ASX RELEASE
31 AUGUST 2026

Preliminary Financial Results – FY2026

InFocus Group Holdings Limited (ASX: **IFG**) (the **Company** or **InFocus**), a data analytics and software solutions company, provides its Preliminary Financial Results for FY2026 on an unaudited basis.

The Company also provides the following results for announcement to the market:

The Current Reporting Period is the twelve months ended 30 June 2026. The Prior Corresponding Period is the twelve months ended 30 June 2025.

The following table shows the change in results of the Current Reporting Period compared to the Prior Corresponding Period.

	Change	Change %	AUD
Revenue from ordinary activities	Increased	17.66	6,259,211
Net loss from ordinary activities after tax attributable to members	Increased	100.64	7,741,245

The Company provides a detailed explanation as to the above results in the Preliminary Final Report attached to this announcement.

The Net Tangible Assets per Share of the Company in the Current Reporting Period and the Prior Corresponding Period is below:

	FY2026	FY2025
Net Tangible Assets Per Share	(0.101)	(0.003)

The following table shows the detail of entities over which control has been lost.

Name of entity	Prodigy9., Co Ltd
Date control lost	1 June 2026
Country of incorporation	Thailand
Percentage of shares held immediately prior to loss of control	100%
Percentage of shares held after loss of control	Nil

Contribution to Group loss from the date of the last report to the date control was lost	$159,236
Consideration received/receivable	$1
Loss on loss of control (consolidated)	$495,842

Note 17 — Loss of Control of Subsidiary

(a) Background

On 1 June 2026, IFG ("the Group") lost control of Prodigy9 Co., Ltd ("the Subsidiary") following the sale of the Prodigy9 Co., Ltd to Chakrit Wichian. As a result, the Subsidiary ceased to be a subsidiary of the Group and was deconsolidated with effect from that date. The results of the Subsidiary have been presented as a discontinued operation in accordance with AASB 5 Non-current Assets Held for Sale and Discontinued Operations.

The Preliminary Final Report is based on accounts which are in the process of being audited.

The Company has not and does not propose to pay dividends at this time.

All other information required to be included in an Appendix 4E is set out in the following Preliminary Financial Results document enclosed.

ENDS

This announcement has been approved by the Board of InFocus Group Holdings Limited.

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INFOCUS GROUP HOLDINGS

ACN 096 870 978

PRELIMINARY FINANCIAL REPORT
FOR THE YEAR ENDED
30 JUNE 2026

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DIRECTORS’ REPORT

PRINCIPAL ACTIVITIES

The principal activities of the InFocus Group Limited and its controlled entities (the Group) are:

- Providing digital solutions services, software development, platform development, team augmentation and external support; and
- A data analytics and business intelligence business which provides services to enterprise clients, as well as operating the Frugl grocery price comparison app, build on the data analytic technologies owned by the Company.

REVIEW OF OPERATIONS

COMPANY OVERVIEW

FY26 was a period of significant operational change for InFocus Group Holdings Limited and its controlled entities (**InFocus**, the **Company** or the **Group**), as the Group continued its transition from a predominantly enterprise software and data services business to a broader technology group that combines established software engineering capabilities with proprietary technology and scalable digital products.

During the year, InFocus pursued two complementary areas of activity. The Group’s established enterprise technology operations continued to provide software development, engineering, data analytics and technology consulting services, principally through its operations in Southeast Asia. In parallel, the Group invested in the development of proprietary technology through InFocus Gaming Technologies (IFG iGaming) and InFocus Digital Ventures (IFGDV).

This investment resulted in the completion and subsequent technical preview launch of Codexa, a proprietary sweepstakes casino technology platform developed by InFocus. Codexa represented an important evolution in the Group’s strategy: applying technology, engineering and development capabilities historically deployed for third-party customers to technology and intellectual property capable of being owned and commercialised by InFocus.

The year also included continued investment in the Group’s enterprise operations, new customer engagements across healthcare, logistics and government infrastructure, and the establishment of additional financing arrangements to support the Group’s activities.

These investments were made against a challenging financial backdrop. Group revenue for FY26 was approximately $4.3 million, while the Group incurred an operating loss of approximately $7.7 million. The result reflects, among other matters, substantial expenditure on research and development, product development, employee costs and the broader operating cost base maintained during the year.

As the year progressed, the Board and management increasingly focused on reducing this cost base and concentrating the Group’s resources on activities considered capable of generating the greatest shareholder value. This culminated in an operational restructuring announced in June 2026, including the consolidation of the Group’s Thai enterprise operations and a material reduction in ongoing operating costs. Further operational restructuring is being considered to radically reduce the Company’s operating cost base whilst maintaining core capabilities in software services and the foundations for the Company’s strategic proprietary ventures.

The Group enters FY27 with a materially different operating structure and a strategic focus on commercialising the technology developed during FY26, maintaining a more disciplined cost base and selectively pursuing enterprise technology opportunities.

A significant driving factor in this operating structure shift was the rapid pace of acceleration in the capabilities of artificial intelligence during the year. InFocus was an early adopter and service provider across artificial intelligence and machine learning, but during FY26 the Group has been able to not only offer services utilising these technologies but also apply them within our own business to generate material efficiencies. The Group sees this as a trend across many software businesses globally where smaller and more senior teams are able to do the work of what would have been larger junior teams with senior oversight.

OUR BUSINESS

InFocus is a technology company with capabilities spanning software engineering, data analytics, artificial intelligence, business intelligence, cybersecurity and digital platform development.

During FY26, the Group's activities increasingly developed around two complementary capabilities:

> **Enterprise technology services**: using the Group's software engineering and technical capabilities to deliver technology solutions and specialist resources to enterprise customers; and
>
> **Proprietary technology and digital ventures**: applying those same capabilities to technology and intellectual property owned or controlled by InFocus, with the objective of creating products capable of generating scalable and recurring revenues or being monetised through strategic transactions.

The Group's enterprise operations during the year included Onify, Prodigy9 and InFocus Analytics, together with the Frugl consumer application. During FY26, InFocus also operated the strategic business units IFG iGaming and IFGDV. The establishment of IFG iGaming followed the Group's experience developing technology for third-party participants in the online gaming sector and reflected management's assessment that its existing capabilities could be applied to proprietary technology.

Following the operational restructure announced in June 2026, the Group has simplified this structure and is increasingly concentrating resources on the areas where management believes its technology and intellectual property can generate the greatest return on capital.

ENTERPRISE TECHNOLOGY OPERATIONS

Building a more scalable enterprise services business

During FY26, InFocus continued to develop its software engineering and enterprise technology operations in Southeast Asia.

An important focus during the first half was moving the Group's enterprise engagements towards longer-duration Master Services Agreements rather than relying predominantly on discrete project work. Management considered this structure capable of improving customer retention, revenue visibility and the utilisation of the Group's engineering workforce.

The Group also invested in dedicated business development capability in Thailand, reducing reliance on executive-led business development.

Early results included new engagements in the healthcare and logistics sectors. At the time these agreements were announced, their potential combined revenue opportunity was estimated at up to $1.7 million over approximately two years, subject to the scope and scaling of those engagements.

The Company continued to identify healthcare, logistics, financial services and other industries undergoing significant digital transformation as attractive markets for its enterprise technology capabilities.

Thai Government infrastructure project

During the second half, Prodigy9 was engaged by International Research Corporation Public Company Limited (IRCP), a Stock Exchange of Thailand-listed technology services provider, to provide engineering and technical resources supporting the modernisation of technology infrastructure associated with Thailand's social security system.

The initial six-month scope had contracted revenue of approximately THB8.16 million / A$0.36 million, with the first payment received during March 2026.

The engagement demonstrated the technical capabilities developed within the Group's Thai operations and the enterprise services business's ability to participate in complex infrastructure projects.

Evolution of the Group's IGaming Strategy

One of the most significant developments during FY26 was the evolution of InFocus's activities in gaming technology.

InFocus initially entered the sector by providing software development services to third-party customers. This included development of the VigoBet platform for GBO Assets, which commenced in November 2024. During FY26, the Group identified an opportunity to apply the technology, engineering and sector knowledge developed through those engagements to proprietary technology.

In September 2025, the Company established InFocus Gaming Technologies as a dedicated business unit. As part of arrangements with GBO Assets, InFocus obtained a perpetual non-exclusive licence over relevant technology developed by InFocus under the existing GBO engagement, providing a base from which the Group could accelerate development of its own technology.

Codexa

From internal development to a market-ready platform

During FY26, InFocus completed development of Codexa, a proprietary sweepstakes casino technology platform.

Codexa was developed in-house using capabilities across software engineering, data analytics, artificial intelligence, digital assets, and platform development. Development of the initial full-featured platform was completed in March 2026 before its global technical preview was launched in April 2026.

The platform was designed from inception as scalable infrastructure capable of being white labelled by third-party operators. Its architecture incorporated a proprietary random number generation engine, blockchain-verifiable functionality, AI-enabled player personalisation and cloud-native infrastructure designed for high levels of concurrent usage.

The technical preview subsequently provided prospective customers and strategic counterparties with the ability to evaluate Codexa in a live environment. The preview was deliberately structured as a commercialisation tool rather than the Company's principal long-term operating model.

Commercialisation model

InFocus has developed Codexa principally to pursue a business-to-business technology model.

