactions is initially, and at each reporting date until vested, determined by applying either the Binomial or Black-Scholes option pricing model, taking into consideration the terms and conditions on which the award was granted. The cumulative charge to profit or loss until settlement of the liability is calculated as follows:

- During the vesting period, the liability at each reporting date is the fair value of the award at that date multiplied by the expired portion of the vesting period.
- From the end of the vesting period until settlement of the award, the liability is the full fair value of the liability at the reporting date.

All changes in the liability are recognised in profit or loss. The ultimate cost of cash-settled transactions is the cash paid to settle the liability.

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

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

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

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

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 1 continued

Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Issued capital

Ordinary shares are classified as equity.

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

Business combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured at either fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Where the business combination is achieved in stages, the consolidated entity remeasures its previously held equity interest in the acquiree at the acquisition-date fair value and the difference between the fair value and the previous carrying amount is recognised in profit or loss.

Contingent consideration to be transferred by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date, but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on a provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (i) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

Note 1 continued

Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to the owners of Complii FinTech Solutions Ltd, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the financial year.

Diluted earnings per share

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

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2025. The consolidated entity has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 2 Critical accounting judgements, estimates and assumptions

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

Share-based payment transactions

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

Allowance for expected credit losses

The allowance for expected credit losses assessment requires a degree of estimation and judgement. It is based on the lifetime expected credit loss, grouped based on days overdue, and makes assumptions to allocate an overall expected credit loss rate for each group. These assumptions include recent sales experience and historical collection rates.

Note 2 continued

Fair value measurement hierarchy

The consolidated entity is required to classify all assets and liabilities, measured at fair value, using a three level hierarchy, based on the lowest level of input that is significant to the entire fair value measurement, being:

- Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 Unobservable inputs for the asset or liability. Considerable judgement is required to determine what is significant to fair value and therefore which category the asset or liability is placed in can be subjective.

The fair value of assets and liabilities classified as level 3 is determined by the use of valuation models. These include discounted cash flow analysis or the use of observable inputs that require significant adjustments based on unobservable inputs.

Estimation of useful lives of assets

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Goodwill and other indefinite life intangible assets

The consolidated entity tests annually, or more frequently if events or changes in circumstances indicate impairment, whether goodwill and other indefinite life intangible assets have suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions, including estimated discount rates based on the current cost of capital and growth rates of the estimated future cash flows.

Impairment of non-financial assets other than goodwill and other indefinite life intangible assets

The consolidated entity assesses impairment of non-financial assets other than goodwill and other indefinite life intangible assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular asset that may lead to impairment. If an impairment trigger exists, the recoverable amount of the asset is determined. This involves fair value less costs of disposal or value-in-use calculations, which incorporate a number of key estimates and assumptions.

Income tax

The consolidated entity is subject to income taxes in the jurisdictions in which it operates. Significant judgement is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The consolidated entity recognises liabilities for anticipated tax audit issues based on the consolidated entity's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Recovery of deferred tax assets

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

Employee benefits provision

As discussed in note 1, the liability for employee benefits expected to be settled more than 12 months from the reporting date are recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, estimates of attrition rates and pay increases through promotion and inflation have been taken into account.

Convertible notes

The liability component was measured based on the present value of the contractual cash flows using a market interest rate applicable to comparable debt instruments without a conversion feature. The assessment of the market rate and the resulting allocation between the debt and equity components involve significant judgement, as changes in the underlying assumptions could materially affect the initial recognition, subsequent interest expense and carrying amount of the convertible notes.

Note 3 Operating segments

Identification of reportable operating segments

The Group has identified its operating segment based on the internal reports that are reviewed and used by the Board of Directors in assessing performance and determining the allocation of resources. Operating segments are presented in a manner consistent with the internal reporting provided to the chief operating decision makers (CODM). The CODM is responsible for the allocation of resources to operating segments and assessing their performance and has been identified as the Board Directors of the Company. For the current reporting period, the Group operated in four segments, being the 'Complii' segment, financial technology platform sector, the 'PrimaryMarkets' segment, trading platform sector, the 'Advisor Solutions Group' the AFSL sector and the 'MIntegrity' segment, the compliance and consulting sector.

The financial information presented in the consolidated statement of comprehensive income and the consolidated statement of financial position is the same as that presented to the chief operating decision maker.

Operating segment information

Consolidated - 30 June 2026		Complii $	Primary Markets $	Advisor Solutions Groups $	MIntegrity $	Total $
Revenue	Revenue from contracts with customers	3,237,165	1,798,856	137,001	934,064	6,107,086
	Other revenue	316,335	675	-	-	317,010
	Sundry income	-	150	-	-	150
	Interest income	5,442	328	-	-	5,770
	Total revenue	**3,558,943**	**1,800,009**	**137,001**	**934,064**	**6,430,017**
	Total Loss	(3,528,778)	(482,429)	(42,541)	(208,118)	(4,261,867)
Assets	Segment assets	8,941,870	9,713,074	261,569	79,468	18,995,981
	Intersegment eliminations					(13,153,527)
	Total assets					**5,842,455**
Liabilities	Segment liabilities	15,079,083	355,974	248,422	661,355	16,344,834
	Intersegment eliminations					(12,144,048)
	Total liabilities					**4,200,786**

Consolidated - 30 June 2025		Complii $	Primary Markets $	Advisor Solutions Groups $	Registry Direct* $	MIntegrity $	Total $
Revenue	Revenue from contracts with customers	4,361,308	2,062,627	235,218	538,204	1,171,876	8,369,233
	Other revenue	302,280	1,500	-	38,039	-	341,819
	Sundry income	-	1,169	-	372	-	1,541
	Interest income	70,692	1,070	-	-	-	71,762
	Total revenue	**4,734,280**	**2,066,366**	**235,218**	**576,615**	**1,171,876**	**8,784,355**
	Total Loss	(2,181,487)	(218,652)	8,800	15,329	(319,347)	(2,695,357)
Assets	Segment assets	7,782,006	10,207,599	247,259		195,685	18,432,549
	Intersegment eliminations						(10,931,570)
	Total assets						**7,500,979**
Liabilities	Segment liabilities	11,333,269	427,703	191,571		569,455	12,521,998
	Intersegment eliminations						(10,032,163)
	Total liabilities						**2,489,835**

* Relates to discontinued operations. Refer to note 8.