The Group's principal commercialisation pathway is white-label licensing and managed services, under which third-party operators can deploy Codexa while InFocus provides the underlying technology, infrastructure, deployment and ongoing technical services.

This model is intended to create a combination of:

- monthly platform licensing fees;
- participation in operator revenues; and
- managed technology, infrastructure and maintenance fees.

The Company has also retained flexibility to consider strategic transactions involving Codexa or IFG iGaming where the Board considers such a transaction capable of delivering superior value to shareholders.

Continued product development

Development of Codexa did not cease with completion of the initial platform.

Following feedback obtained through the initial preview and commercialisation activities, IFG iGaming continued to develop the platform, including substantial enhancements to both the player-facing interface and operator-facing technology.

The subsequent platform upgrade included a redesigned mobile-first user experience, social functionality, enhanced loyalty features and additional AI-enabled functionality.

Importantly, InFocus also developed a proprietary compliance back-office incorporating anti-fraud, Anti-Money Laundering and Know Your Customer processes, including transaction monitoring, identity verification and sanctions screening.

Management considers this technology strategically important because it is intended to reduce the personnel and operational complexity required by prospective operators and therefore improve the economics of deploying Codexa.

The Company is also evaluating applications for elements of this technology outside iGaming, particularly in payments and other industries where automated identity, transaction and compliance processes are important. Certain elements of the technology developed within Codexa are also being considered for patent protection.

InFocus Digital Ventures

During FY26, InFocus also established InFocus Digital Ventures as a strategic business unit focused on opportunities involving digital assets, artificial intelligence and related emerging technologies.

The establishment of IFGDV was supported by a financing arrangement under which Mythos Venture Partners committed a financing facility of up to [A$10 million]. An initial A$2.5 million was received and initially allocated to interests in the Monochrome Bitcoin ETF pending deployment towards IFGDV activities.

The strategic rationale for IFGDV was to combine InFocus's software development and data capabilities with emerging technology opportunities where the Group could develop proprietary products, participate in technology ventures or support other Group businesses.

As the Group moves into FY27, investment in new initiatives will be subject to increased capital discipline and assessment against the Group's broader commercialisation priorities.

Research and Development

Investment in research and development was a defining feature of FY26.

The Group incurred approximately $3.03 million in research and development costs, materials and consultants during the period and recognised an R&D tax rebate of approximately $1.57 million.

This investment supported development activities across the Group, including proprietary software, platform infrastructure, artificial intelligence, data analytics and iGaming technologies.

At 30 June 2026, the Group recognised approximately $2.23 million of intangible assets.

The Board considers the Group's software development capability to be a core strategic asset. The focus going forward is increasingly on ensuring that development expenditure supports technology with identifiable commercial applications, proprietary intellectual property and opportunities for recurring or scalable revenues. Critically, all research and development expenditure remains discretionary, and the Company retains the ability to shut down these projects to extend runway and reduce operational burn if required.

Capital Management and Funding

In July 2025, InFocus extended its convertible note financing facility with Obsidian Global GP LLC by up to A$0.45 million, with funds directed towards expansion of the Company's activities and capabilities.

The facility was subsequently expanded by a further A$1.0 million, subject to shareholder approval, to provide additional working capital for the Company's Thailand software operations and iGaming initiatives.

At 30 June 2026, the Group recorded approximately $1.53 million in borrowings and approximately $5.64 million in convertible notes.

The Group ended the year with cash and cash equivalents of approximately $0.23 million and net liabilities of approximately $3.58 million.

Management remains focused on capital management, commercialisation of the Group's technology assets and increasing revenue generation from both enterprise services and proprietary platforms.

FY27 Strategic Priorities

Following the substantial technology development and operational repositioning undertaken in FY26, management's focus for FY27 is increasingly directed towards commercialisation, revenue generation and capital efficiency.

The Group's priorities include:

> **Commercialise Codexa**. Progress white-label licensing and managed services opportunities and demonstrate the platform's commercial capability through limited operations where appropriate.
>
> **Scale enterprise services selectively**. Build upon the Group's established capabilities in Thailand and Southeast Asia, particularly across government infrastructure, healthcare, logistics and other sectors undergoing digital transformation however under a different operational structure that better reflects the current operating environment.
>
> **Convert technology investment into commercial returns**. Maintain disciplined R&D investment focused on products and technologies with identifiable commercial pathways and opportunities to create proprietary intellectual property.
>
> **Develop strategic technology assets**. Continue assessing opportunities within iGaming, artificial intelligence, digital assets and compliance technology where the Group's existing capabilities provide a competitive advantage.

Strengthen the financial position. Improve operating cash generation, manage the Group's funding requirements and capital structure, and allocate capital towards opportunities offering the strongest potential return.

MATERIAL BUSINESS RISKS AND IMPACT ON STRATEGY AND PROSPECTS

The Board is responsible for ensuring that risks and opportunities are identified on a timely basis and that the Group's activities are appropriately aligned with the risks and opportunities identified by the Board.

The Group's strategy and prospects are subject to a range of financial, operational, technological, regulatory and commercial risks. The Board and management seek to identify and manage these risks having regard to the Group's size, financial position, operating structure and strategic priorities.

The following risks are considered among those most likely to materially affect the Group's operations, financial position, strategy or prospects. The identification of these risks is not intended to be exhaustive, and the nature and significance of risks faced by the Group may change over time.

Funding, liquidity and capital management

The Group incurred a net loss after tax of approximately $7.74 million during FY26 and at 30 June 2026 had cash and cash equivalents of approximately $0.23 million and net liabilities of approximately $3.58 million. The Group has utilised external financing, including borrowings and convertible notes, to supplement cash generated from operations and fund its technology development and other activities.

The Group's ability to execute its strategy is dependent on maintaining sufficient liquidity through a combination of receipts from existing operations, management of expenditure, commercialisation of its technology assets and, where required, access to external capital. Additional funding may not be available when required or may only be available on terms involving increased financing costs, security over Group assets or dilution to existing shareholders.

This risk directly informs the Group's FY27 focus on capital efficiency. Following the operational restructuring undertaken during FY26, management is seeking to materially reduce the Group's ongoing operating cost base while retaining the capabilities required to pursue its enterprise services and proprietary technology strategies. Research and development expenditure is substantially discretionary and can be reduced, deferred or discontinued where the Board considers that preserving capital should take priority over continued investment.

Competition risk

The markets in which the Group operates are competitive and subject to rapid technological change. InFocus competes with established technology companies, specialist software developers and emerging technology businesses, some of which have substantially greater financial, technical, marketing and other resources than the Group.

The increasing availability and capability of artificial intelligence may also reduce barriers to software development, enable competitors to develop products more rapidly and reduce the cost at which certain software development services can be provided.

The Group's ability to execute its strategy depends on maintaining technology and service offerings that are commercially competitive and differentiated from alternatives available to customers. The Group is seeking to respond to these developments by reducing its operating cost base, increasing its own use of AI-enabled development tools, concentrating enterprise services on higher-value technical work and prioritising proprietary technology where management considers the Group has identifiable competitive advantages.

Sovereign and international operations risk

The Group conducts operations and provides services across multiple jurisdictions, including through its activities in Southeast Asia and its pursuit of commercial opportunities in the United States and other international markets.

International operations expose the Group to risks arising from differences and changes in laws and regulations, taxation, foreign investment requirements, currency movements, political and economic conditions, employment practices and the enforceability of contractual rights. Changes in government policy or regulatory requirements in a jurisdiction in which the Group operates or seeks to operate may increase costs, restrict activities or adversely affect the Group's financial performance and prospects.

The Group seeks to manage these risks through its operating structure, local personnel and advisers and by assessing jurisdictional requirements when pursuing material opportunities. However, these measures cannot eliminate the risks associated with conducting business internationally.

Commercialisation and execution risk

The Group invested substantially in technology and product development during FY26, including Codexa and associated technologies. While these activities have resulted in proprietary technology capable of commercialisation, there is no assurance that Codexa or other technologies developed by the Group will achieve sufficient customer adoption, generate anticipated revenues or ultimately produce returns commensurate with the amounts invested.

Commercialisation of Codexa depends on a range of factors, including securing white-label customers, successful deployment and operation of the platform, competitive positioning, customer demand, access to third-party content and services and the Group's ability to provide ongoing technical support.

This risk is reflected in the Group's decision to maintain flexibility in the manner in which Codexa is commercialised. While white-label licensing and managed services remain the principal commercialisation pathway, the Group may also consider strategic transactions involving Codexa or IFG iGaming where the Board considers that this provides a superior risk-adjusted return to shareholders. Future development expenditure will increasingly be assessed against identifiable commercial pathways and expected returns on capital.

Regulatory risk associated with iGaming

The regulatory environment applying to sweepstakes gaming and related online products is complex, differs between jurisdictions and continues to evolve. Changes in legislation, regulation, regulatory interpretation or enforcement practices may affect the jurisdictions in which Codexa can be deployed or the way operators using the platform may conduct their businesses.

The commercial viability of Codexa may also be affected by requirements imposed by payment providers, card networks, financial institutions, game providers and other third parties, irrespective of whether particular operations are otherwise permitted by law. Regulatory developments could reduce the addressable market for Codexa, increase compliance costs, delay commercialisation or reduce demand from prospective operators.

The Group seeks to manage this exposure through a predominantly business-to-business technology model under which third-party operators are responsible for operating their businesses in accordance with applicable laws. The Group also continues to invest in compliance technology, including the anti-fraud, AML and KYC functionality developed within Codexa. However, these measures cannot eliminate the commercial consequences of regulatory change.

Revenue, customer and receivables risk

The Group's enterprise technology operations remain dependent on securing, retaining and successfully delivering customer engagements. The timing and value of revenue generated under Master Services Agreements and other engagements may vary according to customer requirements, project scope, availability of engineering resources and the rate at which customers elect to scale their engagements.

At 30 June 2026, the Group recorded trade and other receivables of approximately $3.05 million. Delays in customer payments, disputes regarding project delivery or milestones, changes in customer financial circumstances or customer default may adversely affect the Group's cash flow and financial position.

The Group's strategy of selectively pursuing longer-duration enterprise engagements is intended to improve revenue visibility and customer retention. The operational restructuring being implemented for FY27 is also intended to provide greater flexibility in matching the Group's cost base and technical resources to contracted customer demand rather than maintaining capacity in anticipation of future work.

Technology development and technological change

The markets in which InFocus operates are characterised by rapid technological change. This has accelerated significantly with developments in artificial intelligence and automation during FY26.

These developments present opportunities for the Group but also create risks. Technology developed by InFocus may become less competitive as alternative technologies emerge, development timelines may change and customers may increasingly undertake functions internally that have historically been outsourced to software development businesses.

The Group has already experienced changes in the way software development work can be delivered as AI-enabled development tools allow smaller and more experienced teams to undertake work that previously required larger development teams. This has been an important consideration in the restructuring of the Group's enterprise operations.

The Group intends to respond by maintaining a smaller and more flexible operating structure, increasing the use of AI and automation internally and concentrating development resources on higher-value technical work and proprietary technologies. There is nevertheless no assurance that the Group will successfully anticipate or respond to the pace of technological change.

Intellectual property and cybersecurity risk

Technology and intellectual property are increasingly important to the Group's strategy. The commercial value of Codexa and other proprietary technologies depends in part on the Group's ability to maintain, protect and continue developing its intellectual property.

There is a risk that the Group may be unable to adequately protect proprietary technology, that third parties may challenge the Group's intellectual property rights or that the Group may inadvertently infringe third-party rights. Certain technologies developed within Codexa are being assessed for patent protection; however, obtaining patent or other intellectual property protection does not guarantee that the relevant technology will be commercially successful or prevent competing technologies from being developed.

The Group and its customers are also exposed to cybersecurity, privacy, data loss and system availability risks. A material cybersecurity incident, platform failure or loss of sensitive information could disrupt operations, result in financial or reputational damage and adversely affect customer confidence in the Group's technology.

These risks are particularly relevant to the Group's strategy of increasing the proportion of its business derived from proprietary platforms, where InFocus may have greater ongoing responsibility for the reliability, security and maintenance of the underlying technology than under conventional project-based development engagements.

Reliance on third parties

The Group's products and services utilise or interact with technology, infrastructure and services provided by third parties. In the case of Codexa, these may include cloud infrastructure, game content providers, payment providers, identity and verification services and other technology partners.

The loss of a material third-party relationship, changes to commercial terms, service interruptions or a third party declining to support a particular products, industries or jurisdictions could affect the Group's ability to provide its products or services or increase the cost of doing so.

The Group seeks where commercially appropriate to maintain flexibility between suppliers and has developed certain important technology internally, including elements of Codexa's compliance infrastructure. However, complete independence from third-party infrastructure and services is neither practical nor commercially desirable.

People and operating capability

InFocus operates in specialised areas of software engineering, artificial intelligence, data analytics and digital platform development. Its ability to deliver customer engagements and continue developing proprietary technology depends on retaining and attracting personnel with appropriate technical and commercial expertise.

The Group's restructuring and increasing use of AI-enabled development tools are intended to allow InFocus to operate with a smaller, more senior and more productive technical workforce. While this has the potential to materially reduce operating costs, a leaner organisational structure can also increase reliance on individual employees and key personnel.

The Group seeks to maintain sufficient technical capability and organisational knowledge to support its core enterprise operations and proprietary technology while aligning headcount and other expenditure more closely with commercial requirements.

Strategic investment and emerging technology risk

IFGDV and the Group's other strategic initiatives may involve technologies, markets and assets that are at an earlier stage of commercial development and may exhibit greater financial, regulatory and technological volatility than the Group's traditional enterprise technology operations.

Digital assets in particular may experience substantial changes in value over short periods and remain subject to evolving regulatory frameworks. Investments or projects undertaken by IFGDV may therefore result in losses or may not produce the commercial returns anticipated when capital is committed.

Reflecting the Group's financial position and FY27 focus on capital efficiency, new strategic initiatives will be subject to increased capital discipline. The Board intends to assess new investment against the Group's available financial resources, identifiable commercial pathways and the potential return relative to alternative uses of capital.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS

The Group enters FY27 following a period of significant investment, technology development and operational change. The Board's focus for FY27 is on commercialising the technology and intellectual property developed during FY26, materially reducing the Group's operating cost base and selectively pursuing enterprise technology opportunities where the Group's capabilities can generate appropriate commercial returns.

The Group expects its enterprise technology operations to continue evolving towards a smaller and more flexible operating model. The operational restructuring commenced during FY26 is intended to better align personnel and other operating costs with contracted customer demand, while retaining the senior technical capabilities required to service existing customers and pursue new engagements. The Group expects the increasing use of artificial intelligence and automation within its own software development processes to support this objective.

Within IFG iGaming, the Group intends to continue commercialisation activities for Codexa, principally through white-label licensing and managed services arrangements with third-party operators. The Group will also continue to consider strategic transactions involving Codexa or IFG iGaming where the Board considers that an alternative transaction may deliver superior value to shareholders.

Further development of Codexa and related proprietary technology is expected to be increasingly directed by identifiable commercial opportunities. This includes continued development of the platform's operator, compliance and artificial intelligence capabilities and assessment of whether technologies developed within Codexa have commercial applications outside the iGaming sector.

The Group will continue to assess opportunities through IFGDV and other strategic initiatives; however, the allocation of capital to new projects will be subject to increased financial discipline having regard to the Group's available resources, existing commitments and the prospective risk-adjusted return from each opportunity.

More broadly, management expects the rapid development and adoption of artificial intelligence to continue to materially affect the software development industry. The Group intends to utilise these technologies both within the products and services it provides and internally to improve development productivity and reduce the resources required to deliver software and technology solutions.

The precise timing and extent of revenues from Codexa, new enterprise engagements and other strategic initiatives cannot presently be reliably determined. The Group's ability to execute these initiatives will also depend upon its available financial resources. Accordingly, while the Board considers the Group's revised operating structure and proprietary technology to provide opportunities for improved financial performance, the timing and extent of any improvement cannot be assured.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Group's activities to date have not been subject to any particular and significant environmental regulation under Laws of either the Commonwealth of Australia or a State or Territory of Australia.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

Subsequent to the end of the financial year, the Group continued the development and commercialisation of Codexa.

On 12 August 2026, the Company announced the first significant upgrade to the Codexa platform following its initial technical preview. The upgrade included a redesigned player interface, additional social and mobile functionality and a new proprietary compliance back-office developed by IFG iGaming incorporating anti-fraud, Anti-Money Laundering and Know Your Customer processes.

The enhanced platform also incorporated additional artificial intelligence functionality designed to improve player personalisation and automate elements of operator compliance and administration. The Group continues to pursue commercialisation opportunities for Codexa, principally through white-label licensing and managed services arrangements, while also evaluating potential applications for elements of the technology outside the iGaming sector.

The Group also continues to monitor the performance of the restructured Thailand operations and is considering further operational restructuring to materially reduce the Group's ongoing operating cost base while maintaining the core capabilities required to support its enterprise technology services and strategic proprietary ventures.

During August 2026, the Company commenced capital raising activities to strengthen its financial position and support ongoing and future business operations. Management believes that the successful completion of this capital raise will provide the Company with additional liquidity and working capital necessary to execute its strategic initiatives and sustain operational continuity.

Subject to the above, no other matter or circumstance has arisen since 30 June 2026 that has significantly affected, or may significantly affect, the Group's operations, the results of those operations or the Group's state of affairs in future financial years.

INDEMNITIES AND INSURANCE OF DIRECTORS AND OFFICERS

During the reporting period and up to the date of this report, the Group has paid premiums insuring all the directors of InFocus Group Holdings Limited against costs incurred in defending conduct involving a breach of duty and/or a contravention of sections 182 or 183 of the *Corporations Act 2001*, as permitted by section 199B of the *Corporations Act 2001*.

The Group has agreed to indemnify all directors and executive officers of the Group against liabilities to another person (other than the Group or a related body corporate) that may arise from their position as directors of the Group, except where the liability has arisen as a result of a wilful breach of duty in relation to the Group. The agreement stipulates that the Group will meet the full amount of any such liabilities, including costs and expenses. The Group has paid a total of $47,750 in insurance premiums, relating to Director and Officer insurance, during the financial year (2025: $49,515).

DIVIDENDS

No dividends were paid or declared during the financial year and no recommendation for payment of dividends has been made.

FOREIGN ENTITIES ACCOUNTING FRAMEWORK

Foreign entities comply with International Financial Reporting Standards (IFRS).