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 4 Revenue

		Consolidated	
		30 June 2026	30 June 2025
From continuing operations		$	$
Revenue from contracts with customers	Licence fees (recurring)	2,838,435	2,516,680
	Service fees (recurring and trading)	3,268,652	5,314,349
		6,107,087	7,831,029
Other revenue	Other revenue	317,010	303,780
Revenue from continuing operations		6,424,097	8,134,809

Note 5 Other income

	Consolidated	
	30 June 2026	30 June 2025
	$	$
Other income	150	1,169
Interest income	5,770	71,762
	5,920	72,931

Note 6 Expenses

Loss before income tax from continuing operations includes the following specific expenses:		Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
Depreciation	Leasehold improvements	-	154
	Plant and equipment	12,878	9,629
	Right-of-use assets	170,413	213,516
	Total depreciation	**183,291**	**223,299**
Amortisation	Platform & Software Development	497,705	497,705
	Customer relationships	221,745	331,610
	Total amortisation	**719,450**	**829,315**
Total depreciation and amortisation		**902,740**	**1,052,614**
Employee benefits expense	Directors fees	560,000	625,000
	Increase in employee benefits provisions	17,634	116,888
	Superannuation expenses	624,695	670,103
	Wages and salaries	5,062,749	5,287,991
	Payroll tax expense	369,809	331,230
	Other employment related costs	6,312	23,137
		6,641,199	**7,054,349**
Other expenses	Professional advisor and legal costs	148,828	139,159
	Advertising and promotion	248,852	308,946
	Software and development	242,543	246,249
	Bad debt	36,662	55,875
	Insurance	199,593	225,035
	Other	293,315	221,391
		1,169,793	**1,196,655**
Finance costs	Interest and finance charges paid/payable on lease liabilities	16,693	7,444
	Interest expense on insurance funding	7,851	9,741
	Other finance costs	73,169	8
	Finance costs expensed	**97,713**	**17,193**
Share-based payments expense		**683,238**	**623,088**

Note 7 Income tax benefit

		Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
Numerical reconciliation of income tax benefit and tax at the statutory rate	Loss before income tax benefit from continuing operations	(4,261,867)	(2,592,348)
	Loss before income tax benefit from discontinued operations	-	(103,008)
		(4,261,867)	**(2,695,356)**
Tax at the statutory tax rate of 25%		(1,065,467)	(673,839)
Tax effect amounts which are not deductible/(taxable) in calculating taxable income	Non-deductible expenses	230,731	275,580
	Non-assessable income	(304,292)	(375,517)
Income tax benefit (not recognised)		**(1,139,028)**	**(773,776)**

Deferred tax assets not recognised		Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
Deferred tax assets not recognised comprises temporary differences attributable to	Employee benefits	233,397	245,474
	Accrued expenses	73,453	38,234
	Other provisions	-	5,993
	Right of use asset/AASB 16 lease liability	1,534	(3,867)
	Capital raising costs	(74,046)	(101,782)
	Tax losses	11,436,740	10,237,248
	Total deferred tax assets not recognised	**11,671,078**	**10,421,300**
Set-off deferred liabilities pursuant to set-off provisions		75,310	(105,552)
Less deferred tax assets not recognised		11,595,768	10,526,852
Net deferred tax assets		-	-

Deferred tax liabilities not recognised		Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
The balance comprises temporary differences attributable to	Plant and equipment	3,823	(168,114)
	Prepayments	71,487	59,884
	Accrued Income	-	2,678
	Total deferred tax liabilities	**75,310**	**(105,552)**

Note 7 continued

Potential deferred tax assets attributable to tax losses have not been brought to account at 30 June 2026 because the Directors do not believe it is appropriate to regard realisation of the deferred tax assets as probable at this point in time, These benefits will only be obtained if:

i the Group derives future assessable income of a nature and of an amount sufficient to enable the benefit from the deductions for the loss to be realised;

ii the Company continues to comply with conditions for deductibility imposed by law; and

iii no changes in tax legislation adversely affect the Group in realising the benefit from the deductions for the loss.

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of the Directors. These estimates consider both the financial performance and position of the Company as they pertain to current income tax legislation. The current income tax position represents the Directors' best estimate, pending an assessment by tax authorities in relevant jurisdictions.

The Group has accumulated tax losses of $45,746,959 (2025: $40,948,991) which may be available for offset against future taxable profits of the Group in which the losses arose. The recoupment of these losses is subject to assessment by the Australian Taxation Office.

Note 8 Discontinued operations

Description

On 4 October 2024, the consolidated entity sold Registry Direct Pty Ltd, a subsidiary of Complii FinTech Solutions Ltd, for consideration of $3,350,000 resulting in a loss on sale before income tax of $118,337. The sale has significantly increased cash on hand and reduced cash outflow going forward. Most importantly, this divestment allows the Group to focus on its core market and services whilst having limited impact on the Group revenue, profit of cross-selling opportunities.

Financial performance information	**30 June 2025** $
Service fees (recurring and trading)	576,243
Other revenue	372
Total revenue	**576,615**
Depreciation and amortisation	(10,913)
Employment costs	(364,328)
Professional fees	(21,750)
Other Employment Costs	(69,075)
Travel and Entertainment	(1,718)
Other expenses	(90,504)
Finance costs	(2,998)
Total expenses	**(561,286)**
Profit/(loss) before income tax benefit	15,329
Income tax expense	-
Profit/(loss) after income tax benefit	15,329
Loss on disposal before income tax	(118,337)
Income tax expense	-
Loss on disposal after income tax expense	(118,337)
Loss after income tax benefit from discontinued operations	(103,008)

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 8 continued

Cash flow information	30 June 2025 $
Net cash from/(used in) operating activities	118,887
Net cash used in investing activities	(109,500)
Net cash used in financing activities	(15,081)
Net decrease in cash and cash equivalents from discontinued operations	(5,694)

Carrying amounts of assets and liabilities disposed	30 June 2025 $
Cash and cash equivalents	132,600
Trade and other receivables	202,696
Other current assets	5,109,066
Property, plant and equipment	5,917
Intangibles	2,102,377
Right-of-use asset	-
Total assets	7,552,656
Trade and other payables	88,912
Provisions	239,015
Other liabilities	3,894,400
Total liabilities	4,222,327
Net assets	3,330,329

Details of the disposal	30 June 2025 $
Total sale consideration	3,350,000
Carrying amount of net assets disposed	(3,330,329)
Disposal costs	(138,008)
Loss on disposal before income tax	(118,337)
Loss on disposal after income tax	(118,337)

Total cash consideration received was $2.147m (sales price was $3.350m less net intercompany loans forgiven of $1.203m).

Note 9 Current assets – cash and cash equivalents

	Consolidated	
	30 June 2026 $	30 June 2025 $
Cash at bank	1,008,557	1,350,569
Term deposit	-	700,000
	1,008,557	2,050,569

Note 10 Current assets – trade and other receivables

	Consolidated	
	30 June 2026 $	30 June 2025 $
Trade receivables	344,452	398,147
Other receivables	10,308	10,874
Accrued Revenue	-	7,998
Provision for Doubtful Debts	-	(23,973)
Interest receivable	-	2,716
	354,760	395,762

Allowance for expected credit losses

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

	Consolidated	
	30 June 2026 $	30 June 2025 $
Not overdue	120,998	130,194
0 to 3 months overdue	157,285	184,507
3 to 6 months overdue	66,169	83,446
	344,452	398,147

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 11 Current assets – other

	Consolidated	
	30 June 2026 $	30 June 2025 $
Prepayments	285,946	239,660

Note 12 Non-current assets – financial assets

	Consolidated	
	30 June 2026 $	30 June 2025 $
Shares in unlisted companies	495,525	141,248
Provision	(186,189)	(91,544)
	309,336	49,704

These investments in unlisted equity instruments are not held for trading. Instead, they are held for medium to long-term strategic purposes. Accordingly, the directors have elected to designate these investments in equity instruments as at FVTOCI as they believe that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

Note 13 Non-current assets – property, plant and equipment

	Consolidated	
	30 June 2026 $	30 June 2025 $
Plant and equipment - at cost	141,414	141,092
Less: Accumulated depreciation	(117,861)	(128,440)
	23,553	12,652

Reconciliations

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

Consolidated	Plant and Equipment $
Balance at 1 July 2025	12,652
Additions	26,472
Disposals	(2,695)
Depreciation expense	(12,878)
Balance at 30 June 2026	23,553

Note 14 Non-current assets – right-of-use assets

	Consolidated	
	30 June 2026 $	30 June 2025 $
Right-of-use asset	341,189	339,745
Less: Accumulated depreciation	(191,201)	(56,908)
	149,988	282,837

The consolidated entity leases 2 offices under 2 year agreements with options to extend. The leases terminate 30 September 2027 and 30 April 2027.

Reconciliations

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

Consolidated	Right-of-use asset $
Balance at 1 July 2025	282,837
Additions	37,564
Depreciation expense	(170,413)
Balance at 30 June 2026	149,988

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 15 Non-current assets – intangibles

		Consolidated 30 June 2026 $	Consolidated 30 June 2025 $
Goodwill	Goodwill - at cost	2,069,654	2,069,654
	Less: Impairment	(1,798,446)	(1,798,446)
		271,208	**271,208**
Platform and Software Development	Platform and Software Development - at cost	6,453,220	6,453,220
	Less: Accumulated amortisation	(3,798,794)	(3,301,089)
	Less: Impairment	(17,604)	(17,604)
		2,636,822	**3,134,527**
Patents and trademarks	Patents and trademarks - at cost	8,065	8,065
	Less: Accumulated amortisation	(1,627)	(1,627)
		6,438	**6,438**
Customer relationships	Customer relationships - at cost	1,426,416	1,426,416
	Less: Accumulated amortisation	(793,105)	(571,360)
		633,311	**855,056**
Preliminary expenses	Preliminary expenses	3,412	3,412
	Less: Accumulated amortisation	(3,412)	(3,412)
		-	-
Licence Establishment	Licence Establishment - at cost	28,837	28,837
	Less: Accumulated amortisation	(28,837)	(28,837)
		-	-
		3,547,779	**4,267,229**

Reconciliations

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

Consolidated	Goodwill $	Platform & Software Development $	Patents and trademarks $	Customer Relationships $	Total $
Balance at 1 July 2025	271,208	3,134,527	6,438	855,056	4,267,229
Amortisation expense	-	(497,705)	-	(221,745)	(719,450)
Balance at 30 June 2026	271,208	2,636,822	6,438	633,311	3,547,779

Impairment testing

Goodwill acquired through business combinations have been allocated to the following cash-generating units:

Note 15 continued

	Consolidated	
	30 June 2026 $	30 June 2025 $
MIntegrity	271,208	271,208

PrimaryMarkets

The recoverable amount of the consolidated entity's cash generating unit (CGU) for PrimaryMarkets has been determined by a value-in-use calculation using a discounted cash flow model, based on a 1 year projection period approved by management and extrapolated for a further 4 years using a steady rate, together with a terminal value.

Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive.

The following key assumptions were used in the discounted cash flow model for PrimaryMarkets:

- 13% pre-tax discount rate;
- FY27 per projected revenue and FY28 to FY31 4% per annum projected revenue growth rate;
- FY27 per projected operating costs and overheads and FY28 to FY31 2.5% per annum increase in operating costs and overheads.

The discount rate of 13% pre-tax reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital, the risk-free rate and the volatility of the share price relative to market movements.

Management believes the projected 4% revenue growth rate is prudent and justified, based on the current increase in trading volumes and activity in the market.

There were no other key assumptions.

Based on the above, the recoverable amount of the PrimaryMarkets CGU exceeded its carrying amount.

MIntegrity

The recoverable amount of the consolidated entity's CGU for MIntegrity has been determined by a value-in-use calculation using a discounted cash flow model, based on a 1 year projection period approved by management and extrapolated for a further 4 years using a steady rate, together with a terminal value.

Key assumptions are those to which the recoverable amount of an asset or cash-generating units is most sensitive.

The following key assumptions were used in the discounted cash flow model for MIntegrity:

- 13% pre-tax discount rate;
- FY27 per projected revenue and FY28 to FY31 5% per annum projected revenue growth rate;
- FY27 per projected operating costs and overheads and FY28 to FY31 2.0% per annum increase in operating costs and overheads.

The discount rate of 13% pre-tax reflects management's estimate of the time value of money and the consolidated entity's weighted average cost of capital, the risk-free rate and the volatility of the share price relative to market movements.

Management believes the projected 5% revenue growth rate is prudent and justified, based on revenue growth in the last 2 years.

There were no other key assumptions.

Based on the above, the recoverable amount of the MIntegrity CGU exceeded its carrying amount.

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 16 Non-current assets – Deposits

	Consolidated	
	30 June 2026 $	30 June 2025 $
Security Deposit	162,536	162,566

Security deposits represent two security deposits for office spaces rented. On termination or cancellation of the rental contracts the deposits will be refunded.