COMPLIANCE STATEMENT

This report is based on accounts which are in the process of being audited. The Company expects the final audit report to contain an unmodified opinion which includes a note to there being a material uncertainty section as to going concern.

For, and on behalf of, the Board of the Company,

Kit Weng Yip
Chairman
Perth, Western Australia this 31st day of August 2026

PRELIMINARY CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the financial year ended 30 June 2026

	Notes	2026 $	2025 $
Revenue from contracts with customers	3	4,353,810	4,427,036
Other income		339,091	27,386
R+D Tax Rebate		1,566,310	731,110
Net gain on fair value of embedded derivatives	11	-	134,003
		6,259,211	**5,319,535**
Direct product costs		(180,084)	(223,356)
Research and development costs, materials and consultants		(3,026,032)	(2,341,658)
Directors' fees, salaries, superannuation and consulting expenses		(115,690)	(472,121)
Depreciation and amortisation expenses		(472,349)	(382,734)
Public company costs, fees, share registry, shareholder expenses		(73,766)	(98,056)
Occupancy expenses		(70,689)	(78,574)
Employee expenses		(1,884,414)	(2,120,256)
Legal fees		(65,722)	(39,091)
Accounting, tax and audit fees		(210,652)	(148,277)
Insurances		(74,376)	(79,916)
Interest expenses		(194,297)	(171,790)
Corporate and investor relations expenses		(391,995)	(224,050)
Share-based payments	15.3	(1,570,830)	(476,173)
Finance Expenses		(385,410)	(774,876)
Impairment expense – Investment	6	(1,810,822)	(1,414,795)
Impairment expense – trade receivable		(38,307)	-
Marketing and investor relations expenses		(112,420)	(869)
Other expenses from ordinary activities		(175,063)	(131,112)
Fair value loss on asset revaluation	6	(645,908)	-
Loss on sale of assets	6	(404,111)	-
Net loss on fair value of embedded derivatives	11	(2,097,519)	-
Total expenses		**(14,000,456)**	**(9,177,704)**
Loss before income tax expense		**(7,741,245)**	**(3,858,169)**
Income tax expense		-	-
Loss after income tax expense		**(7,741,245)**	**(3,858,169)**
Loss from disposal of Investment	17	(495,842)	**-**
Loss after income tax expense for the year attributable to the owners of the Company		**(8,237,087)**	**(3,858,169)**
Other comprehensive income, net of tax:			
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations	14	(82,851)	81,117
Total comprehensive loss for the year		**(8,319,938)**	**(3,777,052)**
Earnings/ (loss) per share from continuing operations			
Basic and diluted loss per share (cents per share)	4	(1.75)	(1.98)

The Preliminary Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes, which form an integral part of the financial report.

PRELIMINARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2026

	Notes	2026 $	2025 $
Assets			
Current assets			
Cash and cash equivalents		228,581	552,832
Trade and other receivables	8	3,055,526	1,428,757
Other assets		563,867	712,875
Assets held for resale		-	200,000
Total current assets		3,847,974	2,894,464
Non-current assets			
Plant and equipment	7	102,921	159,245
Right- of-use assets	5	114,630	350,707
Intangible Assets	6	2,228,382	3,106,372
Total non-current assets		2,445,933	3,616,324
Total assets		**6,293,907**	**6,510,788**
Liabilities			
Current liabilities			
Trade and other payables	9	2,500,387	2,090,030
Borrowings	10	1,533,787	1,494,344
Finance lease liabilities	12	117,000	264,162
Employee entitlements		82,953	72,913
Convertible Notes	11	3,485,709	96,189
Total current liabilities		7,719,836	4,017,638
Non-current liabilities			
Convertible notes	11	2,153,108	-
Finance lease liabilities	12	-	137,881
Total non-current liabilities		2,153,108	137,881
Total liabilities		**9,872,944**	**4,155,519**
Net assets		**(3,579,037)**	**2,355,269**
Equity			
Issued capital	13.1	48,469,053	46,836,673
Unissued share capital	13.2	361,775	60,000
Reserves	14	761,579	747,364
Accumulated losses		(53,171,444)	(45,288,768)
Total equity		**(3,579,037)**	**2,355,269**

The Preliminary Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes, which form an integral part of the financial report.

PRELIMINARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the financial year ended 30 June 2026

	Issued Capital $	Unissued Share Capital $	Share Based payment Reserves $	Foreign Currency Translation Reserves $	Conversion Reserves $	Accumulated Losses $	Total $
Balance at 1 July 2024	**43,825,487**	**42,000**	**101,911**	**4,255**	**-**	**(41,430,599)**	**2,543,054**
Loss for the year	-	-	-	-	-	(3,858,169)	(3,858,169)
Other comprehensive income for the year	-	-	-	81,117	-	-	81,117
Total comprehensive loss for the year	**-**	**-**	**-**	**81,117**	**-**	**(3,858,169)**	**(3,777,052)**
Shares/Options issued during the year	3,318,767	(42,000)	307,581	-	-	-	**3,584,348**
Option Expired	-	-	(52,000)	-	-	-	**(52,000)**
Shares to be issued	-	60,000	-	-	-	-	**60,000**
Deferred Consideration	-	-	304,500	-	-	-	**304,500**
Share issue costs	(307,581)	-	-	-		-	**(307,581)**
Balance at 30 June 2025	**46,836,673**	**60,000**	**661,992**	**85,372**	**-**	**(45,288,768)**	**2,355,269**
Balance at 1 July 2025	**46,836,673**	**60,000**	**661,992**	**85,372**		**(45,288,768)**	**2,355,269**
Loss for the year	-	-	-	-	-	(7,741,245)	**(7,741,245)**
Other comprehensive income for the year	-	-	-	(82,851)	-	-	**(82,851)**
Loss from disposal of Investment	-	-	-	-	-	(495,842)	**(495,842)**
Total comprehensive loss for the year	-	-	-	(82,851)	-	(8,237,087)	**(8,319,938)**
Shares issued during the year	1,680,492	(60,000)	-	-	-	-	**1,620,492**
Shares to be issued during the year	-	361,775	-	-	-	-	**361,775**
Transfer Performance share expired/ Option Expired	-	-	(354,411)	-	-	354,411	**-**
Equity component of convertible notes issued during the year	-	-	-	-	451,477	-	**451,477**
Share issue costs	(48,112)	-	-	-	-	-	**(48,112)**
Balance at 30 June 2026	48,469,053	361,775	307,581	2,521	451,477	(53,171,444)	**(3,579,037)**

The Preliminary Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes, which form an integral part of the financial report.

PRELIMINARY CONSOLIDATED STATEMENT OF CASH FLOWS

for the financial year ended 30 June 2026

	Notes	2026 $	2025 $
Cash flows from operating activities			
Payments to suppliers and employees		(5,920,500)	(5,142,185)
Receipts from customers		2,398,938	3,690,312
Interest received		52,159	3,802
Interest paid		(113,490)	(79,229)
R&D Tax Rebate		1,566,310	731,110
Net cash used in operating activities		(2,016,583)	(796,190)
Cash flows from investing activities			
Sale of Assets		230,000	-
Payments for property, plant and equipment		(10,551)	(272,821)
Payment of Other Assets		(2,001,000)	-
Payments for software development		-	(550,930)
Cash acquired from acquisition of subsidiary		-	46,976
Cash lost from deconsolidation of subsidiary		(472)	
Net cash used in investing activities		(1,782,023)	(776,775)
Cash flows from financing activities			
Proceeds from issues of shares	13.1	-	1,322,125
Payments of share issue costs	13.1	-	(7,574)
Proceeds from borrowings	10	1,171,285	1,252,226
Proceeds from convertible note facility	11	3,950,000	-
Repayments of borrowings	10	(1,272,252)	(608,184)
Payments of borrowing costs		(23,403)	(30,346)
Repayment of Convertible note facility	11	-	(241,351)
Payment for principal portion of lease liabilities		(283,661)	(232,372)
Net cash generated by financing activities		3,541,969	1,454,525
Net (decrease)/increase in cash and cash equivalents		**(256,637)**	**(118,440)**
Cash and cash equivalents at the beginning of the year		552,832	652,910
Effect pf exchange rate changes on cash		(67,614)	18,362
Cash and cash equivalents at the end of the year		**228,581**	**552,832**

The Preliminary Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes, which form an integral part of the financial report.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the financial year ended 30 June 2026

1. GENERAL INFORMATION

InFocus Group Holdings Limited (**the Company**) is a limited company incorporated in Australia. The principal activities in the financial year were:

- Providing digital solutions services, including software development, platform development, team augmentation and external support; and
- A data analytics and business intelligence business which provides services to enterprise clients, as well as operating the Frugl grocery price comparison app, built on the data analytics technologies owned by the Company.

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001*, Accounting Standards and Interpretations, and comply with other requirements of the law.

The financial statements comprise the consolidated financial statements of the Company and its controlled entities (**collectively the Group**).

The financial statements were authorised for issue by the directors on 31 August 2026.

2.1. BASIS OF PREPARATION

The financial statements comprise the consolidated financial statements of the Group. For the purposes of preparing the consolidated financial statements, the Group is a for-profit entity. Material accounting policies adopted in the preparation of these financial statements are presented below. They have been consistently applied unless otherwise stated.

2.1.1. Statement of compliance

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (**AASB**) and International Financial Reporting Standards (**IFRS**) as issued by the International Accounting Standards Board (**IASB**), and the *Corporations Act 2001* (Cth).