Note 17 Current liabilities – trade and other payables

	Consolidated	
	30 June 2026 $	30 June 2025 $
Trade payables	351,590	536,373
Employment related payables	143,106	178,765
Accruals	343,130	205,311
Unearned revenue	332,694	167,627
Other payables	107,030	131,307
	1,277,550	1,219,383

Refer to note 28 for further information on financial instruments.

Note 18 Current liabilities – lease liabilities

	Consolidated	
	30 June 2026 $	30 June 2025 $
Lease liability	153,482	151,099

Refer to note 28 for further information on financial instruments.

The consolidated entity leases 2 offices under 2 year agreements with options to extend. The leases terminate 30 September 2027 and 30 April 2027.

Note 19 Current liabilities – employee benefits

	Consolidated	
	30 June 2026 $	30 June 2025 $
Annual leave	393,915	457,777
Long service leave	321,406	297,529
	715,321	755,306

Note 20 Current liabilities – financial liabilities

	Consolidated	
	30 June 2026 $	30 June 2025 $
Premium Funding	166,219	166,219
Accrued interest convertible notes	50,796	-
	196,187	166,219

Note 21 Non-current liabilities – convertible notes

The convertible notes were issued in two tranches, 60,000,000 notes on 20 March 2026 and 20,000,000 notes on 30 June 2026 at an issue price of $0.025 per note. The notes are convertible into ordinary shares of the parent entity at any time between the date of issue of the notes and their settlement date (20 March 2028). On issue, the notes were convertible at 1 share per note.

If the notes have not been converted, they will be redeemed on 20 March 2028 at par. Interest of 12% will be paid annually up until that settlement date.

The net proceeds received from the issue of the convertible notes have been split between the financial liability element and an equity component, representing the fair value of the embedded option to convert the financial liability into equity of the parent entity, as follows:

	Consolidated	
	30 June 2026 $	30 June 2025 $
Proceeds of issue of convertible notes	2,000,000	-
Transaction costs	(134,019)	-
Net proceeds from issue of convertible notes	**1,865,981**	**-**

	Consolidated	
	30 June 2026 $	30 June 2025 $
Equity component	124,256	-
Transaction costs relating to equity component	(8,303)	-
Amount classified as equity	**115,953**	**-**

	Consolidated	
	30 June 2026 $	30 June 2025 $
Liability component at date of issue (net of transaction costs)	1,750,028	-
Interest charged (using effective interest rate)	73,168	-
Carrying amount of liability component, split as follows:	**1,823,196**	**-**
Current portion	50,795	-
Non-current portion	1,772,401	-

The equity component of $115,953 has been credited to the convertible notes reserve (see note 25).

The interest expensed for the year is calculated by applying an effective interest rate of 18.8%.

Refer to note 28 for further information on financial instruments.

Note 22 Non-current liabilities – lease liabilities

	Consolidated	
	30 June 2026 $	30 June 2025 $
Lease liability	5,089	134,189

Refer to Note 28 for further information on financial instruments.

Note 23 Non-current liabilities – employee benefits

	Consolidated	
	30 June 2026 $	30 June 2025 $
Long service leave	80,758	63,639

Note 24 Equity – issued capital

	Consolidated			
	30 June 2026 Shares	30 June 2025 Shares	30 June 2026 $	30 June 2025 $
Ordinary shares - fully paid	603,268,205	571,393,644	31,997,679	31,334,171

Movements in ordinary share capital

Details	Date	Shares	Issue price	$
Balance	1 July 2025	571,393,644		31,334,171
Shares issued on exercise of Performance Rights	21 July 2025	184,375	$0.03	5,531
Shares issued in lieu of Director Fees	1 September 2025	1,837,760	$0.02	41,250
Shares issued on exercise of Performance Rights	1 September 2025	7,770,000	$0.01	49,500
Shares issued on exercise of Performance Rights	1 September 2025	9,500,000	$0.02	266,000
Shares issued on exercise of Performance Rights	1 December 2025	1,789,687	$0.03	53,691
Shares issued on exercise of Performance Rights	1 December 2025	920,001	$0.02	19,320
Shares issued on exercise of Performance Rights	8 December 2025	495,238	$0.02	10,400
Shares issued on exercise of Performance Rights	19 December 2025	1,649,673	$0.02	37,942
Shares issued on exercise of Performance Rights	31 December 2025	73,023	$0.02	1,680
Shares issued on exercise of Performance Rights	12 March 2026	6,155,297	$0.02	138,909
Shares issued on exercise of Performance Rights	8 April 2026	1,000,000	$0.03	28,000
Shares issued on exercise of Performance Rights	16 April 2026	499,507	$0.02	11,285
Balance	30 June 2026	603,268,205		31,997,679

Options

Details	Date	Options	$
Balance	1 July 2025	-	1,911,069
Options exercised during the year	-	-	-
Balance	30 June 2026	-	1,911,069

Performance Rights

Details	Date	Performance Rights	$
Balance	1 July 2025	72,300,253	1,440,018
Exercised during the year		(30,036,801)	(622,258)
Forfeited during the year		(3,171,429)	(27,275)
Lapsed during the year - with market conditions	22 August 2025	(17,000,000)	-
Performance Rights issued under employee incentive scheme	16 December 2025	15,348,582	373,173
Performance Rights issued to Key Management Personnel	24 December 2025	12,000,000	74,377
Performance Rights issued to Directors	24 December 2025	32,000,000	262,963
Lapsed during the year - with market conditions	31 December 2025	(11,500,000)	-
Lapsed during the year - with market conditions	31 January 2026	(6,000,000)	-
Lapsed during the year - with market conditions	14 May 2026	(270,755)	-
Balance	30 June 2026	63,669,850	1,500,998

Note 24 continued

Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on the winding up of the Company in proportion to the number of and amounts paid on the shares held. The fully paid ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

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

Share buy-back

There is no current on-market share buy-back.

Capital risk management

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

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

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

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

The consolidated entity is subject to certain financing arrangements covenants and meeting these is given priority in all capital risk management decisions. There have been no events of default on the financing arrangements during the financial year.

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

Note 25 Equity – reserves

	Consolidated	
	30 June 2026 $	30 June 2025 $
Share-based payments reserve	1,500,998	1,440,018
Options reserve	1,911,069	1,911,069
Fair value through OCI	(94,729)	(146,677)
Convertible note reserve	115,953	-
	3,433,291	3,204,410

Financial assets at fair value through other comprehensive income reserve

The reserve is used to recognise increments and decrements in the fair value of financial assets at fair value through other comprehensive income.

Share-based payments reserve

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

Options reserve

The reserve is used to recognise the value of equity benefits provided to employees and Directors as part of their remuneration as part of their compensation for services. It is also used to recognise the value of equity benefits issued to advisors.