2.1.2. Historical cost convention

The financial report has been prepared on the accrual basis and under the historical cost convention.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2.2. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement in with the investee; and
- has the ability to its power to affect its returns.

The Company reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements listed above.

When the Company has less than a majority of the voting rights if an investee, it has the power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether the Company's voting rights are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at shareholder meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

2.2.1. Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

2.2.2. Loss of control

Upon the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date control is lost. Subsequently it is accounted for as an equity-accounted investee or put through profit and loss or through other comprehensive income depending on the election adopted.

2.2.3. Transactions eliminated on consolidation

All intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2.3. TAXATION

2.3.1. Income tax

The income tax expense/(income) for the year comprises current income tax expense/(income) and deferred tax expense/(income).

Current income tax expense charged to profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited outside profit or loss when the tax relates to items recognised outside profit or loss.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the way management expects to recover or settle the carrying amount of the related asset or liability.
Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled, and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

2.3.2. Goods and Services Tax (GST)

Revenues, expenses, and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the consolidated statement of financial position are shown inclusive of GST.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The net amount of GST recoverable from, or payable to, the Australian Taxation Office is included as a current asset or liability in the consolidated statement of financial position.

Cash flows are presented in the consolidated statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

2.4. RESEARCH & DEVELOPMENT EXPENDITURE

An intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following has been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Subsequent to initial recognition, capitalised development costs are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit, which will normally be the useful life of the asset. During the period of development, the asset is tested for impairment annually.

2.5. TRADE AND OTHER RECEIVABLES

Trade and other receivables arise from the Group’s transactions with its customers and are normally settled within 30 days.

Consistent with both the Group’s business model for managing the financial assets and the contractual cash flow characteristics of the assets, trade and other receivables is subsequently measured at amortised cost.

For trade an other receivables, the Group has elected to apply the simplified approach to determining expected credit losses and the loss allowance is calculated on lifetime expected credit losses. The Group determines expected credit losses based on the Group’s historical credit loss experience, adjusted for factors that are specific to the financial asset as well as current and future expected economic conditions relevant to the financial asset. When material, the time value of money is incorporated into the measurement of expected credit losses. There has been no change in the estimation techniques or significant assumptions made during the reporting period.

2.6. EMPLOYEE BENEFITS

2.6.1. Short-term benefits

Liabilities for employee benefits for wages, salaries and annual leave that are expected to be settled wholly within 12 months of the reporting date represent present obligations resulting from employees' services provided to the reporting date and are calculated at undiscounted amounts based on remuneration wage and salary rates that the Group expects to pay at the reporting date including related on-costs, such as workers’ compensation insurance and payroll tax.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Non-accumulating non-monetary benefits, such as medical care, housing, cars and free or subsidised goods and services, are expensed based on the net marginal cost to the Group as the benefits are taken by the employees.

2.6.2. Other long-term benefits

The Group's obligation in respect of long-term employee benefits other than defined benefit plans is the amount of future benefit that employees have earned in return for their service in the current and prior periods plus related on-costs; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The discount rate is the Reserve Bank of Australia's cash rate at the report date that have maturity dates approximating the terms of the Group's obligations. Any actuarial gains or losses are recognised in profit or loss in the period in which they arise.

2.6.3. Termination benefits

When applicable, the Group recognises a liability and expense for termination benefits at the earlier of: (a) the date when the Group can no longer withdraw the offer for termination benefits; and (b) when the Group recognises costs for restructuring pursuant to AASB 137 *Provisions, Contingent Liabilities and Contingent Assets* and the costs include termination benefits. In either case, unless the number of employees affected is known, the obligation for termination benefits is measured on the basis of the number of employees expected to be affected. Termination benefits that are expected to be settled wholly before 12 months after the annual reporting period in which the benefits are recognised are measured at the (undiscounted) amounts expected to be paid. All other termination benefits are accounted for on the same basis as other long-term employee benefits.

2.6.4. Equity-settled compensation

The Group operates an employee share option plan. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using the Black-Scholes pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to market conditions not being met.

2.7. SHARE-BASED PAYMENTS TRANSACTIONS

Under AASB 2 *Share-Based Payments*, the Group must recognise the fair value of options granted to directors, employees and consultants as compensation as an expense on a pro-rata basis over the vesting period in profit or loss with a corresponding adjustment to equity.

2.8. BORROWINGS

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2.9. CONVERTIBLE NOTES

Convertible notes are accounted for as follows:

- Contracts that exhibit the characteristics of equity (ie - they pass the 'fixed for fixed test') are accounted for as equity.
- Contracts that exhibit characteristics of a liability are recognised as a liability in the statement of financial position, net of transaction costs.
- Compound contracts – the embedded derivative is separated from the host contract. The derivative is initially recognised at fair value on the date a derivative contract is entered into and is subsequently remeasured to its fair value at each reporting date. The host contract is accounted for at amortised cost with the effective interest being the difference between the face value of the contract less the embedded derivative. If the contract contains one or more embedded derivatives, the Group may designate the entire contract at fair value through profit or loss.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date.

2.10. PROVISIONS

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will results, and that outflow can be reliably measured.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, when appropriate, the risks specific to the liability.

2.11. CONTINGENT LIABILITIES

Contingent liabilities are not recognised but are disclosed in the consolidated financial statements, unless the possibility of settlement is remote, in which case no disclosure is made. If settlement becomes probable and the amount can be reliably estimated, a provision is recognised.

The amount disclosed as a contingent liability is the best estimate of the settlement.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2.12. EARNINGS PER SHARE

2.12.1. Basic earnings per share

Basic earnings per share is determined by dividing net profit or loss after income tax attributable to members of the Group, 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 year.

2.12.2. 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. When the Group makes a loss, the number of shares is not adjusted by the potential ordinary shares as the impact would be to reduce the loss per share.

2.13. REVENUE AND OTHER INCOME

The Group currently generates revenue from the provision of services in the areas of data analytics of its grocery comparison products, digital transformation, software development, team augmentation, artificial intelligence, machine learning and technical consulting. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the Customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

The Group's revenue accounting policy is detailed below:

Revenue is recognised either when the performance obligation in the contract has been performed, so 'point in time' recognition or 'over time' as control of the performance obligation is transferred to the customer.

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position.

2.13.1. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

The Group's income from the Australian Government's Research & Development (**R&D**) Tax Incentive for as a government grant.

2.13.2. Interest income

Interest income is recognised as it accrues in profit or loss, using the effective interest method.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2.14. SEGMENT REPORTING

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. The operations of the business are regularly reviewed by the Group's Managing Director to determine if segment reporting is required.

The Group operates within the geographical location of Australia and Thailand.

2.15. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Management discusses with the Board the development, selection and disclosure of the Group's critical accounting policies and estimates and the application of these policies and estimates. The estimates and judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

2.15.1. Key Estimate - Taxation

Balances disclosed in the financial statements and the notes thereto, related to taxation, are based on the best estimates of directors. These estimates consider both the financial performance and position of the Group as they pertain to current income taxation legislation, and the directors understanding thereof. No adjustment has been made for pending or future taxation legislation. The current income tax position represents that directors' best estimate, pending an assessment by tax authorities in relevant jurisdictions.

2.15.2. Key Estimate – R&D Tax Incentive

Where the Group receives the Australian Government's R&D Tax Incentive, the Group accounts for the amount refundable on accrual basis. In determining the amount of the R&D provision at year end, there is an estimation process utilising a conservative approach. Any changes to the estimation are recorded in the subsequent financial year.

2.15.3. Share-Based Payments

Goods or services received or acquired in a share-based payment transaction are recognised as an increase in equity if the goods or services were received in an equity-settled share-based payment transaction or as a liability if the goods and services were acquired in a cash settled share-based payment transaction.

For equity-settled share-based transactions, goods or services received are measured directly at the fair value of the goods or services received provided this can be estimated reliably. If a reliable estimate cannot be made the value of the goods or services is determined indirectly by reference to the fair value of the equity instrument granted using a 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.

Transactions with employees and others providing similar services are measured by reference to the fair value at grant date of the equity instrument granted using a Black-Scholes option pricing model.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2.15.4. Identifying performance obligations for revenue recognition

The nature of performance obligations categorised within these revenue types include the following:

a) Data analytics services which include product and competitor pricing reporting. Performance obligations are linked to an ongoing delivery basis.
b) Digital transformation and software development include bespoke builds, creative and design services. Performance obligations are linked to milestone events.
c) Technical consulting or support which is invoiced as the service is being performed with the performance obligations satisfied during the delivery of the service.

2.16. LEASES

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.

2.17. GOODWILL

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of the business combination over the Group’s interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group’s cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Each unit or group of units to which the goodwill is so allocated:

- represents the lowest level within the Group at which the goodwill is monitored for internal management purposes; and
- is not larger than a segment based on either the Group’s primary or the Group’s secondary reporting format determined in accordance with AASB 8 Operating Segments.

Impairment is determined by assessing the recoverable amount of the cash-generating unit or groups of cash-generating units, to which the goodwill relates. When the recoverable amount of the cash-generating unit or groups of cash generating units is less than the carrying amount, an impairment loss is recognised. When goodwill forms part of a cash generating unit or groups of cash-generating units and an operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this manner is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Impairment losses recognised for goodwill are not subsequently reversed.