Convertible note reserve

The reserve represents the equity component of convertible debt instruments.

Note 25 continued

Movements in reserves

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

Consolidated	Share-based payments reserve $	Options reserve $	Convertible note reserve $	Fair Value through OCI $	Total $
Balance at 1 July 2025	1,440,018	1,911,069	-	(146,677)	3,204,410
Share based payment expense	683,238		-	-	683,238
Performance rights exercised during the year	(622,258)		-	-	(622,258)
Equity component of convertible notes	-		115,953	-	115,953
Foreign currency translation	-		-	(7,683)	(7,683)
Fair value of investments	-		-	59,631	59,631
Balance at 30 June 2026	1,500,998	1,911,069	115,953	(94,729)	3,433,291

Note 26 Equity – accumulated losses

	Consolidated	
	30 June 2026 $	30 June 2025 $
Accumulated losses at the beginning of the financial year	(29,527,437)	(26,832,082)
Loss after income tax benefit for the year	(4,261,867)	(2,695,355)
Accumulated losses at the end of the financial year	(33,789,303)	(29,527,437)

Note 27 Equity – dividends

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

Note 28 Financial instruments

Financial risk management objectives

The Board of directors has overall responsibility for the establishment and oversight of the risk management framework. The Board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Group's risk profile. This includes assessing, monitoring and managing risks for the Group and setting appropriate risk limits and controls. The Group is not of a size nor are its affairs of such complexity to justify the establishment of a formal system for risk management and associated controls.

The carrying amounts presented in the statement of financial position relate to the following categories of financial assets and liabilities:

		Consolidated	
		30 June 2026 $	30 June 2025 $
Financial assets	Cash and cash equivalents	1,008,557	2,050,569
	Other receivables and other assets	354,760	395,762
	Financial assets	**1,363,317**	**2,446,331**
Financial liabilities	Trade and other payables	1,277,550	1,219,383
	Lease liabilities	158,571	285,288
	Other Financial liabilities	1,968,588	166,219
	Financial liabilities	**3,404,709**	**1,670,890**

Market risk

Foreign currency risk

The consolidated entity undertakes certain transactions denominated in foreign currency and is exposed to foreign currency risk through foreign exchange rate fluctuations.

Foreign exchange risk arises from future commercial transactions and recognised financial assets and financial liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using sensitivity analysis and cash flow forecasting.

The Group has no material exposure to foreign exchange risk.

Price risk

Price risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The consolidated entity is not exposed to any significant price risk.

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash held on term deposit. A sensitivity analysis was performed and the assessment determined that a movement in interest rates is not considered to be material to the Group's profit and loss.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the consolidated entity. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group does not have significant credit risk exposure to any single counterparty at the reporting date.

The credit risk on liquid cash funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The consolidated entity has adopted a lifetime expected loss allowance in estimating expected credit losses to trade receivables through the use of a provisions matrix using fixed rates of credit loss provisioning. These provisions are considered representative across all customers of the consolidated entity based on recent sales experience, historical collection rates and forward-looking information that is available. The consolidated entity has assessed the expected credit losses to trade receivables and concluded that no allowance is required.

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

Note 28 continued

Liquidity risk

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

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

Remaining contractual maturities

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

			Weighted average interest rate	1 year or less	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Remaining contractual maturities
Consolidated - 30 June 2026			%	$	$	$	$	$
Non-derivatives	Non-interest bearing	Trade payables	-	351,590	-	-	-	351,590
		Other payables	-	925,960	-	-	-	925,960
	Interest-bearing – variable	Lease liability	-	153,482	5,089	-	-	158,571
		Financial liabilities	-	385,391	2,240,000	-	-	2,625,391
	Total non-derivatives			1,816,421	2,245,089	-	-	4,061,510
Consolidated - 30 June 2025								
Non-derivatives	Non-interest bearing	Trade payables	-	536,373	-	-	-	536,373
		Other payables	-	683,010	-	-	-	683,010
	Interest-bearing – variable	Lease liability	-	151,099	134,189	-	-	285,288
		Financial liabilities	-	166,219	-	-	-	166,219
	Total non-derivatives			1,536,701	134,189	-	-	1,670,890

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

Fair value of financial instruments

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

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 29 Key management personnel disclosures

Directors

The following persons were Directors of Complii FinTech Solutions Ltd during the financial year:

Craig Mason	Executive Chairman
Alison Sarich	Managing Director
Gregory Gaunt	Non-Executive Director
Nick Prosser	Non-Executive Director

Other key management personnel

The following persons also had the authority and responsibility for planning, directing and controlling the major activities of the consolidated entity, directly or indirectly, during the financial year:

Ian Kessell	Chief Operating Officer (Resigned 15 May 2026)
James Green	Chairman – PrimaryMarkets (Resigned 16 February 2026)
Karla Mallon	Chief Finance Officer
Amanda Mark	Co-CEO - MIntegrity
Andrew Tait	Co-CEO - MIntegrity (Resigned 3 October 2025)

Compensation

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

	Consolidated	
	30 June 2026 $	30 June 2025 $
Short-term employee benefits	1,611,622	1,964,625
Post-employment benefits	146,548	188,127
Termination benefits	229,663	-
Other benefits	68,065	-
Share-based payments	382,349	535,890
	2,438,239	2,688,642

Note 30 Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Hall Chadwick WA Audit Pty Ltd, the auditor of the Company:

	Consolidated	
	30 June 2026 $	30 June 2025 $
Audit services - Hall Chadwick WA Audit Pty Ltd		
Audit or review of the financial statements	73,000	73,000

Note 31 Contingent liabilities

There are no contingent liabilities as at the date of signing this report.

Note 32 Related party transactions

Parent entity

Complii FinTech Solutions Ltd is the parent entity.

Key management personnel

Disclosures relating to key management personnel are set out in note 29 and the remuneration report included in the Directors' report.

Transactions with related parties

Mr Craig Mason is one of the ultimate controlling parties of CK Consulting Services.

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company have been eliminated on consolidation and are not disclosed in this note.

The following transactions occurred with related parties:

	Consolidated	
Purchases of goods and services:	30 June 2026 $	30 June 2025 $
CK Consulting Services for consulting services and Director fees	410,638	427,293

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 32 continued

Receivable from and payable to related parties

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

	Consolidated	
	30 June 2026	30 June 2025
Current (receivables)/payables	$	$
CK Consulting Services	-	(32,500)

Loans to/from related parties

There were no loans to or from related parties at the current and previous reporting date.

Terms and conditions

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

Convertible notes

15,000,000 notes issued on 30 June 2026 at an issue price of $0.025 per note to Craig Mason and 5,000,000 notes issued on 30 June 2026 to Alison Sarich. The notes are convertible into ordinary shares of the parent entity at any time between the date of issue of the notes and their settlement date (20 March 2028).

Note 33 Parent entity information

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

Statement of profit or loss and other comprehensive income

	Parent	
	30 June 2026	30 June 2025
	$	$
Profit/(loss) after income tax	(1,569,003)	2,801,247
Total comprehensive income/(loss)	(1,569,003)	2,801,247

Statement of financial position

	Parent	
	30 June 2026	30 June 2025
	$	$
Total current assets	133,515	636,482
Total assets	133,515	636,482
Total current liabilities	366,803	427,192
Total liabilities	369,205	429,306
Equity	(235,689)	207,176
Total equity	(235,689)	207,176

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

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

Contingent liabilities

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

Capital commitments - Property, plant and equipment

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

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 33 continued

Material accounting policy information

The accounting policies of the parent entity are consistent with those of the consolidated entity, as disclosed in note 1, except for the following:

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

Note 34 Events after the reporting period

On 21 August 2026, the Company entered into a $450,000 working capital loan facility, bearing interest at 1.38% per month and maturing on 30 November 2026.

No other matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations, or the consolidated entity's state of affairs in future financial years.

Note 35 Reconciliation of loss after income tax to net cash used in operating activities

		Consolidated	
		30 June 2026 $	30 June 2025 $
Loss after income tax benefit for the year		(4,261,867)	(2,695,355)
Adjustments for	Depreciation and amortisation	732,328	839,896
	Adjustment to contingent consideration	-	(75,000)
	Share-based payments	683,238	623,088
	Right of use assets	170,413	223,630
	Registry Direct sales proceeds net of costs	-	2,008,576
	Other non cash items	(49,504)	(335,907)
Change in operating assets and liabilities	(Increase) / decrease in trade and other receivables	41,001	(5,002,409)
	Decrease in prepayments	133,390	232,793
	Increase in trade and other payables	63,978	2,913,634
	Increase in employee benefits	(22,866)	97,803
	Increase in deferred income	165,066	(64,468)
Net cash used in operating activities		(2,344,822)	(1,233,719)

Notes to the consolidated financial statements

for the year ended 30 June 2026

Note 36 Earnings per share

Earnings per share for loss from continuing operations	Consolidated	
	30 June 2026 $	30 June 2025 $
Loss after income tax attributable to the owners of Complii FinTech Solutions Ltd	(4,261,867)	(2,592,347)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	592,401,221	571,393,644
Weighted average number of ordinary shares used in calculating diluted earnings per share	592,401,221	571,393,644
	Cents	Cents
Basic earnings per share	(0.72)	(0.45)
Diluted earnings per share	(0.72)	(0.45)

Earnings per share for loss from discontinued operations	Consolidated	
	30 June 2026 $	30 June 2025 $
Loss after income tax attributable to the owners of Complii FinTech Solutions Ltd	-	(103,008)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	592,401,221	571,393,644
Weighted average number of ordinary shares used in calculating diluted earnings per share	592,401,221	571,393,644
	Cents	Cents
Basic earnings per share	-	(0.02)
Diluted earnings per share	-	(0.02)

Earnings per share for loss	Consolidated	
	30 June 2026 $	30 June 2025 $
Loss after income tax attributable to the owners of Complii FinTech Solutions Ltd	(4,261,867)	(2,695,355)
	Number	Number
Weighted average number of ordinary shares used in calculating basic earnings per share	592,401,221	571,393,644
Weighted average number of ordinary shares used in calculating diluted earnings per share	592,401,221	571,393,644
	Cents	Cents
Basic earnings per share	(0.72)	(0.47)
Diluted earnings per share	(0.72)	(0.47)

As at 30 June 2026 the Group has nil unissued shares under options (2025: nil) and 63,669,850 Performance Rights on issue (2025: 72,300,253). The Group does not report diluted earnings per share on losses generated by the Group.

Note 37 Share-based payments

During the year ended 30 June 2026 Complii issued the following Performance Rights in December 2025:

- 15,348,582 Performance Rights (Class Employee Performance Rights) to employees.
- 2,250,000 Performance Rights (Class Y) to KMP.
- 2,250,000 Performance Rights (Class Z) to KMP.
- 2,250,000 Performance Rights (Class AA) to KMP.
- 2,250,000 Performance Rights (Class AB) to KMP.
- 750,000 Performance Rights (Class AC) to KMP.
- 750,000 Performance Rights (Class AD) to KMP.
- 750,000 Performance Rights (Class AE) to KMP.
- 750,000 Performance Rights (Class AF) to KMP.
- 8,000,000 Performance Rights (Class Y) to Directors.
- 8,000,000 Performance Rights (Class Z) to Directors.
- 8,000,000 Performance Rights (Class AA) to Directors.
- 8,000,000 Performance Rights (Class AB) to Directors.

All Performance Rights were issued with nil exercise price. The rights have been valued with reference to market price. Vesting occurs in equal instalments subject to non-market-based conditions being achieved.

Set out below are summaries of performance rights movements during the year ended:

Grant date	Expiry date	Exercise price	Balance at the start of the year	Granted	Exercised	Expired/ forfeited/ other	Balance at the end of the year
26/10/2022	25/10/2027	$0.00	24,500,000	-	-	(24,500,000)	-
19/04/2023	17/04/2028	$0.00	1,000,000	-	-	(1,000,000)	-
04/09/2023	03/09/2028	$0.00	3,000,000	-	-	(3,000,000)	-
28/11/2023	27/11/2028	$0.00	11,169,914	-	(4,669,914)	(6,000,000)	500,000
28/11/2023	01/12/2025	$0.00	5,074,148	-	(5,074,148)	-	-
14/10/2024	14/10/2026	$0.00	3,556,191	-	(2,848,572)	(171,429)	536,190
20/11/2024	19/11/2029	$0.00	24,000,000	-	(10,500,000)	(1,500,000)	12,000,000
10/12/2025	24/12/2030	$0.00	-	24,000,000	-	(1,500,000)	22,500,000
16/12/2025	16/12/2027	$0.00	-	15,348,582	(6,944,167)	(270,755)	8,133,660
17/12/2025	24/12/2030	$0.00	-	20,000,000	-	-	20,000,000
			72,300,253	59,348,582	(30,036,801)	(37,942,184)	63,669,850

The weighted average remaining contractual life of performance rights outstanding at the end of the financial year was 3.25 years (2025: 2.55 years).