2.18. GOING CONCERN

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

For the year ended 30 June 2026 the Group incurred a net loss of $8,237,087 (2025: $3,858,169), a net cash outflow from operating activities amounting to $2,016,583 (2025: $796,190) and had net current liabilities $3,871,862 (30 June 2025: $1,123,174).

The Directors have reviewed the business outlook, cash flow forecasts and immediate capital requirements and are of the opinion that the use of the going concern basis of accounting is appropriate. In forming this view the Directors have taken into consideration the following:

- On 12 May 2026, the Company renewed its loan facility agreement (Facility) with Mr Kenny Woo, a third party investor, which was expiring on 31 May 2026 to 31 May 2027. The principal facility is increase from $1,000,000 to $1,500,000, bears an interest rate of 8% per annum payable monthly in arrears, unsecured and repayable on 31 May 2027. At the date of this report, the Company has drawn down $269,023 from this facility;

- Research and development expenditure projects are undertaken to which the Group will seek to apply for the R&D tax incentive rebate (R&D Rebate) at 43.5%; and

- During August 2026, the Company commenced capital raising activities to strengthen its financial position and support ongoing and future business operations. Management believes that the successful completion of this capital raise will provide the Company with additional liquidity and working capital necessary to execute its strategic initiatives and sustain operational continuity.

The Directors have carefully assessed the uncertainties relating to the likelihood of securing additional funding and the Group's ability to effectively manage its expenditures and cash flows from operations.

Should the Group not be successful in obtaining adequate funding, or adequately reducing operational expenditure as required, there is a material uncertainty that may cast significant doubt as to the ability of the Group to continue as a going concern and whether it will be able to realise its assets and discharge its liabilities in the ordinary course of business.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

2.19. FOREIGN CURRENCY TRANSLATION

Both the functional and presentation currency of InFocus Group Holdings Limited is Australian dollars. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance date.

All exchange differences in the consolidated financial statements are taken to profit or loss with the exception of differences on foreign currency borrowings that provide a hedge against a net investment in a foreign entity. These are taken directly to equity until the disposal of the net investment, at which time they are recognised in profit or loss.

Tax charges and credits attributable to exchange differences on those borrowings are also recognised in equity. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

The functional currency of the foreign operations, Onify Co., Ltd (formerly Trienpont International Co. Ltd) & Prodigy 9 Co., Ltd is Thai Baht. "THB".

2.20. ADOPTION OF NEW AND REVISED STANDARDS

2.20.1. Standards and Interpretations applicable to 30 June 2026

In the year ended 30 June 2026, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Company's operations and effective for the year reporting periods beginning on or after 1 July 2025.

As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Company and therefore no material change is necessary to Group accounting policies.

2.20.2. Standards and Interpretations in issue not yet adopted applicable to 30 June 2026

The Directors have also reviewed all of the new and revised Standards and Interpretations in issue not yet adopted that are relevant to the Company and effective for the year reporting periods beginning on or after 1 July 2025.

AASB18 Presentation and Disclosure of Financial Statements
This standard will replace AASB101 Presentation of Financial Statements. Whilst many of the requirements will remain consistent, the new standard will have impacts on the presentation of the statement of Profit and Loss and consequential impacts on the Statement of Cash Flows. It will also require the disclosure of non-AASB management performance measures and may impact the level of aggregation and disaggregation throughout the primary financial statements and the notes.

AASB18 applies for periods beginning on or after 1 January 2027 and will be applied retrospectively. The Group is still currently assessing the impact tha AASB18 will have on the Group.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

There are no other standards or amendments that are expected to have a material impact on the Group.

3. REVENUE

3.1. REVENUE FROM CONTRACTS WITH CUSTOMERS: CONTINUING OPERATIONS

	2026 $	2025 $
Revenue from contracts with customers	4,353,810	4,427,036
	4,353,810	4,427,036

Revenue from contracts with customers is recognised at the point in time and over time the products and services are delivered to the customer.

	2026 $	2025 $
Over Time Revenue	1,235,766	1,432,501
Point in Time Revenue	3,118,044	2,994,535
	4,353,810	4,427,036

4. LOSS PER SHARE

4.1. BASIC LOSS PER SHARE

	2026 Cents Per Share	2025 Cents Per Share
Loss per share	(1.75)	(1.98)

The profit/ (loss) and weighted average number of ordinary shares used in the calculation of basic loss per share are as follows:

	2026 $	2025 $
Loss for the year - from continuing operations	(7,741,245)	(3,385,169)
	No.	No.
Weighted average number of ordinary shares for the purposes of basic loss per share	441,197,702	171,061,512

4.2. DILUTED LOSS PER SHARE

There are no potential ordinary shares that are considered dilutive, as a result no dilutive loss per share has been disclosed.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. RIGHT-OF-USE ASSETS

	2026 $	2025 $
Balance at beginning of period	350,707	584,584
Additions		-
Depreciation expensed	(230,121)	(230,121)
Interest expensed	(28,428)	(53,664)
Effect of exchange rates	22,472	49,908
Balance at end of period	114,630	350,707

6. INTANGIBLE ASSETS

CARRYING VALUE

	2026 $	2025 $
Goodwill[1]	3,845,736	3,225,617
Accumulated impairment	(3,225,617)	(1,414,795)
Acquisition through business combination	-	620,119
Disposal of Investment - Prodigy 9.,Co Ltd	(620,119)	-
Goodwill Subtotal	-	2,430,941
Software Development at cost[2]	1,483,382	734,510
Accumulated Amortisation	(205,981)	(59,079)
Software development subtotal	1,277,401	675,431
Monochrome	2,001,000	-
Loss on Bitcoin Conversion[3]	(404,111)	-
Fair value loss on asset revaluation	(645,908)	-
Digital Assets -Crypto Currencies	950,981	
Carrying value at year end	2,228,382	-

RECONCILIATION

	Note	2026 $	2025 $
Opening balance		3,106,372	3,225,617
impairment[1]		(1,810,822)	(1414,795)
Acquisition through business combination		-	620,119
Disposal of Investment		(620,119)	-
Software Development at cost[2]		748,872	734,510
Software Amortisation		(146,902)	(59,079)
Monochrome[3]		2,001,000	-
Loss on Bitcoin Conversion		(404,111)	-
Market value revaluation		(645,908)	-
Carrying value		2,228,382	3,106,372

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

1. As disclosed in the annual report for the year ended 30 June 2024, the Company completed the acquisition of 100% of the issued share capital of Trienpont International Co. Ltd (Trienpont) on 29 February 2024. The acquisition was provisionally accounted for as at 30 June 2024. During the current full-year period, the Company finalised the accounting for the acquisition, which resulted in no change to the measurement of the consideration nor to the acquisition date fair values of the net assets acquired. The excess consideration paid over the net assets acquired of the consideration nor to the acquisition date fair values of the net assets acquired. The excess consideration paid over the net assets acquired has been allocated to goodwill.

   The Company is required to assess goodwill for impairment at least annually, and has done so as at 30 June 2026.

   As part of its ongoing monitoring procedures, management performed a proactive impairment assessment of the goodwill allocated to Onify Co., Ltd. (formerly Trienpont International Co., Ltd.) to evaluate whether its carrying value remains recoverable. This assessment took into consideration a sustained decline in the operating performance of the assets acquired in connection with the February 2024 acquisition of Onify Co., Ltd., including an increase in non-performing assets and downward revisions to the reporting unit's forecasted revenue and cash flows.

   As a result, the Company performed a quantitative goodwill impairment test as of 30 June 2026 using a discounted cash flow analysis and is recorded within "Goodwill impairment" in the Consolidated Statements of Operations. No goodwill remains allocated to this reporting unit as of 30 June 2026.

   The Company completed the acquisition of 100% of the issued share capital of Prodigy 9., Ltd on 5 February 2025. The excess consideration paid over the net assets acquired has been allocated to goodwill.

   On 1 June 2026, the Company completed the sale of Prodigy9 Co., Ltd ("the Subsidiary"), a Bangkok-based software engineering consultancy with expertise in enterprise software development, data analytics, cybersecurity, and AI/ML solutions to Chakrit Wichian for total consideration of $1, consisting of $1 in cash and cancellation of IFG shares and performance rights.

2. The Company has purchased in advance AI cloud computing processing power from cloud computing resellers from providers like Amazon Web Services and Alibaba Cloud. This strategic decision was taken due to strong demand globally for AI based cloud computing power. The Company now owns processing power on Nvidia's A100 Tensor Core GPU's ready to be deployed on its internal processes or to be resold. Given the substantial demand for AI processing power globally, it is expected that these processing instances will be consumed internally or sold to buyers at a higher price.