A black scholes model was used to calculate the fair value of performance rights with a market-based condition. The classes with non-market based conditions were valued based on the share price at the date of issue and the probability of the vesting conditions being met.

Note 37 continued

The valuation model inputs used to determine the fair value at the grant date, are as follows

Class	Grant date	Expiry date	Share price at grant date $	Probability of vesting %	Risk-free interest rate %	Fair value at grant date
Class T	28/11/2023	27/11/2028	0.030	20%	-	0.030
Class W	20/11/2024	19/11/2029	0.028	100%	-	0.028
Class X	20/11/2024	19/11/2029	0.028	100%	-	0.028
Employee performance rights	14/10/2024	14/10/2026	0.021	100%	-	0.021
Employee performance rights	16/12/2025	17/12/2027	0.023	100%	-	0.023
Class Y	10/12/2025	24/12/2030	0.025	0%	-	0.025
Class Y	17/12/2025	24/12/2030	0.023	0%	-	0.023
Class Z	10/12/2025	24/12/2030	0.025	100%	-	0.025
Class Z	17/12/2025	24/12/2030	0.023	100%	-	0.023
Class AA	10/12/2025	24/12/2030	0.025	0%	-	0.025
Class AA	17/12/2025	24/12/2030	0.023	0%	-	0.023
Class AB	10/12/2025	24/12/2030	0.025	100%	-	0.025
Class AB	17/12/2025	24/12/2030	0.023	100%	-	0.023
Class AC	10/12/2025	24/12/2030	0.025	0%	-	0.025
Class AD	10/12/2025	24/12/2030	0.025	0%	-	0.025
Class AE	10/12/2025	24/12/2030	0.025	100%	-	0.025
Class AF	10/12/2025	24/12/2030	0.025	100%	-	0.025

Note 37 continued

Performance Rights Vesting Conditions

The vesting conditions for the Performance Rights are:

Class T	The Group recording increase in revenue in the financial year ended 30 June 2025 of 115% of the revenue for the financial year ended 30 June 2024, as independently verified by the Company's auditors.
Employee performance rights	The performance rights will vest subject to 1 year of continuous employment by the holder commencing upon the date of issuance of the performance rights.
Class W	The Group recording revenue of $7,000,000 or more in any of the financial years ended 30 June 2025 or 30 June 2026 or 30 June 2027, as independently verified by the Company's auditors.
Class X	The Group recording positive EBITDA in any of the financial years ended 30 June 2025, or 30 June 2026 or 30 June 2027, as independently verified by the Company's auditors.
Class Y	The Group recording increase in revenue in the financial year ended 30 June 2026 of 115% of the revenue for the financial year ended 30 June 2025.
Class Z	The Group recording increase in revenue in the financial year ending 30 June 2027 of 115% of the revenue for the financial year ended 30 June 2026.
Class AA	The Group recording increase in ARR in the financial year ended 30 June 2026 of 120% of the ARR for the financial year ended 30 June 2025.
Class AB	The Group recording increase in ARR in the financial year ending 30 June 2027 of 120% of the ARR for the financial year ended 30 June 2026.
Class AC	MIntegrity revenue for the year ended 30 June 2026 of $1,200,000.
Class AD	MIntegrity EBIT for the year ended 30 June 2026 of $120,000.
Class AE	MIntegrity revenue for the year ending 30 June 2027 of $1,350,000.
Class AF	MIntegrity EBIT for the year ending 30 June 2027 of $180,000.

Consolidated entity disclosure statement

30 June 2026

Name	Entity type	Principal place of business / country of incorporation	Australian resident of foreign tax resident (for tax purposes)	Foreign tax jurisdiction(s) of foreign residents	Ownership interest 30 June 2026 %	Ownership interest 30 June 2025 %
Complii Pty Ltd	Body Corporate	Australia	Australian	n/a	100%	100%
Intiger Asset Management Limited	Body Corporate	Australia	Australian	n/a	100%	100%
Shroogle Pty Ltd	Body Corporate	Australia	Australian	n/a	100%	100%
ThinkCaddie Pty Ltd	Body Corporate	Australia	Australian	n/a	100%	100%
SCS Credit Services Pty Ltd	Body Corporate	Australia	Australian	n/a	100%	100%
PrimaryMarkets Ltd	Body Corporate	Australia	Australian	n/a	100%	100%
PrimaryLedger Pty Ltd	Body Corporate	Australia	Australian	n/a	100%	100%
Adviser Solutions Group Pty Ltd	Body Corporate	Australia	Australian	n/a	100%	100%
Lion2 Business Process, Inc	Body Corporate	Philippines	Foreign	Philippines	100%	100%
MIntegrity Pty Ltd	Body Corporate	Australia	Australian	n/a	100%	100%

Directors' declaration

In the Directors' opinion:

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

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

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

On behalf of the Directors

Mr Craig Mason
Executive Chairman

25 August 2026

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF COMPLII FINTECH SOLUTIONS LIMITED

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Complii FinTech Solutions 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 $4,261,867 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.

Key Audit Matters

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters which 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
Impairment Assessment	
As disclosed in Note 15 to the financial statements, the Consolidated Entity had $3,547,779 of intangible assets from continuing operations. The impairment assessment of the Consolidated Entity's intangible assets is a Key Audit Matter due to: • The significance of the balance to the Consolidated Entity's financial position; and The presence of impairment indicators and judgement required in assessing the value in use of the cash generating units ("CGU's") to which the intangible assets relate.	Our procedures included the following: • Assessed the Consolidated Entity's determination of CGU's; • Assessed management's value in use calculations including analysis of key assumptions and inputs such as discount rates and assessing the reasonableness of the forecasts prepared; and • Assessment of the appropriateness of the disclosures included in Note 15 to the financial report.
Revenue Recognition	
During the year ended 30 June 2026, the Consolidated Entity generated revenue of $6,424,097 (2025: $8,134,809). Revenue recognition is considered a key audit matter due to its financial significance.	Our procedures amongst others included: • reviewing the Consolidated Entity's revenue accounting policy and their contracts with customers and assessing compliance with *AASB 15 Revenue from Contracts with Customers*; • Performing audit procedures on a sample basis by verifying revenue to relevant supporting documentation including verification of contractual terms of the relevant transaction, verification of receipts and ensuring the revenue was recognised at the appropriate time and classified correctly;

Key Audit Matter	How our audit addressed the Key Audit Matter
	• Performing cut off procedures to assess whether revenue is recorded in the correct period; and • Assessment of the appropriateness of the disclosures included in Note 4 to the financial report.
Convertible notes	
As disclosed in Note 21 to the financial statements, during the year the Group issued 80,000,000 convertible notes at an issue price of $0.025 per note raising gross proceeds of $2,000,000. The notes carry interest of 12% per annum and are convertible into ordinary shares of the parent entity at any time up to the settlement date of 20 March 2028. The Group has accounted for the notes as a compound financial instrument. We considered this a key audit matter because the accounting for the notes involves significant judgement in determining the classification of the components between financial liability and equity, in estimating the prevailing market interest rate for a similar non-convertible instrument used to measure the liability component, and in allocating transaction costs between the two components. In addition, notes were issued to Directors of the Company, giving rise to related party disclosure requirements.	Our procedures included the following: • Assessment of the appropriateness of the disclosures included in Note 21 to the financial report. • Obtained and reviewed the convertible note deed to obtain an understanding of the key terms and conditions of the instrument; • Evaluated whether the conversion feature satisfies the fixed-for-fixed criterion for equity classification in accordance with AASB 132 Financial Instruments; • Agreed the gross proceeds of $2,000,000 to bank statements and traced transaction costs of $134,019 to supporting documentation; • Assessed the reasonableness of the market interest rate applied to a similar instrument without a conversion option in measuring the liability component at initial recognition; • Recalculated the split of the net proceeds between the liability and equity components, the allocation of transaction costs between those components, and the effective interest rate of 18.8%; • Recalculated the interest expense recognised for the year and the carrying amount of the liability component at 30 June 2026, including the split between current and non-current;

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Key Audit Matter	How our audit addressed the Key Audit Matter
	• Confirmed the notes issued to Directors and assessed the completeness of the related party disclosures; and • Assessed the adequacy of the disclosures included in Notes 21, and 25 to the financial statements.

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.

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 scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Consolidated Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Consolidated Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the 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

Mark Delaurentis

MARK DELAURENTIS CA
Director

Dated this 25th day of August 2026
Perth, Western Australia

Shareholder information

The following additional information is required under the ASX Listing Rules and is current as of 31 July 2026.

Capital structure

Security	Number
Fully paid ordinary shares	610,128,142
Performance rights	56,809,913
Convertible notes	80,000,000
	746,938,055

Top Holders

The 20 largest holders of fully paid ordinary shares were:

Rank	Holder Name	Number	%
1	CITICORP NOMINEES PTY LIMITED	82,962,667	13.6%
2	KYLIE MASON	52,950,000	8.7%
3	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	33,398,058	5.5%
4	WARREN EMERY	32,209,671	5.3%
5	EST TONY CUNNINGHAM	27,728,708	4.5%
6	ALISON SARICH	23,038,432	3.8%
7	JASON PETERSON	20,109,712	3.3%
8	JAMES GREEN	16,128,210	2.6%
9	NCMAO INVESTMENTS PTY LTD <NCMAO INVESTMENTS TRUST>	15,484,274	2.5%
10	PRAEMIUM LTD	11,956,568	2.0%
11	BOMAT HOLDINGS PTY LTD <MILARM FAMILY A/C>	11,764,807	1.9%
12	FB CORP LIMITED <FBCORPLTDATFWESTBOURNEA A/C>	11,167,678	1.8%
13	NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	10,391,459	1.7%
14	T8 ADVISORY PTY LTD <T8 ADVISORY>	6,500,000	1.1%
15	AMANDA JANE MARK	6,500,000	1.1%
16	MRS JAY FRANCES KELL LAKE	5,000,000	0.8%
17	KEDO (AUST) PTY LTD	5,000,000	0.8%
18	Mr IAN STEUART ROE	4,976,377	0.8%
19	PETER GRAY	4,350,000	0.7%
20	MR MICHAEL STANLEY CARTER <THE CARTER FAMILY A/C>	4,324,673	0.7%
Total		385,941,294	63.2%

Shareholder information

Distribution Schedule

Fully paid ordinary shares

Range	Holders	Units	%
1 – 1,000	38	6,462	0.00%
1,001 – 5,000	17	43,678	0.01%
5,001 – 10,000	13	97,651	0.02%
10,001 – 100,000	253	12,005,553	1.97%
100,001 – and over	325	597,974,798	98.00%
	646	610,128,142	100.00%

Substantial Shareholders

The names of substantial shareholders and the number of shares to which each substantial shareholder and their associates have a relevant interest, as disclosed in substantial shareholding notices given to the Company, are set out below:

Holder Name	Number of Shares
Mason Stevens Pty Limited	81,572,611
Kylie Mason	52,950,000
Warren Emery	31,709,671

Unmarketable Parcels

There were 81 shareholders holding less than a marketable parcel of shares (being 19,231 shares), comprising a total of 331,685 shares.

Voting rights

The voting rights attached to each class of equity security are as follows:

- **Ordinary shares**: each ordinary share is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.
- **Performance rights:** performance rights do not entitle the holders to vote in respect of that equity instrument, nor participate in dividends, when declared, until such time as the performance rights are vested and converted and subsequently registered as ordinary shares.

On-Market Buy Back

There is no current on-market buy-back.

Unquoted Securities

Unquoted securities on issue were:

Class	Expiry Date	Number	Number of Holders
Class X Performance Rights	20/11/2029	10,500,000	4
Class T Performance Rights	27/11/2028	500,000	1
Class W Performance Rights	20/11/2029	1,500,000	1
FY25 Class A Employee Performance Rights	17/12/2027	471,984	2
FY25 Class B Employee Performance Rights	17/12/2027	342,354	3
FY25 Class C Employee Performance Rights	17/12/2027	995,575	5
Class Y Performance Rights	24/12/2030	10,250,000	5
Class Z Performance Rights	24/12/2030	9,500,000	4
Class AA Performance Rights	24/12/2030	10,250,000	5
Class AB Performance Rights	24/12/2030	9,500,000	4
Class AC Performance Rights	24/12/2030	750,000	1
Class AD Performance Rights	24/12/2030	750,000	1
Class AE Performance Rights	24/12/2030	750,000	1
Class AF Performance Rights	24/12/2030	750,000	1
Convertible notes	20/03/2028	80,000,000	21

The holders of the Class X to Z and AA to AF Performance Rights are disclosed in the Remuneration Report contained in the Directors' Report. The Performance Rights are subject to vesting conditions and were issued under the Complii Performance Rights Plan.

Complii
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ASG