3. The Company purchase Monochrome Bitcoin ETF which holds the digital asset directly and eventually the Monochrome Bitcoin ETF unit is converted into Bitcoin. This Bitcoin will be used to test and design products internally surrounding tokenisation settlement.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

7. PLANT AND EQUIPMENT

30 June 2026	Leasehold Improvements $	Office & Computer Equipment $	Total $
Cost	116,183	152,203	268,386
Accumulated Depreciation	(78,951)	(86,514)	(165,465)
Carrying value	37,232	65,689	102,921

30 June 2025	Leasehold Improvements $	Office & Computer Equipment $	Total $
Cost	116,183	206,019	322,202
Accumulated Depreciation	(43,990)	(118,967)	(162,957)
Carrying value	72,193	87,052	159,245

30 June 2026	Leasehold Improvements $	Office & Computer Equipment $	Total $
Balance at beginning of period	72,193	87,052	159,245
Additions		12,013	12,013
Depreciation expensed	(32,043)	(31,068)	(63,111)
Disposal	-	(1,767)	(1,767)
Effect of exchange rates	(2,918)	(541)	(3,459)
Balance at end of period	37,232	65,689	102,921

30 June 2025	Leasehold Improvements $	Office & Computer Equipment $	Total $
Balance at beginning of period	59,501	86,887	146,388
Additions	48,479	45,468	93,947
Depreciation expensed	(31,403)	(45,303)	(76,706)
Disposal	(4,385)	-	(4,385)
Effect of exchange rates	1	-	1
Balance at end of period	72,193	87,052	159,245

8. CURRENT TRADE AND OTHER RECEIVABLES

	2026 $	2025 $
Trade debtors	2,892,733	1,412,552
Other receivable	162,793	16,205
	3,055,526	1,428,757

Trade receivable is non-interest bearing and generally on terms of 14-60 days.

All receivables are considered fully recoverable.

9. TRADE AND OTHER PAYABLES

	2026 $	2025 $
Current		
Unsecured trade creditors	2,184,708	1,319,667
Revenue received in advance	-	134,655
Sundry creditors and accruals	315,679	635,708
	2,500,387	2,090,030

Trade and other payables are non-interest bearing. Due to the short-term nature of these payables, their carrying amount is assumed to approximate their fair value.

10. BORROWINGS

	2026 $	2025 $
Balance at beginning of period	1,494,344	518,505
Loan from Radium Capital(i)	1,171,285	966,710
Loan from Director (cash) (ii)	-	269,023
Loan from Bank(iii)	-	327,255
Loan from Mythos	2,500,000	-
Conversion of Mythos to Convertible Notes	(2,500,000)	-
Interest and borrowing cost capitalised	167,402	21,042
Repayments made	(1,272,252)	(608,184)
Effect of exchange rates	(26,992)	(7)
Balance at end of period	1,533,787	1,494,344

	2026 $	2025 $
Current liabilities:		
Loan from Radium Capital(i)	1,237,165	921,979
Loan from Third Party(ii)	296,622	-
Non-Current liabilities:		
Loan from Director(ii)	-	273,889
Loan from Bank(iii)	-	298,476
	1,533,787	1,494,344

(i) As part of the Loan Agreement with Radium Capital, the total amount drawn down under the Loan would be repaid with the receipt of the 2025 financial year Research & Development Rebate. On 28 November 2025, the Loan of $972,465 was repaid in full (principal and interest).

During the year, the Company entered into multiple loan facility agreement (Loan Agreement) with Radium Capital Pty Ltd (Lender) totalling $1,171,285 (Loan) and bearing an interest rate of 17% per annum. As part of the Loan Agreement, the total amount drawn down under the Loan would be repaid with the receipt of the 2026 financial year Research & Development Rebate.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(ii) A binding loan facility agreement ("Facility") with Kenny Woo, a third party investor, is available on call. The facility is increased to $1,500,000, bears an interest rate of 8% per annum payable monthly in arrears and is unsecured and repayable on 31 May 2027 (third party Loan).

(iii) At the point of acquisition of Prodigy9 Co., Ltd, Prodigy9 had loans with Kasikorn bank for an approximate $140,252 with and interest of 11.3% & approximate A$187,003 with an interest of 9.8%. Following the demerger of Prodigy9 Co., Ltd, the loan has been extinguished.

11. CONVERTIBLE NOTE

Current Liabilities

	2026 $	2025 $
Convertible notes		
Financial liabilities at amortised cost	1,032,333	96,189
Embedded derivative at FVTPL	2,453,376	-
	3,485,709	96,189

	2026 $	2025 $
Financial liabilities at amortised cost		
Opening balance	96,189	267,509
Convertible note proceeds	1,450,000	-
Transaction costs	(274,676)	192,379
Derivative liability recognised at inception	(355,857)	-
Repayment of Convertible Notes	-	(241,351)
Conversion of Convertible Notes	(164,149)	(704,845)
Effective interest of host liability	280,826	582,497
	1,032,333	96,189

	2026 $	2025 $
Embedded derivative		
Opening balance	-	134,003
Derivative liability recognised at inception	355,857	-
Fair value movement	2,097,519	(134,003)
	2,453,376	-

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Non-Current Liabilities

	2026 $	2025 $
Convertible notes		
Financial liabilities at amortised cost	2,153,108	-
	2,153,108	-

	2026 $	2025 $
Financial liabilities at amortised cost		
Convertible note proceeds	2,500,000	-
Transaction costs	(451,476)	-
Effective interest of host liability	104,584	
	2,153,108	-

On 8th July 2025, Obsidian completed the final conversion of the 1st Tranche of notes. On the same date, the Company extended the prior facility to enable drawing of a further $200,000 which occurred in early July 2025 and a further $250,000 drawable in September 2025. On 13th November 2025, Obsidian offered a third purchase of convertible notes up to a value of $1,000,000. During the 2026 financial year, the Company has drawn all three convertible note tranches, totallingA$1,450,000.

On 7 May 2026, Obsidian converted 40,000 convertible notes with a carrying value of $61,443 into equity, pursuant to the conversion terms set out in the convertible note instrument.

The Company has entered into a Convertible Notes agreement with an aggregate face value of up to $10 million with Mythos Venture Partners. To date only $2.5 million had been drawn and the Note Facility is secured against Company's asset in InFocus Digital Ventures Pty Ltd.

12. FINANCE LEASE LIABILITIES

	2026 $	2025 $
Current liability	117,000	264,162
Non-current liability	-	137,881
	117,000	402,043

13. ISSUED CAPITAL

	2026 $	2025 $
505,028,920 fully paid ordinary shares (2025: 275,961,816)	48,469,053	46,836,673
44,148,855 fully paid ordinary shares - unissued (2025: 3,750,000)	361,775	60,000
	48,830,828	46,896,673

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

13.1. FULLY PAID ORDINARY SHARES

	2026		2025	
			No.	$
Balance at beginning of year	275,961,816	46,836,673	104,716,308	43,825,487
Issued for cash - placements	-	-	57,935,186	1,322,125
Issued as consideration for the acquisition of Prodigy9 Co. Ltd	-	-	10,000,000	210,000
Issued to Supplier	162,148,001	$1,127,805	27,950,000	981,000
Issued for Note Facility (Note 11)	57,448,957	$432,687	71,412,303	704,845
Issued to employees	9,470,146	$120,000	3,948,019	100,798
Share issue costs	-	(48,112)	-	(307,582)
Balance at end of year	505,028,920	$48,469,053	275,961,816	46,836,673

Fully paid ordinary shares carry one vote per share and carry the right to dividends. Ordinary shares participate in the proceeds on winding up of the Group in proportion to the number of shares held. Ordinary shares have no par value.

13.2. FULLY PAID ORDINARY SHARES - UNISSUED

	2026		2025	
			No.	$
Balance at beginning of year	3,750,000	60,000	823,151	42,000
Transfer to issued capital	(3,750,000)	(60,000)	(823,151)	(42,000)
Shares to be issued	44,148,855	361,775	3,750,000	60,000
Balance at end of year	44,148,855	361,775	3,750,000	60,000

The unissued ordinary shares relate to 30,000,000 shares to be issued to the Chief Executive Officer in lieu of a portion of his base salary relating to the period from 1 October 2025 to 30 June 2026 and 14,148,855 shares to supplier.

14. RESERVES

	2026 $	2025 $
Share based payment reserve	307,581	661,992
Foreign currency translation reserve	2,521	85,372
Conversion Reserve	451,477	
	761,579	747,364

Share-based Payments Reserve
This reserve is used to record the value of equity benefits provided to directors, executives and employees as part of their remuneration, as well as to consultants and advisors for provision of services.

Foreign currency translation reserve
The foreign currency translation reserve records exchange differences arising on translation of foreign subsidiary accounts.

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Conversion reserve
The conversion reserve is the residual equity from convertible note arrangement entered into with Mythos.

SHARE BASED PAYMENT RESERVE

	2026 $	2025 $
Balance at beginning of year	661,992	101,911
Options issued during the year (Note 15.1)	-	307,581
Options expired during the period (Note 15.1)	(49,911)	(52,000)
Prodigy9., Co Ltd performance Share not met	(304,500)	304,500
Balance at end of year	307,581	661,992

The share based payment reserve arises on the grant of share options to executives, employees, consultants and advisors and upon issue of options to shareholders or buyers. Amounts are transferred out of reserve and into accumulated losses when options expire or lapse.

FOREIGN CURRENCY RESERVE

	2026 $	2025 $
Balance at beginning of year	85,372	4,255
Movement during the year	(82,851)	81,117
Balance at end of year	2,521	85,372

CONVERSION RESERVE

	2026 $	2025 $
Balance at beginning of year	-	-
Movement during the year	451,477	-
Balance at end of year	451,477	-

15. SHARE OPTIONS

Each option issued converts into one ordinary share of InFocus Group Holdings Limited on exercise. Options carry neither rights to dividends, nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

15.1. MOVEMENTS IN SHARE OPTIONS DURING THE YEAR

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

	2026		2025	
			Number of options	$
Balance at beginning of the year	44,016,669	357,492	18,650,010	101,911
Granted during the year	141,935,103	-	27,333,334	307,581
Option Expired during the year	(16,683,335)	(49,911)	(1,966,675)	(52,000)
Balance at end of the year	169,268,437	307,581	44,016,669	357,492
Exercisable at end of the year	169,268,437	307,581	44,016,669	357,492

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

15.2. SHARE OPTIONS EXERCISED DURING THE YEAR

During the year no options were converted into shares (2025: NIL).

15.3. SHARE BASED PAYMENTS

Share-based payments made during the year ended 30 June 2026 are summarised below.

Recognised Share-Based Payment Expense

	2026 $	2025 $
Shares issued to employees	180,000	100,798
Less: Prior year Accrued Shares to employees	(60,000)	(15,000)
Shares issued to supplier	1,127,805	981,000
Prepayment of Share issued to Supplier	141,250	(590,625)
Unissued share to supplier	181,775	-
	1,570,830	476,173

The cost of these equity-settled transactions is measured by reference to the fair value of the equity instruments at the date on which they are granted. The fair value of the shares issued was determined by using the closing market price and the fair value of the options issued was determined by using a Black and Scholes model with the following assumptions.

The fair value of options issued to suppliers is as follows:

Number of options	Grant Date	Expiry Date	Exercise Price	Total Value	Recipients
22,333,334	27 Nov 2024	31 Dec 2027	$0.075	$307,582	Broker

Underlying share price	Expected volatility	Expected dividends	Risk free rate	Value per option
$0.042	164%	Nil	3.968%	$0.0342

The fair value of options issued to suppliers is as follows:

Number of options	Grant Date	Expiry Date	Exercise Price	Total Value	Recipients
5,000,000	27 Nov 2024	31 Dec 2027	$0.07	-	Contractor

Underlying share price	Expected volatility	Expected dividends	Risk free rate	Value per option
$0.042	164%	Nil	3.968%	$0.0344

The cost of these equity-settled transactions is measured by reference to the fair value of the equity instruments at the date on which they are granted. The fair value of the shares issued was determined by using the closing market price and the fair value of the options issued was determined by using a Black and Scholes model.

16. FINANCIAL INSTRUMENTS

16.1. CAPITAL MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from 2025.

The Group is not subject to any externally imposed capital requirements.

16.2. FINANCIAL RISK MANAGEMENT OBJECTIVES

The Board of directors provides services to business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include interest rate risk, liquidity risk and credit risk.

The Group seeks to minimise the effects of these risks by making use of credit risk policies and future cash requirements. These are approved by the Board of directors and are reviewed on a regular basis.

The totals for each category of financial instruments, measured in accordance with *AASB 9 Financial Instruments*, as detailed in the accounting policies to these financial statements below.

16.3. INTEREST RATE RISK

The Group is exposed to interest rate risk on its cash reserves held with the Westpac or other acceptable Australian Banking entities. The risk of interest rate movements is managed by the Group by maintaining an appropriate mix between short term deposits and at call deposits.

The Group is not subject to any other interest rate risk as none of its other financial assets or liabilities is subject to variable interest rates.

The Group's exposure to interest rate on financial assets subject to variable interest rates is detailed in the interest rate risk sensitivity analysis section of this note.

13.3.1. Interest rate sensitivity analysis

The Group's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates and the effective weighted average interest rates on classes of financial assets and financial liabilities, is as follows:

Financial assets

	Weighted average effective interest rate	2026 $	2025 $
Cash and cash equivalents	1%	228,581	552,832
Trade and other receivables	N/A	3,055,526	1,428,757
Other assets	N/A	563,867	712,875
		3,847,974	2,694,464

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

16.3. INTEREST RATE RISK (CONTINUED)

Financial liabilities

	Weighted average effective interest rate	2026 $	2025 $
Trade and other payables	N/A	2,500,387	2,090,030
Convertible Notes	N/A	5,638,817	96,189
Borrowings	15.26%	1,533,787	1,494,344
		9,672,991	3,680,563

16.4. LIQUIDITY RISK

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations with financial liabilities. Ultimate responsibility for liquidity risk management rests with the Board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium, and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate cash reserves by continuously monitoring forecast and actual cash flows and identifying when further capital raising initiatives are required. The Group presently has make a progress in the source of operating income however, it is reliant on equity contributions and cooperation of creditors and lenders to continue as a going concern.

The Group is not materially exposed to liquidity risk.

16.5. CREDIT RISK

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Group. In respect of financing activities, the Group is exposed to credit risk from its operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks and financial institutions. 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 only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Group uses other publicly available financial information and its own trading records to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. The Group's bank has an "AA-" long term issuer rating by Standards & Poors (S&P).

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

17. LOSS OF CONTROL OF SUBSIDIARY

On 1st June 2026, the Group disposed 100% of the issued share capital of Prodigy9., Col Ltd ("the Subsidiary"), a company incorporated in Thailand, engaged in enterprise software development, data analytics, cybersecurity, and AI/ML solutions. As a result, the Subsidiary ceased to be a subsidiary of the Group and was deconsolidated with effect from 1st June2026.

The management recognise that the global software development industry is undergoing a structural shift. AI-native engineering workflows are compressing development cycles and fundamentally changing the economics of software delivery. We are undertaking a restructuring which will see a material reduction in our operating costs and headcount, consolidating our software and platform development business into a single leaner and more senior team under Onify brand. The Group retains senior engineers, key client relationship and the delivery capability that underpins both our enterprise services and our growth ventures.

Calculation of Gain/(Loss) on Disposal

	2026 $	2025 $
Fair value of consideration received	1	-
Add: Net liabilities of subsidiary at date of loss of control	124,276	-
Less: Carrying amount of net assets disposed	(620,119)	
Gain/(loss on loss of control	**(495,842)**	**-**

Net Assets of Subsidiary at Date of Disposal

	2026 $	2025 $
Cash and cash equivalents	472	-
Trade and other receivables	176,401	-
Other Assets	17,750	-
Plant and equipment	1,768	-
Trade and other payables	(49,183)	-
Borrowings	(271,484)	-
Net liabilities disposed of	**(124,276)**	**-**

Cash Flow Effect

	2026 $	2025 $
Cash consideration received	1	-
Less: Cash and cash equivalents of subsidiary disposed	(472)	-
Net cash inflow/(outflow) on disposal	**(471)**	**-**

PRELIMINARY NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

18. SUBSIDIARIES

The consolidated financial statements incorporate the assets, liabilities and results of the following subsidiaries in accordance with the accounting policy described in Note 2.2 Details of subsidiary companies are as follows:

Entity	Incorporation	2026 Ownership	2025 Ownership
Frugl Operations Pty Ltd	Australia	100%	100%
InFocus Digital Ventures Pty Ltd	Australia	100%	-
InFocus Gaming Technologies Pty Ltd	Australia	100%	-
Trienpont Australia Pty Ltd (formerly Premium Pipe Services Pty Ltd)	Australia	100%	100%
Onify Co., Ltd (formerly Trienpont International Co. Ltd)	Thailand	99.99%	99.99%
Prodigy9 Co., Ltd	Thailand	-	99.99%
ABDS Limited	Cyprus	100%	-

19. RELATED PARTY TRANSACTIONS

The immediate parent and ultimate controlling party of the Group is InFocus Group Holdings Limited. Balances and transactions between the Group and its subsidiaries, which are related parties of the Group, have been eliminated on consolidation and are not disclosed in this note.

19.1. LOANS TO KEY MANAGEMENT PERSONNEL AND THEIR RELATED PARTIES

There have been no loans to key management personnel during the current or prior year and no balances were outstanding as at the reporting date.

19.2. TRANSACTION WITH KEY MANAGEMENT PERSONNEL

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated.

Key management personnel related parties

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. Transactions with key management personnel related parties are set out below.

20. SEGMENT INFORMATION

The Group identifies its operating segments based on the internal reports that are reviewed and used by the Board of directors (chief operating decision maker) in assessing performance and determining the allocation of resources.

The Group operates primarily in the areas of data analytics of its grocery comparison products, digital transformation, software development and technical consulting. 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.

Unless stated otherwise, all amounts reported to the Board of directors as the chief operating decision maker is in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Group.

	Australia $	Thailand $	Total $
30 June 2026			
Segment revenue	2,675,867	1,677,943	4,353,810
Segment results	(8,094,260)	353,015	(7,741,245)
Included within segment result:			
• R+D Tax Rebate	1,566,310	-	1,566,310
• Research and development costs, materials and consultants	3,026,032	-	3,026,032
• Depreciation and amortisation expenses	316,676	155,673	472,349
• Share-based payments	1,481,400	89,430	1,570,830
Segment assets	5,913,276	380,631	6,293,907
Segment liabilities	(9,349,501)	(523,443)	(9,872,944)

	Australia $	Thailand $	Total $
30 June 2025			
Segment revenue	2,752,260	1,674,776	4,427,036
Segment results	(3,457,400)	(400,769)	(3,858,169)
Included within segment result:			
• R+D Tax Rebate	731,110	-	731,110
• Research and development costs, materials and consultants	2,341,658	-	2,341,658
• Depreciation and amortisation expenses	227,584	155,151	382,734
• Share-based payments	476,173	-	476,173
Segment assets	5,770,476	740,312	6,510,788
Segment liabilities	(2,966,589)	(1,188,930)	(4,155,519)